



2nd July 2018
BJ/SH-L2/

BSE Ltd.
Corporate Relationship Dept.
1st Floor, New Trading Ring
Rotunda Building, P. J. Towers
Dalal Street, Fort
Mumbai 400 001
Scrip Code: 500400

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

Dear Sirs,

Sub: Notice of the 99th Annual General Meeting of the Company for the Financial Year 2017-18 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 99th Annual General Meeting of the Company forming part of the Annual Report 2017-18.

The entire Annual Report is available on the following link: <https://www.tatapower.com/pdf/investor-relations/99Annual-Report-2017-18.pdf>

Please take the same on record.

Thanking-you,

Yours faithfully,
For The Tata Power Company Limited

Company Secretary

Encl.: as above

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



Printed on 100 % Recycled Paper

NOTICE

NOTICE IS HEREBY GIVEN THAT THE NINETY-NINTH ANNUAL GENERAL MEETING OF THE TATA POWER COMPANY LIMITED will be held on Friday, the 27th day of July 2018 at 3 p.m. at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020, to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018, together with the Report of the Auditors thereon.
3. To declare a dividend on Equity Shares for the financial year ended 31st March 2018.
4. To appoint a Director in place of Mr. N. Chandrasekaran (DIN: 00121863), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:5. **Appointment of Mr. Hemant Bhargava as a Director**

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

“RESOLVED that Mr. Hemant Bhargava (DIN: 01922717), who was appointed as an Additional Director of the Company with effect from 24th August 2017, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. **Appointment of Mr. Saurabh Agrawal as a Director**

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

“RESOLVED that Mr. Saurabh Agrawal (DIN: 02144558), who was appointed as an Additional Director of the Company with effect from 17th November 2017, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby

appointed as a Director of the Company, liable to retire by rotation.”

7. **Appointment of Mr. Banmali Agrawala as a Director**

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

“RESOLVED that Mr. Banmali Agrawala (DIN: 00120029), who was appointed as an Additional Director of the Company with effect from 17th November 2017, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. **Appointment of Mr. Praveer Sinha as a Director**

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

“RESOLVED that Mr. Praveer Sinha (DIN: 01785164), who was appointed as an Additional Director of the Company with effect from 1st May 2018, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.”

9. **Appointment of Mr. Praveer Sinha as CEO & Managing Director**

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

“RESOLVED that pursuant to the provisions of Sections 196, 197, 203 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 Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the appointment and terms of remuneration of Mr. Praveer Sinha (DIN: 01785164) as the CEO & Managing Director of the Company for the period of five years from 1st May 2018 to 30th April 2023, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of

loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Sinha.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

10. **Private placement of Non-Convertible Debentures/ Bonds**

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

"RESOLVED that pursuant to the provisions of Sections 42, 71 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 (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, both as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to cumulative/non-cumulative, listed or unlisted, redeemable non-convertible debentures (NCDs) including but not limited to bonds and/or other debt securities, denominated in Indian rupees or any foreign currency, aggregating to an amount not exceeding ₹ 5,500 crore or its equivalent in one or more currencies on private placement basis, in one or more series/tranches during a period of one year from the date of passing this Resolution, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs/bonds/debt securities be issued, the consideration for the issue, utilization of issue proceeds and all matters connected with or incidental thereto and that such borrowing is within the overall borrowing limits of the Company.

RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers or agreements as may be required and do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary proper and desirable and to resolve any question, difficulty or doubt that may

arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

11. **Commission to Non-Executive Directors**

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

"RESOLVED that pursuant to the provisions of Section 197 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), a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and/or Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors of the Company and such payments shall be made in respect of the profits of the Company for each year commencing 1st April 2018."

12. **Appointment of Branch Auditors**

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

"RESOLVED that pursuant to the provisions of Section 143(8) 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) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors be and is hereby authorised to appoint as Branch Auditor(s) of any Branch Office of the Company, whether existing or which may be opened/acquired hereafter, outside India, in consultation with the Company's Auditors, any persons, qualified to act as Branch Auditors within the provisions of Section 143(8) of the Act and to fix their remuneration."

13. **Ratification of Cost Auditor's Remuneration**

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

"RESOLVED that pursuant to the provisions of Section 148(3) 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 (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 6,50,000 (Rupees Six lakh fifty thousand) plus Service tax, travel and actual out-of-pocket expenses incurred in connection with the audit, payable to M/s. Sanjay Gupta and Associates, who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2018-19."

