



18<sup>th</sup> June 2019  
BJ/SH-L2/

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Bldg., P. J. Towers  
Dalal Street, Fort  
Mumbai – 400 001.

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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 100<sup>th</sup> Annual General Meeting**

The 100<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, 18<sup>th</sup> June 2019 at 3.00 p.m. (IST) at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020. All the items of business contained in the Notice of the AGM dated 2<sup>nd</sup> May 2019, were transacted and passed by the Members with requisite majority.

In connection with the same, please find the following:

- a) Summary of proceedings of the AGM 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 remote e-voting together with the voting conducted at the AGM venue, in relation to the items of business transacted at the AGM, as required under Regulation 44 of the Listing Regulations, attached and marked as **Annexure - 2**.
- c) The Scrutinizer's Report dated 18<sup>th</sup> June 2019, 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](http://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 Moody Street Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 8801

Website : [www.tatapower.com](http://www.tatapower.com) Email : [tatapower@tatapower.com](mailto:tatapower@tatapower.com) CIN : L28920MH1919PLC000567



## Annexure-1

### Summary of proceedings of the 100<sup>th</sup> Annual General Meeting of the Company

The 100<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Tuesday, 18<sup>th</sup> June 2019 at 3.00 p.m. (IST) at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020.

Mr. N. Chandrasekaran, Chairman of the Company chaired the Meeting. The requisite quorum being present, the Chairman called the meeting to order. All the Directors of the Company attended the Meeting except Mr. K. M. Chandrasekhar and Mr. Hemant Bhargava. With the consent of the Members, the Notice convening the Meeting and the Auditors' Report were taken as read.

The Chairman then made his opening remarks with respect to the industry scenario, growth outlook and the operations of the Company. Thereafter, Mr. Praveer Sinha, CEO & Managing Director made a presentation on the operations and financial results for FY 2018-19.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

Item No.	Details of the Agenda	Resolution required
1.	Adoption of Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2019 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2019 together with the Report of the Auditors thereon.	Ordinary
3.	Declaration of dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March 2019.	Ordinary
4.	Appointment of Director in place of Mr. Banmali Agrawala (DIN: 00120029), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
5.	Appointment of Mr. Ashok Sinha (DIN: 00070477) as a Director and as an Independent Director.	Ordinary
6.	Appointment of Branch Auditors.	Ordinary
7.	Ratification of Cost Auditor's Remuneration.	Ordinary

The Company Secretary informed the Members that Mr. P. N. Parikh (FCS No. 327) or failing him, Mr. Mitesh Dhabliwala (FCS No.8331) of M/s. Parikh and Associates, Company Secretaries had been appointed as Scrutinizers to supervise that the remote e-voting and the voting at the AGM venue was done in a fair and transparent manner.



**TATA POWER**

The Tata Power Company Limited

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The Company Secretary 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 remote e-voting.

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operations as well as the financial performance of the Company. 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 carry out 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](http://www.tatapower.com) and the website of National Securities Depository Limited viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com), within 48 hours of the conclusion of the meeting.

The Scrutinizer's Report was received on Tuesday, 18<sup>th</sup> June 2019 and, as set out therein, all the Resolutions have been passed with the requisite majority.

**For The Tata Power Company Limited**

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

Company Secretary





**Annexure-2**

**100<sup>th</sup> Annual General Meeting Voting Results**

<b>Date of the AGM</b>	18 <sup>th</sup> June 2019
<b>Total number of shareholders on record date</b>	3,43,268
<b>No. of shareholders present in the meeting either in person or through proxy:</b> <ul style="list-style-type: none"><li>• Promoters and Promoter group</li><li>• Public</li></ul>	4 424
<b>No. of Shareholders attended the meeting through Video Conferencing</b> <ul style="list-style-type: none"><li>• Promoter and Promoter group</li><li>• Public</li></ul>	No arrangement was made for VC



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THE TATA POWER COMPANY LIMITED										
Resolution (1)										
Resolution required: (Ordinary / Special)						ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?						NO				
Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2019 together with the Reports of the Board of Directors and the Auditors thereon.										
	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes
			[1]	[2]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		892544226	100.00	892544226	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1384545126	1172631832	84.69	1172631832	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1172631832	84.69	1172631832	0	100.00	0.00	0
3	Public-Others	E-Voting	427684158	3138591	0.73	3130361	8230	99.74	0.26	0
		Poll		734699	0.17	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3873290	0.91	3855017	18273	99.53	0.47	0
Total	Total	E-Voting	2704773510	2068314649	76.47	2068306419	8230	100.00	0.00	0
		Poll		734699	0.03	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2069049348	76.50	2069031075	18273	100.00	0.00	0

