

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

In the 175th year of birth of our visionary founder Mr. J. N. Tata, we pay homage to him, for it was he who laid the foundation for good governance and made it an integral part of our business culture. Corporate Governance is concerned with maintaining the right balance between economic and social goals and between individual and community goals. As a Tata Company, righteous Corporate Governance is the way of life and the way we do our business, encompassing every day's activities and is enshrined as a part of our way of working.

For your Company, good corporate governance is a synonym for sound management, transparency and disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a company to take sound decisions, thus maximizing long-term shareholder value without compromising on integrity, social obligations and regulatory compliances. As a Company with a strong sense of values and commitment, Tata Power believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This is an integral part of Tata Power's business philosophy. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

This philosophy has been sought to be strengthened through the Tata Code of Conduct, the Tata Business Excellence Model and the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, which form guidelines for "Leadership with Trust". The Company is committed to focus its energies and resources in creating and positively leveraging shareholders' wealth, and at the same time, safeguard the interests of all stakeholders. This is our path to sustainable and profitable existence and growth.

In addition to these, the Company has also adopted the requirements of Corporate Governance under Clause 49 of the Listing Agreements with the Stock Exchanges (Clause 49), the disclosure requirements of which are given below:

Board of Directors

➤ Composition

As on 29th May 2014, the Company's Board of Directors comprises 12 members, out of whom 3 are Executive Directors (Mr. Ashok Sethi was appointed as Executive Director w.e.f. 7th May 2014) and 9 are Non-Executive Directors (NEDs). These Directors bring in a wide range of skills and experience to the Board.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as prescribed in Clause 49), across all the companies in which he/she is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

Table 1: The names and categories of the Directors on the Board, their attendance at Board Meetings during the year under review (FY14) and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other companies:

Name of the Director and Business Relationship	Category of Directorship	* No. of other Directorships as on 31.3.2014	# No. of other Committee positions held as on 31.3.2014		No. of Board Meetings attended during the year	Attendance at the 94 th Annual General Meeting held on 16.8.2013
			Chairman	Member		
Mr. Cyrus P. Mistry, Chairman	Non-Independent, Non-Executive	9	1	-	9	Yes
Mr. R. Gopalakrishnan		9	-	3	10	Yes

Dr. Homiar S. Vachha	Independent, Non-Executive	4	3	1	9	Yes
Mr. Nawshir H. Mirza		3	1	1	9	Yes
Mr. Deepak M. Satwalekar		3	1	-	9	Yes
Mr. Piyush G. Mankad		7	2	6	10	Yes
Mr. Ashok K. Basu		8	4	6	10	Yes
Mr. Thomas Mathew T., (Representative of LIC as Investor/Lender)		2	-	-	8	Yes
Ms. Vishakha V. Mulye		5	-	3	7	Yes
Mr. Anil Sardana, CEO & Managing Director	Executive	5	-	1	10	Yes
Mr. S. Ramakrishnan, Executive Director ¹		-	-	-	9	Yes
Mr. S. Padmanabhan, Executive Director		10	3	4	10	Yes

¹ Mr. S. Ramakrishnan superannuated from the services of the Company w.e.f. 28th February 2014.

* Excludes Alternate Directorships and directorships in private companies, foreign companies and Section 25 companies.

Represents Chairmanships/Memberships of Audit Committee and Shareholders'/Investors' Grievance Committee.

None of the Directors of the Company are related to each other.

Ten Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held were as follows:

30th April 2013, 30th May 2013, 12th July 2013, 6th August 2013, 30th September 2013, 14th November 2013, 3rd December 2013, 7th February 2014, 27th February 2014 and 26th March 2014.

The information as required under Annexure IA to Clause 49 is being made available to the Board.

➤ Code of Conduct

The Board has laid down separate Codes of Conduct for NEDs and Senior Management personnel of the Company and the same are posted on the Company's website www.tatapower.com. All Board Members and Senior Management personnel have affirmed compliance with their respective Codes of Conduct. The CEO & Managing Director has also confirmed and certified the same. The certification is enclosed at the end of this Report.

Committees of the Board

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. Each Committee of the Board functions according to its role and defined scope.

❖ Audit Committee of Directors

Table 2: Composition of the Audit Committee of Directors (Audit Committee) and details of meetings attended by the Directors during the year under review:

Sl. No.	Name of the Director	Category	No. of Meetings attended	Remarks
1.	Dr. H. S. Vachha, Chairman	Independent, Non-Executive	11	Dr. Vachha is a former executive of ICICI Limited and accordingly has the requisite Business/accounting/related financial management expertise.
2.	Mr. D. M. Satwalekar		11	
3.	Mr. P. G. Mankad		11	Financially experienced and renowned practitioners.

The Audit Committee met eleven times during the year under review on the following dates:

2nd May 2013, 29th May 2013, 5th August 2013, 4th September 2013, 11th November 2013, 13th November 2013, 27th November 2013, 10th December 2013, 6th February 2014, 20th February 2014 and 10th March 2014.

The terms of reference, role and scope of the Audit Committee are in line with those prescribed by Clause 49. The Company also complies with the provisions of Section 177 of the Companies Act, 2013 (the Act) pertaining to Audit Committee and its functioning.

The Board has delegated the following powers to the Audit Committee:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The Audit Committee invites such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. The CEO & Managing Director, Executive Directors and head of Internal Audit attend the meetings. The Statutory Auditors are also invited to the meetings. Mr. H. M. Mistry, the Company Secretary, acts as the Secretary of the Committee.

Internal Controls and Risk Management

The Company has robust systems for internal audit and corporate risk assessment and mitigation. The Company has an independent Control Assurance Department (CAD) assisted by dedicated internal audit team supported by co-source partner. The internal audit covers all the factories, sales offices, warehouses and businesses and functions controlled centrally. The risk based audit plan is prepared and approved by the Audit Committee at the beginning of every year. Every quarter, the Audit Committee is presented with key control issues and actions taken on past issues. Unit heads are responsible for implementing these Operational Control Assurance procedures to confirm the effectiveness of the financial and non-financial controls in that unit and to correct any instances of weaknesses identified. These procedures provide the Management an assurance on the internal processes and systems. Business Risk Assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Corporate Policies. There is an ongoing process to track the evolution of the risks and delivery of mitigating action plans. Risks and their mitigation plans are reviewed by the Audit Committee on quarterly basis.

❖ Stakeholders Relationship Committee

In terms of Section 178(5) of the Act, the Company has rechristened the Shareholders'/Investors' Grievance Committee as Stakeholders Relationship Committee (SRC).

Table 3: Composition of the SRC and details of meetings attended by the Directors during the year under review:

Name of the Director	Category of Directorship	No. of Meetings attended
Dr. H. S. Vachha, Chairman	Independent, Non-Executive	2
Ms. V. V. Mulye (Appointed w.e.f. 30.09.2013)	Independent, Non-Executive	-
Mr. S. Ramakrishnan (Superannuated w.e.f. 28.02.2014)	Executive	2
Mr. S. Padmanabhan	Executive	2

The SRC met twice during the year under review on 18th April 2013 and 30th September 2013.

In accordance with Clause 49(IV)(G)(iv) of the Listing Agreements with the Stock Exchanges, the Board has authorised Mr. H. M. Mistry, Company Secretary and Compliance Officer, to severally approve share transfers/transmissions, in addition to the powers with the members of the SRC. Share Transfer formalities are regularly attended to and atleast once a fortnight.