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in Item Nos. 5 to 13 above and the relevant details of the Directors seeking re-appointment/ appointment as set out in Item Nos. 4 to 8 above as required by Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and as required under Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
2. 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. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. **The Register of Members and the Transfer Books of the Company will remain closed from Saturday, 14th July 2018 to Friday, 27th July 2018, both days inclusive.** If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or after 30th July 2018, as under:
 - ii) 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 (both collectively referred to as 'Depositories') as of the close of business hours on 13th July 2018;
6. 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, TSR Darashaw Limited (TSRD) for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. 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 DPs.
8. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to Report on Corporate Governance which is a part of this Annual Report.
9. Members holding shares in physical form and who have not registered their e-mail IDs are requested to register the same with TSRD.
10. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with TSRD/Depositories.

12. Process and manner for Members opting for e-Voting are as under:-

- I. In compliance with provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM (remote e-Voting) will be provided by National Securities Depository Limited (NSDL). Instructions for e-Voting are given herein below. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the AGM.
- II. Members are provided with the facility for voting through electronic voting system at the AGM and Members attending the AGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the AGM.
- III. Members who have cast their vote by remote e-Voting prior to the AGM are also eligible to attend the AGM but shall not be entitled to cast their vote again.
- IV. Members of the Company, holding shares either in physical form or in electronic form, as on the cut-off date of 20th July 2018, may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, 24th July 2018 at 9:00 a.m. (IST) and ends on Thursday, 26th July 2018 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. The instructions for Members for 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 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: 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 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'?
 - a) 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'.

- b) If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.
- F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

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.

'Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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.
- iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- VI. The voting rights of Members shall be in proportion to their shares of the paid-up Equity share capital of the Company as on the cut-off date of 20th July 2018.
- VII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 20th July 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/TSRD.
- VIII.A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners

maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.

- IX. The Board of Directors has appointed Mr. P. N. Parikh (FCS 327) or failing him, Mr. Mitesh Dhabliwala (FCS 8331) of M/s. Parikh and Associates, Company Secretaries as Scrutinizer to scrutinize the voting at the AGM and remote e-Voting process, in a fair and transparent manner.
 - X. The Chairman shall, at the AGM, allow voting with the assistance of Scrutinizer, to all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
 - XI. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XII. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.tatapower.com and on the website of NSDL, immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited and National Stock Exchange of India Limited. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in

respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be downloaded from the Company's website www.tatapower.com (under 'Investor Relations section). Members are requested to submit the said details to their DPs in case the shares are held by them in electronic form and to TSRD in case the shares are held by them in physical form.

14. **Updation of Members details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or TSRD in physical mode or in electronic mode, as per instructions mentioned on the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or TSRD.

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

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

Mumbai, 14th May 2018.

Registered Office:

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

CIN: L28920MH1919PLC000567

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

E-mail: tatapower@tatapower.com

Website: www.tatapower.com

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 13 of the accompanying Notice dated 14th May 2018:

Item No.5: Mr. Pravin H. Kutumbe, Life Insurance Corporation of India's (LIC) Nominee on the Board of your Company, submitted his resignation as Director, which was effective 20th May 2017.

LIC then nominated their Managing Director, Mr. Hemant Bhargava, as Nominee Director of LIC on the Board of the Company. He was appointed as an Additional Director of the Company with effect from 24th August 2017 by the Board of Directors under Section 161(1) of the Act and Article 132 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Bhargava holds office only upto the date of the forthcoming Annual General Meeting (AGM) of the Company but is eligible for appointment as a Director, whose office shall be liable to retire by rotation. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Bhargava's appointment as a Director.

