



6<sup>th</sup> November, 2012

Bombay Stock Exchange Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Bldg, P J Towers  
Dalal Street, Fort  
Mumbai 400 001

National Stock Exchange of India Ltd.  
Exchange Plaza,  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E), Mumbai-400 051

Dear Sirs,

Half Yearly Information Statement as required by the Listing Agreement  
For Debt Securities

In compliance with the SEBI circular No. SEBI/IMD/DOF-1/BOND/Cir-5/2009 dated 26<sup>th</sup> November, 2009 on Listing Agreement for Debt Securities, we provide hereunder the required details:

1. Credit rating letters CRISIL and ICRA
  - a. "CRISIL AA" rating from CRISIL for our Non Convertible Debenture programme with "Stable" outlook (refer rating rationale of August, 2012 issued by CRISIL).
  - b. "[ICRA] AA" rating from ICRA for our Non Convertible Debenture programme with "Stable" outlook (refer rating letter dated 8<sup>th</sup> February, 2012 by ICRA)
2. Asset cover as on 30<sup>th</sup> September, 2012 was 1.39 (Refer Certificate dated 6<sup>th</sup> November, 2012)
3. Debt Equity ratio as on 30<sup>th</sup> September, 2012 was 0.75.
4. Statement 'A' detailing the last due dates for payment of interest and principal and next due dates of payment of interest and principal in respect of the Company's outstanding Debentures.
5. Statement 'B' detailing nature of security created for Debentures issued by the Company (as per Point 5 Part A of listing agreement dated November 26, 2009).

Thanking You,

Yours faithfully,  
For: The Tata Power Company Limited

  
(H M Mistry)  
Company Secretary

Encl:



**TATA POWER**

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

# Rating Rationale



August 16, 2012  
Mumbai

## The Tata Power Company Limited

### 'CRISIL AA/Stable' assigned to Subordinated Non Convertible Debentures

<b>Total Bank Loan Facilities Rated</b>	<b>Rs.66150 Million (Enhanced from Rs.51150 Million)</b>
<b>Long -Term Rating</b>	<b>CRISIL AA/Stable (Reaffirmed)</b>
<b>Short-Term Rating</b>	<b>CRISIL A1+ (Reaffirmed)</b>

(Refer to Annexure 1 for details on facilities)

<b>Rs.15 Billion Subordinated Non Convertible Debentures</b>	<b>CRISIL AA/Stable (Assigned)</b>
<b>Rs.15 Billion Perpetual Non Convertible Debentures</b>	<b>CRISIL AA/Stable (Reaffirmed)</b>
<b>Non-Convertible Debentures Aggregating Rs.22* Billion</b>	<b>CRISIL AA/Stable (Reaffirmed)</b>
<b>Rs.5 Billion Short-Term Debt</b>	<b>CRISIL A1+ (Reaffirmed)</b>

\*Outstanding amount as on March 31, 2012.

CRISIL has assigned its '**CRISIL AA/Stable**' rating to The Tata Power Company Limited's (Tata Power's) issue of Rs.15 billion unsecured, listed, subordinated, 60 years debentures. CRISIL has accorded 50 per cent equity content to this instrument. It implies that CRISIL, in its analysis of Tata Power's capital structure and financial ratios, will treat 50 per cent of the principal amount as equity and the other half as debt. CRISIL has also reaffirmed its ratings on the company's existing debt instruments and bank facilities at '**CRISIL AA/Stable/CRISIL A1+**'.

CRISIL's ratings on the bank facilities and debt instruments of The Tata Power Company Ltd (Tata Power), continue to reflect the company's strong position in the electricity generation, transmission, and distribution business, its stable licensee business that has regulated returns, and the significant progress made by the company in its two key ongoing projects: the Mundra project, where the second unit has declared commercial operations. The other three units of the Mundra project, with capacity of 800 megawatt (MW) each, are expected to commence commercial operations in a phased manner; the entire capacity is expected to be operational by the first quarter of 2013-14 (refers to financial year, April 1 to March 31). The Mundra project may face cost overruns in the project due to a change in the date of commencement of commercial operations; however, the overrun is not expected to be significant for the scale of the project. For Maithon project, both the units of 525 MW each have commenced commercial operations in September 2011 and July 2012, respectively. The ratings on Tata Power are also underpinned by the company's strong management, stable accruals, robust liquidity, and continued strong financial flexibility. These rating strengths are partially offset by the change in business risk profile of the company, with increasing contribution of revenues from the partial cost pass-through business model and its high debt (on a consolidated basis).