THE TATA POWER COMPANY LIMITED

*Him Mistry*

COMPANY SECRETARY

**THE TATA POWER COMPANY LIMITED**

**Resolution (2)**

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

ORDINARY

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

NO

**Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2019 together with the Report of the Auditors thereon.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)]*100	% of Votes against on votes polled [7]=[5]/(2)]*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		892544226	100.00	892544226	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1384545126	1172631832	84.69	1172631832	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1172631832	84.69	1172631832	0	100.00	0.00	0
3	Public-Others	E-Voting	427684158	3138655	0.73	3130415	8240	99.74	0.26	0
		Poll		734699	0.17	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		3873354	0.91	3855071	18283	99.53	0.47	0
Total	Total	E-Voting	2704773510	2068314713	76.47	2068306473	8240	100.00	0.00	0
		Poll		734699	0.03	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2069049412	76.50	2069031129	18283	100.00	0.00	0

THE TATA POWER COMPANY LIMITED

*H. Mistry*

COMPANY SECRETARY

**THE TATA POWER COMPANY LIMITED**

**Resolution (3)**

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

ORDINARY

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

NO

**Declaration of dividend on Equity Shares for the financial year ended 31st March 2019.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/(2)]*100	% of Votes against on votes polled [7]=[(5)/(2)]*100	Invalid Votes
			[1]	[2]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>892544226</b>	<b>892544226</b>	<b>100.00</b>	<b>892544226</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	1384545126	1175869953	84.93	1175869953	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>1384545126</b>	<b>1175869953</b>	<b>84.93</b>	<b>1175869953</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
3	Public-Others	E-Voting	427684158	3381603	0.79	3373682	7921	99.77	0.23	0
		Poll		734699	0.17	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>427684158</b>	<b>4116302</b>	<b>0.96</b>	<b>4098338</b>	<b>17964</b>	<b>99.56</b>	<b>0.44</b>
Total	Total	E-Voting	2704773510	2071795782	76.60	2071787861	7921	100.00	0.00	0
		Poll		734699	0.03	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2704773510</b>	<b>2072530481</b>	<b>76.62</b>	<b>2072512517</b>	<b>17964</b>	<b>100.00</b>	<b>0.00</b>

THE TATA POWER COMPANY LIMITED

*Him Mishra*

COMPANY SECRETARY

**THE TATA POWER COMPANY LIMITED**

**Resolution (4)**

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

ORDINARY

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

NO

**Appointment of Director in place of Mr. Banmali Agrawala (DIN: 00120029), who retires by rotation and, being eligible, offers himself for re-appointment.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)]*100	% of Votes against on votes polled [7]=[5]/(2)]*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>892544226</b>	<b>892544226</b>	<b>100.00</b>	<b>892544226</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	1384545126	1172019629	84.65	1170707063	1312566	99.89	0.11	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>1384545126</b>	<b>1172019629</b>	<b>84.65</b>	<b>1170707063</b>	<b>1312566</b>	<b>99.89</b>	<b>0.11</b>
3	Public-Others	E-Voting	427684158	3376830	0.79	3353274	23556	99.30	0.70	0
		Poll		734699	0.17	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>427684158</b>	<b>4111529</b>	<b>0.96</b>	<b>4077930</b>	<b>33599</b>	<b>99.18</b>	<b>0.82</b>
Total		E-Voting	<b>2704773510</b>	2067940685	76.46	2066604563	1336122	99.94	0.06	0
		Poll		734699	0.03	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2704773510</b>	<b>2068675384</b>	<b>76.48</b>	<b>2067329219</b>	<b>1346165</b>	<b>99.93</b>	<b>0.07</b>

THE TATA POWER COMPANY LIMITED

*Hm Misty*

COMPANY SECRETARY

**THE TATA POWER COMPANY LIMITED**

**Resolution (5)**

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

ORDINARY

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

NO

**Appointment of Mr. Ashok Sinha (DIN: 00070477) as a Director and as an Independent Director.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>892544226</b>	<b>100.00</b>	<b>892544226</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
2	Public - Institutional holders	E-Voting	1384545126	1172019629	84.65	1171804239	215390	99.98	0.02	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>1172019629</b>	<b>84.65</b>	<b>1171804239</b>	<b>215390</b>	<b>99.98</b>	<b>0.02</b>	<b>0</b>
3	Public-Others	E-Voting	427684158	3376725	0.79	3352685	24040	99.29	0.71	0
		Poll		734699	0.17	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>4111424</b>	<b>0.96</b>	<b>4077341</b>	<b>34083</b>	<b>99.17</b>	<b>0.83</b>	<b>0</b>
Total		E-Voting	<b>2704773510</b>	2067940580	76.46	2067701150	239430	99.99	0.01	0
		Poll		734699	0.03	724656	10043	98.63	1.37	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2068675279</b>	<b>76.48</b>	<b>2068425806</b>	<b>249473</b>	<b>99.99</b>	<b>0.01</b>	<b>0</b>

