



THE TATA POWER COMPANY LIMITED
Corporate Identity No.(CIN): L28920MH1919PLC000567
Registered Office: Bombay House, 24, Homi Mody Street, Mumbai 400 001
Tel: 91 22 66658282; Fax: 91 22 66658801
E-mail: tatapower@tatapower.com; Website: www.tatapower.com

POSTAL BALLOT FORM

The last date for receipt of
Postal Ballot Form is
18th May 2018 (by 5:00 p.m. IST)

1. Name & Registered Address :
of the sole / first named Member
2. Name(s) of the joint holder(s), if any :
3. Registered Folio No. / :
DP ID No. and Client ID No.*
*(Applicable to Members holding
shares in dematerialized form)
4. Number of Equity Share(s) held :
5. E-Voting Event Number (EVEN) : 108304
6. User ID :
7. Password :
8. I / We hereby exercise my / our vote(s) in respect of the following Resolutions to be passed through Postal Ballot / Remote e-Voting, by conveying my / our assent / dissent to the said Resolutions by placing a tick mark (v) in the appropriate box below:

Item No.	Description of Resolutions	No. of Equity Shares for which votes cast	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution for sale of 59,08,82,000 Equity Shares held by the Company in Panatone Finvest Limited to Tata Sons Limited			
2.	Ordinary Resolution for sale of 1,33,96,200 Equity Shares held by the Company in Tata Communications Limited to Panatone Finvest Limited			

Place:

Date:

(Signature of Member or Authorised Signatory)

Notes:

- Please read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, then there is no need to use this Form.

INSTRUCTIONS

1. Member(s) desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it directly to the Scrutinizer appointed by the Board of Directors of the Company, Mr. P. N. Parikh (ICSI Membership No. FCS 327) or Mr. Mitesh Dhabliwala (ICSI Membership No. FCS 8331), of M/s. Parikh & Associates, Practicing Company Secretaries, in the enclosed postage-prepaid self-addressed business reply envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
2. The voting period shall **commence on and from Thursday, 19th April 2018 at 9:00 a.m. (IST) and end on Friday, 18th May 2018 at 5:00 p.m. (IST)**. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. (IST) on Friday, 18th May 2018. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
3. Assent / Dissent to the proposed Resolutions may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
4. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s).
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be signed by its authorised signatories. In such cases, the duly completed Postal Ballot Form should also be accompanied by a certified true copy of the Board Resolution / Authority Letter together with the specimen signature(s) of the authorised signatory(ies) duly verified.
6. Voting right has been reckoned on the paid-up value of shares registered in the name of the Member as at the close of business on **Saturday, 31st March 2018 ('Cut-off date')**.
7. In case a Member is desirous of obtaining a printed duplicate Postal Ballot Form, he or she may send an e-mail to tpcballot2018@tsrdarashaw.com. The Registrar and Share Transfer Agent shall forward the same along with postage-prepaid self-addressed business reply envelope to the Member. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above. Alternatively, Members can obtain a duplicate copy of the Postal Ballot Form by downloading it from the Company's website: www.tatapower.com.
8. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. Members are requested to fill Postal Ballot Forms in indelible ink and avoid filling it by using erasable writing medium(s) like pencil. The Postal Ballot shall not be exercised by a proxy.
9. If any extraneous paper is found in such envelope, the same would not be considered by the Scrutinizer and would be destroyed.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
11. The proposed Resolutions, if passed by the Members through Postal Ballot and Remote e-Voting, shall be considered as passed on the last date of voting, i.e. Friday, 18th May 2018.
12. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. You can also send your queries / grievances relating to postal ballot / remote e-Voting to TSR Darashaw Limited on their e-mail: tpcballot2018@tsrdarashaw.com.

REMOTE E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereunder, the Company is pleased to provide Remote e-Voting facility (through e-Voting Platform of National Securities Depository Limited at www.evoting.nsdl.com), as an alternate which would enable the Member to cast votes electronically, instead of sending physical Postal Ballot Form. Please note that Remote e-Voting is optional. In case a Member has voted through Remote e-Voting facility, he should not send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. physical ballot as well as Remote e-Voting, then voting done through Remote e-Voting shall prevail and physical voting of that Member shall be treated as invalid. Members are requested to refer to the Notice and Notes thereto, for detailed instructions with respect to Remote e-Voting.

AS PER SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2), INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID INCLUDE THE FOLLOWING:

- a. A form other than one issued by the company has been used;
- b. It has not been signed by or on behalf of the Member;
- c. Signature on the postal ballot form doesn't match the specimen signatures with the company;
- d. It is not possible to determine without any doubt the assent or dissent of the Member;
- e. Neither assent nor dissent is mentioned;
- f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- g. The envelope containing the postal ballot form is received after the last date prescribed;
- h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- i. It is received from a Member who is in arrears of payment of calls;
- j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
- k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.