The status of total number of complaints received during the year under review is as follows:

SI. No.	Description	Total		
		Received	Replied	Pending
A.	Letters received from Statutory Bodies			
	Securities and Exchange Board of India (SEBI)	28	26	2
	Stock Exchanges	10	10	0
	Depositories (NSDL/CDSL)	2	2	0
	Ministry of Corporate Affairs	1	1	0
B.	Dividends			
	Non-receipt of dividend/interest warrants (pending reconciliation at the time of receipt of letters)	12	12	0
	Total	53	51	2

- For the 2 unresolved complaints received through the SEBI SCORES System (System), the ATRs have been uploaded on the System and the same are pending for review with SEBI.
- There were no pending Transfers/Demats as on 31st March 2014.

❖ **Nomination and Remuneration Committee**

In terms of Section 178(1) of the Act, the Company merged and reconstituted the Company's Remuneration Committee and Nominations Committee as one Committee viz. Nomination and Remuneration Committee (NRC).

Table 4: Composition of the NRC and details of meetings attended by the Directors during the year under review:

SI. No.	Name of the Director	Category	No. of Meetings attended
1.	Mr. N. H. Mirza, Chairman	Independent, Non-Executive,	3
2.	Mr. C. P. Mistry	Non-Independent, Non-Executive	3
3.	Mr. R. Gopalakrishnan	Non-Independent, Non-Executive	3
4.	Dr. H. S. Vachha	Independent, Non-Executive	1

The NRC met three times during the year under review on the following dates:

1st July 2013, 19th July 2013 and 19th November 2013.

Terms of Reference

The Committee shall identify persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

While formulating this policy, the NRC shall ensure that –

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

Remuneration Policy

➤ Non-Executive Directors

The NEDs are paid remuneration by way of Commission and Sitting Fees. In terms of the Members' approval obtained at the Annual General Meeting (AGM) held on 16th August 2013, the Commission is paid at a rate not exceeding 1% per annum of the net profits of the Company (computed in accordance with Section 309(5) of the Companies Act, 1956). The distribution of Commission amongst the NEDs is placed before the NRC and the Board. The Commission payment for the year ended 31st March 2013 was distributed broadly on the following basis:

1. Number of meetings of the Board and substantive Committees of the Board attended;
2. Role and responsibility as Chairman/Member of the Board/Committee;
3. Individual contributions at the meetings; and
4. Time spent other than in meetings relating to the operations of the Company.

During the year, the Company paid sitting fees of ₹ 20,000/- per meeting to the NEDs for attending meetings of the Board, Executive Committee of the Board, Audit Committee, NRC and Committee for Rights Issue. The fees paid for other Committee meetings was ₹ 5,000/- per meeting attended.

➤ Executive Directors

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to the CEO & Managing Director and the Executive Directors. Salary is paid within the range approved by the Members. Annual increments effective 1st April each year, as recommended by the NRC, are placed before the Board for approval. The ceiling on perquisites and allowances as a percentage of salary, is fixed by the Board. Within the prescribed ceiling, the perquisite package is recommended by the NRC and approved by the Board. Commission is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board on the recommendation of the NRC at the end of the financial year, subject to overall ceilings stipulated in Sections 198 and 309 of the Companies Act, 1956. Specific amount payable to such Directors is based on the performance criteria laid down by the Board, which broadly takes into account the profits earned by the Company for the year.

➤ Management Staff

Remuneration of employees largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of the total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his annual performance etc. For the last few years, efforts have also been made to link the annual variable pay of employees with the performance of the Company. The performance pay policy links the performance pay of each officer to his individual, divisional and overall organizational performance on parameters aligned to Company's objectives.

Retirement Policy for Directors

The Company has adopted the Guidelines for retirement age wherein Managing and Executive Directors retire at the age of 65 years, Executive Directors who have been retained on Company's Board beyond the age of 65 years as NED for special reasons may continue as Directors at the discretion of the Board but in no case beyond the age of 70 years, Non-Independent NEDs who have completed the age of 70 years prior to 1st April 2011 may continue as Directors at the discretion of the Board but in no case beyond the age of 75 years and Independent NEDs would retire at the age of 75 years.

The Company has also adopted a Retirement Policy for Managing and Executive Directors, which has also been approved by the Members of the Company, offering special retirement benefits including pension, ex-gratia, medical and other benefits. In addition to the above, the retiring Managing Director is entitled to residential accommodation or compensation in lieu of accommodation on retirement. The quantum and payment of the said benefits are subject to an eligibility criteria of the retiring director and is payable at the discretion of the Board in each individual case on the recommendation of the NRC.

Remuneration to Directors

Table 5: Details of remuneration to NEDs during the year under review:

Name of the Director	Sitting Fees paid (Gross) (₹)*	Commission paid (Gross) (₹)**
Mr. R. N. Tata ^	Nil	52,00,000
Mr. C. P. Mistry	4,00,000	Nil #
Mr. R. Gopalakrishnan	3,80,000	31,50,000
Dr. H. S. Vachha	4,45,000	40,50,000
Mr. N. H. Mirza	4,05,000	60,00,000
Mr. D. M. Satwalekar	5,45,000	49,00,000
Mr. P. G. Mankad	4,20,000	23,50,000
Mr. A. K. Basu	2,00,000	15,00,000
Mr. Thomas Mathew T. @	1,60,000	3,50,000
Ms. V. V. Mulye \$	Nil	Nil
Mr. A. J. Engineer ^	Nil	25,00,000

* Excludes service tax.

** Commission relates to the financial year ended 31st March 2013 which was paid during the financial year under review. Commission of ₹ 3 crore* has been provided as payable to the eligible NEDs in the accounts for the year ended 31st March 2014, the distribution of which is yet to be determined.

^ Mr. R. N. Tata and Mr. A. J. Engineer were paid commission for part of the financial year ended 31st March 2013.

Mr. C. P. Mistry, being Executive Chairman of Tata Sons Limited, has not accepted receipt of any Commission.

@ While the Sitting Fees for attending meetings were paid to Mr. Thomas Mathew T., Nominee Director of LIC, the Commission was paid to LIC.

\$ Ms. V. V. Mulye has not accepted receipt of any Sitting Fees or Commission.

None of the NEDs had any pecuniary relationship or transactions with the Company other than the Directors Fees and Commission received by them.

Table 6: Details of remuneration and perquisites paid and/or value calculated as per the Income-tax Act, 1961 to the CEO & Managing Director and Executive Directors:

Name	Salary (₹)	@ Commission paid in 2013-14 (₹)	Perquisites (₹)	Retirement Benefits (₹)	Total (₹)
Mr. Anil Sardana, CEO & Managing Director	72,00,000	2,50,00,000	99,01,233	19,44,000	4,40,45,233
Mr. S. Padmanabhan, Executive Director	55,20,000	1,60,00,000	73,78,180	14,90,400	3,03,88,580
Mr. S. Ramakrishnan, Executive Director (Superannuated w.e.f. 28.02.2014)	57,75,000	1,60,00,000	77,17,766	2,74,27,813*	5,69,20,579

@ Commission relates to the financial year ended 31st March 2013 which was paid during the financial year under review. Commission of ₹ 5.70 crore has been provided as payable to the Managing Director and Executive Directors in the accounts for the year ended 31st March 2014, the distribution of which is yet to be determined.

