

**FORM : L43-Voting Activity Disclosure under Stewardship Code for the Quarter ended 30 September 2022**

Meeting Date	Investee Company Name	Type of Meeting (AGM / EGM)	Proposal of Management / Shareholders	Description of the proposal	Management Recommendation	Vote (For / Against / Abstain)	Reason supporting the vote decision
01-Jul-2022	Dalmia Bharat Ltd.	AGM	MANAGEMENT	Adoption of standalone and consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
01-Jul-2022	Dalmia Bharat Ltd.	AGM	MANAGEMENT	Confirm interim dividend of Rs. 4.0 per equity share and approve final dividend of Rs. 5.0 per equity share (face value Rs.10 each) for FY22	FOR	FOR	Total dividend for FY22 aggregates Rs. 9.0 per equity share of face value Rs. 10 each. The total dividend outflow for FY22 is Rs. 1.7 bn and the dividend payout ratio is 91.0% of after-tax profits.
01-Jul-2022	Dalmia Bharat Ltd.	AGM	MANAGEMENT	Reappoint Niddodi Subrao Rajan (DIN: 07339365) as Non-Executive - Non-Independent Director, liable to retire by rotation	FOR	FOR	N S Rajan, 60, is the former CEO of IDFC Foundation & chief marketing officer of IDFC Bank. Prior to IDFC Bank, Dr Rajan was member of the Group Executive Council and the Group CHRO at Tata Sons, reporting to the Group Chairman. He attended all board meeting in FY22 and retires by rotation. His reappointment is in line with statutory requirements. We note that other than his board directorship, Niddodi Subrao Rajan, has not been associated with the company in any other capacity. The company needs to disclose the rationale behind his directorship as a non-executive non independent versus independent.
04-Jul-2022	Shriram Transport Finance Co. Ltd.	NCM	MANAGEMENT	Approve composite scheme of arrangement and amalgamation between Shrelekha Business Consultancy Pvt. Ltd. and Shriram Financial Ventures (Chennai) Pvt. Ltd. and Shriram Capital Ltd. and Shriram Transport Finance Co. Ltd. and Shriram City Union Finance Ltd. and Shriram LI Holdings Pvt. Ltd. and Shriram GI Holdings Pvt. Ltd. and Shriram Investment Holdings Ltd.	FOR	FOR	The Shriram Group proposes the merger of Shriram Capital Ltd. (a CIC) & Shriram City Union into Shriram Transport, and the merged entity will be called Shriram Finance Ltd. bringing the retail finance arm under one listed company. This will simplify the holding structure of the Shriram Group and with the merger of STFC and SCUF the lending business will be consolidated under one entity creating one of the largest retail NBFCs in India with an AUM of 1.5 tn. This will lead to synergies in business, a shared distribution network and client base and improved economies of scale. The scheme is not prejudicial to other shareholders. The Shriram Group will hold 20.43% in the resultant entity – Shriram Finance Ltd.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has raised concerns on the impact of the COVID-19 pandemic on the future operations of the company. Except for the COVID related issues, the auditors are of the opinion that the consolidated financial statements are prepared in accordance with the generally accepted accounting principles.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has raised concerns on the impact of the COVID-19 pandemic on the future operations of the company. Except for the COVID related issues, the auditors are of the opinion that the standalone financial statements are prepared in accordance with the generally accepted accounting principles.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Appoint Al-Noor Ramji (DIN: 00230865) as Independent Director for five years from 1 May 2022	FOR	FOR	Al-Noor Ramji, 68, is Group Digital Officer, Prudential Plc. He has led several large-scale digital transformations in industries such as financial services, telecommunications, software and high tech. He is a Chartered Financial Analyst and holds a BSc in Electronics from the University of London. His appointment is in line with statutory requirements.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve amendment in Tata Motors Limited Employees Stock Option Scheme, 2018	FOR	FOR	In the AGM of 2018 shareholders approved the Tata Motors Limited Employees Stock Option Scheme 2018 (TML ESOP Scheme 2018). Given the recent restructuring of the business i.e., transfer of the passenger vehicles business to Tata Motors Passenger Vehicles Limited and incorporation of a wholly owned subsidiary, viz., Tata Passenger Electric Mobility Limited, the employees have been transferred within subsidiaries. Hence the company seeks approval to extend the benefits of the scheme to such employees (and any such employees which may be transferred owing to any restructuring of the business) as well as for certain amendments to the scheme to comply with the SEBI SBEB Regulations, 2021.