Mr. Bhargava, aged 58 years, is an M.A. in Economics. He took charge as Managing Director of LIC on 10th February 2017. Prior to this, he was the Head of Northern Zone comprising Delhi, Punjab, Rajasthan, Himachal Pradesh, Jammu & Kashmir, Haryana States and Union Territory of Chandigarh. Prior to that, he was heading Eastern Zone comprising Arunachal Pradesh, Assam, Meghalaya, Mizoram, Manipur, Nagaland, Sikkim, Tripura and West Bengal States and Union Territory of Andaman and Nicobar Islands. He has rich experience of more than three decades in the Life Insurance industry in India and abroad. He had been country head of LIC Mauritius, head of International Operations SBU of LIC and was Executive Director (Marketing and Product Development) for LIC. He is the founder CEO of LIC Cards Services Ltd. and he founded the Micro Insurance vertical for LIC. He is also founder President of Indo Mauritian Business Group in Mauritius. Mr. Bhargava has served on the Boards of National Mutual Fund, Mauritius; LIC Mauritius Offshore Ltd. and Krishna Knitwear Ltd., Mumbai. He was a member of Insurance Institute of India AC and was also appointed as Director on the boards of PTC India Ltd., New Delhi and NEDFi Ltd., Guwahati.

The Board commends the Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Bhargava and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

Mr. Bhargava is not related to any other Director or KMP of the Company.

Item No.6: Mr. Saurabh Agrawal was appointed as an Additional Director of the Company with effect from 17th November 2017 by the Board of Directors under Section

161(1) of the Act and Article 132 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Agrawal holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director, whose office shall be liable to retire by rotation. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Agrawal's appointment as a Director.

Mr. Agrawal, aged 48 years, joined Tata Sons Limited (TSL) in July 2017 as the Group Chief Financial Officer. As an investment banker, he brings with him over two decades of rich experience in capital markets. Starting his career in 1995, Mr. Agrawal has a sterling record in both strategy and execution, covering a wide range of industries. He joined TSL from the Aditya Birla Group, where he was head of strategy. Prior to that, he has been head of the corporate finance unit of Standard Chartered Bank in India and South Asia, and the head of the investment banking division in DSP Merrill Lynch.

He is a graduate of the Indian Institute of Technology, Roorkee, and has a post graduate management degree from the Indian Institute of Management, Calcutta.

The Board commends the Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Agrawal and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

Mr. Agrawal is not related to any other Director or KMP of the Company.

Item No.7: Mr. Banmali Agrawala was appointed as an Additional Director of the Company with effect from 17th November 2017 by the Board of Directors under Section 161(1) of the Act and Article 132 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Agrawala holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director, whose office shall be liable to retire by rotation. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Agrawala's appointment as a Director.

Mr. Agrawala, aged 55 years, joined TSL in October 2017 as President, Infrastructure, Defence and Aerospace, reporting to the Executive Chairman, Mr. N. Chandrasekaran. His global experience in infrastructure will be very beneficial as the Company aspires for the next phase of growth. His knowledge in several areas including leadership development, digital infrastructure, innovation and technology, will also be very beneficial to the Company. Prior to this, he was President and CEO of GE South Asia, a position he held since February 2013. Earlier, Mr. Agrawala was the Executive Director (Business Development & Strategy) on the Company's Board from February 2008 to November 2011. Prior to that, he was the Managing Director of Wartsila

India Limited and Group Vice President, Bio Power, Wartsila Corporation, responsible for the global Bio Power business.

He is a Mechanical Engineering graduate from Mangalore University and an alumnus of the Advanced Management Programme of Harvard Business School.

The Board commends the Resolution at Item No.7 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Agrawala and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.7 of the accompanying Notice.

Mr. Agrawala is not related to any other Director or KMP of the Company.

Item Nos. 8 and 9: Mr. Praveer Sinha was appointed as an Additional Director of the Company with effect from 1st May 2018 by the Board of Directors under Section 161(1) of the Act and Article 132 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Sinha holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to propose Mr. Sinha's appointment as a Director.

The Board also appointed Mr. Sinha as CEO & Managing Director of the Company for the period from 1st May 2018 to 30th April 2023, subject to approval of the Members.

Mr. Sinha has over three decades of experience in the power sector and has been credited with transforming the power distribution sector and development and setting up of greenfield and brownfield power plants in India and abroad.

Mr. Sinha holds a Master's Degree in Business Law from National Law School, Bengaluru and is also professionally trained as an Electrical Engineer. He is also a member of the Faculty Board at Faculty of Management Studies and a member of Board of Governors at the Indraprastha Institute of Information Technology, Delhi. He is a Research Scholar at the Indian Institute of Technology, Delhi and is also a visiting Scholar at Massachusetts Institute of Technology, Boston, USA.