* An amount of ₹ 2,58,68,563 has been included in Retirement Benefits of Mr. S. Ramakrishnan, who superannuated on 28th February 2014. The same will be paid to him in FY 2014-2015.

Table 7: Salient features of the agreements executed/to be executed by the Company with Mr. Sardana, CEO & Managing Director, and Mr. S. Padmanabhan and Mr. Ashok S. Sethi, Executive Directors, consequent upon obtaining Members' approval at the AGM:

Terms of Agreement	Mr. Anil Sardana CEO & Managing Director	Mr. S. Padmanabhan Executive Director	Mr. Ashok S. Sethi Executive Director
Period of appointment	1.2.2011 to 31.1.2016	6.2.2013 to 5.2.2018	7.5.2014 to 31.3.2017
Remuneration - Salary	Basic salary upto a maximum of ₹ 6,50,000 p.m.	Basic salary upto a maximum of ₹ 6,00,000 p.m.	Basic salary upto a maximum of ₹ 6,00,000 p.m.
- Commission	At the discretion of the Board within the limits stipulated under the Act.		
- Incentive Remuneration	At the discretion of the Board, not exceeding 200% of basic salary.		
- Benefits, perquisites and allowances (excluding Company's contribution to Provident Fund, Superannuation, Gratuity, Leave Encashment)	As may be determined by the Board from time to time.		
Notice period	The Agreements may be terminated by either party giving to the other party six months' notice or the Company paying six months' remuneration in lieu thereof.		
Severance fees	There is no separate provision for payment of severance fees.		
Stock Option	Nil		

The above agreements are contractual in nature.

 Table 8: Details of number of shares and convertible instruments held by Directors as on 31st March 2014:

Name of Director	No. of Equity Shares held	No. of convertible instruments held
Mr. C. P. Mistry	64,000	Nil

❖ Executive Committee of the Board

The Executive Committee of the Board comprises of Mr. C. P. Mistry (Chairman), Mr. R. Gopalakrishnan, Mr. N. H. Mirza, Mr. D. M. Satwalekar, Mr. Anil Sardana (CEO & Managing Director) Mr. S. Padmanabhan and Mr. A. S. Sethi (Executive Directors). This Committee covers a detailed review of the following items before being presented to the full Board:

- Business and strategy review
- Long-term financial projections and cash flows
- Capital and Revenue Budgets and capital expenditure programmes
- Acquisitions, divestments and business restructuring proposals
- Senior management succession planning
- Any other item as may be decided by the Board

❖ Ethics and Compliance Committee

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended (the Regulations), the Board of Directors of the Company adopted the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices (the Code) to be followed by Directors, Officers and other employees. The Code is based on the principle that Directors, Officers and employees of a Tata Company owe a fiduciary duty to, among others, the Members of the Company to place the interest of the Members above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Code contains regulations for preservation of price sensitive information, pre-clearance of trade and monitoring and implementation of the Code.

In terms of this Code, a Committee has been constituted called 'Ethics and Compliance Committee' comprising of Dr. H. S. Vachha (Chairman) and Mr. S. Padmanabhan.

Mr. R. N. Subramanyam, Chief Financial Officer has been appointed as the Compliance Officer to ensure compliance and effective implementation of the Regulations and also this Code across the Company.

❖ Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee comprises of Mr. D. M. Satwalekar, (Chairman), Ms. V. V. Mulye, Mr. Anil Sardana and Mr. S. Padmanabhan.

The CSR Committee shall -

- a) Formulate and recommend to the Board, a CSR Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act, or as may be prescribed by the Rules thereto;
- b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- c) Monitor the CSR Policy of the Company from time to time.

General Body Meetings

The last three Annual General Meetings (AGMs) were held as under :

Financial Year ended	Day & Date	Time	Venue
31 st March 2011	Wednesday, 24 th August 2011	3 p.m.	Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020.
31 st March 2012	Friday, 17 th August 2012		
31 st March 2013	Friday, 16 th August 2013		

Details of Special Resolutions passed in the previous three AGMs

Date of AGM	Particulars of Special Resolutions passed thereat
24 th August 2011	Alteration of Articles of Association of the Company
17 th August 2012	No Special Resolutions were passed at this AGM
16 th August 2013	Commission to Non-Executive Directors

None of the business required to be transacted at this AGM is proposed to be passed by postal ballot.

No Court-convened Meetings were held during the last three years.

Disclosures

1. There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, Directors or the management, their subsidiaries or relatives etc. during the year, that may have potential conflict with the interests of the Company at large.
2. The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
3. There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.
4. The Board of Directors of the Company has adopted a Whistle Blower Policy for establishing a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The said policy has been posted on the Company's intranet site. The Company affirms that no employee has been denied access to the Audit Committee.

5. All mandatory requirements as per Clause 49 have been complied with by the Company.
6. The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
7. In terms of Clause 49(V) of the Listing Agreement, the CEO & Managing Director and the Executive Director (Finance) made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

Means of Communication

Financial Results: Quarterly and half-yearly reports are published in the following newspapers :

Name of the Newspaper	Region	Language
Indian Express – All editions	Ahmedabad, Vadodara, Mumbai, Chandigarh, New Delhi, Kolkata, Lucknow, Nagpur and Pune	English
Financial Express	Mumbai, Pune, Ahmedabad, New Delhi, Lucknow, Chandigarh, Kolkata, Hyderabad, Bengaluru, Kochi and Chennai	English
Loksatta – All editions	Ahmednagar, Mumbai, Pune, Nagpur, Aurangabad and New Delhi	Marathi
Jam-e-Jamshed Weekly	Mumbai	Gujarati
Vyapar + Phulchhab	Mumbai and Rajkot	Gujarati

Half-yearly Reports: Half-yearly reports covering financial results were sent to Members at their registered postal/email address.

Annual Reports: The Annual Reports were emailed/posted to Members and others entitled to receive them.

News Releases, Presentations etc.: Official news releases, detailed presentations made to media, analysts, institutional investors etc. are displayed on the Company's website. Official media releases, sent to the Stock Exchanges, are given directly to the Press.

Website: Comprehensive information about the Company, its business and operations, Press Releases and Investor information can be viewed at the Company's website. The 'Investor Relations' section serves to inform the investors by providing key and timely information like Financial Results, Annual Reports, Shareholding Pattern, presentations made to analysts etc.

Corporate Filing and Dissemination System (CFDS): The CFDS portal is a single source to view information filed by listed companies. All disclosures and communications to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are filed electronically through CFDS portal. Hard copies of the said disclosures and correspondence are also filed with the Stock Exchanges.

NSE Electronic Application Processing System (NEAPS) and BSE Online Portal: The Company also submits to NSE, all disclosures and communications through NSE's NEAPS portal. Similar filings are made to BSE on their Online Portal - BSE Corporate Compliance & Listing Centre.

Extensive Business Reporting Language (XBRL): XBRL is a language for electronic communication of business and financial data. It offers major benefits to all those who have to create, transmit, use or analyse such information which aids better analysis and decision making. Ministry of Corporate Affairs (MCA) vide its Circular No.8/2012 dated 10th May 2012 [as amended on 29th June 2012], has already mandated all cost auditors and the concerned companies to file their Cost Audit Reports and Compliance Reports for the year 2011-12 onwards [including the overdue reports relating to any previous year(s)] only in the XBRL mode. The Company has filed its Cost Audit Report and Compliance Report on MCA through XBRL.

