7th August 2015
BJ/SH-L2/

BSE Ltd.
Corporate Relationship Dept.
1st Floor, P J Towers
Dalal Street, Fort
Mumbai 400 001

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

Dear Sirs,

Disclosure under Clause 35A of Voting Results at the Annual General Meeting

As per the requirement of Clause 35A of the Listing Agreement with the Stock Exchanges, given below are the details of the voting results at the 96th Annual General Meeting of the Company, held on 5th August 2015 as per the format as prescribed under the said clause.

Date of the AGM	5th August 2015
Total number of shareholders on record date (book closure : 22nd July 2015 to 5th August 2015,both days inclusive)	2,97,704
No. of shareholders present in the meeting either in person or through proxy: • Promoter and Promoter group • Public	 5 1,153 + 9 proxies
No. of Shareholders attended the meeting through Video Conferencing	Not arranged

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(Agenda-wise)

Item No.	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of voting: (Show of hands/Poll/ Postal ballot/ E-voting)	Remarks
1.	Adoption of the Audited Financial Statements for the year ended 31st March 2015 together with the Report of the Board of Directors and the Auditors thereon.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
2.	Adoption of the Audited Consolidated Financial Statements for the year ended 31st March 2015 together with the Report of the Auditors thereon.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
3.	Declaration of dividend for the financial year 2014-15 on Equity Shares.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
4.	Appointment of Director in place of Mr. R. Gopalakrishnan, who retires by rotation and is eligible for re-appointment.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
5.	Ratification of appointment of Statutory Auditors and fixing their remuneration.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
6.	Appointment of Mr. Vijay Kumar Sharma as Director.	Ordinary	Mr. Sharma resigned as Director of the Company w.e.f. 2nd July 2015, after the date of issue of the notice of the AGM. Hence, the said resolution becomes void and the votes cast thereon are not considered.	
7.	Private placement of Non-Convertible Debentures.	Special	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
8.	Appointment of Branch Auditors.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
9.	Ratification of Cost Auditors' remuneration.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
10.	Increase in limits of investments in other bodies corporate.	Special	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.

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In case of Poll/Postal ballot/E-voting: As Attached

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group							
Public – Institutional holders							
Public-Others							
Total							

The Scrutinizer's Report on the combined voting results is also enclosed. This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Yours faithfully,
For The Tata Power Company Limited

HM Mistry

(H. M. Mistry)
Company Secretary

THE TATA POWER COMPANY LIMITED

Adoption of the Audited Financial Statements for the year ended 31st March 2015 together with the Reports of the Board of Directors and the Auditors threon

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 1								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100.00	0.00
2	Public - Institutional holders	1362427531	1180811734	86.67	1179295028	1516706	99.87	0.13
3	Public-Others	449001401	15294496	3.41	15249180	45316	99.70	0.30
	Grand Total	2704629398	2089236536	77.25	2087674514	1562022	99.93	0.07

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Adoption of the Audited Consolidated Financial Statement for the year ended 31st March 2015 together with the Report of the Auditors thereon

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 2								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100.00	0.00
2	Public - Institutional holders	1362427531	1182133682	86.77	880075387	302058295	74.45	25.55
3	Public-Others	449001401	15292240	3.41	15246783	45457	99.70	0.30
	Grand Total	2704629398	2090556228	77.3	1788452476	302103752	85.55	14.45

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Declaration of dividend for the financial year 2014-15 on Equity Shares

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 3								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100.00	0.00
2	Public - Institutional holders	1362427531	1184967970	86.97	1184967970	0	100.00	0.00
3	Public-Others	449001401	15295363	3.41	15262661	32702	99.79	0.21
	Grand Total	2704629398	2093393639	77.4	2093360937	32702	100.00	0.00

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Appointment of Director in place of Mr. R. Gopalakrishnan, who retires by rotation and is eligible for re-appointment

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 4								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100.00	0.00
2	Public - Institutional holders	1362427531	1184967970	86.97	1171238969	13729001	98.84	1.16
3	Public-Others	449001401	15286369	3.4	15225582	60787	99.60	0.40
	Grand Total	2704629398	2093384645	77.4	2079594857	13789788	99.34	0.66

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Ratification of appointment of Statutory Auditors and fixing their remuneration

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 5								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)] *100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100	0
2	Public - Institutional holders	1362427531	1184967970	86.97	1178385930	6582040	99.44	0.56
3	Public-Others	449001401	15284581	3.4	15225422	59159	99.61	0.39
	Grand Total	2704629398	2093382857	77.4	2086741658	6641199	99.68	0.32

THE TATA POWER COMPANY LIMITED

Hem Mistry

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Appointment of Mr.Vijay Kumar Sharma as Director

Mr. Vijay Kumar Sharma resigned as a Director of the Company w.e.f. 2nd July 2015, after the date of issue of notice of the Annual General Meeting. Hence, the said resolution becomes void and the votes cast thereon are not considered.