Mr. Sinha was the CEO & Managing Director of Tata Power Delhi Distribution Limited, a Public Private Partnership (Joint Venture) between the Company and Government of National Capital Territory of Delhi, supplying power to over seven million people in North and North-West Delhi.

The principal terms and conditions of Mr. Sinha's appointment as CEO & Managing Director (hereinafter referred to as 'Mr. Sinha' or the 'CEO & Managing Director') are as follows:

1. Term and Termination:

- 1.1 From 1st May 2018 to 30th April 2023.
- 1.2 The Agreement may be terminated earlier, without any cause, by Mr. Sinha or the Company by giving six months'

notice of such termination to the other party or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Incentive Remuneration (paid at the discretion of the Board), in lieu of such notice.

2. Duties and Powers:

2.1 The CEO & Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries, including performing duties as assigned to the CEO & Managing Director from time to time by serving on the boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a company.

2.2 The CEO & Managing Director shall not exceed the powers so delegated by the Board pursuant to clause 2.1 above.

2.3 The CEO & Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

2.4 The CEO & Managing Director shall undertake his duties from such location as may be directed by the Board.

3. Remuneration:

3.1 So long as the CEO & Managing Director performs his duties and conforms to the terms and conditions contained in his Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force:

A) **Basic Salary:** ₹ 7,50,000 per month upto a maximum of ₹ 15,00,000 per month, with authority of the Board to fix his salary within the said maximum amount from time to time. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit based and take into account the Company's performance as well

B) **Benefits, Perquisites, Allowances:** In addition to the Basic Salary referred to in (A) above, the CEO & Managing Director shall be entitled to:

- a) Rent-free residential accommodation (furnished

or otherwise), the Company bearing the cost of repairs, maintenance, society charges and utilities (e.g. gas, electricity and water charges) for the said accommodation.

OR

House Rent, House Maintenance and Utility Allowances aggregating 85% of the basic salary (in case residential accommodation is not provided by the Company).

b) Hospitalisation, Transport, Telecommunication and other facilities:

i) Hospitalisation and major medical expenses for self, spouse and dependent (minor) children;

ii) Car, with driver provided, maintained by the Company for official and personal use. If this is not availed, Mr. Sinha will be paid a monthly allowance of ₹ 2.3 lakh per month to cover the cost of the vehicle, fuel, maintenance and driver. This amount will be fully taxable in his hands.

iii) Telecommunication facilities including broadband, internet and mobile.

iv) Housing Loan as per the Rules of the Company.

c) Other perquisites and allowances given below subject to a maximum of 55% of the basic salary, comprising the following:

| | |
|----------------------------------------------------|---------------|
| i) Allowances | 33.34% |
| ii) Leave Travel Concession/Allowance | 8.33% |
| iii) Medical allowance | <u>8.33%</u> |
| | 50.00% |
| iv) Personal Accident Insurance)@ actuals subject | |
| v) Club Membership fees of 2 clubs) to a cap of | 5.00% |
| | <u>55.00%</u> |

d) Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund as per the Rules of the Company. In case there is no contribution to the Superannuation Fund, the same would be payable as an allowance as per the Rules of the Company.

e) The CEO & Managing Director shall be entitled to leave in accordance with the Rules of the Company. Annual Leave earned but not availed by the CEO & Managing Director is encashable in accordance with the Rules of the Company

C) Commission: In addition to Salary, Benefits, Perquisites and Allowances payable, the CEO & Managing Director would be paid such remuneration

by way of Commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the CEO & Managing Director will be based on his performance as evaluated by the Board or the Nomination and Remuneration Committee and approved by the Board and will be payable annually after the annual accounts have been adopted by the Board.

D) Incentive Remuneration: Such incentive remuneration not exceeding 200% of salary to be paid at the discretion of the Board annually, based on certain performance criteria and such other parameters as may be considered appropriate from time to time.

4. The terms and conditions of the appointment of the CEO & Managing Director and/or the Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the CEO & Managing Director, subject to such approvals as may be required.

5. The CEO & Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

6. All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the CEO & Managing Director, unless specifically provided otherwise.

7. The employment of the CEO & Managing Director may be terminated by the Company without notice or payment in lieu of notice:

a. if the CEO & Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required by the Agreement to render services; or

b. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the CEO & Managing Director of any of the stipulations contained in the Agreement; or

c. in the event the Board expresses its loss of confidence in the CEO & Managing Director.

8. In the event the CEO & Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may

consider appropriate in the circumstances.

