TATA

12th December 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,

Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench

The Meeting of the Equity Shareholders of the Company convened by the Hon'ble National Company Law Tribunal, Mumbai Bench (Meeting) was held on Wednesday, 12th December 2018 at 11.00 a.m. IST at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020. The item of business contained in the Notice of the Meeting dated 24th October 2018, for approval of Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors, was transacted and passed by the Shareholders with requisite majority [majority of persons representing three-fourths in value (as per the Companies Act, 2013)] and [majority of Public shareholders (as per clause (I)(A)(9)(b) of Annexure-I of Circular dated 10th March 2017, issued by Securities and Exchange Board of India)].

In connection with the same, please find the following:

a) Summary of proceedings of the Meeting of the Company, as required under Regulation 30, Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), attached and marked as **Annexure - 1**.

b) Combined voting results of the postal ballot, remote e-voting together with the voting conducted at the Meeting venue, in relation to the business transacted at the Meeting, as required under Regulation 44 of the Listing Regulations, attached and marked as **Annexures – 2A** (majority of persons representing three-fourths in value – including promoter and promoter group) **and 2B** (majority of Public shareholders – excluding promoter and promoter group).

c) The Scrutinizer's Reports dated 12th December 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 **Annexures – 3A and 3B**.

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.

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TATA

Annexure-1

Summary of proceedings of the Meeting of the Equity Shareholders of The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench.

The Meeting of the Equity Shareholders of the Company convened by the Hon'ble National Company Law Tribunal, Mumbai Bench (Meeting) was held on Wednesday, 12th December 2018 at 11.00 a.m. IST at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020.

Mr. Praveer Sinha informed that the Meeting was convened pursuant to the Order dated 10th October 2018 (Order) of the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) in the matter of the Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors (Scheme). He further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the Meeting.

The requisite quorum being present, the Chairman called the meeting to order. All the Directors of the Company, except Mr. N. Chandrasekaran, Ms. Anjali Bansal, Ms. Vibha Padalkar, Mr. K. M. Chandrasekhar, Mr. Hemant Bhargava, Mr. Saurabh Agrawal and Mr. Banmali Agrawala, attended the Meeting.

The Notice of the Meeting, the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with the Rules framed thereunder and the Scheme, had already been dispatched to all the Members. With the consent of the Members, the Notice convening the Meeting was taken as read.

The Chairman then provided a brief background and rationale for the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to the Members for voting:

Item No.	Details of the Agenda	Resolution required
1.	Approval of Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors.	Requisite Majority *

** [majority of persons representing three-fourths in value (as per the Companies Act, 2013)] and [majority of Public shareholders (as per clause (I)(A)(9)(b) of Annexure-I of Circular dated 10th March 2017, issued by Securities and Exchange Board of India) ('SEBI Circular')].*

The Chairman informed the Members that as required under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), the Company had provided its Shareholders the facility to cast their vote through postal ballot and through remote e-voting administered by National Securities Depository Limited. Further, the Chairman also informed that the facility of electronic voting was available at the venue of the Meeting for the Members who had earlier not exercised their vote through postal ballot or remote e-voting.

The Chairman informed the Members that Mr. P. N. Parikh (FCS No. 327) of M/s. Parikh and Associates, Company Secretaries had been appointed by the Board as Scrutinizer to conduct the postal ballot process, to supervise that the remote e-voting and voting at the Meeting was done in a fair and transparent manner.

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The Chairman then invited the Members to express their views, ask questions and seek clarifications on the Scheme. The Chairman then responded to the questions asked and clarifications sought by the Members.

Post the Q&A session, the Chairman thanked the Members for attending and participating at the meeting. The Chairman concluded by authorizing the Company Secretary to oversee the voting process and declare the results of the consolidated voting. He informed the Members that the consolidated voting results would be made available on the website of the Company viz. www.tatapower.com and the website of National Securities Depository Limited viz. www.evoting.nsdl.com, within 48 hours of the conclusion of the meeting.

The Scrutinizer's Report was received on Wednesday, 12th December 2018 and, as set out therein, the Resolution has been passed with the requisite majority.

For The Tata Power Company Limited

Company Secretary

Annexure-2A

Meeting of the Equity Shareholders of The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench.