Tata Power has demonstrated strong financial flexibility through timely financial closure for its two ongoing projects, with long-term loans, and raising funds through global depository receipts, foreign currency convertible bonds, perpetual debentures, USD hybrid bonds and sale of investments. CRISIL believes that Tata Power enjoys financial flexibility by virtue of the need-based support that it will receive from the other Tata group companies, and its substantial investments in these companies, which can be liquidated to meet its fund requirements.

Tata Power is contemplating transfer of 75 per cent of its ownership of the investments in Indonesian coal entities (PT Kaltim Prima Coal and PT Arutmin Indonesia) to CGPL. The exact quantum of stake to be transferred and mode of transfer are not yet finalised. Tata Power owns these investments through its offshore wholly-owned subsidiaries, Bhira Investments Ltd and Bhivpuri Investments Ltd. The unfavourable project economics of CGPL's ongoing project, the 4000 MW Mundra Ultra Mega Power Project (UMPP) at Mundra (Gujarat), stem from the fact that 55 per cent of the variable charges in CGPL's tariff are non-escalable, which, coupled with the high cost of imported coal and change in coal pricing regulations by the Indonesian government, have diminished the project's debt servicing ability on a standalone basis. Hence, the requirement of support from the dividends of the Indonesian coal companies. Tata Power is evaluating other options also to support CGPL.

The ratings factor in the build-up of regulatory assets at Tata Power's group distribution company, Tata Power Delhi Distribution Ltd (TPDDL; earlier known as North Delhi Power Ltd), as also the recent positive developments on the tariff revision front, which are expected to contain the regulatory assets at more manageable levels. Furthermore, the ratings also take into account the incremental cash flows emanating from the commissioning of both the units of Maithon Power Ltd (MPL), Tata Power's joint venture with

Damodar Valley Corporation (rated 'CRISIL AA-/Negative/CRISIL A1+') at Maithon (Jharkhand) and from the first two units of CGPL.

The major projects in Tata Power's pipeline include the Coastal Maharashtra, Naraj Marthapur, Kalinganagar, and Tirulidih projects. Tata Power has also recently announced the second phase expansion for the Maithon and Mundra projects. Given that, other than the one at Kalinganagar, the projects are at initial stages of implementation, CRISIL has not factored in any substantial capital expenditure (capex) towards these projects. The structuring and progress of implementation of these projects will be rating sensitivity factors for Tata Power.

For arriving at its ratings, CRISIL has combined the business and financial risk profiles of Tata Power; Tata Power's group distribution company, TPDDL; its power trading arm, Tata Power Trading Company Ltd; its transmission subsidiary, Powerlinks Transmission Ltd (PTL; rated 'CRISIL AA+/Stable/CRISIL A1+'); a joint venture with Power Grid Corporation of India Ltd [rated 'CRISIL AAA/Stable/CRISIL A1+']; Industrial Energy Ltd; Tata BP Solar India Ltd (rated 'CRISIL A+/Stable/CRISIL A1'); CGPL, the SPV formed for the implementation of the Mundra UMPP; MPL, operating the 1050- megawatt project at Maithon; as well as the SPVs formed for the acquisition of coal entities in Indonesia. CRISIL has also combined the business and financial risk profiles of Tata Power's coal operating entities in Indonesia on a proportionate basis; Tata Power has an effective stake of 30 per cent in these companies.

**Outlook: Stable**

CRISIL believes that the strong performance of Tata Power's Mumbai operations and the coal companies will help offset the unfavourable project economics for the Mundra UMPP. The outlook may be revised to 'Positive' if the tariff renegotiations for CGPL are successful and if Tata Power does not undertake any large, incremental, debt-funded capex programme without commensurate infusion of equity capital. Conversely, the outlook may be revised to 'Negative' if Tata Power undertakes any large, additional, debt-funded projects.