Web-based Query Redressal System: Members also have the facility of raising their queries/complaints on share related matters through a facility provided on the 'Investor Relations' section.

SEBI Complaints Redress System (SCORES): A centralised web-based complaints redressal system which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by the investors of actions taken on the complaint and its current status.

Factory visit: To familiarise our Members with the Company's operations, based on requests by them, the Company arranges for visits to its hydro station. A visit was arranged during FY14 for the Members, at Khopoli Generating Station.

General Shareholder Information

1. The AGM of the Company is scheduled to be held on Wednesday, 13th August 2014 at 3 p.m. at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020.

As required under Clause 49(IV)(G)(i) of the Listing Agreements with the Stock Exchanges, particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Annexure to the Notice of the AGM to be held on 13th August 2014.

2. **Financial Year** : 1st April 2013 to 31st March 2014
3. **Book Closure** : From 25th July 2014 to 13th August 2014 (both days inclusive).
4. **Dividend Payment Date** : On and from 14th August 2014.
5. **Listing on Stock Exchanges** : The Company's Equity Shares are listed on the following 2 Stock Exchanges in India:

BSE Limited (BSE)	National Stock Exchange of India Limited (NSE)
(Regional Stock Exchange)	'Exchange Plaza', Bandra-Kurla Complex
Phiroze Jeejeebhoy Towers	Bandra (E), Mumbai 400 051.
Dalal Street, Mumbai 400 001.	

In February 1994, the Company jointly with the erstwhile The Tata Hydro-Electric Power Supply Company Limited and The Andhra Valley Power Supply Company Limited issued Global Depository Shares (GDS) in the International Market which have been listed on the Luxembourg Stock Exchange and have been accepted for clearance through Euroclear and Cedel. They have also been designated for trading in the PORTAL System of the National Association of Securities Dealers, Inc.

In July 2009, the Company raised USD 335 million through offering of Global Depository Receipts (GDRs). The GDRs are listed in and traded in Euro MTF market of the Luxembourg Stock Exchange and are also available for trading on IOB (International Order Board) of London Stock Exchange.

In November 2009, the Company issued 1.75% Foreign Currency Convertible Bonds (FCCBs) due in 2014, to raise USD 300 million. These FCCBs are listed on the Singapore Exchange Securities Trading Limited (SGX-ST). In case, the entire amount of FCCBs are converted, the Company would have to allot 9,64,40,890 Equity Shares of ₹ 1 each to the Bond holders.

The Company, pursuant to its Letter of Offer dated 19th March 2014, issued 33,22,30,130 Equity Shares of ₹ 1 each for cash at an issue price of ₹ 60 per Rights Equity Share (including a premium of ₹ 59 per Rights Equity Share) for an aggregate amount of ₹ 1,993.38 crore, on Rights basis, to the eligible equity shareholders of the Company in the ratio of 7 Rights Equity Shares for every 50 fully paid-up Equity Shares held by the eligible equity shareholders on the Record Date viz. 20th March 2014. The issue opened on 31st March 2014 and closed on 15th April 2014. On 25th April 2014, the Company allotted 33,15,52,894 Equity Shares to the applicants of the Rights Equity Shares. The Rights shares are available for trading on BSE and NSE w.e.f. 30th April 2014.

The following series of Debentures issued by the Company are listed on the Wholesale Debt Market segment of NSE:

Sl. No.	Series	Amount outstanding as on 31.3.2014 (₹ crore)
1.	7.1% Transferable Secured Redeemable Non-Convertible Debentures	420
2.	10.10% Redeemable Transferable Secured Non-Convertible Debentures	500
3.	10.40% Redeemable Transferable Secured Non-Convertible Debentures	500
4.	9.15% Secured Non-Convertible Non-Cumulative Redeemable Taxable Debentures with Separately Transferable Redeemable Principal Parts	275
5.	9.15% Secured Non-Convertible Non-Cumulative Redeemable Taxable Debentures with Separately Transferable Redeemable Principal Parts	202
6.	9.40% Redeemable Transferable Secured Non-Convertible Debentures	210
7.	10.75% Unsecured Debentures	1500
8.	11.40% Perpetual Bonds (also listed on BSE)	1500

The Company has paid the requisite Annual Listing Fees to the 2 Stock Exchanges for the financial year 2013-14.

6. Stock Code (For Equity Shares)

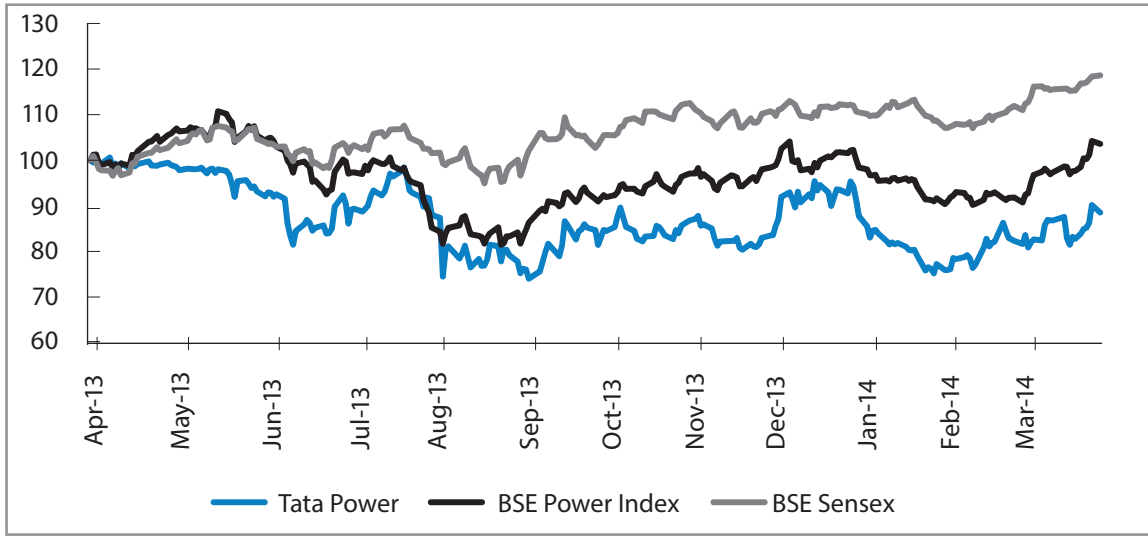
BSE Limited (physical form)	400
(demat form)	500400
National Stock Exchange of India Limited	TATAPOWER EQ

