

REPORT ON CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

The essence of Corporate Governance is about maintaining the right balance between economic, social, individual and community goals. At Tata Power, good corporate governance is a 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. The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances. Our actions are governed by our values and principles, which are reinforced at all levels of the organisation. These principles have been and will continue to be our guiding force in future.

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 maximising 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 is reflected and practised through the Tata Code of Conduct (TCOC), the Tata Business Excellence Model and the Tata Code 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, safeguarding the interests of all stakeholders. This is our path to sustainable and profitable existence and growth.

Governance Guidelines

The Company has adopted Governance Guidelines to help fulfil its corporate responsibility towards its stakeholders. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Director's term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Directors' remuneration, subsidiary oversight, Code of Conduct, Board effectiveness review and mandates of Board Committees. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate our operations when required. Further, these guidelines allow the Board to make decisions that are independent of the management.

The Company has adopted the requirements of Corporate Governance as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the disclosure requirements of which are given below:

Board of Directors

Size and composition of the Board

As on 23rd May 2016, the Company's Board of Directors comprises 10 members, 2 of whom are Executive Directors and 8 are Non-Executive Directors (NEDs). Out of these 8 NEDs, 5 are Independent Directors. The Board's composition is in compliance with the requirements of Regulation 17(1) of the Listing Regulations.

These Directors bring in a wide range of skills and experience to the Board. The Board provides leadership, strategic guidance, objective and an independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

The Board periodically evaluates the need for change in its composition and size.

The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in companies as on 31st March 2016:

Table 1

Sl. No.	Name of the Director and Business Relationship	Category of Directorship	No. of other Directorships ⁽¹⁾	No. of Committee positions held ⁽²⁾	
				Chairman	Member
1.	Mr. Cyrus P. Mistry, Chairman	Non-Independent, Non-Executive	9	Nil	Nil

Sl. No.	Name of the Director and Business Relationship	Category of Directorship	No. of other Directorships ⁽¹⁾	No. of Committee positions held ⁽²⁾	
				Chairman	Member
2.	Dr. Homiar S. Vachha	Independent, Non-Executive	7	5	4
3.	Mr. Nawshir H. Mirza		5	3	2
4.	Mr. Deepak M. Satwalekar		3	1	1
5.	Mr. Piyush G. Mankad		8	2	8
6.	Mr. Ashok K. Basu		8	4	6
7.	Mr. Pravin H. Kutumbe (Representative of LIC as Investor/Lender)	Non-Independent, Non-Executive	3	Nil	1
8.	Mr. Anil Sardana, CEO & Managing Director	Executive	5	Nil	1
9.	Mr. Ashok S. Sethi, COO & Executive Director		3	Nil	1

Notes:

- There are no inter-se relationships between the Board members.
- ⁽¹⁾Excludes directorship in Tata Power, alternate directorships and directorships in private companies, foreign companies and section 8 companies.
- ⁽²⁾Disclosures includes memberships/chairmanships of the Audit Committee of Directors and Stakeholders Relationship Committee of Indian public companies (including Tata Power).
- None of the Directors on the Company were members of more than 10 Committees or acted as Chairperson of more than 5 Committees (as specified in Listing Regulations), across all the companies in which he/she was a Director. The necessary disclosures regarding Committee positions have been made by the Directors.
- None of the Directors held directorship in more than 20 Indian companies including 10 public limited companies.
- None of the Directors were related to any Director or member of an extended family.
- None of the Independent Directors of the Company served as Independent Director in more than 7 listed companies. None of the Independent Directors is a Whole - Time Director in any other company.
- Mr. Anil Sardana, CEO & Managing Director and Mr. Ashok S. Sethi, COO & Executive Director are not Independent Directors of any other listed company.
- All Independent Directors of the Company have been appointed as per the provisions of the Companies Act, 2013 (the Act). Formal letters of appointment have been issued to the Independent Directors.

Term of Board membership

As per the terms of the Governance Guidelines adopted by the Company, the Nomination and Remuneration Committee (the NRC) determines the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Board members are expected to possess the required qualifications, integrity, expertise and experience for the position. They should also possess expertise and insights in sectors / areas relevant to the Company, and have ability to contribute to the Company's growth. As per the Governance Guidelines, the retirement age for Managing / Executive Directors, NEDs and Independent Directors is 65 years, 70 years and 75 years, respectively.

Selection and appointment of new directors

The Board is responsible for the selection of new directors. The Board delegates the screening and selection process involved in selecting new directors to the NRC. Considering the existing composition of the Board and requirement of new domain expertise, if any, the NRC reviews the potential candidates. The assessment of members to the Board is based on a combination of criteria that include ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Board member is also assessed on the basis of independence criteria defined in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The NRC then places the details of the shortlisted candidates who meet these criteria, to the Board for its consideration. If the Board approves, the person is appointed as a Director, subject to the approval of the shareholders at the Company's general meeting.

Letter of appointment

The Independent Directors on the Board of the Company, upon appointment, are given a formal appointment letter *inter alia* containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, insurance, code of conduct, training and development, performance evaluation process, disclosure, confidentiality, etc. The terms and conditions of

appointment of Independent Directors are available on the Company's website www.tatapower.com/pdf/Terms-&-conditions-of-IDs-appointment.pdf

Securities held by Non-Executive Directors in the Company

Details of number of shares and convertible instruments held by the NEDs as on 31st March 2016.

Table 2

Name of Director	No. of Equity Shares held	No. of convertible instruments held
Mr. C. P. Mistry	72,960	Nil

Board meetings

Dates for Board meetings in the ensuing year are decided in advance and circulated to all Directors. The agenda for each meeting, along with detailed notes, is circulated in advance to the Directors.