THE TATA POWER COMPANY LIMITED

*Amr Mistry*

COMPANY SECRETARY

**THE TATA POWER COMPANY LIMITED**

**Resolution (6)**

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

ORDINARY

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

NO

**Appointment of Branch Auditors.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100	Invalid Votes
			[1]	[2]		[4]	[5]			[8]
1	Promoter and Promoter Group	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
		Total		892544226	100.00	892544226	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1384545126	1175869953	84.93	1175378211	491742	99.96	0.04	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
		Total		1175869953	84.93	1175378211	491742	99.96	0.04	0
3	Public-Others	E-Voting	427684158	3377821	0.79	3367667	10154	99.70	0.30	0
		Poll		717255	0.17	707212	10043	98.60	1.40	0
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
		Total		4095076	0.96	4074879	20197	99.51	0.49	0
Total		E-Voting	2704773510	2071792000	76.60	2071290104	501896	99.98	0.02	0
		Poll		717255	0.03	707212	10043	98.60	1.40	0
		Postal Ballot (If applicable)		0	0.00	0	0	0.00	0.00	0
		Total		2072509255	76.62	2071997316	511939	99.98	0.02	0

THE TATA POWER COMPANY LIMITED

*Him Mistry*

COMPANY SECRETARY

**THE TATA POWER COMPANY LIMITED**

**Resolution (7)**

<b>Resolution required: (Ordinary / Special)</b>	ORDINARY
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	NO

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

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/ (2)]*100	% of Votes against on votes polled [7]=[(5)/ (2)]*100	Invalid Votes
			[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	Promoter and Promoter Group	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>892544226</b>	<b>892544226</b>	<b>100.00</b>	<b>892544226</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
2	Public - Institutional holders	E-Voting	1384545126	1175869953	84.93	1175869953	0	100.00	0.00	0
		Poll		0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>1175869953</b>	<b>84.93</b>	<b>1175869953</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
3	Public-Others	E-Voting	427684158	3377341	0.79	3360531	16810	99.50	0.50	0
		Poll		717255	0.17	707212	10043	98.60	1.40	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>4094596</b>	<b>0.96</b>	<b>4067743</b>	<b>26853</b>	<b>99.34</b>	<b>0.66</b>	<b>0</b>
Total		E-Voting	<b>2704773510</b>	2071791520	76.60	2071774710	16810	100.00	0.00	0
		Poll		717255	0.03	707212	10043	98.60	1.40	0
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
		<b>Total</b>		<b>2072508775</b>	<b>76.62</b>	<b>2072481922</b>	<b>26853</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>

THE TATA POWER COMPANY LIMITED

*Hem Mistry*

COMPANY SECRETARY

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
**The Tata Power Company Limited**  
Bombay House,  
24, Homi Mody Street,  
Mumbai - 400001

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the 100<sup>th</sup> Annual General Meeting of The Tata Power Company Limited held on Tuesday, June 18, 2019 at 3.00 p.m. at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400020.**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of The Tata Power Company Limited pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 100<sup>th</sup> Annual General Meeting (AGM) of The Tata Power Company Limited on Tuesday, June 18, 2019 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on June 18, 2019.

The notice dated May 02, 2019 along with statement setting out material facts under Section 102 of the Act, as confirmed by the Company, were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of June 11, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday, June 14, 2019 at 9.00 a.m. (IST) and ended on Monday, June 17, 2019 at 5.00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. 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 Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through electronic voting system at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution**

**Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
875	2,06,90,31,075	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
19	18,273	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 2: Ordinary Resolution**

**Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Report of the Auditors thereon.**

(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
875	2,06,90,31,129	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
20	18,283	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 3: Ordinary Resolution**

**Declaration of dividend on Equity Shares for the financial year ended 31st March, 2019.**

(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
879	2,07,25,12,517	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
22	17,964	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 4: Ordinary Resolution**

**Appointment of Director in place of Mr. Banmali Agrawala (DIN: 00120029), who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
837	2,06,73,29,219	99.93

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
55	13,46,165	0.07

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 5: Ordinary Resolution**

**Appointment of Mr. Ashok Sinha (DIN: 00070477) as a Director and as an Independent Director.**

(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
847	2,06,84,25,806	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
44	2,49,473	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 6: Ordinary Resolution****Appointment of Branch Auditors.**

(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
870	2,07,19,97,316	99.98

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
25	5,11,939	0.02

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A



**Resolution 7: Ordinary Resolution****Ratification of Cost Auditor's Remuneration.**(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
847	2,07,24,81,922	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

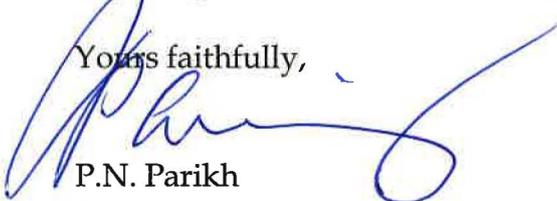
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
48	26,853	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A

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



COMPANY SECRETARY

Place: Mumbai

Dated: June 18, 2019.