

September 25, 2023

To,  
**The Tata Power Company Limited**  
Bombay House, 24, Homi Mody Street,  
Mumbai 400 001

**Kind Attn: Mr. Hanoz Mistry**

Sub.: Report on Postal Ballot Voting of The Tata Power Company Limited.

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the following Special Resolutions for:

1. Approval of 'The Tata Power Company Limited –Employee Stock Option Plan 2023'.
2. Approval to extension and grant of Employee Stock Option to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) under 'The Tata Power Company Limited – Employee Stock Option Plan 2023'.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders only through the electronic voting process (remote e-voting).
- b) The register showing the particulars of the e-votes registered on the National Securities Depository Limited ('NSDL') e-voting system in respect of the said Resolution.

Thanking-you.

Yours faithfully,

Pravinchandra  
Nahalchand Parikh

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Pravinchandra Nahalchand  
Parikh  
Date: 2023.09.25 18:30:24  
+05'30'

**P. N. Parikh**  
**Parikh & Associates**  
Encl.: As above.

To,  
The Chairman  
**The Tata Power Company Limited**  
Bombay House, 24, Homi Mody Street,  
Mumbai 400 001

### **Report of Scrutinizer**

I, P.N. Parikh, of Parikh & Associates, Practising Company Secretaries (Membership No. FCS 327), having my office at 111, 11th Floor, Sai Dwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai-400053, have been appointed as the Scrutinizer to conduct the Postal ballot through electronic voting process ("remote e-voting") in respect of the following Special Resolutions for:

1. Approval of 'The Tata Power Company Limited –Employee Stock Option Plan 2023'.
2. Approval to extension and grant of Employee Stock Option to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) under 'The Tata Power Company Limited – Employee Stock Option Plan 2023'.

pursuant to the Postal Ballot Notice dated August 09, 2023, issued under Section 110 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 Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, read with the General Circular No. 14/ 2020 dated April 08, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, and Circular No.10/2021 dated June 23, 2021 and Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated August 09, 2023 along with statement setting out material facts under Section 102 of the Act in respect of the above mentioned resolutions, as confirmed by the Company, was sent via e-mail, only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company/ Depositories.

The Company had availed the e-voting facility offered by NSDL for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of August 18, 2023 were entitled to vote on the resolution as contained in the Notice.

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The voting period for remote e-voting commenced on Sunday, August 27, 2023 at 09:00 a.m. (IST) and ended on Monday, September 25, 2023 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the Notice of the Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said Resolutions.

I now submit my Scrutinizer Report on the results of the voting by postal ballot only through the remote e-voting process in respect of the said Ordinary Resolutions as under:

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**Resolution 1: Special Resolution****Approval of 'The Tata Power Company Limited – Employee Stock Option Plan 2023'**(i) Voted in **favour** of the resolution:

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| *11,136                 | 2,15,26,23,454                      | 99.16                                 |

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

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| *940                    | 1,82,62,369                         | 0.84                                  |

(iii) **Invalid** votes:

| Number of members voted | Number of invalid votes cast (Shares) |
|-------------------------|---------------------------------------|
| NIL                     | NIL                                   |

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**Resolution 2: Special Resolution**

**Approval to extension and grant of Employee Stock Option to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) under 'The Tata Power Company Limited – Employee Stock Option Plan 2023'**

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

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| *10,822                 | 2,03,41,08,451                      | 93.70                                 |

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

| Number of members voted | Number of valid votes cast (Shares) | % of total number of valid votes cast |
|-------------------------|-------------------------------------|---------------------------------------|
| *1,239                  | 13,67,86,768                        | 6.30                                  |

(iii) **Invalid** votes:

| Number of members voted | Number of invalid votes cast (Shares) |
|-------------------------|---------------------------------------|
| NIL                     | NIL                                   |

\*Shareholders who have split their votes in “assent” as well as “dissent”, while their votes are taken as cast, they have been counted only once for the purpose of number of members under the head “assent”.

For **The Tata Power Company Limited**

HANOZ  
MINOO  
MISTRY

Digitally signed by  
HANOZ MINOO  
MISTRY  
Date: 2023.09.25  
18:59:01 +05'30'

**H.M. Mistry**  
**Company Secretary**

Pravinchandra  
Nahalchand

Digitally signed by  
Pravinchandra Nahalchand  
Parikh  
Date: 2023.09.25 18:30:44  
+05'30'

Signature: Parikh  
Name: P.N. Parikh  
Scrutinizer  
FCS: 327 CP: 1228  
UDIN: F000327E001080043  
P/R No. 1129/2021

Dated: September 25, 2023

Place: Mumbai