Date of the NCLT convened Meeting	12th December 2018
Total number of shareholders on record date	3,30,601
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter group • Public	 5 167
No. of Shareholders attended the meeting through Video Conferencing • Promoter and Promoter group • Public	No arrangement was made for VC

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

TATA POWER
The Tata Power Company Limited
Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 8801
Website : www.tatapower.com Email : tatapower@tatapower.com CIN : L28920MH1919PLC000567

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Annexure - 2A

THE TATA POWER COMPANY LIMITED										
Resolution (1)										
Resolution required: ~~(Ordinary / Special)~~					Majority of Shareholders representing 3/4 in value					
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes					
Resolution for approving of Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder.										
	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		892544226	100.00	892544226	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1409721370	1272509698	90.27	1263365533	9144165	99.28	0.72	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1272509698	90.27	1263365533	9144165	99.28	0.72	0
3	Public-Others	E-Voting	402507914	5863892	1.46	5713007	150885	97.43	2.57	0
		Poll		220155	0.05	220155	0	100.00	0.00	0
		Postal Ballot (if applicable)		2010691	0.50	1880455	130236	93.52	6.48	75352
		Total		8094738	2.01	7813617	281121	96.53	3.47	75352
	Total	E-Voting	2704773510	2170917816	80.26	2161622766	9295050	99.57	0.43	0
		Poll		220155	0.01	220155	0	100.00	0.00	0
		Postal Ballot (if applicable)		2010691	0.07	1880455	130236	93.52	6.48	75352
		Total	**2704773510**	**2173148662**	**80.34**	**2163723376**	**9425286**	**99.57**	**0.43**	**75352**

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

Annexure-2B

Meeting of the Equity Shareholders of The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench.

Date of the NCLT convened Meeting	12th December 2018
Total number of shareholders on record date	3,30,601
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter group • Public	 5 167
No. of Shareholders attended the meeting through Video Conferencing • Promoter and Promoter group • Public	No arrangement was made for VC

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

Annexure - 2B

THE TATA POWER COMPANY LIMITED										
Resolution (1)										
Resolution required: ~~(Ordinary / Special)~~					Majority of public shareholders					
Whether promoter/ promoter group are interested in the agenda/resolution?					Yes					
Resolution for approving of Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder.										
	Promoter/Public	Mode of Voting	Total 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	Invalid Votes
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]
1	Promoter and Promoter Group	E-Voting	892544226	0	0.00	0	0	0.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		0	0.00	0	0	0.00	0.00	0
2	Public - Institutional holders	E-Voting	1409721370	1272509698	90.27	1263365533	9144165	99.28	0.72	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1272509698	90.27	1263365533	9144165	99.28	0.72	0
3	Public-Others	E-Voting	402507914	5863892	1.46	5713007	150885	97.43	2.57	0
		Poll		220155	0.05	220155	0	100.00	0.00	0
		Postal Ballot (if applicable)		2010691	0.50	1880455	130236	93.52	6.48	75352
		Total		8094738	2.01	7813617	281121	96.53	3.47	75352
	Total	E-Voting		1278373590	47.26	1269078540	9295050	99.27	0.73	0
		Poll		220155	0.01	220155	0	100.00	0.00	0
		Postal Ballot (if applicable)		2010691	0.07	1880455	130236	93.52	6.48	75352
		Total	**2704773510**	**1280604436**	**47.35**	**1271179150**	**9425286**	**99.26**	**0.74**	**75352**

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

Annexure - 3A

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 of the NCLT convened meeting of Equity Shareholders ("Chairman")
THE TATA POWER COMPANY LIMITED
CIN: L28920MH1919PLC000567
Bombay House, 24, Homi Mody Street,
Mumbai 400 001

Sub: Consolidated Scrutinizer's Report with respect to voting by shareholders (including promoters and promoter group) of The Tata Power Company Limited through remote e-voting process, postal ballot and voting at the venue of the meeting pursuant to Sections 108 and 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the directions issued by the National Company Law Tribunal, Mumbai Bench ("NCLT" or Tribunal"), vide order dated October 10, 2018 in the Company Scheme Application No 785 of 2018.

Dear Sir,

I, P. N. Parikh of M/s. Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench **("NCLT" or Tribunal")**, by its Order dated October 10, 2018, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the meeting, in a fair and transparent manner, of the Equity Shareholders (including promoters and promoter group) of The Tata Power Company Limited convened by the order of NCLT and held on Wednesday, December 12, 2018 at 11.00 a.m. at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020, pursuant to the provisions of the Companies Act, 2013 (the Act) read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors (**"Scheme"**), in terms of the Notice dated October 24, 2018, convening the said meeting.

I do hereby submit my report as under:

1. The Company had appointed National Securities Depository Limited (**"NSDL"**) as the agency for providing the e-voting platform to the equity shareholders of the Company.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening Tribunal convened meeting of the equity shareholders. Our responsibility as the Scrutinizers for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic voting system (through tablet/computer based) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic voting system (through tablet/computer based) at the meeting provided by NSDL.

3. The Cut-off date was Friday, October 12, 2018 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic voting system (through tablet/computer based) at the venue of the meeting on the resolution seeking their approval.

