

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 E-mail: tatapower@tatapower.com Website: www.tatapower.com
CIN: L28920MH1919PLC000567

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE TATA POWER COMPANY LIMITED, on the requisition of Tata Sons Limited, which holds 31.05% of the paid-up Equity Share Capital of the Company, will be held on Monday, the 26th day of December 2016, at 11 a.m. at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021, to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section 169 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, Mr. Cyrus P. Mistry (Director Identification Number 00010178) be and is hereby removed from the office of Director of the Company with effect from the date of this meeting.”

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 the Notice, is 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. Instruments of Proxy, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the commencement of 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 Extraordinary General Meeting (EGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the EGM.
4. In case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Special Notice and Requisition dated 22nd November 2016 received from Tata Sons Limited is available for inspection by the Members of the Company at the Registered Office of the Company between 10 a.m. and 12 noon on any working day of the Company, except Saturday, upto the date of the EGM. The said document will also be available for inspection at the venue of the EGM.
6. Members, Proxies and Authorised Representatives are requested to bring their Attendance Slip along with their copy of the Notice to the Meeting.
7. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant (DP), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, a physical copy of the Notice is being sent by the permitted mode. Members may note that this Notice will also be available on the Company's website www.tatapower.com.

8. A route map showing directions to reach the venue of the Meeting forms part of the Notice.
9. Process and manner for Members opting for e-voting are as under:-
 - I. In compliance with the provisions of Section 108 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided the facility to exercise their right to vote on the Resolution proposed to be considered at the EGM 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 EGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL). Instructions for e-voting are given hereinbelow. Resolution passed by Members through e-voting is deemed to have been passed as if it has been passed at the EGM.
 - II. Members are provided with the facility for voting either through electronic voting system or ballot paper at the EGM and Members attending the EGM, who have not already cast their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.
 - III. Members who have cast their vote by remote e-voting prior to the EGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Friday, 23rd December 2016 (9 a.m. IST) and ends on Sunday, 25th December 2016 (5 p.m. IST). Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 19th December 2016, may cast their vote by remote e-voting. 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 process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL (for Members whose e-mail IDs are registered with the Company/DP):
 - (i) Open e-mail and open PDF file viz.: "Tata Power e-voting.pdf" with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on Shareholder - Login.
 - (iv) Select "EVEN" of "The Tata Power Company Limited", which is 105797.
 - (v) If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.

- (vi) If you login for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- (vii) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the Resolution, you will not be allowed to modify your vote.
- (xii) On the voting page, you may cast your vote by selecting an appropriate option 'For' or 'Against' and click 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm or 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message 'Vote Cast Successfully' will be displayed.
- (xiii) 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. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives a physical copy of the Notice of the EGM (for Members whose e-mail IDs are not registered with the Company/DP or requesting physical copy):
- (i) Initial password is provided in the Attendance Slip (separate insert):
EVEN (105797), USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. Nos.(ii) to (xiii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'downloads section' of www.evoting.nsd.com or call on Toll Free No.: 1800-222-990.
- VII. 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).
- VIII. 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 19th December 2016.
- IX. 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. 19th December 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/TSR Darashaw Limited (Share Registrar).
- X. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using 'Forgot User Details/Password' option available on www.evoting.nsd.com or contact NSDL at the following Toll Free No.:1800-222-990.
- XI. 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.
- XII. Mr. P. N. Parikh (FCS 327) or failing him, Ms. Jigyasa Ved (FCS 6488) of M/s. Parikh and Associates, Practicing Company Secretaries have been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
- XIII. The Chairman of the Meeting shall, at the EGM, at the end of discussion on the Resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'e-voting' or 'Ballot Paper' for all those Members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall, after the conclusion of voting at the EGM, 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 EGM, 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.
- XV. 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 of the Meeting 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.
- XVI. Subject to the receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the EGM i.e. 26th December 2016.
- XVII. In case of grievances connected with facility for voting by electronic means, Members are requested to contact Mr. Amit Vishal, Senior Manager at amitv@nsdl.co.in or evoting@nsdl.co.in or on 91 22 2499 4360. 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.

By Order of the Board of Directors,

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

Mumbai, 29th November 2016

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24, Homi Mody Street,
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EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out material information in relation to the special business as mentioned in the accompanying Notice dated 29th November 2016:

Tata Sons Limited (TSL) (the Requisitionist) is the Promoter of the Company and the single largest shareholder holding 83,97,99,682 Equity Shares aggregating to 31.05% of the Company's paid-up Equity Share Capital.