7. Market Information:

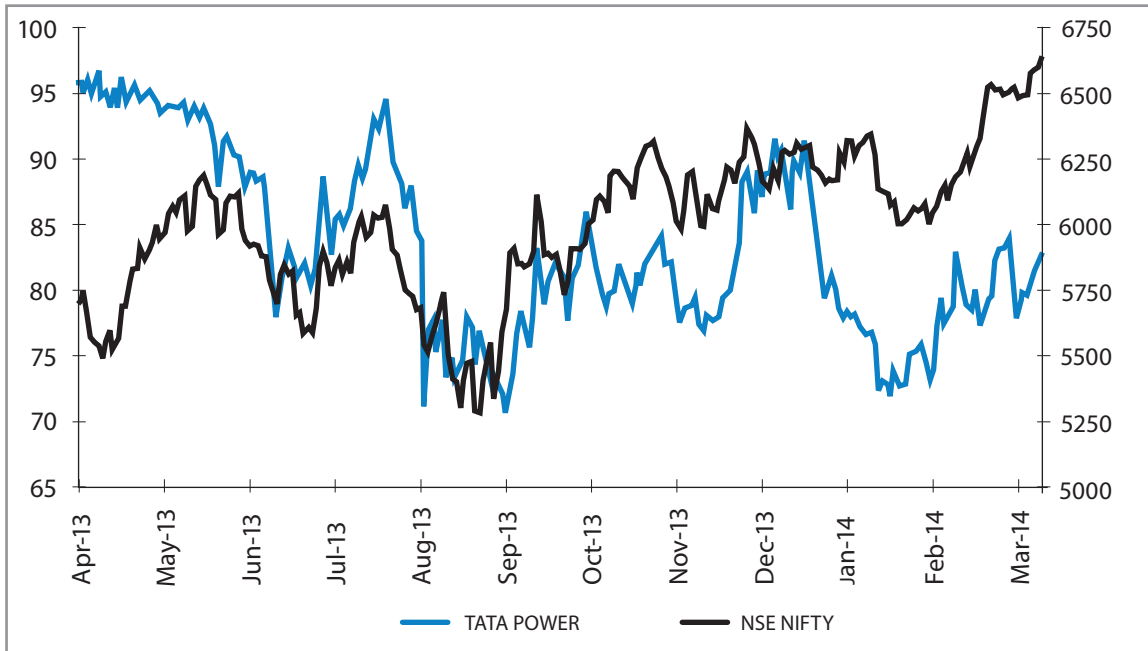
(a) Market Price Data: High, Low during each month and trading volumes of the Company's Equity Shares during the last financial year at BSE and NSE are given below:

Stock Exchange	BSE			NSE			
	Month	High (₹)	Low (₹)	No. of shares traded during the month	High (₹)	Low (₹)	No. of shares traded during the month
	April 2013	96.40	94.05	52,99,481	96.60	93.95	4,60,72,715
	May 2013	94.40	88.10	67,06,027	94.40	88.00	6,24,00,108
	June 2013	89.05	78.05	56,61,883	89.05	78.15	5,74,31,530
	July 2013	94.30	82.50	47,65,419	94.50	82.55	4,17,91,303
	August 2013	87.80	71.35	1,19,87,901	88.00	71.40	8,40,85,688
	September 2013	83.00	70.90	1,07,83,512	83.15	70.80	9,85,19,946
	October 2013	85.85	78.00	85,43,459	85.85	77.85	5,91,81,884
	November 2013	84.10	77.00	80,23,760	84.05	76.90	4,43,28,931
	December 2013	91.40	79.95	1,28,52,412	91.60	79.95	9,83,04,162
	January 2014	90.35	72.00	1,07,94,951	90.40	71.95	8,44,57,184
	February 2014	82.65	72.70	85,93,589	82.85	72.65	6,95,76,199
	March 2014	86.40	77.45	1,34,35,319	86.55	77.45	10,90,76,238

(b) Normalized performance of Tata Power Share price in comparison to BSE Sensex and Power Index:



(c) Performance of Tata Power Share price in comparison to Nifty :



8. Registrars and Transfer Agents: TSR Darashaw Private Limited (TSRD)
 6-10, Haji Moosa Patrawala Industrial Estate (Near Famous Studio),
 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.
 Tel.: 022 6656 8484, Fax: 022 6656 8494
 Email: csg-unit@tsrdarashaw.com Website: www.tsrdarashaw.com

For the convenience of Members based in the following cities, transfer documents and letters will also be accepted at the following branches/agencies of TSRD:

Branches of TSRD

- | | |
|---|--|
| <p>1. 503, Barton Centre, 5th Floor,
84, Mahatma Gandhi Road,
Bengaluru 560 001.
Tel: 080 2532 0321
Fax: 080 2558 0019
E-mail: tsrdlbg@tsrdarashaw.com</p> | <p>2. Bungalow No.1, 'E' Road,
Northern Town, Bistupur,
Jamshedpur 831 001.
Tel: 0657 242 6616
Fax: 0657 242 6937
E-mail: tsrdljsr@tsrdarashaw.com</p> |
| <p>3. Tata Centre, 1st Floor,
43, Jawaharlal Nehru Road,
Kolkata 700 071.
Tel: 033 2288 3087
Fax: 033 2288 3062
E-mail: tsrdlcal@tsrdarashaw.com</p> | <p>4. Plot No.2/42, Sant Vihar,
Ansari Road, Darya Ganj,
New Delhi 110 002.
Tel: 011 2327 1805
Fax: 011 2327 1802
E-mail: tsrdldel@tsrdarashaw.com</p> |

Agent of TSRD

Shah Consultancy Services Pvt. Limited

3, Sumatinath Complex, Pritam Nagar, Akhada Road, Ellisbridge, Ahmedabad 380 006.

Telefax: 079 2657 6038 E-mail: shahconsultancy8154@gmail.com

9. **Share Transfer System:** Share Transfers in physical form can be lodged with TSRD at the abovementioned address or at their branch offices, addresses of which are available on website: www.tsrdarashaw.com

Transfers are normally processed within 15 days from the date of receipt. If the documents are complete in all respects, Mr. H. M. Mistry, the Company Secretary and Compliance Officer and Mr. A. S. Bapat, Head-Corporate Legal, are severally empowered to approve transfers, in addition to the powers with the Members of the Stakeholders Relationship Committee.

The Company officials could be contacted at the following address :

The Tata Power Company Limited,
Bombay House, 24, Homi Mody Street, Mumbai 400 001.
Email: investorcomplaints@tatapower.com

10. Distribution of Shares as on 31st March 2014:

Slab	Number of shares				Number of shareholders					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
1 - 5000	3,69,93,939	10,94,83,999	14,64,77,938	6.17	28,744	91.05	1,92,533	93.73	2,21,277	93.37
5001 - 10000	1,40,66,010	5,00,61,527	6,41,27,537	2.70	2,069	6.55	6,993	3.40	9,062	3.82
10001 - 20000	69,72,530	4,73,03,692	5,42,76,222	2.29	502	1.59	3,370	1.64	3,872	1.63
20001 - 30000	31,98,312	2,35,36,822	2,67,35,134	1.13	132	0.42	957	0.47	1,089	0.46
30001 - 40000	21,94,320	1,62,81,626	1,84,75,946	0.78	62	0.20	464	0.23	526	0.22
40001 - 50000	10,37,360	1,01,94,485	1,12,31,845	0.47	23	0.07	227	0.11	250	0.11
50001 - 100000	17,07,160	3,05,09,031	3,22,16,191	1.36	26	0.08	441	0.21	467	0.20
100001 and above	30,84,920	201,64,46,627	201,95,31,547	85.10	13	0.04	425	0.21	438	0.19
Total	6,92,54,551	230,38,17,809	* 237,30,72,360	100.00	31,571	100.00	2,05,410	100.00	2,36,981	100.00

* Excluding 23,03,080 shares not allotted but held in abeyance, 44,02,700 shares cancelled pursuant to a Court Order and 4,80,40,400 shares of the Company held by the erstwhile The Andhra Valley Power Supply Co. Ltd. cancelled pursuant to the Scheme of Amalgamation sanctioned by the High Court of Judicature at Bombay.