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions of Jaguar Land Rover Group of Companies (JLR Group), as subsidiaries, with certain identified related parties during FY23	FOR	FOR	Tata Motors Ltd seeks approval for related party transactions upto Rs 42.0 bn between JLR Group and Chery Jaguar Land Rover Automotive Company Limited, upto Rs 25.0 bn between JLR Group and Tata Consultancy Service Ltd, upto Rs 15.0 bn between Tata Motors Passenger Vehicles Limited (TMPVL) and Jaguar Land Rover India Limited (JLRI) and upto Rs 11.0 bn between TMPVL and Jaguar Land Rover Limited, UK. The transactions are for sale of goods, rendering of services, payment of interest on working capital deployed for JLRIL and purchase of vehicles parts and tooling and dies for manufacture of JLR Cars. The transactions are operational and at arm's length. Even so, the company must share details of the past transactions of JLR Group with the related parties identified above.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions of Tata Cummins Private Ltd (TCPL), a Joint Operations Company, with certain identified related parties for an amount not exceeding Rs 43.0 bn during FY23	FOR	FOR	TCPL is a 50:50 joint venture between Tata Motors Limited and Cummins Inc, USA and is engaged in the manufacture and sale of engine and its components. The company seeks approval for related party transactions between TCPL and its related parties for an amount not exceeding Rs 43.0 bn in FY23. As stated in the notice, the transactions of TCPL with its related parties will help in smooth flow of operations and a consistent flow of required quality and quantity of facilities and that the transactions would be at arm's length. Even so, the company must disclose the details of the past transactions of TCPL with its related parties. One of the proposed transactions is donation: the company has clarified that the proposed donation (within Rs 40.0 - Rs 50.0 mn) would be to Cummins India Foundation and is a part of CSR activity of TCPL. A large part of the transactions proposed are operational in nature and in the ordinary course of business.

04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions of Tata Motors Finance Group of Companies, as subsidiaries, with certain identified related parties during FY23	FOR	FOR	Tata Motors Ltd seeks approval for related party transactions of upto Rs 103.6 bn between Tata Motors Finance Ltd (TMFL) and Tata Asset Management Private Ltd (TAMPL), upto Rs 71.1 bn between Tata Motors Finance Solutions Ltd (TMFSL) and TAMPL, upto Rs 71.1 bn between TMF Holding Ltd (TMFHL) and TAMPL and upto Rs 42.0 bn between TMFHL and Tata Cummins Private Limited. The transactions are related to investment made by TMFL, TMFSL and TMFHL in TAMPL and vice versa and for loan given by TMFHL to TCPL. The transactions are on an arm's length basis. The company must provide details of the past transactions between these entities.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions of Tata Motors Passenger Vehicles Ltd (TMPVL), a subsidiary, with identified related parties during FY23	FOR	FOR	Tata Motors Ltd seeks approval for related party transactions of TMPVL: with Fiat India Automobiles Private Limited (FIAPL) of upto Rs 370.0 bn, with TACO Prestolite Electric Private Limited (TPEPL) of upto Rs 15.0 bn, with Tata AutoComp Systems Limited (TASL) of upto Rs 55.0 bn, with Tata Capital Financial Services Limited (TCFSL) of upto Rs 34.0 bn, with Tata Motors Finance Limited (TMFL) of upto Rs 42.0 bn and with Tata Motors Finance Solutions Limited (TMFSL) of upto Rs 42.0 bn. The proposed transactions of TMPVL with FIAPL and TPEPL are operational in nature. Further we understand that the transactions with TASL are at arm's length given that the company has stated that the sourcing parts and components from TASL is by floating quotations amongst various vendors. In case of TCFSL, TMFL and TMFSL, the company has stated that TMPVL has a pre-established credit line with these entities, and it also enters into transactions such as channel financing, invoice discounting, bill discounting, purchase invoice discounting. However, we expect Tata Motors to streamline its structure so that similar transactions are carried out with a single entity rather than multiple entities.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions of Tata Passenger Electric Mobility Ltd (TPEML), a wholly owned subsidiary, with certain identified related parties during FY23	FOR	FOR	Tata Motors Ltd seeks approval for related party transactions of Tata Passenger Electric Mobility Limited (TPEML) with Fiat India Automobiles Private Limited (FIAPL) of upto Rs 35.0 bn, with TACO Prestolite Electric Private Limited (TPEPL) of upto Rs 10.0 bn, with Tata Motors Passenger Vehicles Limited (TMPVL) of upto Rs 56.0 bn and with Tata AutoComp Systems Limited (TASL) of upto Rs 25.0 bn. As stated by the company, the above transactions with FIAPL, TPEPL and TMPVL would help in smooth running of business operations and ensure uninterrupted operations. The company has stated that in case of TASL (a subsidiary of promoter, Tata Sons Pvt Ltd), the sourcing of parts and components is done by floating quotations amongst various vendors. Further, the company has clarified that TASL supplies auto components to other companies as well, including third party companies. The transactions proposed are operational in nature, in the ordinary course of business and at arm's length.