

NOTICE

The NINETY-THIRD ANNUAL GENERAL MEETING of THE TATA POWER COMPANY LIMITED will be held on Friday, the 17th day of August, 2012 at 3 p.m. at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020, to transact the following business:-

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED that Mr R N Tata who retires as Director pursuant to the provisions of Section 256 of the Companies Act, 1956, be and is hereby re-appointed a Director of the Company to hold office upto 27th December, 2012.”

4. To appoint a Director in place of Dr H S Vachha, who retires by rotation and is eligible for re-appointment.
5. To appoint a Director in place of Mr A K Basu, who retires by rotation and is eligible for re-appointment.
6. To appoint Auditors and fix their remuneration.
7. **Appointment of Mr Cyrus Mistry as Director**

To appoint a Director in place of Mr Cyrus Mistry, who was appointed an Additional Director of the Company with effect from 23rd December, 2011 by the Board of Directors and who holds office upto the date of the forthcoming Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 257 of the Act from a Member proposing his candidature for the office of Director.

8. **Appointment of Branch Auditors**

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

“RESOLVED that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors be and is hereby authorised to appoint the Company’s Auditors and/or in consultation with the Company’s Auditors any person or persons qualified for appointment as Auditor or Auditors of the Company under Section 226 of the Act so far as Branch Offices in India are concerned, whether existing or which may be opened/acquired hereafter, or an accountant or accountants duly qualified to act as Auditor or Auditors of the Branch Offices of the Company situated in countries outside India, whether existing or which may be opened/acquired hereafter, in accordance with the laws of the country in which the Branch Offices of the Company are situated, to audit the accounts for the financial year 2012-13 of the Company’s Branch Offices in India and abroad respectively and to fix their remuneration (which in the case of the Company’s Auditors shall be in addition to their remuneration as the Company’s Auditors) and the terms and conditions on which they shall carry out the audits.”

NOTES:

- (a) The relative Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 (the Act), in regard to the business as set out in Item Nos. 7 and 8 above and the relevant details of the Directors seeking appointment / re-appointment under Item Nos. 3 to 5 and 7 above as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges, are annexed hereto.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company’s Registered Office not less than 48 hours before the meeting.

- (c) Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
- (d) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (e) The Register of Members and the Transfer Books of the Company will remain closed from 26th July, 2012 to 17th August, 2012, both days inclusive. If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on and from 21st August, 2012, as under :
- i) To all Beneficial Owners in respect of shares held in electronic form as per the data as may be made available by National Securities Depository Limited and Central Depository Services (India) Limited as of the close of business hours on 25th July, 2012;
- ii) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 25th July, 2012.
- (f) Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents for shares held in physical form and to their respective Depository Participants for shares held in electronic form.
- (g) Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants.
- (h) Pursuant to Section 205 of the Act, all unclaimed/ unpaid dividends upto the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members, who have not yet encashed their dividend warrants for the said period, are requested to forward their claims in the prescribed Form No.II to the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to -

Office of the Registrar of Companies
Central Government Office Bldg., 'A' Wing, 2nd floor
Next to Reserve Bank of India
CBD Belapur 400 614.

Consequent upon the amendment of Section 205A of the Act and the introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividends for the subsequent years from the financial year ended 31st March, 1996 to the financial year ended 31st March, 2004, remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company were transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.

Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2005 onwards, are requested to make their claims to the Company accordingly, without any delay. Reminders in this regard have already been mailed to the concerned Members in February 2012.

By Order of the Board of Directors,

H M Mistry
Company Secretary

Mumbai, 22nd May, 2012

Registered Office :

Bombay House,
24, Homi Mody Street,
Mumbai 400 001.

EXPLANATORY STATEMENT

As required by Section 173 of the Companies Act, 1956 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 7 and 8 of the accompanying Notice dated 22nd May, 2012:

Item No.7: Mr Cyrus Mistry was appointed as an Additional Director of the Company with effect from 23rd December, 2011 by the Board of Directors under Section 260 of the Act and Article 132 of the Company's Articles of Association. In terms of Section 260 of the Act, Mr Mistry holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director.

Mr Cyrus Mistry is a graduate of Civil Engineering from Imperial College, UK and has an M.Sc. in Management from London Business School. He has been associated with the Shapoorji Pallonji Group since 1994. Under Mr Mistry's guidance, Shapoorji Pallonji's construction business has grown from a turnover of USD 20 million to approximately USD 1.5 billion, with presence in over 10 countries.

Mr Mistry was associated with the Company as Director from 1996 to 2006 and served as Member and Chairman of its Remuneration Committee as well as Member of its Audit Committee. He joined the Board of Tata Sons Limited in 2006 and is presently the Executive Deputy Chairman. He is also Director of Tata Industries Limited, Tata Teleservices Limited, Tata Consultancy Services Limited and Tata Steel Limited.

Given his background and knowledge in the power and construction business, the Board considers it desirable that the Company should continue to receive the benefit of his valuable experience and advice and commends his appointment.

A notice under Section 257 of the Act has been received from a Member signifying his intention to propose Mr Mistry's appointment as a Director.