TSL has, pursuant to the Special Notice and Requisition dated 22nd November 2016 and in recognition of the legal rights vested in them as a Shareholder, has decided to requisition an Extraordinary General Meeting (EGM), to pass an Ordinary Resolution for removal of Mr. Cyrus P. Mistry as a Director of the Company.

Mr. Cyrus P. Mistry is currently the Non-Executive Chairman of the Company. He was appointed as a Non-Executive Director of the Company by the Board on 23rd December 2011 and by the Members at the Annual General Meeting held on 17th August 2012. Article 164(b) of the Company's Articles of Association states that: "So long as the word 'TATA' is associated with the name of the Company, Tata Sons Limited will have the right to nominate the Chairman of the Board of Directors." In exercise of this right, TSL nominated Mr. Mistry as Chairman of the Board and he was appointed as such by the Board effective 8th November 2012. He is also Chairman of the Executive Committee of the Board (ECOB) and a Member of the Nomination and Remuneration Committee (NRC). During his tenure with the Company as Director and Chairman, till date, Mr. Mistry has attended 38 out of the 39 Board Meetings, all 24 ECOB Meetings and 20 out of the 21 NRC Meetings.

The Act requires the Independent Directors to meet each year and to, *inter alia*, evaluate the performance of the Chairman of the Board. Such Independent Director Meetings were conducted in March 2015 and March 2016. At both those meetings, the Independent Directors were appreciative of the performance of Mr. Mistry and had nothing of significance to recommend to him in that regard. The feedback of the Meeting was conveyed to Mr. Mistry by one of the directors present, chosen for that purpose by his colleagues.

The Board confirms that all decisions taken by the Board with regard to the business and operations of the Company were unanimous.

TSL has provided information in relation to the Special Business proposed to be conducted at the Extraordinary General Meeting of The Tata Power Company Limited (TPCL or the Company), which is reproduced hereunder:

- "(i) Tata Sons Limited is the Promoter of TPCL and holds 31.05% of the Equity share capital of TPCL.
- "(ii) Tata Sons Limited is the principal investment holding company and promoter of Tata companies. About 66% of the ordinary share capital of Tata Sons Limited is held by philanthropic trusts, which support education, health, livelihood generation and art and culture. In 2015-16, the revenue of Tata companies, taken together, was over USD 100 billion. These companies collectively employ over 660,000 people. Tata companies are present in over 100 countries spanning 6 continents and operate with a mission 'To improve the quality of life of the communities we serve globally, through long-term stakeholder value creation based on Leadership with Trust'.
- "(iii) On October 24, 2016, the Board of Directors of Tata Sons Limited passed a resolution to replace Mr. Cyrus P Mistry as the Executive Chairman of Tata Sons Limited and revoked all his executive powers, fully supported by the three Directors of Tata

Sons Limited nominated by the philanthropic trusts (primarily the Sir Dorabji Tata Trust and the Sir Ratan Tata Trust). It may be noted that the Board of Directors of Tata Sons Limited has lost confidence in Mr. Cyrus P Mistry to lead Tata Sons Limited for a combination of several factors. The Tata Sons' Board, in its collective wisdom, took the decision to replace Mr. Mistry. The Board had felt that the removal of Mr. Mistry as Chairman was absolutely necessary for the future success of the Tata group.

- "(iv) TPCL, of which Tata Sons Limited is the promoter, forms an integral part of the Tata group and enjoys the right to use the 'Tata' brand by virtue of the Tata Brand Equity and Business Promotion Agreement entered into between TPCL and Tata Sons Limited. Substantial goodwill and benefits accrue to TPCL by such usage and association with the Tata group.
- "(v) Mr. Mistry has not abided by the Governance Guidelines, in the formulation of which he played an active role and himself recommended to the Tata companies its adoption, which required him to resign from the Board of TPCL. We understand that your Board has adopted these Governance Guidelines. Clause 2.9 of the Governance Guidelines, inter alia, provides that "Employees of a Tata company should, post employment, immediately resign from the Boards of all Tata companies where they are functioning as Non-Executive Directors". Mr. Mistry in his capacity as Executive Chairman of Tata Sons Limited was an employee of Tata Sons Limited and upon being replaced in that role on October 24, 2016, he has ceased to be an employee of Tata Sons Limited. Accordingly, he was required to resign from the Board of TPCL. However, since this has not been done, we are constrained to issue this Notice and Requisition.
- "(vi) In addition, Mr. Mistry has made certain unsubstantiated allegations, which cast aspersions not only on Tata Sons Limited and its Board of Directors, but also on the Tata group as a whole, of which TPCL is an integral part. The communication, which was marked as 'confidential', was made public. Mr. Mistry's conduct has caused enormous harm to the Tata group, TPCL and its stakeholders, including employees and shareholders. Consequently, it is felt that it would not be appropriate for Mr. Mistry to continue as the Chairman and as a Director of TPCL.
- "(vii) Therefore, the Board of Directors of Tata Sons Limited by its resolution dated November 11, 2016 has resolved to propose the removal of Mr. Mistry as Director of TPCL."