With a view to leverage technology and reducing paper consumption, the Company has adopted a digital application for transmitting Board / Committee agendas and notes. The Directors of the Company receive the Agenda notes in electronic form through this application, which is accessible through iPads. The application meets high standards of security and integrity that is essential for storage and transmission of sensitive information in electronic form.

6 Board meetings were held during the year and the gap between two meetings did not exceed 120 days. These were held on 19th May 2015, 13th August 2015, 12th October 2015, 9th November 2015, 5th February 2016 and 29th March 2016. One separate meeting of Independent Directors was also held on 29th March 2016, which was attended by all the Independent Directors.

Attendance of Directors during FY 2016:

Table 3

Sl. No.	Name of the Director and Business Relationship	Category of Directorship	No. of Board Meetings attended	Attendance at AGM held on 5 th August 2015
1.	Mr. Cyrus P. Mistry, Chairman	Non-Independent, Non-Executive	6	Yes
2.	Mr. R. Gopalakrishnan ⁽¹⁾		4	Yes
3.	Dr. Homiar S. Vachha	Independent, Non-Executive	6	Yes
4.	Mr. Nawshir H. Mirza		6	Yes
5.	Mr. Deepak M. Satwalekar		6	Yes
6.	Mr. Piyush G. Mankad		6	Yes
7.	Mr. Ashok K. Basu		6	Yes
8.	Ms. Vishakha V. Mulye ⁽²⁾		3	Yes
9.	Mr. Thomas Mathew T. (Representative of LIC as Investor / Lender) ⁽³⁾	Non-Independent, Non-Executive	Nil	N.A.
10.	Mr. Vijay K. Sharma (Representative of LIC as Investor / Lender) ⁽³⁾		Nil	N.A.
11.	Mr. Pravin H. Kutumbe (Representative of LIC as Investor / Lender) ⁽³⁾		3	N.A.
12.	Mr. Anil Sardana, CEO & Managing Director	Executive	6	Yes
13.	Mr. Ashok S. Sethi, COO & Executive Director		6	Yes

⁽¹⁾ Consequent to attainment of 70 years of age, Mr. Gopalakrishnan ceased to be Director of the Company w.e.f. close of business on 24th December 2015 as required by the Governance Guidelines adopted by the Company.

⁽²⁾ Ms. Mulye resigned as Director of the Company w.e.f. 18th January 2016. Ms. Sandhya Kudtarkar was appointed as an Additional Director w.e.f. 16th April 2016.

⁽³⁾ Mr. Mathew resigned as Director of the Company w.e.f. 30th April 2015. Mr. Sharma, Managing Director of LIC, who was appointed in place of Mr. Mathew on 19th May 2015, resigned as Director of the Company w.e.f. 1st July 2015. Mr. Kutumbe was later appointed as representative of LIC effective 7th September 2015, in place of Mr. Sharma.

Information provided to the Board

The Board has unrestricted access to all Company-related information. At Board / Committee meetings, department heads and representatives who can provide additional insights into the items being discussed, are invited. The Company provides the following information *inter alia* to the Board, which is given either as part of the agenda or by way of presentations during the meetings:

- Annual operating plans and budgets, capital budgets and other updates.
- Quarterly, half-yearly and annual financial results of the Company and its operating divisions or business segments.
- Detailed presentations on business strategy and future outlook of the Company.
- Minutes of meetings of various Committees of the Board.
- Subsidiary companies' minutes, financial statements and significant transactions and investments.
- The information on recruitment and remuneration of key executives just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Significant regulatory matters concerning Indian or foreign regulatory authorities.
- Issues which involve possible public or product liability claims of a substantial nature, if any.
- Detailed analysis of potential acquisition targets or possible divestments.
- Details of any joint venture or collaboration agreements.
- Transactions that involve substantial payment toward goodwill, brand equity or intellectual property.
- Significant sale of investments, subsidiaries or assets which are not in the normal course of business.
- Materially important show cause, demand, prosecution and penalty notices, if any.
- Fatal or serious accidents or dangerous occurrences, if any.
- Significant effluent or pollution problems, if any.
- Material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company, if any.
- Significant labour problems and their proposed solutions, if any.
- Significant developments in the human resources and industrial relations fronts.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Non-compliance of any regulatory or statutory nature or listing requirements as well as shareholders' services such as non-payment of dividend and delays in share transfer, if any.

Post meeting follow up mechanism

The important decisions taken at Board / Committee meetings are communicated to the concerned departments / divisions promptly. An action taken/status report on the decisions of the previous meeting(s) is placed at the next meeting of the Board for information and further recommended action(s), if any.

Meeting of Independent Directors

During the year, the Independent Directors of the Company met on 29th March 2016, without the presence of Executive Directors and other members of management. The Independent Directors reviewed the performance of Non-Independent Directors, the Chairman and the Board as a whole. They also assessed the quality and adequacy of the information between the Company's management and the Board.

Annual Strategy Board Meet

During FY2016, an Annual Strategy Board meet was organized in October 2015. As a part of the agenda, the Board conducted a strategy review of the Company's business segments, and also future growth, risk orientation and resource optimization.

Details of familiarisation programmes imparted to Directors including Independent Directors

The Board members of the Company (Independent and Non-Independent) are afforded every opportunity to familiarize themselves with the Company, its management, its operations and above all, the Industry perspective and issues. They are made to interact with senior management personnel and proactively provided with relevant news, views and updates on the Company and sector.

All the information/documents sought by them is/are also shared with them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

An offsite Board familiarisation programme was held in March 2016 for the Board members where various external speakers provided inputs on varied industry related topics. The web link of familiarisation programmes imparted to Directors is <http://www.tatapower.com/pdf/familiarisation-programme-for-directors.pdf>

In addition to the above, the Company has an exclusive web based information portal, which is made available to all Directors. This has sections on Company matters; Laws & Regulations; Sustainability aspects; Company's quarterly progress on various operating units, projects under construction etc.