9. Upon the termination by whatever means of his employment under the Agreement:
 - a. the CEO & Managing Director shall immediately cease to hold offices held by him in any holding company, subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trusts connected with the Company;
 - b. the CEO & Managing Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries and associated companies.
10. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Sinha will cease to be the CEO & Managing Director and also cease to be a Director of the Company. If at any time, the CEO & Managing Director ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the CEO & Managing Director and the Agreement shall forthwith terminate. If at any time, the CEO & Managing Director ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and CEO & Managing Director of the Company.
11. The terms and conditions of the appointment of the CEO & Managing Director also include clauses pertaining to adherence with the Tata Code of Conduct, Intellectual Property, maintenance of confidentiality, non-competition and non-solicitation.
12. The appointment of Mr. Sinha in the Company will be construed as a transfer from Tata Power Delhi Distribution Limited and for all intents and purposes, the date of joining will be the date on which Mr. Sinha joined the Group. Mr. Sinha will also enjoy all benefits of continuity with regard to Gratuity and other benefits.

The Company is a player across the value chain of power business allowing it to capitalise on market opportunities in all segments. The key target area for the Company at this point of time is for scaling up of generation capacity with a focus on renewables and value added businesses. The Directors are of the view that the appointment of Mr. Sinha as CEO & Managing Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience and, accordingly, commend the Resolutions at Item Nos. 8 and 9 of the accompanying Notice for approval by the Members of the Company.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of remuneration specified above are now

being placed before the Members for their approval.

Other than Mr. Sinha and his relatives, none of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolutions at Item Nos.8 and 9 of the accompanying Notice.

Mr. Sinha is not related to any other Director or KMP of the Company.

Item No.10: As per Section 42 of the Act, read with the Rules framed thereunder, a company offering or making an invitation to subscribe to Non-Convertible Debentures/Bonds (NCDs) on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution. Such an approval can be obtained once a year for all the offers and invitations made for such NCDs during the year.

The long term borrowings of the Company as on 31st March 2018 are approx. ₹ 12,300 crore. The Company estimates to borrow around ₹ 5,500 crore within 12 months from the date of passing of this resolution, which would be utilized for Bond/Loans which are re-payable in next 12 months including the loans taken for acquisition of Walwhan Renewable Energy Limited. Furthermore, the Company also intends to raise Bonds upto ₹ 2,000 crore to part refinance Coastal Gujarat Power Limited foreign currency loan, if required.

Among the various options for raising such funds, the Company may need to raise funds by way of NCDs of upto ₹ 5,500 crore to meet these requirements.

The approval of the Members is being sought by way of a Special Resolution under Sections 42 and 71 of the Act, read with the Rules made thereunder, to enable the Company to offer or invite subscriptions of NCDs on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution at Item No.10 within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board commends the Resolution at Item No.10 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.10 of the accompanying Notice.

Item No.11: Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of members. Regulation 17(6)(a) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of members in general meeting.

The Members of the Company, at the 94th Annual General Meeting held on 16th August 2013, approved the remuneration

payable to Non-Executive Directors of the Company by way of commission not exceeding one percent per annum of the net profits of the Company for each year for a period of five years commencing from 1st April 2013 till 31st March 2018.

Since the validity of the earlier resolution passed by the Members expired in FY18, approval is sought from Members for renewal of the resolution from 1st April 2018. Considering the rich experience and expertise brought to the Board by the Non-Executive Directors, it is proposed that remuneration not exceeding one percent per annum of the net profits of the Company calculated in accordance with provisions of the Act, be continued to be paid and distributed amongst the Non-Executive Directors of the Company in accordance with the recommendations of the Nomination and Remuneration Committee and approval by the Board of Directors of the Company. Such payment will be in addition to the sitting fees for attending Board/Committee meetings.

The Board commends the Resolution at Item No.11 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives, except all of the Non-Executive Directors of the Company to the extent to whom the resolution relates, are concerned or interested in the Resolution at Item No.11 of the accompanying Notice.

Item No.12: 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 for the purpose of auditing the accounts of the Company's Branch Offices outside India (whether now existing or as may be established), the necessary authorisation of the Members is being obtained in accordance with the provisions of Section 143 of the Act, in terms of the Resolution at Item No.12 of the accompanying Notice.

