

7<sup>th</sup> August 2015 BJ/SH-L2/

BSE Ltd.
Corporate Relationship Dept.
1st Floor, P J Towers
Dalal Street, Fort
Mumbai 400 001

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

Dear Sirs,

### Disclosure under Clause 35A of Voting Results at the Annual General Meeting

As per the requirement of Clause 35A of the Listing Agreement with the Stock Exchanges, given below are the details of the voting results at the 96<sup>th</sup> Annual General Meeting of the Company, held on 5<sup>th</sup> August 2015 as per the format as prescribed under the said clause.

Date of the AGM	5 <sup>th</sup> August 2015
Total number of shareholders on record date (book closure: 22 <sup>nd</sup> July 2015 to 5 <sup>th</sup> August 2015,both days inclusive)	2,97,704
No. of shareholders present in the meeting either in person or through proxy:  Promoter and Promoter group  Public	5 1,153 + 9 proxies
No. of Shareholders attended the meeting through Video Conferencing	Not arranged

..2

4-hm H





-2-

### (Agenda-wise)

Item No.	Details of the Agenda	Resolution required (Ordinary / Special)	Mode of voting: (Show of hands/Poll/ Postal ballot/ E-voting)	Remarks
1.	Adoption of the Audited Financial Statements for the year ended 31st March 2015 together with the Report of the Board of Directors and the Auditors thereon.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
2.	Adoption of the Audited Consolidated Financial Statements for the year ended 31st March 2015 together with the Report of the Auditors thereon.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
3.	Declaration of dividend for the financial year 2014-15 on Equity Shares.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
4.	Appointment of Director in place of Mr. R. Gopalakrishnan, who retires by rotation and is eligible for re-appointment.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
5.	Ratification of appointment of Statutory Auditors and fixing their remuneration.	Ordinary	E-voting, Ballot and Poli	This resolution was passed with the requisite majority.
6.	Appointment of Mr. Vijay Kumar Sharma as Director.	Ordinary	Company w.e.f. issue of the no said resolution	resigned as Director of the 2 <sup>nd</sup> July 2015, after the date of otice of the AGM. Hence, the becomes void and the votes on too not considered.
7.	Private placement of Non- Convertible Debentures.	Special	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
8.	Appointment of Branch Auditors.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
9.	Ratification of Cost Auditors' remuneration.	Ordinary	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.
10.	Increase in limits of investments in other bodies corporate.	Special	E-voting, Ballot and Poll	This resolution was passed with the requisite majority.



### In case of Poll/Postal ballot/E-voting: As Attached

Promoter/Public	No. of shares held (1)	The second secon	% of Votes Polled on outstanding shares (3)=	Votes	Votes - against	TOWN THE PROPERTY OF THE PARTY	% of Votes against on votes polled (7)=
Promoter and	137	1-7	[(2)/(1)]*100	1.57			[(5)/(2)]*100
Promoter Group							
Public – Institutional holders	o)						P
Public-Others							
Total							

The Scrutinizer's Report on the combined voting results is also enclosed. This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Yours faithfully, For The Tata Power Company Limited

> (H. M. Mistry) Company Secretary

Adoption of the Audited Financial Statements for the year ended 31st March 2015 together with the Reports of the Board of Directors and the Adoption of the Auditors threon

Secolut	Pacolition No 1							
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - No. of Votes - in favour against	% of Votes in favour on votes polled	% of Votes against on votes polled
			3	shares [3]=[(2)/(1)]	52	Ę	[6]=[(4)/(2	[6]=[(4)/(2 [7]=[(5)/(2 )1*100
		Ξ	[2]	1700		5		
,	Dromoter and Premoter Group	893200466	893130306	66.66	893130306	0	100.00	00.0
4	Light die Company							
c	Dublic - Institutional holders	1362427531	1180811734		86.67 1179295028	1516706	18.66	0.13
4	The state of the s							
c	D. his Others	449001401	15294496	3.41	15249180	45316	99.70	0.30
2	Public-Outer 3							
		3204630308	2080236536	77.25	2087674514	1562022	99.93	0.07
	Grand Total	2/0+0/2000						200

THE TATA POWER COMPANY LIMITED

HemMistry

THE TATA POWER COMPANY LIMITED

Adoption of the Audited Consolidated Financial Statement for the year ended 31st March 2015 together with the Report of the Auditors thereon