Other than as provided below, neither the Company nor the Board of Directors has verified the facts and statements contained in the Special Notice and Requisition but has merely reproduced from the said Special Notice and Requisition received from the Requisitionist under Section 169 of the Act and neither the Company nor its Board of Directors will be liable or responsible in any manner in relation to those statements:

Extracts from the Special Notice and Requisition dated 22nd November 2016, which are verified

- "(i) Tata Sons Limited is the Promoter of TPCL and holds 31.05% of the Equity share capital of TPCL.
- "(iv) TPCL, of which Tata Sons Limited is the promoter, forms an integral part of the Tata group and enjoys the right to use the 'Tata' brand by virtue of the Tata Brand Equity and Business Promotion Agreement entered into between TPCL and Tata Sons Limited."

The Board of Directors of the Company has adopted Governance

Guidelines. Clause 2.9 of the Governance Guidelines, *inter alia*, provides that “Employees of a Tata company should, post-employment, immediately resign from the Boards of all Tata companies where they are functioning as Non-Executive Directors.”

Attention is also drawn to the following statements which are extracts from the Letter of Offer dated 19th March 2014 for the Rights issue of Equity Shares made by the Company in 2014:

“45 Tata Power has entered into an agreement for the use of the “Tata” brand. Termination of this agreement could result in a loss of brand value.

We have entered into a Tata Brand Equity and Business Promotion Agreement dated December 18, 1998, for the use of the brand “Tata” from Tata Sons Limited. As per the terms of this Agreement, Tata Sons Limited may terminate the aforementioned agreement either (i) in case of breach of any of the terms by us or any other specific reason set out in the agreement; or (ii) with six months written notice for reasons to be recorded. Further, only Tata Sons Limited has the right to register any trademark with the “Tata” brand or bearing the name “Tata”. We cannot guarantee that the aforementioned agreement will not be terminated in the future and this may result in our having to change the name of our Company. Any value to our Company in being associated with the “Tata” brand may consequently be lost. Loss of this brand value could cause diversion of management time into rebuilding and restoring its reputation which could have a material adverse effect on Tata Power’s business, financial condition, results of operations and prospects.”

“A strong shareholder support

We are a member of the Tata group of companies, one of the oldest, largest and most recognised conglomerates in India and one of the

well-recognised brands in India. The Tata group of companies is highly diversified through its seven business sectors including engineering, materials, energy, chemicals, consumer products, services and communications and information systems and employs approximately 4,00,000 people. Tata Sons Limited (“Tata Sons”) is the principal shareholder of the Tata group of companies. Our relationship with the Tata group of companies allows us to draw on the extensive business networks, local business knowledge, relationships and expertise of the Tata group companies’ senior managers to identify and capitalise on growth opportunities.”

Under Section 169(4) of the Act, the director being sought to be removed has a right to make a representation to the Members. Mr. Mistry has informed the Company that he intends to make a representation to the Members in respect of his removal. The Company will, in terms of Section 169(4) of the Act, subject to proviso of the said Section, circulate the written representation to the Members.

Other than Mr. Mistry, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are interested in the Resolution set out in the accompanying Notice.