**About the Company**

Tata Power is India's largest integrated private power utility, with an installed generation capacity of 6,099 MW (as on July 19, 2012). The company is present across the entire power business spectrum, from generation (thermal, hydro, solar, and wind) to transmission and distribution. The company's licensee businesses in Mumbai and New Delhi contribute to 45 per cent of its consolidated revenues. Tata Power has 30 per cent stake in two Indonesian coal mining companies (PT Kaltim Prima Coal and PT Arutmin Indonesia). Tata Power has 74 per cent stake in Maithon Power Ltd which owns and operates the 1050- MW project at Maithon. Tata Power also supplies power to Tata Steel Ltd in Jharkhand, and to Karnataka distribution companies as an independent power producer. Powerlinks Transmission Ltd (PTL; rated 'CRISIL AA+/Stable/CRISIL A1+') runs a 400-kilovolt transmission line from Bhutan to Delhi.

For 2011-12, Tata Power reported, on consolidated basis, a net loss of Rs.10.9 billion on net revenues of Rs.258.7 billion, as against a net profit of Rs.20.6 billion on net revenues of Rs.193.5 billion for 2010-11. For the three months ended June 30, 2012, Tata Power reported, on a consolidated basis, a net profit of 1.95 billion on net revenues of Rs.71.98 billion, as against a net profit of Rs.5.04 billion on net revenues of Rs.58.05 billion for the same period in the previous year.

**Annexure 1 - Details of various bank facilities**

Current facilities			Previous facilities		
Facility	Amount (RS. Million)	Rating	Facility	Amount (RS. Million)	Rating
Cash Credit & Working Capital demand loan	15350	CRISIL AA/Stable	Cash Credit & Working Capital demand loan	15350	CRISIL AA/Stable
Letter of credit & Bank Guarantee	31250	CRISIL A1+	Letter of credit & Bank Guarantee	28250	CRISIL A1+
Overdraft Facility	650	CRISIL AA/Stable	Overdraft Facility	650	CRISIL AA/Stable
Term Loan	6900	CRISIL AA/Stable	Term Loan	6900	CRISIL AA/Stable
Proposed Long-Term bank loan facility	12000	CRISIL AA/Stable	--	0	--
<b>Total</b>	<b>66150</b>	<b>--</b>	<b>Total</b>	<b>51150</b>	<b>--</b>

Media Contacts	Analytical Contacts	CRISIL Rating Desk
Mitu Samar Director, Communications and Brand Management CRISIL Limited Tel: +91-22- 3342 1838 E-mail: mitu.samar@crisil.com	Pawan Agrawal Senior Director - CRISIL Ratings Tel: +91-22-3342 3301 Email: pawan.agrawal@crisil.com  Sudip Sural	Tel: +91-22-3342 3047/3342 3064 Email: CRISILratingdesk@crisil.com



**ICRA Limited**  
An Associate of Moody's Investors Service

CONFIDENTIAL

Ref: 2011-12/MUM/1120  
February 8, 2012

Mr. Sanjay Dube  
Vice President (Corporate Finance)  
The Tata Power Company Limited  
Corporate Center Block B,  
34 Sant Tukaram Road, Carnac Bunder,  
Mumbai - 400 009.

Dear Sir,

Re: Surveillance of ICRA Credit Rating for Rs. 2600 crore NCD Programme of The Tata Power Company Limited (instrument details in *Annexure*)

As you would be aware, in terms of the mandate letter received from the clients, ICRA is required to review all its ratings, on an annual basis, or as and when the circumstances so warrant.

The Rating Committee of ICRA, after due consideration of the latest developments in your company, has reaffirmed the rating of your Non-Convertible Debenture (NCD) programme at [ICRA]AA (pronounced ICRA double A). The outlook has been revised from Positive to Stable. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

ICRA reserves the right to suspend, withdraw or revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the instruments issued by you.

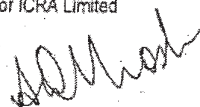
You are required to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also required to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s).


You are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification.

With kind regards,

Yours sincerely,  
for ICRA Limited

  
ANJAN DEB GHOSH  
Senior Group Vice President &  
Head - Corporate Sector Ratings