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 6								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/(2)] *100
1	Promoter and Promoter Group	-	-	-	-	-	-	-
2	Public - Institutional holders	-	-	-	-	-	-	-
3	Public-Others	-	-	-	-	-	-	-
	Grand Total	-	-	-	-	-	-	-

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Private placement of Non-Convertible Debentures

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 7								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100.00	0.00
2	Public - Institutional holders	1362427531	1184806123	86.96	1174229624	10576499	99.11	0.89
3	Public-Others	449001401	15274070	3.4	15118355	155715	98.98	1.02
	Grand Total	2704629398	2093210499	77.39	2082478285	10732214	99.49	0.51

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Appointment of Branch Auditors

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 8								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100.00	0.00
2	Public - Institutional holders	1362427531	1184967970	86.97	1176404439	8563531	99.28	0.72
3	Public-Others	449001401	14663510	3.27	14608136	55374	99.62	0.38
	Grand Total	2704629398	2092761786	77.38	2084142881	8618905	99.59	0.41

THE TATA POWER COMPANY LIMITED

Hem Mistry

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Ratification of Cost Audtiors' Remuneration

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 9								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100	0
2	Public - Institutional holders	1362427531	1184967970	86.97	1184912526	55444	100	0
3	Public-Others	449001401	15263862	3.4	15189110	74752	99.51	0.49
	Grand Total	2704629398	2093362138	77.4	2093231942	130196	99.99	0.01

THE TATA POWER COMPANY LIMITED

HM Mistry

COMPANY SECRETARY

THE TATA POWER COMPANY LIMITED

Increase in limits of investments in other bodies corporate

Details for reporting as per Clause 35A of listing agreement based on result of Evoting / Postal Ballot/Poll								
Resolution No 10								
	Promoter/Public	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
		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
1	Promoter and Promoter Group	893200466	893130306	99.99	893130306	0	100.00	0.00
2	Public - Institutional holders	1362427531	1183646022	86.88	1137591203	46054819	96.11	3.89
3	Public-Others	449001401	15371375	3.42	15202850	168525	98.90	1.10
	Grand Total	2704629398	2092147703	77.35	2045924359	46223344	97.79	2.21

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 – 400001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of The Tata Power Company Limited held on Wednesday, August 05, 2015 at 3.00 p.m.

I, P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of The Tata Power Company Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of The Tata Power Company Limited held on Wednesday, August 05, 2015 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 05, 2015.

The Notice dated May 19, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

The shareholders of the company holding shares as on the "cut-off" date of July 29, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Friday, July 31, 2015 at 09:00 a.m. (IST) and ended on Tuesday, August 04, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

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 and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Friday, July 31, 2015 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote e-voting/physical ballot forms and voting at the meeting in respect of the said Resolutions.



Resolution 1: Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1388	2,08,76,74,514	99.93

ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	15,62,022	0.07

(iii) **Invalid votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
22	50,674



Resolution 2: Ordinary Resolution

Adoption of the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2015, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1236	1,78,84,52,476	85.55

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
157	30,21,03,752	14.45

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
26	52,357



Resolution 3: Ordinary Resolution

Declaration of Dividend for the financial year 2014-15 on equity shares of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1386	2,09,33,60,937	100.00(Rounded-off)

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	32,702	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
27	52,535



Resolution 4: Ordinary Resolution

To appoint a Director in place of Mr. R. Gopalkrishnan (DIN 00027858), who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1300	2,07,95,94,857	99.34

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
87	1,37,89,788	0.66

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
29	59,132

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 5: Ordinary Resolution

Ratification of appointment of Statutory Auditors of the Company and fixing their remuneration.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1339	2,08,67,41,658	99.68

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
47	66,41,199	0.32

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
29	57,432

PARIKH & ASSOCIATES MUMBAI. COMPANY SECRETARIES

Resolution 6: Ordinary Resolution

Appointment of Mr. Vijay Kumar Sharma (DIN 02449088) as a Director of the Company.

Mr. Vijay Kumar Sharma resigned as a Director of the Company w.e.f July 02, 2015, after the date of issue of notice of the Annual General Meeting. Hence the said resolution becomes void and votes cast thereon are not considered.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
--	--

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 7: Special Resolution

Private Placement of Non-Convertible Debentures.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1269	2,08,24,78,285	99.49

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
111	1,07,32,214	0.51

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
32	65,712

PARIKH & ASSOCIATES MUMBAI. COMPANY SECRETARIES

Resolution 8: Ordinary Resolution

Appointment of Branch Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1346	2,08,41,42,881	99.59

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
38	86,18,905	0.41

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
28	57,132

PARIKH & ASSOCIATES MUMBAI. COMPANY SECRETARIES

Resolution 9: Ordinary Resolution

Ratification of remuneration payable to Cost Auditors of the company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1324	2,09,32,31,942	99.99

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
56	1,30,196	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
36	67,353

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 10: Special Resolution

Increase in limits of investments in other bodies corporates.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1208	2,04,59,24,359	97.79

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
184	4,62,23,344	2.21

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
36	65,453

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. LaxmiIndl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Place: Mumbai
Dated : August 06, 2015

The Tata Power Company Limited

Cyrus P. Mistry
Chairman