	Details for reporting as per clause	bei clause son	in included to	The state of the s				•
pecolut	Resolution No 2							
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - No. of Votes - in favour against	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		Ξ	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/(2 )]*100	[6]=[(4)/(2 [7]=[(5)/(2 )]*100 )]*100
	Promoter and Promoter Group	893200466	893130306	66'66	893130306	0	100.00	0.00
4								
2	Public - Institutional holders	1362427531	1182133682	86.77	880075387	302058295	74.45	25.55
55					15345793	45457	99.70	0.30
ო	Public-Others	449001401	15292240	3.41	COLONZOT			
					77 2 4788453476	302103752	85.55	14.45
,	Grand Total	2704629398	2090556220		212510014			

THE DATA POWER COMPANY LIMITED THE MALTY

# Declaration of dividend for the financial year 2014-15 on Equity Shares

Socolut	Decolution No 3	*						
ובפסוד				% of Votes		32 GMA	% of Votes	% of Votes
	Promoter/Public	Total No. of Shares Held	No. of votes polled	Polled on outstanding	No. of Votes - in favour	No. of Votes - No. of Votes - in favour against		against on votes polled
				Shares			[6]=[(4)/(2)	[7]=[(5)/(2)
	23.	Ē	121	[3]=[(2]/(1) ]*100	[4]	[2]	]*100	]*100 ]*100
		7-7						
,	Carolina Car	893200466	893130306	66'66	893130306	0	100.00	0.00
-	Promoter and Promoter Stock							
			2000				00000	000
,	Dublic - Institutional holders	1362427531	1184967970	86.97	1184967970	9	TOOTO	
4	and a second							
100		***********	* 52005363	3.41	15262661	32702	99.79	0.21
m	Public-Others	449001401						+
		2020202020202020	2093393639	77.4	2093360937	32702	100.00	00.0
	Grand Total	7/0407999	1	The second second	The state of the s			

THE TATA POWER COMPANY LIMITED

Appointment of Director in place of Mr. R. Gopalakrishnan, who retires by rotation and is eligible for re-appointment

	Details for reporting as per clause 55A		oi listilig agre	of listing agreement based on result of Evoluing / Fostal Ballot/Form	Lesait of Lvoi	ing / rustal ba	ווסר/ במוו	
Resolut	Resolution No 4							
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - No. of Votes in favour against	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		Ξ	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/ (2)]*100	[7]=[(5)/(2 )]*100
н	Promoter and Promoter Group	893200466	893130306	66.66	893130306	0	100.00	0.00
2	Public - Institutional holders	1362427531	1184967970	86.97	1171238969	13729001	98.84	1.16
m	Public-Others	449001401	15286369	3.4	15225582	60787	99.60	0.40
	Graind Total	2704629398	2093384645	77.4	2079594857	13789788	99.34	0.66

THE TATA POWER COMPANY LIMITED

THE TATA POWER COMPANY LIMITED

# Ratification of appointment of Statutory Auditors and fixing their remuneration

	Decails for reporting as							
Resolut	Resolution No 5						90,00	
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - No. of Votes in favour against	No. of Votes - against	Votes in favour on votes polled	% of Votes against on votes polled
		Ξ	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/ (2)]*100	[6]=[(4)/ [7]=[(5)/(2)] (2)]*100
					lare.		100	C
н	Promoter and Promoter Group	893200466	893130306	66.66	893130300			
r	Public - Institutional holders	1362427531	1184967970	86.97	1178385930	6582040	99.44	0.56
		1000011	4EDOAEO4	2.4	15225422	59159	19.61	62.0
ო	Public-Others	449001401	TOCHOTCT					
					Control of the last of the las			000
	Total Total	2704629398	2093382857	77.4	2086741658	6641199	99.68	70.0

THE DATA POWER COMPANY LIMITED

# Appointment of Mr.Vijay Kumar Sharma as Director

Mr. Vijay Kumar Sharma resigned as a Director of the Company w.e.f. 2nd July 2015, after the date of issue of notice of the Annual General Meeting. Hence, the said resolution becomes void and the votes cast thereon are not considered.

	Details for specialist of supplemental	per cidence and						
esolut	Resolution No 6						2- 10	
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - No. of Votes - in favour against	Votes in favour on votes	% of Votes against on votes polled
G		[1]	[2]	[3]=[(2)/(1)] *100	[4]	[5]	[6]=[(4)/ (2)]*100	[6]=[(4)/ [7]=[(5)/(2)] (2)]*100 *100
	Circle Control of the			72			1	
-	Promoter and Promoter Group							
c	D. Nic - Institutional holders	D						
1								
m	Public-Others	1					1	
	Grand Total						10	