Code of Conduct

The Company has adopted the Code of Conduct for NEDs which includes details as laid down in Schedule IV to the Act. The web link for the same is www.tatapower.com/aboutus/pdf/Code-of-Conduct-NEDs.pdf. The Company has also adopted the TCOC for all its employees including Managing Director / Executive Director. The web link for the same is www.tatapower.com/tcoc2015.pdf. All Board members and Senior Management personnel have affirmed compliance with their respective Code of Conduct. The CEO & Managing Director has also confirmed and certified the same. The certification is enclosed at the end of this Report.

Remuneration to Directors

Details of remuneration to NEDs during and for the year under review:

[Gross Amount (₹)] Table 4

Name of the Director	Sitting Fees paid for FY16*	Commission payable for FY16**
Mr. Cyrus P. Mistry #	5,10,000	0
Mr. R. Gopalakrishnan	4,20,000	1,14,50,000
Dr. Homiar S. Vachha	8,10,000	1,00,00,000
Mr. Nawshir H. Mirza	5,40,000	87,00,000
Mr. Deepak M. Satwalekar	8,70,000	95,00,000
Mr. Piyush G. Mankad	5,10,000	39,50,000
Mr. Ashok K. Basu	2,10,000	31,00,000
Mr. Thomas Mathew T.	0	0
Ms. Vishakha V. Mulye §	0	0
Mr. Vijay K. Sharma	0	0
Mr. Pravin H. Kutumbe®	90,000	8,00,000

* Excludes service tax

** Commission relates to the financial year ended 31st March 2016, which was approved by the Board on 23rd May 2016, to be paid during FY17.

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

§ Ms. Mulye has not accepted receipt of any sitting fees or commission.

@ While the sitting fees for attending meetings were paid to Mr. Kutumbe, Nominee Director of LIC, the Commission of FY16 will be paid to LIC during FY17.

None of the NEDs had any pecuniary relationship or transactions with the Company other than the Directors' Fees and Commission received by them. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending meeting.

The NEDs are paid remuneration by way of eCommission and Sitting Fees. The distribution of Commission amongst the NEDs is placed before the NRC and the Board. The Commission payment for the financial year ended 31st March 2016 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 contribution at meetings; and
4. Time spent other than in meetings relating to the operations of the Company.

Details of remuneration and perquisites paid and/or value calculated as per the Income-tax Act, 1961 to the Managing Director and Executive Director.

(₹) Table 5

Name	Salary & Allowances	@ Commission for FY16	Perquisites & Benefits	Retirement Benefits	Total
Mr. Anil Sardana, CEO & Managing Director	1,37,00,000	4,10,00,000	79,23,480	24,30,000	6,50,53,480
Mr. Ashok S. Sethi, COO & Executive Director	1,35,77,440	1,30,00,000	59,339	6,33,600	2,72,70,379

@ Commission (variable component) relates to the financial year ended 31st March 2016, which was approved by the Board on 23rd May 2016, to be paid during FY17.

Salient features of the agreements executed/to be executed by the Company with Mr. Sardana and Mr. Sethi, consequent upon obtaining Members' approval at the AGM:

Table 6

Terms of Agreement	Mr. Anil Sardana, CEO & Managing Director	Mr. Ashok S. Sethi, COO & Executive Director
Period of appointment	1-2-2016 to 31-1-2021	7-5-2014 to 31-3-2017
Remuneration	Basic salary upto a maximum of ₹ 9,50,000 p.m.	Basic salary upto a maximum of ₹ 6,00,000 p.m.
• Salary		
• 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.

Board Committees
➤ Mandatory Committees

The Company has constituted the following mandatory committees:

- Audit Committee of Directors
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship Committee.
- Risk Management Committee

Audit Committee of Directors

Currently, this Committee comprises the following:

- Dr. Homiar S. Vachha, Chairman
- Mr. Deepak M. Satwalekar, Member
- Mr. Piyush G. Mankad, Member
- Mr. Nawshir H. Mirza, Member

All members are financially literate and bring in expertise in the fields of finance, economics, development, strategy and management.

The Committee met 10 times during the year. These meetings were held on 29th April 2015, 18th May 2015, 7th July 2015, 12th August 2015, 6th November 2015, 17th December 2015, 22nd December 2015, 30th January 2016, 4th February 2016 and 28th March 2016, with the requisite quorum. The attendance details of the Committee meetings are as follows:

Table 7

Sl. No.	Name of the Director	Category	No. of Meetings attended
1.	Dr. Homiar S. Vachha, Chairman	Independent, Non-Executive	10
2.	Mr. Deepak M. Satwalekar		9
3.	Mr. Piyush G. Mankad		10
4.	Mr. Nawshir H. Mirza (appointed w.e.f. 23 rd May 2016)		N.A.

The management is responsible for the Company's internal controls and the financial reporting process while the statutory auditors are responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits.

The Board of Directors has entrusted this Committee with the responsibility of supervising these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

The Company has adopted the Charter of this Committee to bring the terms of reference, role and scope in conformity with the provisions of Section 177(4) of the Act and Regulation 18(3) read with Part C of Schedule-II of the Listing Regulations. The Charter specifies the composition, meetings, quorum, powers, roles and responsibilities etc. of the Committee.