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions with Tata Capital Financial Services Ltd (TCFSL), a subsidiary of promoter, Tata Sons Private Ltd not exceeding Rs 65.0 bn during FY23	FOR	FOR	Tata Capital Financial Services Limited (TCFSL) is an indirect subsidiary of Tata Sons Private Limited. Tata Capital is the holding company of TCFSL and Tata Sons Private limited is the ultimate holding company of TCFSL. The company has stated that TCFSL's Channel Financing program ensures timely availability of finance for channel partners with convenient re-payment terms. Further, TCFSL provides invoice and purchase discounting services to Tata Motors Ltd which helps in managing cash flow pressure. The company has stated that the pricing mechanism followed for recurring transactions is based on the past practices adopting arm's length principle. Even so, the company must disclose the past transactions with TCFSL.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions with Tata Cummins Private Ltd (TCPL), a Joint Operations company, not exceeding Rs 65.50 bn during FY23	FOR	FOR	TCPL is a 50:50 joint venture between the company and Cummins Inc, USA. TCPL is engaged in the manufacture and sale of engine and its components, including trading of bought out finished components and after-market services. The company seeks approval for funding transactions not exceeding Rs 0.5 bn and operational transactions not exceeding Rs 65.0 bn with TCPL. The proposed transactions will help in smooth business operations – funding transactions are through Intercorporate Deposits which will be at an arm's length basis. The remaining transactions are operational in nature. All transactions are in the ordinary course of business and at arm's length. Even so, the company must share details of the past transactions with TCPL.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions with Tata Marcopolo Motors Ltd (TMML), a subsidiary, not exceeding Rs 14.00 bn during FY23	FOR	FOR	TMML is a 61.86% subsidiary of Tata Motors Ltd. The remaining 38.14% is held by Marcopolo S.A. Brazil. TMML is a bus and coach manufacturing company headquartered in Karnataka, India. The company seeks approval for funding transactions not exceeding Rs 3.0 bn and operational transactions not exceeding Rs 11.0 bn with TMML. As stated by the company, through TMML, the company has access to technological developments which helps to improve quality of products and meet demand expectations. The transactions proposed are largely operational in nature, in the ordinary course of business and at arm's length.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions with Tata Motors Passenger Vehicles Ltd (TMPVL), a subsidiary, not exceeding Rs 125.00 bn during FY23	FOR	FOR	TMPVL is a subsidiary of the company. In March 2021 the company sought shareholder approval for transfer of Tata Motors' passenger vehicles undertaking to TMPVL to provide a differentiated focus for the passenger vehicle business. The company seeks approval for funding transactions not exceeding Rs 65.0 bn and operational transactions not exceeding Rs 60.0 bn with TMPVL. The company has stated that the funding transactions would be through internal accruals and would be for meeting working capital requirements of TMPVL – which is critical given that the passenger vehicles business is held within TMPVL. Funding transactions will also be at arm's length basis. The transactions proposed are critical, in the ordinary course of business and at arm's length.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Approve related party transactions with Tata Technologies Ltd (TTL), a subsidiary, not exceeding Rs 29.50 bn during FY23	FOR	FOR	Tata Technologies Ltd (TTL) is a subsidiary of the company in which the company holds 74.69%, Tata Motors Finance Ltd holds 2.0%, Alpha TC Holdings Ltd holds 7.26%, Tata Capital Growth Fund I hold 3.63% and remaining 12.4% is held by directors and employees. TTL provides product engineering and engineering automation services. The company seeks approval for funding transactions not exceeding Rs 18.5 bn and operational transactions not exceeding Rs. 11.0 bn with TTL. The transactions proposed are largely operational in nature, in the ordinary course of business and at arm's length. The funding transactions, involving placement of ICDs, will support the working capital requirements of TTL and will be at arm's length.