



19th February 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 Monday, 19th February 2018 at 11.00 a.m. IST at Birla Matushri Sabhagar, Sir Vitthal Das Thackersey Marg, 19, New Marine Lines, Mumbai 400 020. The item of business contained in the Notice of the Meeting dated 2nd January 2018, for approval of Scheme of Arrangement amongst The Tata Power Company Limited, Tata Power Renewable Energy Limited, Supa Windfarm Limited, Nivade Windfarm Limited and Tata Power Green Energy 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).

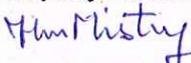
In connection with the same, please find the following:

- 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 **Annexure - 2.**
- c) The Scrutinizer's Report dated 19th February 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 **Annexure - 3.**

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.

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



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 Monday, 19th February 2018 at 11.00 a.m. IST at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020.

Mr. N. Chandrasekaran informed that the Meeting was convened pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) dated 6th December 2017 (Order) in the matter of the Scheme of Arrangement amongst The Tata Power Company Limited, Tata Power Renewable Energy Limited, Supa Windfarm Limited, Nivade Windfarm Limited and Tata Power Green Energy 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 Ms. Vibha Padalkar, Mr. K. M. Chandrasekhar, Mr. Hemant Bhargava, Mr. Saurabh Agarwal, Mr. Banmali Agrawala and Mr. Ashok S Sethi, 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, Tata Power Renewable Energy Limited, Supa Windfarm Limited, Nivade Windfarm Limited and Tata Power Green Energy Limited and their respective shareholders and creditors.	Requisite Majority *

**majority of persons representing three-fourths in value*

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, 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.



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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.

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 Monday, 19th February 2018 and, as set out therein, the Resolution has been passed with the requisite majority (representing three-fourths in value).

For The Tata Power Company Limited

A handwritten signature in blue ink, appearing to read 'Shri Misty'.

Company Secretary



Annexure-2

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	19 th February 2018
Total number of shareholders on record date	3,12,379
No. of shareholders present in the meeting either in person or through proxy: <ul style="list-style-type: none">• Promoters and Promoter group• Public	6 166
No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none">• Promoter and Promoter group• Public	No arrangement was made for VC

THE TATA POWER COMPANY LIMITED

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COMPANY SECRETARY

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THE TATA POWER COMPANY LIMITED

Resolution (1)

Resolution required: **(Ordinary / Special)**

Majority in number of holders and 3/4 in value

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Approval of Scheme of Arrangement amongst The Tata Power Company Limited, Tata Power Renewable Energy Limited, Supa Windfarm Limited, Nivade Windfarm Limited and Tata Power Green Energy Limited and their respective shareholders and creditors.

	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	% of Votes invalid on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100	[8]	[9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	893200466	893200466	100.00	893200466	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		893200466	100.00	893200466	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	1399386683	1168698168	83.52	1168698168	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		Total		1168698168	83.52	1168698168	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	412186361	3057460	0.74	3021884	35576	98.84	1.16	0	0.00
		Poll		131675	0.03	131675	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		3151369	0.76	2725225	46249	86.48	1.47	379895	12.05
		Total		6340504	1.54	5878784	81825	92.72	1.29	379895	5.99
Total	Total	E-Voting	2704773510	2064956094	76.34	2064920518	35576	100.00	0.00	0	0.00
		Poll		131675	0.00	131675	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		3151369	0.12	2725225	46249	86.48	1.47	379895	12.05
		Total		2068239138	76.47	2067777418	81825	99.98	0.00	379895	0.02

THE TATA POWER COMPANY LIMITED

Sum Mistry

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 appointed for the National Company Law Tribunal,
Mumbai Bench Convened Meeting of Equity Shareholders of
The Tata Power Company Limited
Bombay House, 24 Homi Mody Street,
Fort, Mumbai-400001.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/ postal ballot conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the National Company Law Tribunal, Mumbai Bench("NCLT") convened meeting of the equity shareholders of The Tata Power Company Limited held on Monday, February 19, 2018 at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai- 400020 at 11.00 a.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& 22 of the Companies (Management and Administration) Rules, 2014as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the postal ballot forms received from the shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting of the Equity Shareholders of The Tata Power Company Limited ("the Company").

I was also appointed as Scrutinizer to scrutinize the voting process at the said NCLT convened meeting of the equity shareholders held on February 19, 2018.



The Notice of the meeting dated January 02, 2018 along with statement setting out material facts under Section 230(3) read with Section 102 and other applicable provisions of the Companies Act, 2013 as confirmed by the Company were sent to the Equity Shareholders in respect of the below mentioned resolution passed at the NCLT convened meeting.

The Company had provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by National Securities Depository Limited ("NSDL").

The Company had provided voting through electronic voting system (through tablets) to the Equity Shareholders present at the NCLT convened meeting of the Equity Shareholders and who had not cast their vote earlier through remote e-voting facility or by postal ballot form.

The Equity Shareholders of the Company holding shares as on the "cut-off" date of December 29, 2017 were entitled to vote on the resolution as contained in the Notice of the NCLT convened meeting of the Equity Shareholders.

The voting period for remote e-voting as well as postal ballot commenced on Saturday, January 20, 2018 at 09:00 a.m. (IST) and ended on Sunday, February 18, 2018 at 05:00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The votes cast under remote e-voting facility were unblocked in the presence of two witnesses who were not in the employment of the Company. Postal ballot forms received up to Sunday, February 18, 2018 at 05:00 p.m. (IST) were also considered and scrutinized.

On February 19, 2018 at the venue of the NCLT convened meeting, the Chairman of the NCLT convened meeting directed for conducting the voting through electronic voting system (through tablets) for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the postal ballot or the remote e-voting module of NSDL.

After the closure of the voting at the NCLT convened meeting of the Equity Shareholders, the report on the voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The voting done through postal ballot and remote e-voting were reconciled with the records maintained by the Company and NSDL and the authorizations lodged with the Company.



The Postal ballot forms and remote e-voting including votes cast through electronic voting system (through tablets) done at the NCLT convened meeting, which were incomplete and/or which were otherwise found defective have been treated as invalid.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to postal ballots and remote e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting on the resolution contained in the Notice of the NCLT convened meeting.

My responsibility as scrutinizer for the postal ballots and remote e-voting and the voting conducted through electronic voting system (through tablets) at the venue of the meeting is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

I now submit my consolidated Report as under on the result of the remote e-voting/ postal ballot forms and the voting conducted through electronic voting system (through tablets) at the venue of the NCLT convened meeting in respect of the said Resolution.



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 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 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 authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement amongst The Tata Power Company Limited ('Transferor Company' or 'Applicant Company' or 'Company'), Tata Power Renewable Energy Limited ('Transferee Company 1'), Supa Windfarm Limited ('Transferee Company 2'), Nivade Windfarm Limited ('Transferee Company 3') and Tata Power Green Energy Limited ('Transferee Company 4') and their respective shareholders and creditors ('Scheme') placed before this Meeting and initialed 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 authorised 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 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
2,583	2,06,77,77,418	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
62	81,825	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
84	3,79,895

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

Himanshu
COMPANY SECRETARY

Place: Mumbai

Dated: February 19, 2018