The role and responsibilities of this Committee are:

- Oversight of the Company's financial reporting processes and disclosure of financial information to ensure that the financial statements are correct, complete, consistent with information known to the Committee members, sufficient and credible.
- Reviewing, with management, the quarterly/annual financial statements and Auditor's Report thereon, before submission to the Board for approval, focusing primarily on:
 - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act
 - Any changes in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on exercise of judgement by management
 - Modified opinion(s) in the draft audit report
 - Significant adjustments made in the financial statements arising out of audit findings
 - The going concern assumption
 - Compliance with accounting standards and accounting principles
 - Compliance with stock exchange, legal and regulatory requirements concerning financial statements
 - Disclosure of any related party transactions.
- The effect of regulatory and accounting initiatives as well as off-balance-sheet structures, on the financial statements.
- Scrutinize inter-corporate loans and investments.
- Conduct a valuation of undertakings or assets of the Company, wherever it is necessary.
- To consider the valuation report submitted by an Independent Chartered Accountant pursuant to a Scheme of Arrangement (Amalgamation/Merger/Reconstruction/ Reduction of Capital etc.) and furnish a report recommending the Draft Scheme, taking into consideration, *inter alia*, the aforementioned valuation report.
- Recommend to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and terms of appointment.
- Discuss with Statutory Auditor, before the audit commences, the nature and scope of audit plan as well as post-audit discussion / review to ascertain any area of concern and the coordination of audit effort.
- Review with Statutory Auditor, any audit problems or difficulties and management's response and resolve any disagreements of the Statutory Auditor with the management regarding financial reporting.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Review the adequacy of internal audit function, including the structure and charter of the internal audit department, (including outsourced internal audit firms), staffing and seniority of the official heading the department, reporting structure coverage budget and frequency of internal audit.
- Review the appointment, removal and terms of remuneration of the Chief Internal Auditor and external internal auditors.
- Appointment of Cost Auditors.
- Evaluate on a regular basis the adequacy of risk management systems.

- Review with the management, performance of statutory and internal auditors and outsourced internal audit firms, the quality, adequacy and effectiveness of internal control systems and any significant deficiencies or material weakness in the internal controls.
- Review the effectiveness of the system for monitoring compliance with applicable laws and regulations.
- Review the functioning of the vigil mechanism.
- Subsidiary company oversight.
- Review the financial statements, in particular, the investments made by the unlisted subsidiary.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditor.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
- Approval or any subsequent modification of transactions of the listed entity with related parties.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Details in respect of frauds reported by auditors and branch auditors, other than those which are reportable to the Central Government.

The Board has delegated the following powers to this Committee:

- Investigate any activity within the scope of its Charter or referred to it by the Board.
- Appoint, compensate and oversee the work of any registered public accounting firm employed by the organization.
- Pre-approve all auditing and non-audit services.
- Seek any information from any employee or director of the Company.
- Engage independent counsel and other advisors and seek their advice.
- Secure attendance of outsiders with relevant expertise.
- Have full access to the books of accounts, company facilities, employees and any other service provider to the Company.
- Meet with Company officers, external auditors, or outside counsel, as necessary.
- Engage a valuer where a valuation needs to be made for any property, stock, shares, debentures, or goodwill or any other assets or net worth of the Company or its liabilities.

The 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, COO & Executive Director, Chief Financial Officer (CFO) and head of Internal Audit attend the meetings as per invitation by the Committee. The Statutory Auditors are also invited to the meetings. Mr. H. M. Mistry, the Company Secretary, acts as the Secretary of the Committee.

The internal and statutory auditors of the Company discuss their audit findings and updates with the Committee and submit their views directly to the Committee. Separate discussions are held with the internal auditors to focus on compliance issues and to conduct detailed reviews of the processes and internal controls in the Company. The permissible non-audit related services undertaken by the statutory auditors are also pre-approved by the Committee.

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 14th May 2015) (the Regulations), the Board of Directors of the Company has adopted the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices (the Code) to be followed by Directors, Employees and other connected persons. The Code is based on the principle that Directors and the 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. Under the Code, the Committee is empowered:

- To approve policies in relation to the implementation of the Code and to supervise implementation of the Code.
- To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis.
- To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person.

In terms of this Code, Mr. Ramesh N. Subramanyam, CFO continues to be 'Compliance Officer' and Mr. Anand Agarwal, Chief-Corp. Financial Planning & Investment Platform has been designated as the 'Chief Investor Relations Officer'.

Report of the Audit Committee for the year ended 31st March 2016

The Audit Committee of Directors currently comprises 4 members, each of whom is an Independent Director as defined under the Act and Listing Regulations. The Committee operates under a written charter adopted by the Board of Directors and has been vested with all the powers necessary to effectively discharge its responsibilities.

The management has primary responsibility for the financial statements and reporting process, including the systems of internal controls. During 2015-16, the Committee met ten times. It discussed with the Company's internal auditors and statutory auditors the scope and plans for their respective audits. It also discussed the results of their examination, their evaluation of the Company's internal controls, and overall quality of the Company's financial reporting.

In fulfilling its oversight responsibilities, the Committee reviewed and discussed the Company's quarterly standalone audited and unaudited consolidated financial statements with the management.

Relying on the review and discussions with the management and the Independent auditors, the Committee believes that the Company's financial statements are fairly presented in conformity with Indian Generally Accepted Accounting Principle (GAAP) in all material aspects.

To ensure that the accounts of the Company are properly maintained and that accounting transactions are in accordance with the prevailing laws and regulations, the Committee reviewed the internal controls put in place by the Company and in conducting such reviews, the Committee found no material discrepancy or weakness in the Company's internal control systems.

To support the above view, the Committee has reviewed the internal control processes. This is driven through a three pronged approach. The Internal Audit process is driven by the Internal Audit Plan which is carried out through its pillars which are the Risk & Control Matrix (RCM) and Control Self-Assessment (CSA) to provide holistic assurance.