11. Shareholding pattern as on 31st March 2014:

Particulars	Equity Shares of ₹ 1/- each	
	No. of Shares	%
Promoters	77,05,37,290	32.47
Directors and their relatives	64,000	0.00
Insurance Companies	49,80,25,848	20.99
Financial Institutions/Banks	98,44,793	0.41
Mutual Funds/UTI	1,97,11,451	0.83
Clearing Members	98,56,440	0.42
Corporate Bodies	1,42,21,033	0.60
Trusts	36,70,057	0.15
Resident Individuals & HUF	33,00,67,053	13.91
Central/State Governments	6,46,488	0.03
Foreign Institutional Investors	61,64,04,821	25.97
Foreign Banks	1,82,988	0.01
OCBs	10,400	0.00
Foreign Bodies	4,342	0.00
Foreign Nationals DR	22,760	0.00
Foreign Bodies DR	7,11,09,850	3.00
Global Depository Receipts	44,40,100	0.19
Non-Resident Indians	2,42,52,646	1.02
Total	237,30,72,360	100.00

12. Top 10 Shareholders of the Company as on 31st March 2014:

Sl. No.	Name of Shareholder	Total holdings	% to capital
1.	Tata Sons Limited	70,75,11,570	29.81
2.	Life Insurance Corporation of India	29,93,67,181	12.61
3.	Matthews Pacific Tiger Fund	12,75,60,510	5.38
4.	National Westminster Bank Plc as Depository of First State Global Emerging Markets Leaders Fund a Sub Fund of First State Investments ICVC	7,70,57,434	3.25
5.	JSH (Mauritius) Limited	6,95,30,560	2.93
6.	The New India Assurance Company Limited	6,35,26,620	2.68
7.	General Insurance Corporation of India	6,25,30,370	2.63
8.	National Westminster Bank Plc as Depository of First State Asia Pacific Leaders Fund a Sub Fund of First State Investments ICVC	5,44,72,794	2.30
9.	Aberdeen Global Indian Equity (Mauritius) Limited	4,37,00,000	1.84
10.	Tata Steel Limited	3,43,18,180	1.45
	Total	153,95,75,219	64.88

13. Dematerialisation of Shares as on 31st March 2014 and Liquidity:

The Company's shares are compulsorily traded in dematerialised form and are available for trading through both the Depositories in India – National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Particulars of Shares	Equity Shares of ₹ 1/- each		Shareholders	
	Number	% to Total	Number	% to Total
Dematerialised form				
NSDL	225,26,62,249	94.93	1,51,882	64.09
CDSL	5,11,55,560	2.15	53,528	22.59
Sub-total	230,38,17,809	97.08	2,05,410	86.68
Physical form	6,92,54,551	2.92	31,571	13.32
Total	237,30,72,360	100.00	2,36,981	100.00

14. E-voting

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of companies. Investors can now vote on resolutions requiring voting through Postal Ballot as per the applicable rules and regulations without sending their votes through post. The Company will also have the E-voting facility for the items to be transacted at this AGM. The MCA has authorised NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL and CDSL for availing e-voting facilities.

15. International Securities Identification Number (ISIN)

Under the Depository system, the ISIN allotted to the Company's shares in dematerialised form is **INE245A01021**. The Annual Custodial Fees for the Financial Year 2013-14 were paid to NSDL and CDSL.

The Company's shares are regularly traded on BSE and NSE as is seen from the volume of shares indicated in the table containing market information.

16. **Number of GDS outstanding:** 1,543 (Issued in 1994 to Citibank NA)
as on 31st March 2014 3,05,130 (Issued in 2009 to the Bank of New York)

17. Plant Location:

(a) Thermal Power Stations:

- | | |
|--|---|
| (i) Trombay Generating Station,
Mahul Road, Chembur,
Mumbai, Maharashtra | (ii) Jojobera Power Plant,
Jojobera,
Jamshedpur, Jharkhand |
| (iii) Belgaum Power Plant,
Plot Nos.1234 to 1240 & 1263 to 1297,
KIADB Kanbargi Industrial Area,
Auto Nagar, Belgaum,
Karnataka | (iv) Haldia Power Plant,
HFC Complex,
Patikhali Haldia, East Medinipur,
West Bengal |
| (v) Mundra Ultra Mega Power Plant,
Tunda-Vandh Road, Village Tunda,
Taluka Mundra , Kutchh, Gujarat
(Owned by Coastal Gujarat Power Ltd.,
a wholly owned subsidiary) | (vi) Maithon Right Bank Thermal Power Plant,
Village Dambhui, PO Barbandia,
Thana Nirsa, District Dhanbad,
Jharkhand
(Owned by Maithon Power Ltd, a subsidiary) |

(b) Hydro Generating Stations:

- | | | |
|--|---|---|
| (i) Generating Station,
Bhira, P O Bhira,
Taluka Mangaon,
District Raigad,
Maharashtra | (ii) Generating Station,
Bhivpuri, P O Bhivpuri Camp,
Taluka Karjat,
District Raigad,
Maharashtra | (iii) Generating Station,
Khopoli, P O Khopoli Power House,
District Raigad,
Maharashtra |
|--|---|---|

- (c) Wind Farms:
- | | | |
|--|---|---|
| (i) Village Shahjahanpur & Pimpalgaon, Taluka Parner, District Ahmednagar, Maharashtra | (ii) Village Khandke, Taluka & District Ahmednagar, Maharashtra | (iii) Village Valve, Taluka Sakri, District Dhulia, Maharashtra |
| (iv) Jamjodhpur, Sadodar, Motapanch Devda, Samana, District Jamnagar, Gujarat | (v) Hosur, Kanavi, Mulgund, Shiroland Harti, District Gadag, Karnataka | (vi) Village Sadawagapur Taluka Patan, District Satara, Maharashtra |
| (vii) Village Anikaduvu, Mongilphuluvu, Illupunagaram, Taluka Madathukulam, District Tripur, Tamil Nadu | (viii) Village Kannarwadi, Hiwarwadi & Agaswadi, Taluka Khatav, District Satara, Maharashtra | (ix) Village Sawarghar and Niwade, Taluka Patan, District Satara, Maharashtra |
| (x) Visapur Wind Farm, Village Kokrale, Visapur, Girijashankarwadi & Rajachekurle, Taluka Khatav, District Satara, Maharashtra | (xi) Dalot Wind Farm, Village Raipur, Jungle, Khanpur, Talabkheda, Karaikhede, Taluka Arnod, District Pratapgarh, Rajasthan
(Owned by Tata Power Renewable Energy Ltd., a wholly owned subsidiary) | |
- (d) Solar Plants:
- | | |
|--|---|
| (i) Mulshi (Khurd), Post Male, Taluka Mulshi, District Pune, Maharashtra | (ii) c/o Tata Chemicals Township, Plot B, Survey No. 78, Mithapur, District Jamnagar, Gujarat
(Owned by Tata Power Renewable Energy Ltd., a wholly owned subsidiary) |
|--|---|
- (e) Transmission Division : Shil Road, Netivli, Kalyan, District Thane, Maharashtra
- (f) Distribution Division : Senapati Bapat Marg, Lower Parel, Mumbai
- (g) Strategic Engineering Division : 42/43 Electronic City, Electronic City Post Office, Hosur Road, Bengaluru
18. **Address for correspondence** : The Tata Power Company Limited, Bombay House, 24, Homi Mody Street, Mumbai 400 001.
Tel.: 022 6665 8282 Fax : 022 6665 8801
Email: tatapower@tatapower.com Website: www.tatapower.com

