

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



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



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
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(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
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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



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



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



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

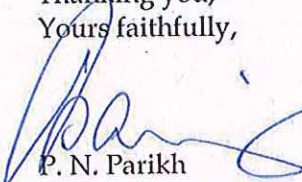
(ii) Voted against the resolution:

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,




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

The Tata Power Company Limited



Cyrus P. Mistry
Chairman

Place: Mumbai
Dated : August 06, 2015