4. The remote e-voting and postal ballot period commenced on Monday, November 12, 2018 at 9.00 a.m. (IST) and ended on Tuesday, December 11, 2018 at 5.00 p.m. (IST).

5. As confirmed by the Company, the Notice dated October 24, 2018 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.

6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Tuesday, December 11, 2018.

7. The equity shareholders were required to send the postal ballot form duly completed on or before 5.00 p.m. on December 11, 2018.

8. At the end of the discussion on December 12, 2018 at the venue of the NCLT convened meeting, the Chairman appointed for the meeting allowed voting by use of "tablet based voting" for all those shareholders who were present at the meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. on December 11, 2018.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

9. We first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablet/computer based) were reconciled with the records maintained by the Company and NSDL.

10. We then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in employment of the Company.

11. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.

12. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic voting system (through tablet/computer based) at the venue of the meeting seeking approval of the equity shareholders (including promoters and promoter group) of the Company are given below.

Resolution:

"RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai/Hyderabad Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai/Hyderabad Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement between The Tata Power Company Limited ('Transferor Company' or 'Applicant Company' or 'Company') and Tata Advanced Systems Limited ('Transferee Company') and their respective shareholders and creditors ('Scheme') placed before this Meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

National Company Law Tribunal, Mumbai/Hyderabad Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2,173	216,37,23,376	99.57

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
89	94,25,286	0.43

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
63	75,352

13. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri(West), Mumbai – 400053

Chairman appointed for the Meeting.

Place: Mumbai
Dated: December 12, 2018

Annexure - 3 B

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 of the NCLT convened meeting of Equity Shareholders ("Chairman")
THE TATA POWER COMPANY LIMITED
CIN: L28920MH1919PLC000567
Bombay House, 24, Homi Mody Street,
Mumbai 400001

Sub: Consolidated Scrutinizer's Report with respect to voting by public shareholders (excluding promoters and promoter group) of The Tata Power Company Limited through remote e-voting process, postal ballot and voting at the venue of the meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017.

Dear Sir,

I, P. N. Parikh of M/s. Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench **("NCLT" or Tribunal")**, by its Order dated October 10, 2018, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the meeting, in a fair and transparent manner, of the Equity Shareholders (excluding promoters and promoter group) of The Tata Power Company Limited convened by the order of NCLT and held on Wednesday, December 12, 2018 at 11.00 a.m. at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400020, pursuant to the provisions of the Companies Act, 2013 (the Act) read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors (**"Scheme"**) in terms of the Notice dated October 24, 2018, convening the said meeting.

I do hereby submit my report with regards to the result of voting through remote e-voting process, postal ballot and voting at the venue of the meeting in respect of public shareholders, as under:

1. The Company had appointed National Securities Depository Limited (**"NSDL"**) as the agency for providing the e-voting platform to the equity shareholders of the Company.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening Tribunal convened meeting of the equity shareholders. Our responsibility as the Scrutinizers for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic voting system (through tablet/computer based) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic voting system (through tablet/computer based) at the meeting provided by NSDL.

3. The Cut-off date was Friday, October 12, 2018 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic voting system (through tablet/computer based) at the venue of the meeting on the resolution seeking their approval.

4. The remote e-voting and postal ballot period commenced on Monday, November 12, 2018 at 9.00 a.m. (IST) and ended on Tuesday, December 11, 2018 at 5.00 p.m. (IST).

5. As confirmed by the Company the Notice dated October 24, 2018 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.

6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Tuesday, December 11, 2018.

7. The equity shareholders were required to send the postal ballot form duly completed on or before 5.00 p.m. on December 11, 2018.

8. At the end of the discussion on December 12, 2018 at the venue of the NCLT convened meeting, the Chairman appointed for the meeting allowed voting by use of "tablet based voting" for all those shareholders who were present at the meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. on December 11, 2018.

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

9. We first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablet/computer based) were reconciled with the records maintained by the Company and NSDL.

10. We then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in employment of the Company.

11. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.

12. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic voting system (through tablet/computer based) at the venue of the meeting seeking approval of the equity shareholders (excluding promoters and promoter group) of the Company are given below.

Resolution:

"RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai/Hyderabad Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai/Hyderabad Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement between The Tata Power Company Limited ('Transferor Company' or 'Applicant Company' or 'Company') and Tata Advanced Systems Limited ('Transferee Company') and their respective shareholders and creditors ('Scheme') placed before this Meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, Mumbai/Hyderabad Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2,162	127,11,79,150	99.26

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
89	94,25,286	0.74

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
63	75,352

13. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

P. N. Parikh
Parikh & Associates
Practising Company Secretaries
FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri(West), Mumbai - 400053

Chairman appointed for the Meeting

Place: Mumbai
Dated: December 12, 2018