THE TATA POWER COMPANY LIMITED

# Private placement of Non-Convertible Debentures

	Details for reporting as per clause son	as ber cianse s	Es Compet to Wa					
Resolut	Resolution No 7		1211					
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - No. of Votes - in favour against	% of Votes in favour on votes polled	% of Votes against on votes polled
111		[2]	[2]	[3]=[(2)/(1)]* 100	[4]	[5]	[6]=[(4)/(2)] [7]=[(5)/(2) *100 ]*100	[7]=[(5)/(2) ]*100
н	Promoter and Promoter Group	893200466	893130306	66'66	893130306	0	100.00	0.00
		***************************************	1104006133	90 98	1174229624	10576499	99,11	0.89
7	Public - Institutional holders	130242/331	270000077					
m	Public-Others	449001401	15274070	3.4	15118355	155715	98.98	1.02
	Grand Total	2704629398	2093210499		77.39 2082478285	10732214	99.49	0.51

THE TATA POWER COMPANY LIMITED THE TATA POWER COMPANY LIMITED

CODMINANT SECRETARY

### Appointment of Branch Auditors

	Declaris for reporting as a	100					95	
1	den ale o							
(esount	Kesolution No o			% of Votes		3	% of Votes	% of Votes
	Promoter/Public	Total No. of Shares Held	No. of votes polled	Polled on outstanding	No. of Votes - in favour	No. of Votes - No. of Votes - in favour against	in favour on votes polled	against on votes polled
				[3]=[(2)/(1)]*			[6]=[(4)/(2	[6] = [(4)/(2 [7] = [(5)/(2)]
		[1]	[2]	100	[4]	[5]	)]*100	*100
						•	100.00	0.00
÷	Promoter and Promoter Group	893200466	893130306	66.66	893130300			
4								0
		Tours of the	4104067070		86.97 1176404439	8563531	99.28	7/7
7	Public - Institutional holders	1362427531	Treasers					
			The state of the s				CA 00	0.38
		449001401	14663510	3.27	14608136	555/4		
m	Public-Others							
		The second secon			1000111000	8618905	99.59	0.41
	10000	2704629398	2092761786		11.35 2004142001		Table Control	

THE TATA POWER COMPANY LIMITED
THAN MATTY

GOWINANY SECRETARY

### Ratification of Cost Audtiors' Remuneration THE TATA POWER COMPANY LIMITED

	Details for reporting as Franchis							
10.04	Poolution No 9							of at Votoc
	Con inc			% of Votes			% of Votes	% OI Anres
	Promoter/Public	Total No. of Shares Held	No. of votes polled	44707	No. of Votes - in favour	No. of Votes - No. of Votes - in favour against		votes polled
			3	[3] = [(2)/(1)	[4]	[5]	[6]=[(4)/(2) ]*100	[6]=[(4)/(2) [7]-[(5)/(2)] ]*100 *100
		[1]	121	20- 1/				
1		893200466	893130306	66.66	893130306	0	100	= 0
	Promoter and Promoter Group	2007000				T.		
		101000000	1194967970	86.97	1184912526	55444	100	
1	Public - Institutional holders	136242/331	O COCHOTT					
					15189110	74752	99.51	0.49
	Public-Others	449001401	15263862	2.0	-			
				77.5	77 4 2093231942	130196	66.66	10.01
1	Total Total	2704629398	2093562150					

THE TATA POWER COMPANY LIMITED

Hommaty

# Increase in limits of investments in other bodies corporate

	Details for reporting as per clause 33A	as per clause s	SA OT IISUNG A	לו בבווובוור המסכ	100000000000000000000000000000000000000	or using agreement pasca on tooms		
Pesolut	Resolution No 10							
	Promoter/Public	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes - in favour	No. of Votes - no. of Votes - in favour against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[(2)/(1) ]*100	[4]	[5]	[6]=[(4)/(2)] *100	[6]=[(4)/(2)] [7]=[(5)/(2)]* *100 100
-	Promoter and Promoter Group	893200466	893130306	66'66	893130306	0	100.00	00.00
2	Public - Institutional holders	1362427531	1183646022		86.88 1137591203	46054819	96.11	3.89
m	Public-Others	449001401	15371375	3.42	15202850	168525	98.90	1.10
	Grand Total	2704629398	2092147703	77.35	2045924359	46223344	97.79	2.21

THE TAILS POWER COMPANY LIMITED

COMPANY SECRETARY ThuMistry

### PARIKH & ASSOCIATES COMPANY SECRETARIES

To, The Chairman THE TATA POWER COMPANY LIMITED Bombay House, 24 Homi Mody Street, Mumbai – 400001 Office:

111, 11th Floor, Sal-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

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of The Tata Power Company Limited held on Wednesday, August 05, 2015 at 3.00 p.m.