The Board commends the Resolution at Item No.12 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or KMP of the Company or their respective

relatives are concerned or interested in the Resolution at Item No.12 of the accompanying Notice.

Item No.13: Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of the Audit Committee of Directors, the Board of Directors has approved the re-appointment of M/s. Sanjay Gupta and Associates (SGA) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2018-19, at a remuneration of ₹ 6,50,000 (Rupees Six lakh fifty thousand) plus Service tax and actual out-of-pocket expenses.

SGA have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Act.

The Board commends the Resolution at Item No.13 of the accompanying Notice for ratification of the Cost Auditors' remuneration by the Members of the Company.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested in the Resolution at Item No.13 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, 14th May 2018

Registered Office:

Bombay House,
24, Homi Mody Street,
Mumbai 400 001.
CIN: L28920MH1919PLC000567
Tel: 91 22 6665 8282 Fax: 91 22 6665 8801
E-mail: tatapower@tatapower.com
Website: www.tatapower.com

**Details of the Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting
(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard -2 on General Meetings)**

| Name of Director | Mr. N. Chandrasekaran | Mr. Hemant Bhargava | Mr. Saurabh Agrawal |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth (Age) | 2nd June 1963 (54 years) | 20th July 1959 (58 years) | 13th August 1969 (48 years) |
| Date of Appointment | 11th February 2017 | 24th August 2017 | 16th November 2017 |
| Expertise in specific functional areas | <p>Mr. Chandrasekaran is the Executive Chairman of Tata Sons Limited, having been appointed as a director on its board on 25th October 2016. He was the Chief Executive Officer and Managing Director of Tata Consultancy Services Limited (TCS), a leading global IT solution and consulting firm, a position he held since 2009 till February 2017.</p> <p>He joined TCS in 1987 and under his leadership, TCS has become the largest private sector employer in India with the highest retention rate in a globally competitive industry. Under Mr. Chandrasekaran's leadership, TCS was rated as the world's most powerful brand in IT services in 2015 and recognised as a Global Top Employer by the Top Employers Institute across 24 countries.</p> <p>He was also appointed as a director on the board of the Reserve Bank of India in 2016. He has served as the chairperson of IT Industry Governors at the WEF, Davos, in 2015-16. He has been playing an active role in the Indo-US and India-UK CEO Forums. He is also part of India's business taskforces for Australia, Brazil, Canada, China, Japan and Malaysia. He served as the Chairman of Nasscom, the apex trade body for IT services firms, in India in 2012-13 and continues to be a member of its governing executive council.</p> | <p>Mr. Bhargava took charge as Managing Director of LIC on 10th February 2017. Prior to this, he was the Head of Northern Zone comprising Delhi, Punjab, Rajasthan, Himachal Pradesh, Jammu & Kashmir, Haryana States and Union Territory of Chandigarh. Prior to that, he was heading Eastern Zone comprising Arunachal Pradesh, Assam, Meghalaya, Mizoram, Manipur, Nagaland, Sikkim, Tripura and West Bengal States and Union Territory of Andaman and Nicobar Islands. He has rich experience of more than three decades in the Life Insurance industry in India and abroad. He had been country head of LIC Mauritius, head of International Operations SBU of LIC and was Executive Director (Marketing and Product Development) for LIC. He is the founder CEO of LIC Cards Services Ltd. and he founded the Micro Insurance vertical for LIC. He is also founder President of Indo Mauritian Business Group in Mauritius. Mr. Bhargava has served on the Boards of National Mutual Fund, Mauritius; LIC Mauritius Offshore Ltd. and Krishna Knitwear Ltd., Mumbai. He was a member of Insurance Institute of India AC and was also appointed as Director on the boards of PTC India Ltd., New Delhi and NEDFI Ltd., Guwahati.</p> | <p>Mr. Agrawal joined Tata Sons Limited (TSL) in July 2017 as the Group Chief Financial Officer. An investment banker, he brings with him over two decades of rich experience in capital markets. Starting his career in 1995, Mr. Agrawal has a sterling record in both strategy and execution, covering a wide range of industries. He joined TSL from the Aditya Birla Group, where he was head of strategy. Prior to that, he has been head of the corporate finance unit of Standard Chartered Bank in India and South Asia, and the head of the investment banking division in DSP Merrill Lynch.</p> |
| Qualifications | Master's in computer applications from Regional Engineering College, Trichy, Tamil Nadu. | M.A. in Economics | Graduate of the Indian Institute of Technology, Roorkee. Post graduate management degree from the Indian Institute of Management, Calcutta. |
| Directorships held in other companies (excluding foreign companies) | <ul style="list-style-type: none"> • Tata Sons Ltd. • Tata Consultancy Services Ltd. • Tata Steel Ltd. • Tata Motors Ltd. • The Indian Hotels Co. Ltd. • Tata Global Beverages Ltd. • TCS Foundation • Reserve Bank of India | <ul style="list-style-type: none"> • Life Insurance Corporation of India • Life Insurance Corporation of India Golden Jubilee Foundation • Infrastructure Leasing and Financial Services Ltd. • Voltas Ltd. • LICHFL Asset Management Co. Ltd. • LIC Pension Fund Ltd. • LICHFL Care Homes Ltd. • LIC Mutual Fund Trustee Pvt. Ltd. | <ul style="list-style-type: none"> • Tata Sons Ltd. • Tata Steel Ltd. • Tata Capital Ltd. • Tata AIA Life Insurance Co. Ltd. • Tata AIG General Insurance Co. Ltd. • Tata Teleservices Ltd. • Tata Sky Limited • Gradis Trading Pvt. Ltd. • Natural Fruits Pvt. Ltd. • Chambal Natural Fruits Pvt. Ltd • Natural Whole Fruits Pvt. Ltd. • Candid Fruits Pvt. Ltd. |