1. Risk based Internal Audit Plan

For FY 16-17, the Internal Audit Plan is defined based on the audit universe (all processes) of the Company and is risk based. Vital / Essential / Desirable (VED) processes were selected through the alignment of each process of the Company to the organizational strategy and impact on business objectives such as Operational Excellence, Execution Excellence, Growth, Innovation and Risk, Sustainability and Profitability, Customer Affection and People Perspective. The Vital processes had been planned to be audited every year, whereas audit of Essential processes was planned once in two years. Desirable processes were to be audited once in three years. The audit areas were defined to ensure that all the processes were covered on a cyclical basis over a maximum period of three years. Further, the audit plan was also prioritized based on the focus areas (classified as High/Medium/Low) of the Company for the current year such as Impact of Risk, Fraud, Regulatory & Statutory Compliances and Impact of Accounts.

These audits in the plan above are of various types to ensure optimisation of cost of assurance. Hence, they cover process, spot and theme audits. Spot audit ensures optimum coverage of audit universe and effective utilization of man weeks to provide assurance on the operating effectiveness based on results of evaluation across all processes. Spot audits involve testing of responses to CSA questionnaire and robustness of PRI. Optimum utilization of man weeks are ensured through carrying out spots audits instead of Process audits in areas which have a high RCI, PRI and CSA scoring.

Theme audits are executed out of turn for areas which require focus due to criticality of operations, high risks or change in business scenarios based on discussion and inputs from the senior leaders. Some of the audits carried out in the current year included Contractors PF, 400 KV transmission line project, Tata Power long term investment review, review of related party transactions etc. The management had given positive feedback on these special reports and hence, proportion of these audits had been enhanced in 2015-16

2. Risk and Control Matrix

The RCM is of prime importance as it will form basis of testing effectiveness and assess compliances to the Internal Financial Controls (IFC). This project involved control documentation, identification of common controls, which has facilitated standardization of control ratings, sample size and testing methodology with an alignment to the COSO framework. There is a reduction of 31% expected in audit man-weeks (i.e. 330 man-weeks in FY 2016-17 as against 476 man-weeks in FY 2012-13) with better quality of assurance to the management and Committee due to several initiatives taken such as Control Self-Assessment (CSA), Spot Audit, RCM standardization, Data Analytics, Assurance Audit etc.

3. Control Self-Assessment

In the current year, CSA was rolled out to Tata Power Group companies as well for all the function level processes to enable the process owners to conduct a self-assessment of process controls along with a set of standard general controls. The action points coming out of the assessment are tracked by the process owners. The RCM controls are linked to the questions in CSA. This questionnaire is also automated to facilitate the auditees and HODs to give online responses and tracking through the system. CSA questions were released for 146 Function level processes in the current year. The internal audit function has persistently followed up to achieve an increased response rate of 100% for auditees and 100% in case of HODs. The input from CSA responses was used as a mechanism to decide the increased frequency of an audit area in 2016-17, which has enabled effective selection of audit areas and processes.

Further, as a step towards achievement of excellence in audit methodology, data analytics software has been put to use which assists in scientific sampling and exceptional reporting through large databases. It facilitates automation, builds reliability in analysis of transactions, assists in effective/focused field work which will improve the quality and give value added results. The by-product of use of this tool is reduction in man weeks and cost of audits.

During the year, the Committee also reviewed the following:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors; (4) internal audit reports relating to internal control weaknesses.
- Change in accounting policy, as applicable
- Non-audit services being provided by the Statutory Auditors and concluded that such services were not in conflict with the independence of the Statutory Auditors
- Internal Financial Controls (IFC)
- Anti-fraud Framework
- Record keeping system
- Ind-AS

The Committee ensures that the Tata Code of Conduct has a mechanism such that no personnel intending to make a complaint relating to securities and financial reporting shall be denied access to the Audit Committee.

Homiar S. Vachha
Chairman, Audit Committee

Place: Mumbai
Date: 23rd May 2016

Nomination and Remuneration Committee

Currently, this Committee comprises the following:

- Mr. Nawshir H. Mirza, Chairman
- Mr. Cyrus P. Mistry, Member
- Dr. Homiar S. Vachha, Member
- Mr. Deepak M. Satwalekar, Member

The Committee met 6 times during the year. These meetings were held on 9th April 2015, 18th May 2015, 22nd July 2015, 1st December 2015, 8th February 2016, and 18th March 2016. The attendance details of these meetings are as follows:

Table 8

Sl. No.	Name of the Director	Category	No. of Meetings attended
1.	Mr. Nawshir H. Mirza, Chairman	Independent, Non-Executive	6
2.	Dr. Homiar S. Vachha		6
3.	Mr. Deepak M. Satwalekar *		N.A.
4.	Mr. Cyrus P. Mistry	Non-Independent, Non-Executive	6
5.	Mr. R. Gopalakrishnan *		3

*Mr. Gopalakrishnan ceased to be a member of the Committee consequent upon his cessation as director of the Company w.e.f. 24th December 2015. Mr. Satwalekar was appointed as member of the Committee on 23rd May 2016.

In terms of the provisions of Section 178(3) of the Act and Regulations 19(4) read with Part D of Schedule-II of the Listing Regulations, the Committee is responsible for formulating the criteria for determining qualification, positive attributes and independence of a director. The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees. The Board has adopted the Policy on Board Diversity & Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company, which are attached as Annexures II & III to the Board's Report. The Board has also adopted a Charter of this Committee which specifies its principles and objectives, composition, meetings, authority and power, responsibilities, reporting, evaluation etc.

In addition to the duties cast under Section 178 of the Act, the other responsibilities of this Committee are:

- Board Composition and succession related
- Evaluation related
- Remuneration related
- Board Development related
- Review of HR Strategy, Philosophy and Practices
- Other functions

The Board has delegated the following powers to this Committee:

- Investigate any activity within the scope of its Charter or referred to it by the Board.
- Seek any information or explanation from any employee or director of the Company.
- Ask for any records or documents of the Company.
- In the context of any of the above, it may also engage independent consultants and other advisors and seek their advice.