  
KARTHIK SRINIVASAN  
Senior Vice President

REF:RAB/CT/0236

## AUDITORS' CERTIFICATE ON RATIOS

1. We, Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No: 117366W), the statutory auditors of The Tata Power Company Limited ("the Company") having its Registered Office at Bombay House, 24, Homi Mody Street, Fort, Mumbai 400001, have examined the audited unconsolidated books of account and other relevant records and documents of the Company, as at 30<sup>th</sup> September, 2012 for the purpose of issuing this certificate.
2. We have been requested by the management of the Company to provide a certificate on the attached Annexure 1 "Computation of Assets Cover Ratio as on 30<sup>th</sup> September, 2012" containing information regarding assets cover ratio computed as per the Debenture Trust Deeds for submission to the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) as per listing agreement for debt securities issued by Securities Exchange Board of India (SEBI), duly stamped and initialled for identification, which has been prepared by the Company based on the audited unconsolidated books of account and other relevant records and documents of the Company as at 30<sup>th</sup> September, 2012.
3. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 1956 and Debenture Trust Deeds. This includes collecting, collating and validating data and presentation thereof in the said Annexure and the design, implementation and maintenance of internal control suitable for ensuring compliance with the Directions.
4. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in Annexure 1 on the basis of the audited unconsolidated books of account and other relevant records and documents maintained by the Company. We conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India, which include the concept of test checks and materiality.
5. On the basis of examination of audited unconsolidated financial statements and other relevant records maintained by the Company as at 30<sup>th</sup> September, 2012 and according to the information and explanations provided to us, we certify that the figures contained in Annexure 1 "Computation of Assets Cover Ratio as on 30<sup>th</sup> September, 2012", read with the notes thereon have been correctly extracted from the audited unconsolidated financial statements and other relevant documents of the Company as at 30<sup>th</sup> September, 2012.



# Deloitte Haskins & Sells

6. This certificate is being issued at the request of the Company to be submitted to NSE and BSE as per listing agreement for debt securities issued by SEBI and should not be used for any other purpose without our prior written consent.

For Deloitte Haskins & Sells  
Chartered Accountants  
(ICAI Reg. No. 117366W)

*R. A. Banga*

R. A. Banga  
Partner  
Membership No. 37915

MUMBAI, 6<sup>th</sup> November, 2012



**The Tata Power Company Limited**  
**Annexure 1**  
**Computation of Assets Cover Ratio as on 30th September, 2012**

	(Rs.Crores)
Particulars	30.09.2012
<b>Combined Secured Assets to Combined Secured Loans</b>	
<b>A. Combined Secured Assets</b>	
Written Down Value of Fixed Assets (including intangible assets)	7,189.09
Less: Furniture, Fixtures and Office Equipment	(32.57)
Less: Motor Vehicles under Finance Lease	(0.12)
Less: Motor Vehicles owned	(8.47)
Less: Helicopters	(23.90)
Less: Leasehold Land	(281.93)
Less: Secured Assets net of lease hold land Rs.6.85 crores- windmills (refer note 2)	(1,726.45)
Capital work-in progress and Intangible assets under development	594.88
Less: Capital work-in progress - windmills (refer note 2)	(0.10)
<b>Combined Secured Assets (A)</b>	<b>5,710.43</b>
<b>B. Combined Secured Loans</b>	
Total Secured Loans	5,639.76
Less: Lease finance- Vehicle loans	(0.07)
Less: 9.15% Secured, Redeemable, Non-Convertible Debenture (refer note 2)	(300.00)
Less: 9.15% Secured, Redeemable, Non-Convertible Debenture (refer note 2)	(218.00)
Less: Industrial Renewable Energy Development Agency (refer note 2)	(459.61)
Less: Asian Development Bank (refer note 2)	(101.36)
Less: Buyers' line of credit (secured against current assets)	(454.10)
<b>Combined Secured Loans (B)</b>	<b>4,106.62</b>
<b>Assets Cover Ratio (refer note 1) (A/B)</b>	<b>1.39</b>

**Notes:**

- 1 Assets Cover Ratio has been computed on the basis of the clause no. 27 (C) of the Debenture Trust Deed dated 10th November, 2004 read with supplemental trust deed dated 8th June, 2012, executed by the Company with the Debenture Trustee (Central Bank of India).
- 2 Assets and secured loans in respect of windmills have been excluded as these assets have been secured against the specific loans.