NOTICE

BOARD'S REPORT

MD & A

CG REPORT

BRR

CONSOLIDATED

STANDALONE

| Name of Director | Mr. N. Chandrasekaran | Mr. Hemant Bhargava | Mr. Saurabh Agrawal |
|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Committee position held in other companies | <p>Nomination and Remuneration Committee <i>Member</i></p> <ul style="list-style-type: none"> • Tata Sons Ltd. • Tata Consultancy Services Ltd. • Tata Steel Ltd. • Tata Motors Ltd. • The Indian Hotels Co. Ltd. • Tata Global Beverages Ltd. <p>Corporate Social Responsibility Committee <i>Chairman</i></p> <ul style="list-style-type: none"> • Tata Consultancy Services Ltd. <p>Executive Committee of the Board <i>Chairman</i></p> <ul style="list-style-type: none"> • Tata Consultancy Services Ltd. • Tata Steel Ltd. <p>Special Committee <i>Member</i></p> <ul style="list-style-type: none"> • Tata Sons Ltd. <p>Human Resource Management Sub-committee <i>Member</i></p> <ul style="list-style-type: none"> • Reserve Bank of India | <p>Audit Committee <i>Member</i></p> <ul style="list-style-type: none"> • LIC Pension Fund Ltd. <p>Executive Committee <i>Member</i></p> <ul style="list-style-type: none"> • Life Insurance Corporation of India <p>Policy Holders Protection Committee <i>Member</i></p> <ul style="list-style-type: none"> • Life Insurance Corporation of India <p>Investment Committee <i>Member</i></p> <ul style="list-style-type: none"> • Life Insurance Corporation of India <p>Shareholders Committee <i>Member</i></p> <ul style="list-style-type: none"> • Life Insurance Corporation of India | <p>Audit Committee <i>Chairman</i></p> <ul style="list-style-type: none"> • Tata Teleservices Ltd. <p><i>Member</i></p> <ul style="list-style-type: none"> • Tata AIA Life Insurance Co. Ltd. • Tata Steel Ltd. <p>Stakeholders Relationship Committee <i>Member</i></p> <ul style="list-style-type: none"> • Tata Steel Ltd. <p>Nomination and Remuneration Committee <i>Chairman</i></p> <ul style="list-style-type: none"> • Tata AIG General Insurance Co. Ltd. • Tata Teleservices Ltd. <p><i>Member</i></p> <ul style="list-style-type: none"> • Tata Capital Ltd. • Tata AIA Life Insurance Co. Ltd. <p>Risk Management Committee <i>Chairman</i></p> <ul style="list-style-type: none"> • Tata Capital Ltd. <p><i>Member</i></p> <ul style="list-style-type: none"> • Tata Steel Ltd. <p>Executive Committee of the Board <i>Member</i></p> <ul style="list-style-type: none"> • Tata Steel Ltd. <p>Share/Warrant/Debenture Allotment and Transfer Committee <i>Member</i></p> <ul style="list-style-type: none"> • Tata Teleservices Ltd. <p>Finance Committee <i>Chairman</i></p> <ul style="list-style-type: none"> • Tata Teleservices Ltd. <p>Finance and Asset Liability Supervisory Committee <i>Chairman</i></p> <ul style="list-style-type: none"> • Tata Capital Ltd. <p>Investment Committee <i>Member</i></p> <ul style="list-style-type: none"> • Tata AIA Life Insurance Co. Ltd. • Tata AIG General Insurance Co. Ltd. <p>Profits Committee <i>Member</i></p> <ul style="list-style-type: none"> • Tata AIA Life Insurance Co. Ltd. <p>Network and Technical Committee <i>Member</i></p> <ul style="list-style-type: none"> • Tata Teleservices Ltd. |
| Remuneration | N.A. | N.A. | N.A. |
| No. of meetings of the Board attended during the year | 8 | 5 | 4 |
| No. of shares held: (a) Own (b) For other persons on a beneficial basis | Nil Nil | Nil Nil | Nil Nil |