Board Evaluation

The Board carries out an annual evaluation of its own performance, as well as the working of its Committees. The Board works with the Committee to lay down the criteria for the performance evaluation. The contribution and impact of individual Directors is reviewed through a peer evaluation on parameters such as level of engagement and participation, flow of information, independence of judgement, conflicts resolution and their contribution in enhancing the Board's overall effectiveness. Feedback-cum-assessment of individual directors, the board as a whole and its committees is conducted. The feedback obtained from the interventions is discussed in detail and, where required, independent and collective action points for improvement are put in place.

Report of the Nomination and Remuneration Committee for the year ended 31st March 2016

The Nomination and Remuneration Committee currently comprises 4 Directors. The Chairman of the Committee is an Independent Director as defined under the Companies Act, 2013 and Listing Regulations. The Committee operates under a charter from the Board of Directors. The charter requires the Committee to undertake work wider than the statutorily required minimum. Certain activities required board confirmation.

During the year, the Committee reviewed the following:

- Approved annual performance measures for the CEO & MD, COO & ED and CFO and evaluated performance. This was an important input in setting their compensation.
- Organised and undertook the annual assessment of the performance of every director and recommended the commission payable to each Non-Executive Director.
- The Committee also assisted in surveying Directors for assessing the performance of the Board. Based on this, it recommended appropriate changes to the functioning of the Board and certain Committees.
- Approved the annual increases in fixed and variable compensation to all employees and specifically approved them for senior managers.
- Reviewed and provided guidance on alignment of HR policies across the Tata Power group of companies.
- Recommended to the Board, changes in committee structure and membership.
- Recommended the appointment of a new member to the Board.
- Reviewed policy for committee membership and subsidiary company directorships.
- The Committee reviews major human resource policies and practices on a cyclic basis. It also reviews the outcome of various performance assessments, such as employee engagement scores.

The Committee spent approximately 18 hours in meetings during the year at most of which the KMPs and the head of corporate HR were present.

The outcome of the performance assessment of the Committee was satisfactory. However, the Committee felt that there was need to induct into it a person with HR expertise to replace that lost with the retirement of one of its members in December 2015.

Nawshir H. Mirza
Chairman, Nomination and Remuneration Committee

Place: Mumbai
Date: 23rd May 2016

Corporate Social Responsibility Committee

Currently, this Committee comprises the following:

- Mr. Deepak M. Satwalekar, Chairman
- Mr. Anil Sardana, Member
- Mr. Ashok S. Sethi, Member

During the year, the Committee met twice on 23rd September 2015 and 8th March 2016. The attendance details of these meetings are as follows:

Table 9

Sl. No.	Name of the Director	Category	No. of Meetings attended
1.	Mr. Deepak M. Satwalekar, Chairman	Independent, Non-Executive	2
2.	Ms. Vishakha V. Mulye ⁽¹⁾		1
3.	Mr. Anil Sardana	Executive	2
4.	Mr. Ashok S. Sethi ⁽¹⁾		-

⁽¹⁾Ms. Mulye ceased to be a member of this Committee consequent upon her resignation from the Board w.e.f. 18th January 2016. Mr. Sethi was appointed as member of the CSR Committee on 29th February 2016 in her place.

The Company has adopted a CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company website: <http://www.tatapower.com>.

The broad terms of reference of the Committee are as under:

- 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 may be prescribed by the rules thereto;
- b) Recommend the amount of expenditure to be incurred on the activities referred to in the above clause; and
- c) Monitor the CSR Policy of the Company from time to time.

Report of the Corporate Social Responsibility Committee for the year ended 31st March 2016

The Corporate Social Responsibility (CSR) Committee currently comprises 3 Directors, including 2 Executive Directors. The Chairman of the Committee is an Independent Director as defined under the Companies Act, 2013 and Listing Regulations. The Committee operates under a written policy adopted by the Board of Directors, and has been vested with all the powers necessary to effectively discharge its responsibilities.

The Committee believes that its primary responsibilities are to:

- Formulate, review and recommend to the Board a CSR Policy indicating the activities to be undertaken by the Company as specified in Schedule VII the Companies Act, 2013
- Recommend the amount of expenditure to be incurred on the initiatives as per the CSR policy
- Provide guidance on various CSR initiatives undertaken by the Company and to monitor their progress
- Monitor implementation and adherence to the CSR Policy of the Company from time to time

During the financial year, the Committee met twice to review and monitor the projects undertaken under the CSR policy.

The Committee also apprised the Board on key discussions and recommendations made at the Committee meetings and shared information on the overall CSR initiatives undertaken by the Company.

Deepak M. Satwalekar
Chairman, Corporate Social Responsibility Committee

Place: Mumbai
Date: 23rd May 2016

Stakeholders Relationship Committee

Currently, the Committee comprises the following:

- Dr. Homiar S. Vachha, Chairman
- Mr. Pravin H. Kutumbe, Member
- Mr. Ashok S. Sethi, Member

The Committee met once during the year on 19th January 2016. The attendance details of this meeting are as follows:

Table 10

Sl. No.	Name of the Director	Category	No. of Meetings attended
1.	Dr. Homiar S. Vachha, Chairman	Independent, Non-Executive	1
2.	Ms. Vishakha Mulye ⁽¹⁾		N.A.
3.	Mr. Pravin H. Kutumbe ⁽¹⁾	Non-Independent, Non-Executive	N.A.
4.	Mr. Ashok S. Sethi	Executive	1

⁽¹⁾Ms. Mulye ceased to be a member of this Committee consequent upon her resignation from the Board w.e.f. 18th January 2016. Mr. Kutumbe was appointed as member of the SRC on 29th February 2016 in her place.