19. Compliance with Non-Mandatory Requirements

- i) The Board
The Company does not reimburse expenses incurred by the Non-Executive Chairman for maintenance of a separate Chairman's Office.
- ii) Nomination and Remuneration Committee
The Board has set up a Nomination and Remuneration Committee. Please see details in para on Nomination and Remuneration Committee.
- iii) Shareholder Rights
A half-yearly declaration of financial performance including summary of the significant events in last six months, is sent to all the Members. The results are also put up on the Company's website.
- iv) Audit qualifications
During the year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.
- v) Proceeds from public issue/private placement
The proceeds raised in previous years through private placement of Debentures, GDRs and FCCBs have been utilised in terms of the objects of the issue as stated in the respective Offering Documents.

vi) Training of Board Members

The Company's Board of Directors comprises professionals with expertise in their respective fields and industry. They endeavour to keep themselves updated with changes in the economy, legislation and technologies.

vii) Mechanism for evaluation of Non-Executive Board Members (NEDs)

The Board of Directors of the Company, at present, comprises nine NEDs. The Directors appointed are from diverse fields which are relevant to the Company's business and they have long-standing experience and are experts in their respective fields. They have gained considerable experience in managing large corporates and have been in public life for decades. The enormously rich and diverse background of the Directors is of considerable value to the Company.

The NEDs add substantial value through discussions and deliberations at the Board and Committee Meetings. Besides contributing at the Board and Committee meetings, the NEDs also have detailed deliberations with the Management Team and add value through such deliberations.

Performance evaluation of NEDs is done by the Nomination and Remuneration Committee and its recommendations are placed before the Board for consideration.

viii) Whistle Blower Policy

The Company has adopted a Whistle Blower Policy. Please refer to the para under the head 'Disclosures' & 'Company's Policies'.

20. Company's Policies

➤ Tata Code of Conduct

The values and principles which have governed the manner in which the Tata Group of companies and their employees have conducted themselves are articulated as the Tata Code of Conduct (TCOC). The TCOC is intended to serve as a guide to each employee on the values, ethics and business principles expected of him or her in personal and professional conduct.

The TCOC takes into consideration the effect of the rapidly increasing footprint of Tata companies across nationalities and geographical boundaries on the TCOC, whilst retaining the ethos of the Tata brand and reputation. The TCOC is modified periodically, taking into account the emergent global presence and to ensure that it addresses and encompasses diverse cultural, business and related issues universally across Tata companies.

The employees take pride in upholding the high standards of corporate and personal behaviour on which the Tatas' reputation and respectability have been built over more than 140 years.

➤ Insider Trading Policy

Please refer to details under the heading 'Ethics and Compliance Committee' in this section.

➤ Whistle Blower Policy

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. In line with the TCOC, any actual or potential violation, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the TCOC cannot be undermined.

Clause 49, *inter alia* provides for a non-mandatory requirement for all listed companies to establish a mechanism called 'Whistle Blower Policy' for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, the Whistle Blower Policy has been formulated with a view to provide a mechanism for employees of the Company to approach the Chief Ethics Counsellor (CEC)/Chairman of the Audit Committee of the Company.

The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the CEC or the Chairman of the Audit Committee or the Investigators. Protected Disclosure will be appropriately dealt with by the CEC or the Chairman of the Audit Committee, as the case may be.

➤ **Sexual Harassment Policy**

The Company is an equal employment opportunity company and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company also believes that all employees of the Company, have the right to be treated with dignity. Sexual harassment at the work place or other than work place, if involving employees, is a grave offence and is, therefore, punishable. The Supreme Court has also directed companies to lay down guidelines and a forum for redressal of grievances related to sexual harassment. The Company has a policy on Prevention of Sexual Harassment of Employees which extends to all employees of the Company. The management has also constituted a Committee to consider and redress complaints of sexual harassment.

➤ **Human Rights Policy**

The Company respects and supports the dignity, well being and Human Rights of all stakeholders. The Company is committed to work with its employees/contractors/direct business partners to support Human Rights. To responsibly address the various Human Rights issues that the Company confronts, especially as its growth plans take it into emerging markets, it has found practical ways of applying the Human Rights principles established in the business community. In this regard, a Human Rights Policy and its commitment framework have been issued. The policy is in accordance to the principles of International Labour Organization and United Nations Global Compact.

21. **Other Shareholder Information**

➤ **Corporate Identity Number (CIN)**

The CIN allotted to the Company by the Ministry of Corporate Affairs, Government of India is **L28920MH1919PLC000567**.

➤ **TOLL FREE Investor Helpline**

The Company maintains a TOLL FREE Investor Helpline to give Members the convenience of one more contact point with TSRD, Registrar and Transfer Agent of the Company, for redressal of grievances/responses to queries. The Toll Free number is **1800-209-8484**.

➤ **Shareholders' Relations Team**

The Shareholders' Relations Team is located at the Registered Office of the Company.

Contact Person: Mr. J. E. Mahernosh Tel.: 022 66657508 Fax: 022 67171004

In compliance with Clause 47(f) of the Listing Agreement, a separate e-mail ID investorcomplaints@tatapower.com has been set up as a dedicated ID solely for the purpose of dealing with Members' queries/complaints.

➤ **Transfer of unclaimed dividend to Investor Education and Protection Fund**

Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The status of dividend remaining unclaimed is given hereunder:

Unclaimed Dividend	Status	Whether it can be claimed	Can be claimed from
Upto and including the Financial Year 1994-95	Transferred to General Revenue Account of the Central Government	Yes	Office of the Registrar of Companies, Central Government Office Building, A-Wing, 2 nd Floor, Next to Reserve Bank of India, CBD Belapur, 400 614. Application to be made in Form II prescribed by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978.
For the Financial Years 1995-96 to 2005-2006	Transferred to the IEPF of the Central Government	No	Not applicable
For the Financial Years 2006-07 and thereafter	Lying in respective Unpaid Dividend Accounts	Yes	TSR Darashaw Private Ltd., Registrar and Transfer Agent.

The Company has sent a reminder to those Members and Depositors who have not claimed their dividend or interest or principal amount. The following unclaimed amounts were transferred to IEPF:

Particulars	Amount (₹)
Amounts transferred during financial year 2013-14:	
- Unclaimed dividend with the Company	61,03,085
- Unclaimed matured deposits with the Company	0
- Interest accrued on the unpaid mature deposits	4,501
Total amount transferred during the year	61,07,586

The due dates for transfer to IEPF of the dividend remaining unclaimed since 2006-07 are provided hereunder:

Date of dividend declaration	Unclaimed Dividend (As on 31.03.2014)	Last date for claiming payment from TSRD
08.08.2007	84,41,824	07.08.2014
10.09.2008	1,06,25,160	09.09.2015
06.08.2009	1,30,38,390	05.08.2016
08.09.2010	1,38,81,204	07.09.2017
24.08.2011	1,57,98,149	23.08.2018
17.08.2012	1,68,48,538	16.08.2019
16.08.2013	1,81,31,725	14.08.2020

Members may visit the Company's website www.tatapower.com (Investor Relations – Investor Helpdesk – Amounts pending transfer to IEPF) for tracking details of any unclaimed/unpaid amounts, pending transfer to IEPF. Members are requested to get in touch with TSRD for claiming the unclaimed dividend, if any, standing to the credit of their account.

