



**TATA
TATA POWER**

The Tata Power Company Limited

Corporate Identity No. (CIN): L28920MH1919PLC000567

Regd. Office: Bombay House, 24, Homi Mody Street, Mumbai 400 001. Tel: +91 22 6665 8282; Fax: +91 22 6665 8801
Email: tatapower@tatapower.com; Website: www.tatapower.com

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT MUMBAI
COMPANY SCHEME APPLICATION NO. 492 OF 2017**

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 to 232 of the Companies Act, 2013 read with other relevant provisions of the Companies Act, 2013;

And

In the matter of Scheme of Arrangement amongst The Tata Power Company Limited ('Transferor Company' or 'Applicant Company' or 'Company'), Tata Power Renewable Energy Limited ('Transferee Company 1'), Supa Windfarm Limited ('Transferee Company 2'), Nivade Windfarm Limited ('Transferee Company 3') and Tata Power Green Energy Limited ('Transferee Company 4') and their respective shareholders and creditors.

The Tata Power Company Limited)
(CIN: L28920MH1919PLC000567), a company incorporated under)
the provisions of the Indian Companies Act, VII of 1913 and having its)
registered office at Bombay House, 24, Homi Mody Street,)
Mumbai 400 001) ...Applicant Company

**ADVERTISEMENT OF NOTICE OF MEETING
OF THE EQUITY SHAREHOLDERS OF THE APPLICANT COMPANY**

NOTICE is hereby given that by an order dated December 6, 2017, the Hon'ble National Company Law Tribunal, Bench at Mumbai ('Tribunal') has directed a meeting to be held of the Equity Shareholders of the Applicant Company, for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement amongst The Tata Power Company Limited ('Transferor Company' or 'Applicant Company' or 'Company'), Tata Power Renewable Energy Limited ('Transferee Company 1'), Supa Windfarm Limited ('Transferee Company 2'), Nivade Windfarm Limited ('Transferee Company 3') and Tata Power Green Energy Limited ('Transferee Company 4') and their respective shareholders and creditors ('Scheme').

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of the Equity Shareholders of the Company will be held on Monday, February 19, 2018 at 11.00 a.m. at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020 (the 'Meeting'), at which time and place the Equity Shareholders are requested to attend.

As the Registered Office of the Company is under renovation, copies of the Scheme, Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013, Form of Proxy, Attendance Slip, Postal Ballot Form can be obtained free of charge from the other office of the Company at 2nd Floor, Fort House, Dr. Dadabhai Naoroji Road, Mumbai 400 001.

Persons entitled to attend and vote at the Meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the Registered Office of the Company at Bombay House, 24, Homi Mody Street, Mumbai 400 001, not later than 48 hours before the scheduled time of the Meeting.

The Hon'ble Tribunal has appointed Mr. N. Chandrasekaran, Chairman of the Company or failing him, Mr. Anil Sardana, CEO and Managing Director of the Company or failing him, Mr. Ashok S. Sethi, COO and Executive Director of the Company to be the Chairman of the Meeting.

The above Scheme, if approved by the Equity Shareholders, will be subject to the subsequent approval of the Hon'ble Tribunal.

The Company has on January 17, 2018, completed the dispatch of the Notice along with the Explanatory Statement in physical form to the Members who have not registered their e-mail ids with Depositories/Registrar and Share Transfer Agent/Company. Members who have registered their e-mail ids for this purpose have also been served with Notice of the Meeting on e-mail ids registered with the Depositories/Registrar and Share Transfer Agent/Company. The Notice has been sent to all the Members whose names appear in the Register of Members/Beneficial Owners as per the details furnished by the Depositories as on December 29, 2017.

In compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014; (iii) Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (iv) Secretarial Standard - 2 for General Meetings, the Company, in addition to casting of votes on Poll at the Meeting, has also provided the Equity Shareholders with the facility for casting their votes either by way of postal ballot or by way of remote e-voting using facility offered by National Securities Depository Limited ('NSDL'), prior to the Meeting.

The voting rights of Equity Shareholders shall be in proportion to their Equity shareholding in the Company as on the close of business on December 29, 2017 ('Cut-off Date'). 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 in the said meeting.

Member(s) can opt only for one mode of voting. If a Member has opted for remote e-voting, then he/she should not vote by postal ballot and vice-versa. However, in case Members cast their vote both through postal ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

It is clarified that votes may be cast by Members either by postal ballot or e-voting and casting of votes by postal ballot or e-voting does not disentitle them from attending the Meeting. A Member, after exercising his right to vote through postal ballot or e-voting, shall not be allowed to vote again at the Meeting.

The voting period for postal ballot and remote e-voting shall commence on and from Saturday, January 20, 2018 at 9:00 a.m. (IST) and end on Sunday, February 18, 2018 at 5:00 p.m. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on December 29, 2017, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

This Notice of the NCLT Convened Meeting of Members of the Company is also displayed/posted on the website of the Company at www.tatapower.com and on the website of NSDL at www.evoting.nsdl.com.

Members who have not received the postal ballot, can download the postal ballot form from the Company's website www.tatapower.com. In case a Member is desirous of obtaining a printed duplicate postal ballot form, he / she may send an e-mail to tpcbalot2018@tsrdarashaw.com. The Registrar and Share Transfer Agent shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.

The duly completed ballot form should reach the Scrutinizer on or before February 18, 2018 by 5:00 p.m. (IST). Any postal ballot received from the Member beyond the said date will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said date.

As directed by the Hon'ble Tribunal, Mr. P. N. Parikh (Membership No. FCS 327) and failing him, Mr. Mitesh Dhaliwala (FCS 8331) of M/s. Parikh & Associates, Company Secretaries, shall act as Scrutinizer to scrutinize votes cast either electronically or on postal ballot or on Poll at the Meeting and submit a report on votes cast to the Chairman of the Meeting within 48 hours from the conclusion of the Meeting.

The result of the voting shall be announced by the Chairman of the Meeting on or before February 21, 2018, upon receipt of Scrutinizer's report and the same shall be displayed on the website of the Company www.tatapower.com and on NSDL website at www.evoting.nsdl.com besides being sent to BSE Limited and National Stock Exchange of India Limited on the said date.

In case of any queries relating to voting by electronic means, Members may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or contact at toll free no. 1800-222-990. In case of any grievances connected with facility for voting by postal ballot or electronic means, Members may contact Mr. Amit Vishal, Senior Manager at amitv@nsdl.co.in or evoting@nsdl.co.in or on 91 22 2499 4360 / 1800-222-990. Members may also write to him at NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

For THE TATA POWER COMPANY LIMITED

Sd/-

H. M. Mistry
Company Secretary

Dated this 18th day of January 2018
Place : Mumbai