Mr Mistry is not related to any other Director of the Company. Mr Mistry is concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

Item No.8: As Members are aware, the Company is undertaking several projects/contracts in India as well as outside India mainly for the erection, operation and maintenance of power generation and distribution facilities. To enable the Directors to appoint Branch Auditors/Accountants for the purpose of auditing the accounts of the Company's Branch Offices in India and abroad (whether now existing or as may be established), the necessary authorisation of the Members is being obtained in accordance with the provisions of Section 228 of the Act, in terms of the Resolution under Item No. 8 of the accompanying Notice.

The Board commends the Resolution at Item No. 8 of the accompanying Notice for approval by the Members of the Company.

None of the Directors is in any way concerned or interested in the Resolution at Item No. 8 of the accompanying Notice.

By Order of the Board of Directors,

H M Mistry
Company Secretary

Mumbai, 22nd May, 2012

Registered Office :

Bombay House,
24, Homi Mody Street,
Mumbai 400 001.

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)**

Name of Director	Mr R N Tata	Dr H S Vachha	Mr A K Basu	Mr Cyrus Mistry
Date of Birth	28 th December, 1937	23 rd April, 1942	24 th March, 1942	4 th July, 1968
Date of Appointment	18 th May, 1989	30 th March, 2001	26 th March, 2009	23 rd December, 2011
Expertise in specific functional areas	Mr Tata is an eminent industrialist with wide business experience across a variety of industries. He joined the Tata Group in 1962. He is the Chairman of Tata Sons Ltd., the apex body of the Tata Group, and also other major Tata Companies.	Dr Vachha was the General Manager of ICICI Ltd. in a career spanning over 25 years. He was in charge of Market Research and Industry Studies Department as also in charge of the Economics Department. He was the ICICI Nominee Director on the Board of several large companies. He was appointed as Nominee Director on the Board of the erstwhile The Andhra Valley Power Supply Co. Ltd. in 1993. On ceasing to be such Nominee Director, he was re-appointed on the Board of that Company and continued as Director till its amalgamation with the Company in 2000. He was subsequently appointed on the Board of this Company in 2001. He is also on the Board of several other companies.	Mr Basu is the former Secretary (Steel), Secretary (Power) and Chairman of Central Electricity Regulatory Commission (CERC). He was a key member in the formulation and clearance of the Electricity Act, 2003, both as Secretary (Power) and later as Chairman (CERC), and has a very deep knowledge of the power business in India. He was also Member (Industry and Infrastructure) of the West Bengal Planning Commission.	Mr Mistry has been associated with the Shapoorji Pallonji Group since 1994. Under Mr Mistry's guidance, Shapoorji Pallonji's construction business has grown from a turnover of USD 20 million to approximately USD 1.5 billion, with presence in over 10 countries. Mr Mistry was associated with the Company as Director from 1996 to 2006 and served as Member and Chairman of its Remuneration Committee as well as Member of its Audit Committee. He joined the Board of Tata Sons Limited in 2006 and is presently the Executive Deputy Chairman. He is also on the Board of other major Tata Companies.
Qualifications	B.Sc. (Architecture) with Structural Engineering, Cornell University, New York; Advanced Management Programme, Harvard University.	Post graduate degree in Economics from the University of Bombay (Gold Medallist in Industrial Economics); Doctorate in Economics from the University of Bombay.	B.A. (Honours with Economics); IAS.	Graduate of Civil Engineering from Imperial College, UK; M.Sc. in Management from London Business School.
Directorships held in other companies (excluding foreign companies)	Tata Sons Ltd. Tata Industries Ltd. Tata Steel Ltd. Tata Motors Ltd. Tata Chemicals Ltd. The Indian Hotels Co. Ltd. Tata Global Beverages Ltd. The Bombay Dyeing & Manufacturing Co. Ltd. Tata Consultancy Services Ltd. Tata Teleservices Ltd. Antrix Corporation Ltd. RNT Associates Pvt. Ltd.	Tata International Ltd. Tata Ceramics Ltd. Af Taab Investment Co. Ltd. Finolex Cables Ltd. Tata Power Delhi Distribution Ltd. Bachi Shoes (India) Pvt. Ltd.	Tata Metaliks Ltd. The Tinplate Company of India Ltd. Bharat Heavy Electricals Ltd. Visa Resources India Ltd. JSW Bengal Steel Ltd. Visa Power Ltd. The Energy and Resources Institute.	Tata Sons Ltd. Tata Industries Ltd. Tata Teleservices Ltd. Tata Consultancy Services Ltd. Tata Steel Ltd. Cyrus Investments Pvt. Ltd. Sterling Investment Corporation Pvt. Ltd. Imperial College India Foundation.
Committee position held in other companies (includes only Audit Committee and Shareholders/Investors Grievance Committee)	Nil	<u>Audit Committee</u> Chairman Finolex Cables Ltd. Tata Ceramics Ltd. Tata International Ltd. Bachi Shoes (India) Pvt. Ltd. <u>Member</u> Af Taab Investment Co. Ltd.	<u>Audit Committee</u> Member Tata Metaliks Ltd. The Tinplate Company of India Ltd. Visa Resources India Ltd. JSW Bengal Steel Ltd. Visa Power Ltd. <u>Shareholders/Investors Grievance Committee</u> Chairman The Tinplate Company of India Ltd. <u>Member</u> Tata Metaliks Ltd.	<u>Audit Committee</u> Member Tata Sons Ltd.
No. of shares held:				
(a) Own	4000 Equity Shares of ₹1 each	Nil	Nil	Nil
(b) For other persons on a beneficial basis	Nil	Nil	Nil	Nil