After transfer of the said amounts to the IEPF, no claims in this respect shall lie against the IEPF or the Company nor shall any payment be made in respect of such claims.

➤ **Unclaimed Shares**

As required under Clause 5A of the Listing Agreement, the Company has sent a reminder to the Members whose shares were lying unclaimed/undelivered with the Company.

➤ **Shares held in electronic form**

Members holding shares in electronic form may please note that:

- i) For the purpose of making cash payments to the Investors through Reserve Bank of India (RBI) approved electronic mode of payment (such as ECS, NECS, NEFT, RTGS etc.) relevant bank details available with the depositories will be used. Members are requested to update their bank details with their Depository Participant (DP).
- ii) Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.

➤ Shares held in physical form

Members holding shares in physical form are requested to notify/send the following to TSRD to facilitate better servicing :

- i) any change in their address/mandate/bank details, and
- ii) particulars of the bank and branch in which they wish their dividend to be credited, in case they have not been furnished earlier.

As per SEBI Circular No.CIR/MRD/DP/10/2013 dated 21st March 2013, companies are directed to use, either directly or through their RTA, any RBI approved electronic mode of payment such as ECS, NECS, NEFT, RTGS etc. for making cash payments to the Investors. For Investors holding shares in demat mode, relevant bank details from the depositories will be sought. Investors holding shares in physical form, are requested to register instructions regarding their bank details with the RTA. Only in cases where either the bank details such as Magnetic Ink Character Recognition (MICR), Indian Financial System Code (IFSC) etc., that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, physical payment instruments for making cash payments to the Investors may be used.

➤ Demat initiative

WHY DEMAT	
<ul style="list-style-type: none"> • Easy portfolio monitoring • Elimination of bad deliveries • Elimination of all risks associated with physical certificates • No stamp duty is paid on transfer of shares • Immediate transfer/trading of securities • Faster settlement cycle • Faster disbursement of non-cash corporate benefits like rights, bonus etc. 	<ul style="list-style-type: none"> • Periodic status reports and information available on internet • Ensures faster communication to investors • Ease related to change of address • Provides more acceptability and liquidity of securities • Postal delays and loss of shares in transit is prevented • Saves the shareholder from going through cumbersome legal processes to reclaim the lost/pilfered certificates
HELP CONVERT BALANCE PHYSICAL SHARES TO DEMAT	

The Company, along with Geojit BNP Paribas Financial Services Limited (Geojit), has introduced an initiative for Members holding shares in physical form to dematerialise their holdings. The scheme for free Demat Account opening as well as the waiver of the Annual Maintenance Charges and the DRF charges for Members of the Company holding shares in physical form, has been extended till March 2015. Their Toll Free Number is 1800 425 5501.

In view of the advantages of holding shares in electronic form, Members holding their Equity Shares in physical form are urged to avail of this opportunity and demat their holdings.

➤ Depository Services

Members may write to the respective Depository or to TSRD for guidance on depository services. Address for correspondence with the Depositories is as follows:

National Securities Depository Limited
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai 400 013.
Tel : 022 2499 4200
Fax : 022 2497 6351
Email : info@nsdl.co.in
Website : www.nsdl.co.in

Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers,
17th Floor, Dalal Street,
Mumbai 400 023.
Tel : 022 2272 3333
Fax : 022 2272 3199
Email : investor@cdslindia.com
Website : www.cdslindia.com

➤ **Nomination Facility**

Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nominations in respect of shares held by them. Members holding shares in physical form and intending to make/change the nomination in respect of their shares in the Company, may submit their requests in Form No. SH.13 to TSRD. Members holding shares in electronic form are requested to give the nomination request to their respective DPs directly.

Form No. SH.13 can be obtained from TSRD or downloaded from the Company's website under the section 'Investor Relations'.

➤ **Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges as well as placed before the Board of Directors. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

➤ **Compliance of Share Transfer Formalities**

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates, on half-yearly basis, have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

➤ **Secretarial Audit**

As a measure of good corporate governance practice, the Company appointed Parikh & Associates, Company Secretaries, to conduct Secretarial Audit of records and documents of the Company. The Secretarial Audit Report confirms that the Company has complied with all the applicable provisions of the Companies Act, 1956, Depositories Act, 1996, Listing Agreements with the Stock Exchanges, and all the Regulations and Guidelines of SEBI as applicable to the Company.

22. **Investor Safeguards**

In pursuit of the Company's objective to mitigate/avoid risks while dealing with shares and related matters, the following are the Company's recommendations to its Members:

i) **Open Demat Account and Dematerialise your Shares**

Members should convert their physical holdings into electronic holdings. Holding shares in electronic form helps Members to achieve immediate transfer of shares. No stamp duty is payable on transfer of shares held in electronic form and risks associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

ii) **Consolidate your Multiple Folios**

Members are requested to consolidate their shareholding held under multiple folios. This facilitates one-stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

iii) **Confidentiality of Security Details**

Folio Nos./DP ID/Client ID should not be disclosed to any unknown persons. Signed blank transfer deeds, delivery instruction slips should not be given to any unknown persons.

iv) **Dealing with Registered Intermediaries**

Members should transact through a registered intermediary who is subject to the regulatory discipline of SEBI, as it will be responsible for its activities, and in case the intermediary does not act professionally, Members can take up the matter with SEBI.

v) **Obtain documents relating to purchase and sale of securities**

A valid Contract Note/Confirmation Memo should be obtained from the broker/sub-broker, within 24 hours of execution of the trade. It should be ensured that the Contract Note/Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.

- vi) **Update your Address**
To receive all communications and corporate actions promptly, please update your address with the Company or DP, as the case may be.
- vii) **Prevention of Frauds**
There is a possibility of fraudulent transactions relating to folios which lie dormant, where the Member is either deceased or has gone abroad. Hence, we urge you to exercise diligence and notify the Company of any change in address, stay abroad or demise of any Member, as and when required.
- viii) **Monitor holdings regularly**
Do not leave your demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.
- ix) **PAN Requirement for Transfer of Shares in Physical Form**
SEBI has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form. It is, therefore, mandatory for any transferee(s) to furnish a copy of the PAN card to TSRD for registration of such transfers. Members are, therefore, requested to make note of the same and submit their PAN card copy to TSRD.
- x) **Mode of Postage**
Share Certificates and high value dividend warrants/cheques/demand drafts should not be sent by ordinary post. It is recommended that Members should send such instruments by registered post or courier.

DECLARATION

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, I affirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the year ended 31st March 2014.

For The Tata Power Company Limited

Anil Sardana

CEO & Managing Director

Mumbai, 29th May 2014.

CERTIFICATE**To the Members of
The Tata Power Company Limited**

We have examined the compliance of conditions of Corporate Governance by The Tata Power Company Limited ('the Company'), for the year ended 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

R. A. Banga
Partner
(Membership Number: 37915)

Mumbai, 29th May 2014.