The Committee specifically discharges duties of servicing and protecting the interest of shareholders, redressing investors' complaints and requests.

The Board has adopted the Charter of the Committee which specifies the composition, meetings, quorum, authority and powers, roles and responsibilities etc. of the Committee.

The role and responsibilities of this Committee are to:

- Review statutory compliance relating to all security holders.
- Resolution of the grievances of all security holders. This includes tracking and monitoring of the redressal of all security holders and investor complaints including complaints related to transfer of securities, non-receipt of annual report/declared dividends.
- Oversight of compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Oversight and review of all matters related to the transfer of securities of the Company.
- Ensure setting of proper controls and oversight of performance of the Registrar and Share Transfer Agent.
- Approval of issue of duplicate share certificates of the Company.
- Approval of transmission of securities.
- Review of movements in shareholding and ownership structure of the Company.
- Recommend measures for overall improvement of the quality of investor services.
- Conduct a Shareholder Satisfaction Survey to judge the level of satisfaction amongst shareholders.
- Suggest and drive implementation of various shareholder-friendly initiatives.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

The Board has delegated the following powers to this Committee:

- To investigate any activity within the scope of its Charter or referred to it by the Board.
- Seek any information or explanation from any employee or director of the Company.
- Ask for any records or documents of the Company.
- Engage independent consultants and advisors, including legal counsel or expert, as it deems appropriate.

Name, designation and address of the Compliance Officer

H. M. Mistry, Company Secretary
 Bombay House, 24, Homi Mody Street, Mumbai 400 001
 Tel: 022 66657515 Fax: 022 67171004

In accordance with Regulation 6 of the Listing Regulations, the Board has appointed Mr. H. M. Mistry, Company Secretary as the Compliance Officer. He is authorised to severally approve share transfers/transmissions, in addition to the powers with the members of the Committee. Share Transfer formalities are regularly attended to and at least once a fortnight.

All investor complaints which cannot be settled at the level of the Compliance Officer, are placed before the Committee for final settlement.

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

Table 11

Sl. No.	Description	Received	Replied	Pending
A.	Letters received from Statutory Bodies			
	Securities & Exchange Board of India	13	9	4
	Stock Exchanges	5	5	0
	Depositories (NSDL/CDSL)	0	0	0
	Ministry of Corporate Affairs	0	0	0
	Consumer Forum ⁽¹⁾	1	N.A.	1
B.	Dividends			
	Non-receipt of dividend warrants (pending reconciliation at the time of receipt of letters)	21	21	0
	Total	40	35	5

- For the 4 unresolved complaints received through the SEBI SCORES System (SCORES), the ATRs have been uploaded on SCORES and the same are pending for review with SEBI as on 31st March 2016.
- ⁽¹⁾ The case before the Consumer Forum is being legally dealt with and is pending a decision.
- There were no pending Transfers/Demats as on 31st March 2016.

Report of the Stakeholders Relationship Committee for the year ended 31st March 2016

The Stakeholders Relationship Committee currently comprises 3 Directors, out of whom 2 members are Non-Executive Directors and 1 member is an Executive Director. The Chairman of the Committee is an Independent Director as defined under the Companies Act, 2013 and Listing Regulations. The Committee operates under a written charter adopted by the Board of Directors, and has been vested with all the powers necessary to effectively discharge its responsibilities.

The Committee's primary responsibilities are to:

- Review investor complaints and their redressal
- Review of queries received from investors
- Review of work done by the Registrar & Share Transfer Agent
- Review of corporate actions related to security holders

The Committee met once during the financial year to review the status of investor grievances.

Homiar S. Vachha
 Chairman, Stakeholders Relationship Committee

Place: Mumbai
 Date: 23rd May 2016

Risk Management Committee

Currently, the Committee comprises the following:

- Dr. Homiar S. Vachha, Chairman
- Mr. Deepak M. Satwalekar, Member
- Mr. Nawshir H. Mirza, Member
- Mr. Ashok S. Sethi, Member
- Mr. Ramesh N. Subramanyam, Member
- Mr. Parshuram G. Date, Member

The Committee met thrice during the year. These meetings were held on 28th July 2015, 21st October 2015 and 22nd January 2016. The attendance details of these meetings are as follows:

Table 12

Sl. No.	Name of the Director	Category	No. of Meetings attended
1.	Dr. Homiar S. Vachha, Chairman	Independent, Non-Executive	3
2.	Mr. Deepak M. Satwalekar		3
3.	Mr. Nawshir H. Mirza*		N.A.
4.	Mr. Ashok S. Sethi	Executive	3
5.	Mr. Ramesh N. Subramanyam	Chief Financial Officer	3
6.	Mr. Parshuram G. Date	Chief - Internal Audit & Risk Management	3

*Mr. Mirza was appointed as member of the Committee on 23rd May 2016.

The Board has adopted Risk Management Strategy Document which specifies the objective, benefits of Risk Management, Risk Management Policy, Risk Management Process, Risk Organization Structure, Risk Culture etc. The Risk Management policy is available on the Company's website www.tatapower.com.

The role and responsibilities of this Committee include the following:

- To review Risk Management Policy and its deployment.
- To review Risk Management framework and its effectiveness and set direction.
- To monitor and review Risk Management Plan.
- To decide the risk appetite of the Company and, accordingly, guide the Board in taking up new investments.
- To review the major risks.
- To report high value risks and its mitigation to the Board.
- Such other functions as may be deemed fit.

Report of the Risk Management Committee for the year ended 31st March 2016

The Risk Management Committee currently comprises 6 Members, out of whom 3 are independent Directors and 1 is an Executive Directors. The Chief Financial Officer and Chief - Internal Audit & Risk Management are also members of this Committee. The Chairman of the Committee is an Independent Director as defined under the Companies Act, 2013 and Listing Regulations. The Committee operates under a written charter adopted by the Board of Directors, and has been vested with all the powers necessary to effectively discharge its responsibilities.