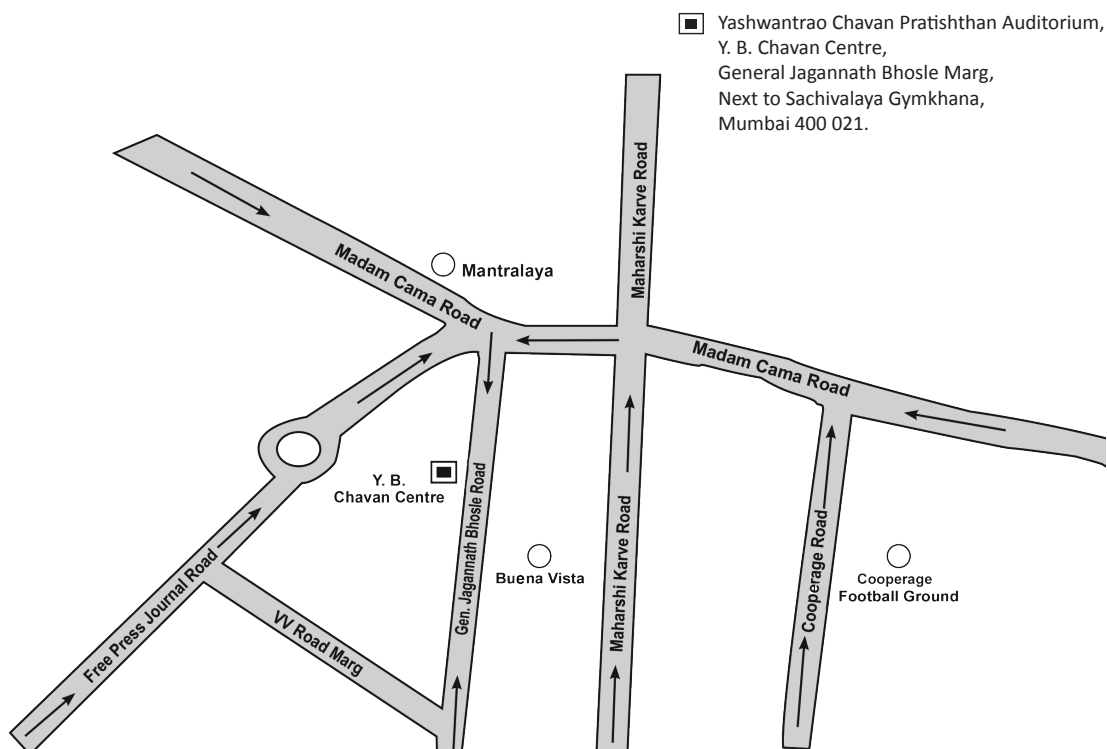
By Order of the Board of Directors,
H. M. Mistry
Company Secretary
 FCS No.: 3606

Mumbai, 29th November 2016

Registered Office:

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Route map to the venue of the EGM



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ATTENDANCE SLIP

EXTRAORDINARY GENERAL MEETING ON MONDAY, 26TH DECEMBER 2016 AT 11 A.M.
 At Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021.

(To be presented at the entrance)

I / We hereby record my / our presence at the Extraordinary General Meeting of the Company to be held on Monday, 26th December 2016 at 11 a.m. at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021.

Folio No. _____ DP ID No. / Client ID No. _____
 Name of the Member _____ Signature _____
 Name of the Proxyholder/ _____ Signature _____
 Authorised Representative

1. Only Member/Proxyholder/Authorised Representative can attend the Meeting.
2. Member/Proxyholder/Authorised Representative should bring his/her copy of the Notice of the Extraordinary General Meeting for reference at the Meeting.

E-VOTING PARTICULARS

ELECTRONIC VOTING EVENT NUMBER (EVEN)	USER ID	PASSWORD
105797		

NOTE: Please refer to the instructions printed under the Notes to the Notice of the Extraordinary General Meeting. The e-voting period commences on Friday, 23rd December 2016 at 9 a.m. IST and ends on Sunday, 25th December 2016 at 5 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter.

THE TATA POWER COMPANY LIMITED

Registered Office: Bombay House, 24, Homi Mody Street, Mumbai - 400 001.
 Tel.: 022 6665 8282 Fax: 022 6665 8801 E-mail: tatapower@tatapower.com Website: www.tatapower.com
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN : L28920MH1919PLC000567
 Name of the company : **The Tata Power Company Limited**
 Registered Office : Bombay House, 24, Homi Mody Street, Mumbai 400 001.

Name of the member(s) : e-mail ID :
 Registered address :
 Folio No. / Client ID : DP ID :

I / We, being the Member(s) of shares of the above named company, hereby appoint:

1. Name: _____ E-mail ID: _____
 Address: _____
 Signature: _____ or failing him
2. Name: _____ E-mail ID: _____
 Address: _____
 Signature: _____ or failing him
3. Name: _____ E-mail ID: _____
 Address: _____
 Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the 26th day of December 2016 at 11 a.m. at Yashwantrao Chavan Pratishthan Auditorium, Y. B. Chavan Centre, General Jagannath Bhosle Marg, Next to Sachivalaya Gymkhana, Mumbai 400 021 and at any adjournment thereof in respect of the resolution as indicated below :

Resolution No.	Resolution	For	Against
1	Removal of Mr. C. P. Mistry as Director		

Signed this _____ day of _____ 2016

Signature of Shareholder _____
 Signature of Proxyholder(s) _____

Affix
 Revenue
 Stamp

- Notes:**
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Bombay House, 24, Homi Mody Street, Mumbai 400001, not less than 48 hours before the commencement of the Meeting.
 2. A Member may vote 'For' or 'Against' each resolution. Please put a in the Box in the appropriate column either 'For' or 'Against' the resolution. If you leave the 'For' or 'Against' column blank in respect of the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
 3. Those Members who have multiple folios with different joint holders may use copies of the Proxy Form.