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Authorize the board to appoint branch auditors	FOR	FOR	The company seeks shareholder permission to authorize the board to appoint branch auditors and fix their remuneration for its branches outside India. The company has clarified that this is an enabling resolution for any material branch that may be formed during the five-year tenure of the auditor and as of now the company has not appointed any branch auditors.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Ratify remuneration of Rs. 0.35 mn for Mani & Co. as cost auditors for FY23	FOR	FOR	The total remuneration proposed is reasonable compared to the size and scale of the company's operations. The company has stated that the remuneration payable to cost auditors has decreased from Rs 0.5 mn in FY22 to Rs 0.35 mn in FY23 due to the transfer of the passenger vehicles business and consequently its cost records to a subsidiary, Tata Motors Passenger Vehicles Limited.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Reappoint BSR & Co LLP as statutory auditors for five years from the 2022 AGM and fix their remuneration	FOR	FOR	BSR & Co LLP were appointed as the statutory auditors for five years starting from 2017. The company proposes to reappoint them for another period of five years starting from the AGM of 2022, which will complete their tenure of ten years as per provisions of Section 139 of Companies Act 2013. The notice states that the increase in fee proposed to be paid to BSR for FY23 will be mutually agreed basis the efforts involved and shall not exceed 10% of the fee paid for the previous year. BSR & Co. were paid an audit fee of Rs 55.1 mn for FY22 on a standalone basis. We expect the company to fix audit fees at similar levels.

04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Reappoint Mitsuhiro Yamashita (DIN: 08871753) as Non-Executive Non-Independent Director, liable to retire by rotation	FOR	FOR	Mitsuhiro Yamashita, 69, has more than forty-one years of experience in various areas of design, engineering, research and development including development of electric vehicles, autonomous drive business and other automotive technologies. He has attended all the board meetings in FY22. His reappointment is in line with statutory requirements.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Reappoint Ms. Hanne Birgitte Sorensen (DIN: 08035439) as Independent Director for five years from 3 January 2023	FOR	FOR	Ms. Hanne Birgitte Sorensen, 56, is former CEO, Maersk Tankers, and former Senior Vice-President and Chief Commercial Officer of Maersk Line. She has attended all the board meetings held in FY22. Her reappointment meets all statutory requirements.
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	Reappoint Om Prakash Bhatt (DIN: 00548091) as Independent Director from 9 May 2022 to 7 March 2026	FOR	ABSTAIN	Om Prakash Bhatt, 71, is former Executive Chairperson, State Bank Group. He attended 88% of board meetings held in FY22. The company proposes to reappoint him as Independent Director from 9 May 2022 till 7 March 2026, when he attains the retirement age of 75 years, as per the terms of the Governance Guidelines for Tata Companies on Board Effectiveness. As stated by the company, Om Prakash Bhatt will cease to be a director of the company with effect from 8 March 2026. Om Prakash Bhatt has been on the board of a group company, Tata Consultancy Services since 2 April 2012 and accordingly his association with the group has exceeded ten years. We believe that the length of tenure is inversely proportionate to the independence of a director. Due to lack of clarity on the above aspect, we abstain
04-Jul-2022	Tata Motors Ltd.	AGM	MANAGEMENT	To approve change in place of keeping registers, returns and other documents	FOR	FOR	The office of TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited (TSRD)), Registrar and Share Transfer Agents (RTA) of the company has been shifted to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra from 6-10 Haji Moosa Patrawala Industrial Estate, 20 Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011. Therefore, the company proposes to keep the Register and copies of Annual Returns along with copies of certificates and other documents at any of these places - the registered office of the company, the office of the RTA or such other place where the RTA may shift its office within Mumbai.
06-Jul-2022	Tata Chemicals Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
06-Jul-2022	Tata Chemicals Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS).
06-Jul-2022	Tata Chemicals Ltd.	AGM	MANAGEMENT	Approve final dividend of Rs. 12.5 per share of face value of Rs. 10.0 each for FY22	FOR	FOR	The company has proposed a final dividend of Rs. 12.5 per equity share of face value Rs.10.0 for the year ended 31 March 2022. The total dividend outflow for FY21 is Rs. 3.2 bn (FY21: Rs. 2.5 bn). The dividend payout ratio is 40.5%.