I, P. N. Parikh of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of The Tata Power Company Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of The Tata Power Company Limited held on Wednesday, August 05, 2015 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on August 05, 2015.

The Notice dated May 19, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier either through remote e-voting facility or by physical ballot.

The shareholders of the company holding shares as on the "cut-off" date of July 29, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Friday, July 31, 2015 at 09:00 a.m. (IST) and ended on Tuesday, August 04, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Physical ballot forms received up to Friday, July 31, 2015 were also considered.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my consolidated Report as under on the result of the remote evoting/physical ballot forms and voting at the meeting in respect of the said Resolutions.



### Resolution 1: Ordinary Resolution

Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

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

Number voted	of	members	Number of votes cast by them		total otes c		of
		1388	2,08,76,74,514			99	.93

### ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast
		15	15,62,022	0.07

Number of members whose votes were declared invalid	Number of votes cast by them
22	50,674



### Resolution 2: Ordinary Resolution

Adoption of the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2015, together with the Report of the Auditors thereon.

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

Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast
		1236	1,78,84,52,476	. 85.55

### (ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them		total otes c		of
		157	30,21,03,752			14	1.45

Number of members whose votes were declared invalid	Number of votes cast by them
26	52,357



### Resolution 3: Ordinary Resolution

Declaration of Dividend for the financial year 2014-15 on equity shares of the Company.

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

Number voted	of	members		% of total number of valid votes cast
	160	1386	2,09,33,60,937	100,00(Rounded-off)

### (ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them		total otes c		of
		13	32,702			C	00.0

Number of members whose votes were declared invalid	Number of votes cast by them
27	52,535



### Resolution 4: Ordinary Resolution

To appoint a Director in place of Mr. R. Gopalkrishnan (DIN 00027858), who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number voted	of	members	Number of votes cast by them	of total d votes c		of
		1300	2,07,95,94,857		99	.34

### (ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them		total otes c		of
		87	1,37,89,788			(	0.66

Number of members whose votes were declared	Number of votes cast by them
invalid	



### Resolution 5: Ordinary Resolution

Ratification of appointment of Statutory Auditors of the Company and fixing their remuneration,

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

Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast
		1339	2,08,67,41,658	99.68

### (ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them		total otes ca		of
		47	66,41,199			0	).32

Number of members whose votes were declared invalid	Number of votes cast by them
29	57,432



### Resolution 6: Ordinary Resolution

Appointment of Mr. Vijay Kumar Sharma (DIN 02449088) as a Director of the Company.

Mr. Vijay Kumar Sharma resigned as a Director of the Company w.e.f July 02, 2015, after the date of issue of notice of the Annual General Meeting, Hence the said resolution becomes void and votes cast thereon are not considered.

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

Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast
				(mag)

### (ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast
		200		

Number whose vot invalid	of es we	members re declared	Number of votes cast by them
		321	



### Resolution 7: Special Resolution

### Private Placement of Non-Convertible Debentures.

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

Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast
		1269	2,08,24,78,285	99.49

### (ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast
		111	1,07,32,214	0.51

Number of members whose votes were declared invalid	Number of votes cast by them
32	65,712



### Resolution 8: Ordinary Resolution

### Appointment of Branch Auditors of the Company.

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

Number voted	of	members	Number of votes cast by them		total otes c		of
		1346	2,08,41,42,881	-	***************************************	99	,59

### (ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them	% of total number of valid votes cast
		. 38	86,18,905	0.41

Number of members whose votes were declared invalid	Number of votes cast by them
28	57,132



### Resolution 9: Ordinary Resolution

Ratification of remuneration payable to Cost Auditors of the company.

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

Number voted			Number of votes cast by them	% of total number of valid votes cast		
		1324	2,09,32,31,942	99.99		

### (ii) Voted against the resolution:

Number voted	mber of members æd		Number of votes cast by them	% of total number of valid votes cast		
		56	1,30,196	0.01		

Number of member whose votes were declar- invalid	s Number of votes cast by d them
	6 67,353



### Resolution 10: Special Resolution

Increase in limits of investments in other bodies corporates.

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

Number voted	of	members	Number of votes cast by them	% of valid	total votes c	number ast	of
		1208	2,04,59,24,359		1	97	7.79

### (ii) Voted against the resolution:

Number voted	of	members	Number of votes cast by them	% va	of did v	total votes c	ast	-
		184	4,62,23,344			*		2.21

### (iii) Invalid votes:

Number of members whose votes were declared invalid		by
36	65,4	153

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. LaxmiIndl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053

Place: Mumbai

Dated: August 06, 2015

The Tata Power Company Limited

C.P. Mut

Cyrus P. Mistry Chairman