**For and on behalf of The Tata Power Company Limited**

  
**Sanjay Dube**  
**Vice President - Finance**  
**Date: 6th November, 2012**



**TATA POWER**

The Tata Power Company Limited  
 Corporate Finance Corporate Centre Block 'B' 34 Sant Tukaram Road Carnac Bunder Mumbai 400 009  
 Tel 91 22 6717 1000 Fax 91 22 6717 1334  
 Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001

## The Tata Power Company Limited

### Debt Equity Ratio

		<i>(Rs. Crs.)</i>
<u>Particulars</u>		<u>30.09.2012</u>
<u>Debt</u>		
<u>Borrowings - Long Term + Short Term (a)</u>		<u>9,493.40</u>
<u>Equity</u>		
Capital		237.33
Reserves		10,968.60
Perp Bonds		1,500.00
	(b)	<u>12,705.93</u>
<u>Debt / Equity</u>	<u>(a/b)</u>	<u>0.75</u>

For The Tata Power Company Limited

  
Prasad S. Bagade  
Chief Manager - Accounts



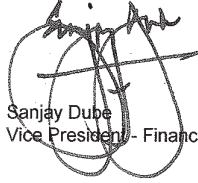
The Tata Power Company Limited

Statement A

(Rs. Cr)

Sr. No.	ISIN No.	Debenture Series	Outstanding as on 30.09.12	Last Due Date		Paid on or before due date	Next due date falling after 30.09.12	
				Principal	Interest		Principal	Interest
1	INE245A07093	7.10% Secured, Redemable Non Convertible Debentures	600	-	18-Oct-11	Yes	18-Oct-13 18-Oct-14 18-Oct-15	18-Oct-12
2	INE245A07101	10.10% Secured, Redeemable Non Convertible Debentures	500	-	30-Nov-11	Yes	25-Apr-18	30-Nov-12
3	INE245A07119	10.40% Secured, Redeemable Non Convertible Debentures	500	-	30-Nov-11	Yes	20-Jun-18	30-Nov-12

For The Tata Power Company Limited

  
 Sanjay Dube  
 Vice President - Finance

**Statement B**

**Nature of Security Created for Non Convertible Debentures issued by the Company  
(Point 5 Part A of listing agreement dated November 26, 2009):**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Nature of security created</b>
1.	Rs.600 crores, 7.10% Secured, Redeemable, Non Convertible Debentures (2015)	<p><u>A - As per Schedule I of Trust Deed</u></p> <p>Non – agriculture vacant land situate together with all buildings, structures, all plant and machinery attached to the earth at Takve Khurd village and also all buildings, structures and all plant and machinery attached to the earth or permanently fastened to anything attached to the lands situate at Jojobera Power Plant, Belgaum Power Plant and Trombay Thermal Station.</p> <p><u>B – As per Schedule II of Trust Deed</u></p> <p>All moveable property and assets both present and future (save and except book debts and Bankers Goods), stores, tools, accessories and other moveable property be stored or be in or about the Company’s factories, premises and godowns situate at Takve Khurd village at Jojobera Power Plant, Belgaum Power Plant and Trombay Thermal Station excluding all present and future wind assets.</p>
2.	Rs.500 crores 10.10% Secured, Redeemable, Non Convertible Debentures (2019)	<p><u>A - As per Schedule I of Trust Deed</u></p> <p>Non – agriculture vacant land situate together with all buildings, structures, all plant and machinery attached to the earth at Takve Khurd village and also all buildings, structures and all plant and machinery attached to the earth or permanently fastened to anything attached to the lands situate at Jojobera Power Plant, Belgaum Power Plant and Trombay Thermal Station.</p>

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		<p><u>B – As per Schedule II of Trust Deed</u></p> <p>All moveable property and assets both present and future (save and except book debts and Bankers Goods), stores, tools, accessories and other moveable property be stored or be in or about the Company's factories, premises and godowns situate at Takve Khurd village at Jojobera Power Plant, Belgaum Power Plant and Trombay Thermal Station excluding all present and future wind assets.</p>
3.	Rs.500 crores, 10.40% Secured, Redeemable, Non Convertible Debentures (2019)	<p><u>A - As per Schedule I of Trust Deed</u></p> <p>Non – agriculture vacant land situate together with all buildings, structures, all plant and machinery attached to the earth at Takve Khurd village and also all buildings, structures and all plant and machinery attached to the earth or permanently fastened to anything attached to the lands situate at Jojobera Power Plant, Belgaum Power Plant and Trombay Thermal Station.</p> <p><u>B – As per Schedule II of Trust Deed</u></p> <p>All moveable property and assets both present and future (save and except book debts and Bankers Goods), stores, tools, accessories and other moveable property be stored or be in or about the Company's factories, premises and godowns situate at Takve Khurd village at Jojobera Power Plant, Belgaum Power Plant and Trombay Thermal Station excluding all present and future wind assets.</p>

For The Tata Power Company Limited