06-Jul-2022	Tata Chemicals Ltd.	AGM	MANAGEMENT	Approve maintaining and keeping the company's registers required to be maintained under section 94 of the Companies Act, 2013 and copies of annual returns at a place other than company's registered office	FOR	FOR	The company seeks shareholder approval to keep and maintain the registers, returns and other records as required under section 88 of the Act, copies of annual returns as filed/to be filed under Section 92 of the Act, and other documents at the Registered Office of the Company, and/or of the Registrar and Transfer Agent of the Company or such other place where the office of the Registrar and Transfer Agent of the Company is situated from time to time.
06-Jul-2022	Tata Chemicals Ltd.	AGM	MANAGEMENT	Ratify remuneration of Rs. 750,000 to D.C. Dave & Co as cost auditors for FY23	FOR	FOR	The total remuneration proposed to be paid to the cost auditors in the financial year ending 31 March 2023 is reasonable compared to the size and scale of the company's operations.
06-Jul-2022	Tata Chemicals Ltd.	AGM	MANAGEMENT	Reappoint BSR & Co LLP, Chartered Accountants as statutory auditors for five years from the conclusion of FY22 AGM till the conclusion of FY27 AGM and fix their remuneration	FOR	FOR	BSR & Co. LLP (KPMG) were appointed as statutory auditors for five years at 2017 AGM (from the conclusion of 2017 AGM till conclusion of 2022 AGM). They have completed their tenure of five years. The company proposes to reappoint KPMG as statutory auditors for five years starting from the conclusion of the 2022 AGM till the conclusion of the 2027 AGM. The audit fees proposed to be paid to BSR & Co. LLP for FY23 are Rs. 19.0 mn excluding out-of-pocket expenses and taxes; the statutory audit fee paid to them for FY22 was Rs. 22.6 mn. The proposed remuneration for FY23 is lower than the previous year: the board must explain if there is a reduction in the scope of audit. Notwithstanding, we believe the proposed remuneration is reasonable and commensurate with the size and operations of the company.
06-Jul-2022	Tata Chemicals Ltd.	AGM	MANAGEMENT	Reappoint S. Padmanabhan (DIN: 00306299) as Director, liable to retire by rotation	FOR	FOR	S. Padmanabhan, 64, is Non-Executive Non-Independent Director of the company. He is currently the Chairperson of the Governing Council of Business Excellence and Head Group – Human Resources at Tata Sons Limited. He has attended all seven board meetings in FY22. He retires by rotation and his reappointment is in line with all statutory requirements.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Adoption of consolidated financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS). For investors, we have provided an analysis of the financial statements.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Adoption of standalone financial statements for the year ended 31 March 2022	FOR	FOR	We have relied upon the auditors' report, which has not raised concerns on the financial statements. Based on the auditors' report, which is unqualified, the financial statements are in accordance with generally accepted accounting policies and Indian Accounting Standards (IND-AS). For investors, we have provided an analysis of the financial statements.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve change in place of keeping registers, returns and other documents	FOR	FOR	The office of TSR Consultants Private Limited (formerly known as TSR Darashaw Consultants Private Limited), Registrar and Share Transfer Agents (RTA) of the company has shifted to C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra. Therefore, the company proposes to keep the Register and copies of Annual Returns along with copies of certificates and other documents at any of these places – the registered office of the company, the office of the RTA or such other place where the RTA may shift its office within Mumbai.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve final dividend of Rs. 1.75 per equity share (face value Re.1.0 each) for FY22	FOR	FOR	The total dividend payout for FY22 is Rs. 5.6 bn and the dividend payout ratio is 17.2%.

