

THE TATA POWER COMPANY LIMITED

Corporate Identity No. (CIN): L28920MH1919PLC000567

Registered Office: Bombay House, 24, Homi Mody Street, Mumbai 400 001

Tel: 91 22 6665 8282; Fax: 91 22 6665 8801

E-mail: tatapower@tatapower.com; Website: www.tatapower.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable Rules made thereunder read with the General Circular No. 14/ 2020 dated 8th April 2020 and the General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular No. 14/ 2020 dated 8th April 2020 and the General Circular No. 17/ 2020 dated 13th April 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and pursuant to other applicable laws and regulations, to transact the special business mentioned in the Resolutions appended below for Increase in the Authorised Share Capital of the Company from ₹ 579 crore divided into 350,00,00,000 Equity Shares of ₹ 1 each and 2,29,00,000 Cumulative Redeemable Preference Shares of ₹ 100 each to ₹ 779 crore divided into 550,00,00,000 Equity Shares of ₹ 1 each and 2,29,00,000 Cumulative Redeemable Preference Shares of ₹ 100 each by creation of 200,00,00,000 Equity Shares of face value of ₹ 1 each and the consequent amendment to the Capital Clause in the Memorandum of Association of the Company, proposed to be passed by the Members through Postal Ballot (the "Postal Ballot") only through the remote electronic voting process ("remote e-Voting").

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot

Notice for your consideration.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and (iii) MCA Circulars, the Company has provided only the remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form. The instructions for remote e-Voting are appended to this Postal Ballot Notice.

The Board of Directors has appointed Mr. P. N. Parikh (ICSI Membership No. FCS 327), or failing him Mr. Mitesh Dhabliwala (ICSI Membership No. FCS 8331) of M/s. Parikh & Associates, Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the remote e-Voting process and for counting the votes in a fair and transparent manner.

Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the Members of the Company and no physical ballot forms will be acceptable due to the COVID-19 issues.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than **5.00 p.m. (IST) on Wednesday, 24th June 2020**. Remote e-Voting will be blocked by National Securities Depository Limited ("NSDL") immediately thereafter and will not be allowed beyond the said date and time.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company or any person authorised by him. The results of the voting conducted through Postal Ballot (through the remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or such person as authorised, on or before **Friday, 26th June 2020**. The same will be displayed on the website of the Company: www.tatapower.com, the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Resolutions, if approved, will be taken as having been passed effectively on the date of declaration of the results.

RESOLUTION NO.1:

Increase in the Authorised Share Capital of the Company

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, the Authorised Share Capital of the Company be and is hereby increased from ₹ 579 crore divided into 350,00,00,000 Equity Shares of ₹ 1 each and 2,29,00,000 Cumulative Redeemable Preference Shares of ₹ 100 each to ₹ 779 crore divided into 550,00,00,000 Equity Shares of ₹ 1 each and 2,29,00,000 Cumulative Redeemable Preference Shares of ₹ 100 each by creation of 200,00,00,000 Equity Shares of face value of ₹ 1 each."

RESOLUTION NO.2:

Alteration of the Memorandum of Association of the Company

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any,

of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clauses V and VI with the following:

- V. The Capital of the Company is ₹ 779 crore (Rupees Seven hundred and seventy-nine crore only) capable of being increased in accordance with the Company's regulations and the legislative provisions for the time being in force.
- VI. The said capital is divided into 2,29,00,000 Cumulative Redeemable Preference Shares of ₹ 100 each and 550,00,00,000 Equity Shares of ₹ 1 each."

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolutions above, is appended herein below for your consideration.
2. The Postal Ballot Notice is being sent via e-mail only to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail addresses are available with the Company as on Tuesday, 19th May 2020 ("cut-off date"). The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
3. A copy of this Postal Ballot Notice is also available on the website of the Company: www.tatapower.com, the relevant section of the website of BSE: www.bseindia.com and NSE: www.nseindia.com on which the Equity Shares of the Company are listed and on the website of NSDL: www.evoting.nsdl.com.
4. This Postal Ballot Notice is being sent by e-mail only to those eligible Members who

have already registered their e-mail address with the Depositories / the depository participant / the Company's Registrar and Share Transfer Agents TSR Darashaw Consultants Private Limited ("TSR") / the Company or who will register their e-mail address with TSR, on or before 5:00 p.m. (IST) on Wednesday, 17th June 2020.

5. Due to non-availability of postal and courier services, on account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. The Company expresses its inability to dispatch hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
6. To facilitate Members to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with TSR for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not submitted their e-mail address to TSR, are required to provide their e-mail address to TSR, on or before 5:00 p.m. (IST) on Wednesday, 17th June 2020 pursuant to which, any Member may receive on the e-mail address provided by the Member this Postal Ballot Notice and the procedure for remote e-Voting along with the login ID and password for remote e-Voting. The process for registration of e-mail address is as under:

A. **The Company:** www.tatapower.com. Relevant section on Postal Ballot 2020 to register the e-mail address.

B. **TSR:** Process to be followed for registration of e-mail address is as follows:

I. **For Members who hold shares in Electronic form:**

- a) Visit the link <https://green.tsrdarashaw.com/green/events/login/po>
- b) Enter the DP ID & Client ID, PAN details and captcha code.

- c) System will verify the Client ID and PAN details.
- d) On successful verification, system will allow you to enter your e-mail address and mobile number.
- e) Enter your e-mail address and mobile number.
- f) The system will then confirm the e-mail address for the limited purpose of service of this Postal Ballot Notice.