| Name of Director | Mr. Banmali Agrawala | Mr. Praveer Sinha |
|-------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Date of Birth (Age) | 30th April 1963 (55 years) | 8th April 1962 (56 years) |
| Date of Appointment | 17th November 2017 | 1st May 2018 |
| Expertise in specific functional areas | Mr. Agrawala joined Tata Sons Limited in October 2017 as President, Infrastructure, Defence and Aerospace, reporting to the Executive Chairman, Mr. N Chandrasekaran. His global experience in infrastructure will be very beneficial as the Company aspires for the next phase of growth. His knowledge in several areas including leadership development, digital infrastructure, innovation and technology, will also be very beneficial to the Company. Prior to this, he was President and CEO of GE South Asia, a position he held since February 2013. Earlier, Mr. Agrawala was the Executive Director (Business Development & Strategy) on the Company's Board from February 2008 to November 2011. Prior to that, he was the Managing Director of Wartsila India Limited and Group Vice President, Bio Power, Wartsila Corporation, responsible for the global Bio Power business. | Mr. Sinha has over three decades of experience in the power sector and has been credited with transforming the power distribution sector and development and setting up of greenfield and brownfield power plants in India and abroad. Mr. Sinha is also a member of the Faculty Board at Faculty of Management Studies and a member of Board of Governors at the Indraprastha Institute of Information Technology, Delhi. He is a Research Scholar at the Indian Institute of Technology Delhi and is also a visiting Scholar at Massachusetts Institute of Technology, Boston, USA. Mr. Sinha was the CEO & Managing Director of Tata Power Delhi Distribution Limited, a Public Private Partnership (Joint Venture) between the Company and Government of National Capital Territory of Delhi, supplying power to over seven million people in North and North-West Delhi. |
| Qualifications | Mechanical Engineering graduate from Mangalore University. Alumnus of the Advanced Management Programme of Harvard Business School. | Master's Degree in Business Law from National Law School, Bengaluru and is also professionally trained as an Electrical Engineer. |
| Directorships held in other companies (excluding foreign companies) | <ul style="list-style-type: none"> TAL Manufacturing Solutions Ltd. Tata Projects Ltd. Tata Advanced Materials Ltd. Tata Housing Development Co. Ltd. Tata Realty and Infrastructure Ltd. | <ul style="list-style-type: none"> Tata Power Delhi Distribution Ltd. Tata Power Renewable Energy Ltd. Tata Power Solar Systems Ltd. Tata Power Trading Company Ltd. |
| Committee position held in other companies | Nil | Nil |
| Remuneration | N.A. | N.A. |
| No. of meetings of the Board attended during the year | 3 | N.A. |
| No. of shares held: (a) Own (b) For other persons on a beneficial basis | Nil Nil | Nil Nil |

Route Map for AGM Venue



Venue:

Birla Matushri Sabhagar,
Sir Vithaldas Thackersey
Marg, 19, New Marine Lines,
Mumbai 400 020.

Landmark:

Next to Bombay Hospital

Distance from
Churchgate Station: 1 km

Distance from **Chhatrapati
Shivaji Terminus: 1.2 km**

Distance from **Marine Lines
Station: 0.8 km**