07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions between Tata Power Solar Systems Limited (TPSSL) and Chirasthaayee Saurya Limited (CSL) aggregating upto Rs. 10.4 bn for FY23	FOR	FOR	CSL is a subsidiary of TPSSL, it primarily avails O&M services from TPSSL for maintenance of its Solar Power Plants. TPSSL also avails and provides loan for fulfilling working capital requirements. As part of business operations, both the companies also enter into other transactions such as reimbursement of expenses from time to time. For FY22, transactions were not significant, however for FY21, transactions amounted to Rs. 5.0 bn and were mainly intercorporate loans. The nature of TPSSL's business, working capital requirements are high and thus the requirement of intercorporate loans. We note as per Green Forest's investment in TPREL, TPSSL will be transferred to TPREL. CSL will continue to remain a subsidiary of TPSSL. Tata Power will remain the dominant shareholder of TPREL, and CSL will remain a subsidiary of TPSSL. The transactions are operational in nature, in the ordinary course of business and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions between Tata Power Solar Systems Limited (TPSSL) and Tata Power Green Energy Limited (TPGEL) aggregating upto Rs. 15.2 bn for FY23	FOR	FOR	TPSSL and TPGEL are subsidiaries of Tata Power. TPGEL avails EPC services from TPSSL for development of its Solar Power Plants and as part of business operations, both the companies also enter into other transactions such as reimbursement of expenses from time to time. The company has won a bid for developing a 225 MW Wind Solar Hybrid Power Plant. For FY22, transactions between TPGEL and TPSSL was Rs. 9.7 bn. As per Green Forest's investment, TPSSL and TPGEL will be transferred to TPREL. Tata Power will remain the dominant shareholder in TPREL, TPSSL and TPGEL continuing to remain fellow subsidiaries under TPREL. The transactions are operational in nature, in the ordinary course of business and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions between Tata Power Solar Systems Limited (TPSSL) and Tata Power Renewable Energy Limited (TPREL) aggregating upto Rs. 60.3 bn for FY23	FOR	FOR	TPREL will become an 88% subsidiary following Green Forest's investment. TPSSL will eventually be transferred by Tata Power to TPREL. TPSSL has an on-going EPC and/or Operation and Maintenance (O&M) contracts wherein it undertakes construction of solar based power plants and provides need-based O&M services to TPREL. The duration of the on-going contracts ranges from FY17 to FY37. Both, TPSSL and TPREL further intend to enter into EPC/ O&M contract, placing/acceptance of inter-corporate deposit and interest thereon during FY23. Related party transactions between the entities aggregated Rs. 17.0 bn in FY22. The transactions are operational in nature, in the ordinary course of business, and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions between Tata Power Solar Systems Limited (TPSSL) and TP Kirmali Limited (TPKL) aggregating upto Rs. 10.1 bn for FY23	FOR	FOR	TPKL is a subsidiary of TPREL and TPSSL, a subsidiary of Tata Power. Related party transactions are mainly for availing EPC services from TPSSL for development of its Solar Power plants. Currently, TPKL is executing a 220 MW solar PV project under long-term PPAs in Gujarat and Maharashtra. For FY22, the related party transactions between TPKL and TPSSL was Rs. 8.9 bn. We note as per Green Forest's investment in TPREL, TPSSL will be transferred to TPREL. Tata Power will remain the dominant shareholder in TPREL with TPSSL and TPKL both being under TPREL. The transactions are operational in nature, in the ordinary course of business and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions between Tata Power Solar Systems Limited (TPSSL) and TP Saurya Limited (TPSL) aggregating upto Rs. 38.0 bn for FY23	FOR	FOR	TPSL and TPSSL are subsidiaries of Tata Power, but will be transferred to TPREL following Green Forest's equity investment. TPSSL avails EPC services from TPSSL for development of its Solar Power plants. In the past transactions have been insignificant, given the company's nascent operations. Currently TPSL has in aggregate 1050 MW worth solar projects, and the proposed transaction is for projects aggregating to 700MW to be commissioned. TPSL availing EPC services from TPSSL, the quantum of the transactions are expected to increase and is proposed at Rs. 38.0 bn. The transactions are operational in nature, in the ordinary course of business and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions between Tata Power Solar Systems Limited (TPSSL) and Walwhan Renewable Energy Limited (WREL) aggregating upto Rs. 12.85 bn for FY23	FOR	FOR	WREL, is a subsidiary of TPREL and TPSSL a subsidiary of Tata Power. The related party transactions between TPSSL and WREL have mainly been in the form of inter corporate loans, for meeting working capital requirements. For FY22, transactions amounted to Rs. 6.0 bn. Given, the nature of TPSSL's business of providing EPC services, its large order book, working capital requirements are high and thus the requirement for intercorporate loans. We note as per Green