II. **For Members who hold shares in Physical form:**

- a) Visit the link <https://green.tsrdarashaw.com/green/events/login/po>
- b) Enter the physical Folio Number, PAN details and captcha code.
- c) In the event the PAN details are not available on record, Member to enter one of the share certificate's number.
- d) System will verify the Folio Number and PAN details or the share certificate number.
- e) On successful verification, system will allow you to enter your e-mail address and mobile number.
- f) Enter your e-mail address and mobile number.
- g) If PAN details are not available, the system will prompt the Member to upload a self-attested copy of the PAN card.
- h) The system will then confirm the e-mail address for the purpose of service of this Postal Ballot Notice and Annual Report for FY2019-20.

7. After successful submission of the e-mail address, NSDL will e-mail a copy of this Postal Ballot Notice along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address by the Member. In case of any queries, Members may write to tpcballot2020@tsrdarashaw.com or evoting@nsdl.co.in.

8. Members are requested that for permanent registration of their e-mail address, to register their e-mail address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, TSR Darashaw Consultants Private Limited, 6-10, Haji Moosa Patrawala Industrial Estate, (Near Famous Studio), 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.
9. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their Depository Participants / TSR to enable servicing of notices / documents / Annual Reports and other communications electronically to their e-mail address in future.
10. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules; (ii) Regulation 44 of the SEBI Listing Regulations, and (iii) MCA Circulars, the Company is offering only remote e-Voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of NSDL for facilitating remote e-Voting to enable the Members to cast their votes electronically. A Member shall only avail this facility as per the instructions provided herein.
11. The remote e-Voting period shall commence on Tuesday, 26th May 2020 at 9.00 a.m. (IST) and end on Wednesday, 24th June 2020 at 5:00 p.m. (IST). The remote e-Voting will be blocked by NSDL thereafter. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e. Tuesday, 19th May 2020, shall cast their vote electronically.
12. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
13. The instructions for Members for remote e-Voting are as under:

The way to vote electronically on NSDL e-Voting system consists of 'Two Steps', which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-Voting website?

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
ii) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
iii) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if Folio Number is 001*** and EVEN is 101456 then user ID is 101456001***

E. Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

iii) How to retrieve your 'initial password'?

If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- i) Click on 'Forgot User Details/ Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- ii) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

G. After entering your password, tick on Agree to 'Terms and Conditions' by

selecting on the check box.

H. Now, you will have to click on 'Login' button.

I. After you click on the 'Login' button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

A. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

B. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.

C. Select 'EVEN' of company for which you wish to cast your vote.

D. Now you are ready for e-Voting as the Voting page opens.

E. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

F. Upon confirmation, the message 'Vote cast successfully' will be displayed.

G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

i) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board

Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.

- ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll

free no.:1800-222-990 or send a request at evoting@nsdl.co.in.

- 14. You can also update your mobile number and e-mail address in the user profile details of the folio on the NSDL e-Voting website which may be used for sending future communication(s).

By Order of the Board of Directors,
For The Tata Power Company Limited

H. M. Mistry
Company Secretary
FCS No.: 3606

Mumbai, 19th May 2020

Registered Office:

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24, Homi Mody Street,
Mumbai 400 001.
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Website: www.tatapower.com

Explanatory Statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013 (the "Act")**RESOLUTION NOS.1 & 2:**

The existing Authorised Share Capital of the Company is ₹ 579 crore divided into 350,00,00,000 Equity Shares of ₹ 1 each and 2,29,00,000 Cumulative Redeemable Preference Shares of ₹ 100 each and the paid-up equity share capital is ₹ 270.50 crore divided into 270,47,73,510 Equity Shares of ₹ 1 each.

The Company is working on a long term strategic plan focused on strengthening the balance sheet and to improve its overall return metrics. The plan includes divestment of certain investments and restructuring of some of its businesses to unlock value. Implementation of these plans and consequent strengthening of the balance sheet is expected to provide a strong platform for the Company to participate in emerging opportunities in the power sector. In order to ensure that the Company is adequately capitalized it is proposed to increase the Authorized Share Capital to ₹ 779 crore divided into 550,00,00,000 Equity Shares of ₹ 1 each and 2,29,00,000 Cumulative Redeemable Preference Shares of ₹ 100 each by creation of 200,00,00,000 Equity Shares of face value of ₹ 1 each.

As a consequence, the Capital Clauses V and VI of the Memorandum of Association of the Company are required to be altered appropriately. The revised Capital Clauses are reproduced hereunder:

- 'V. The Capital of the Company is ₹ 779 crore (Rupees Seven hundred and seventy-nine crore only) capable of being increased in accordance with the Company's regulations and the legislative provisions for the time being in force.
- VI. The said capital is divided into 2,29,00,000 Cumulative Redeemable Preference Shares of ₹ 100 each and 550,00,00,000 Equity Shares of ₹ 1 each.'

The approval of the Members is sought in terms of Sections 13, 61 and other applicable provisions, if any, of the Act, to increase the Authorised Share Capital as well as to alter the Capital Clause of the Memorandum of Association of the Company.

A modified copy of the Memorandum of Association is uploaded on the website of the Company: www.tatapower.com to facilitate online inspection until last date of remote e-Voting of this Postal Ballot.

The Board is of the opinion that the Resolutions at item Nos.1 and 2 of the accompanying Notice are in the best interest of the Company and its Members and, hence, recommends the Resolutions for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Ordinary Resolutions at item Nos.1 and 2 of the accompanying Notice.

By Order of the Board of Directors,
For The Tata Power Company Limited

H. M. Mistry
Company Secretary
FCS No.: 3606

Mumbai, 19th May 2020

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