Forest's investment in TPREL, TPSSL will be transferred to TPREL. Tata Power will remain the dominant shareholder in TPREL, TPSSL and WREL both being under TPREL. The transactions are operational in nature, in the ordinary course of business and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions between Tata Power Trading Company Limited (TPTCL) and Maithon Power Limited (MPL) aggregating upto Rs. 18.0 bn for FY23	FOR	FOR	TPTCL is a wholly owned unlisted subsidiary of Tata Power and is primarily engaged in the business of trading of electricity across the country. MPL is an unlisted subsidiary in which 74% is held by Tata Power and 26% by Damodar Valley Corporation (DVC). MPL has entered into Tri Party Power Purchase Agreement (PPA) with TPTCL for supply of 300 MW to West Bengal State Electricity Distribution Company Limited and 300 MW to Tata Power Delhi Distribution Limited. MPL also has PPA with Kerala State Electricity Board and DVC for supply of 300 MW each, respectively. The tariff for supply of power is uniformly decided by Central Electricity Regulatory Commission (CERC). The transactions are operational in nature, in the ordinary course of business and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions between Tata Power Trading Company Limited (TPTCL) and Tata Power Delhi Distribution Limited (TPDDL) aggregating upto Rs. 15.0 bn for FY23	FOR	FOR	TPDDL is a joint venture between Tata Power (51%) and the Government of NCT of Delhi (49%). The proposed transactions are between entities wherein Tata Power has a majority shareholding and the purchase of power by TPDDL is based on tariff order pronounced by CERC. The transactions are operational in nature, in the ordinary course of business and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions with PT Kaltim Prima Coal (KPC) aggregating upto Rs. 120.0 bn for FY23	FOR	FOR	Established in Indonesia, KPC is a joint venture between Tata Power, PT Sitrade Coal, PT Bumi Resources Tbk and Mountain Netherlands Investments B.V, where in Tata Power through its subsidiaries holds a 30% stake. Tata Power has a long-time coal sourcing agreement with KPC whereby coal is being sourced since 2010 as per the Coal sales Agreement, which is valid till FY33. The coal is being procured at market price. Over FY20 and FY21, the related party transactions have been lower than the proposed limit at ~25 bn. However, we understand that the high limit is due to the significant rise in coal prices coupled with an expectation of a higher offtake of coal on account of the almost finalized supplementary PPA (SPPA), with the government of Gujarat government for sale power from company's coal based plant at Mundra, wherein the cost of coal will be pass through. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions with Tata Projects Limited (Tata Projects) aggregating upto Rs. 29.3 bn for FY23	FOR	FOR	Tata Projects is an associate company of Tata Power wherein Tata Power holds a 47.8% equity interest; the remaining being held by other Tata companies. Being an EPC contractor, Tata Projects has been engaged to execute Tata Power's FGD Project through open bidding process. The project will be executed between FY23 to FY25 as per the terms of the order(s) placed on Tata Projects. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price.

07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Approve material related party transactions with Tata Steel Limited (Tata Steel) aggregating upto Rs. 26.3 bn for FY23	FOR	FOR	Tata Power has on-going arrangements with Tata Steel for sale of power from its multiple power generating units located at Jojobera and Haldia. Jojobera has 4 units, 2 units are regulated wherein the tariff for sale of power is approved by state regulatory authority and while 2 units are non-regulated wherein the tariff for sale of power is mutually decided between the parties. The underlying arrangements comprise allied transactions such as purchase of fuel (coal/ gas), goods, spares and services. The duration of the said contracts ranges from 1996-97 to 2036-37. Over the past three years, transactions have ranged between Rs. 14.0 to 16.0 bn . Proposed transaction is higher given increase in prices and additional transactions such as purchase of steel from Tata Steel. The proposed transactions are operational in nature, in the ordinary course of business and at arm's length price. The board must disclose the nature and value of transactions with Tata Steel undertaken in the past.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Authorize the board to appoint branch auditors	FOR	FOR	The company seeks shareholder permission to authorize the board to appoint branch auditors in consultation with the statutory auditors and fix their remuneration for its branches outside India. We understand that the company has no branches currently; therefore, the rationale for seeking this approval is unclear.
07-Jul-2022	Tata Power Co. Ltd.	AGM	MANAGEMENT	Ratify remuneration of Rs 650,000 (plus service tax and out of pocket expenses) for Sanjay Gupta and Associates, as cost auditors for FY23	FOR	FOR	The total remuneration proposed is reasonable compared to the size and scale of the company's operations.