The Committee met thrice during the financial year to review the status of mitigation of the key business and financial risks, risk management initiatives, evaluate residual risk thereof and recommend interventions from time to time.

The Risk Management Committee also apprised the Board on key discussions and recommendations made at the Committee meetings and shared information on enterprise wide risks.

To increase focus on critical strategic risks, the Committee revised its review mechanism and reviewed the following top 6 identified risks in detail:

1. Coastal Gujarat Power Limited (CGPL) - Timely resolution and implementation of CGPL PPA compensatory tariff.
2. Stiff fall in international coal prices adversely impacting the profitability of coal mines, thereby affecting their valuations.
3. Risk of becoming a marginal player in Power sector in India.
4. Risk in Mumbai business due to pressure on tariff in Distribution business and environmental issues.
5. Single country source of fuel.
6. Tata Power Solar Systems Limited- Technology obsolescence and policy changes happening at shorter intervals of time.

Besides the above critical strategic risks, the Committee reviews a summary report of top 5 risks for various risk categories. The risk summary includes material / significant mitigations planned / undertaken and its progress.

During the year, the Company has improved risk quantification methodology and started working of the impact of insurance on risk values making the risk evaluation more effective.

Tata Power and its major 8 subsidiaries have received the Statement of Compliance for ISO 31000:2009 for its Risk Management Systems. Also, surveillance assessment for Tata Power and its 8 subsidiaries under ISO 22301:2012 standard have been carried out by British Standard Institute (BSI), an external assessing agency, with higher score of 70% as against previous year's score of 55%.

Homiar S. Vachha
Chairman, Risk Management Committee

Place: Mumbai
Date: 23rd May 2016

➤ Non-Mandatory Committees

The following are the non-mandatory Committees of the Board:

Executive Committee of the Board

The Executive Committee of the Board (ECOB) comprises the following as on 31st March 2016:

- Mr. Cyrus P. Mistry, Chairman
- Mr. Nawshir. H. Mirza
- Mr. Deepak. M. Satwalekar
- Mr. Anil Sardana
- Mr. Ashok S. Sethi

This Committee covers a detailed review of the following items before being presented to the 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

Committee of Directors

Currently, this Committee comprises Mr. Deepak M. Satwalekar, Mr. Nawshir H. Mirza, Mr. Anil Sardana and Mr. Ashok S. Sethi. The role of this Committee is to approve Company's Working Capital lines to its subsidiaries and to provide Corporate Guarantees to secure Working Capital lines sanctioned to subsidiaries.

Committee of Executive Directors of the Board

Currently, this Committee comprises Mr. Anil Sardana and Mr. Ashok S. Sethi. The role of this Committee is to *inter alia* approve change in operating instructions of the Company's Bank Accounts; submission of Request for Qualification for any project and authorise execution of all documents, including Powers of Attorney, in connection with the same.

Committee for Bank Accounts and Financial Facilities

Currently, this Committee comprises Dr. Homiar S. Vachha and Mr. Ashok S. Sethi. The role of this Committee is to grant power of attorney to the officers of the Company to deal with day-to-day business operations such as banking, treasury, insurance, excise, customs, administration and dealing with other government/non-government authorities. It also approves opening or closing of bank accounts of the Company.

➤ Shareholders

General Body Meetings

The details of the last three Annual General Meetings (AGMs) are as follows:

Table 13

Financial Year ended	Day & Date	Venue	Special Resolutions passed
31 st March 2013	Friday, 16 th August 2013	Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020.	<ul style="list-style-type: none"> • Commission to Non-Executive Directors
31 st March 2014	Wednesday, 13 th August 2014		<ul style="list-style-type: none"> • Private placement of Non-Convertible Debentures • Borrowing limits of the Company • Creation of Charges • Increase in limits of investments in other bodies corporate
31 st March 2015	Wednesday, 5 th August 2015		<ul style="list-style-type: none"> • Private placement of Non-Convertible Debentures • Increase in limits of investments in other bodies corporate

During the year under review, no special resolution has been passed through the exercise of postal ballot. Currently, no special resolution is proposed to be conducted through postal ballot.

Means of Communication to the shareholders

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

Table 14

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

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: www.tatapower.com. 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.

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 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, and as part of the Centenary year of the Company's operations, the Company arranged visits to its Khopoli Hydro Generating Station during FY16.

General Shareholder Information

- (a) **Details of AGM** : Wednesday, 21st September 2016 at 3 p.m. at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020.
- (b) **Financial Year** : 1st April 2015 to 31st March 2016
- (c) **Dividend Payment Date** : On and from 23rd September 2016
- (d) **Listing on Stock Exchanges** : The Company's Equity Shares are listed on the following 2 Stock Exchanges in India:
1. BSE Limited (BSE) (Regional Stock Exchange) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001
 2. National Stock Exchange of India Limited (NSE) 'Exchange Plaza' Bandra-Kurla Complex Bandra (E), Mumbai 400 051

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 Luxembourg Stock Exchange, 35 Boulevard Joseph II, 1840, Luxembourg 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 Luxembourg Stock Exchange and are also available for trading on IOB (International Order Board) of London Stock Exchange.

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

Table 15

Sl. No.	Series	Amount outstanding as on 31/3/2016 (₹ crore)	Name of the Debenture Trustee with full contact details
1.	10.10% Redeemable Transferable Secured Non-Convertible Debentures	500	Central Bank of India Chander Mukhi, Nariman Point, Mumbai 400 021.
2.	10.40% Redeemable Transferable Secured Non-Convertible Debentures	500	Tel : 2202 6428 Fax : 2204 4336 E-mail : dtcbi@centralbank.co.in
3.	9.15% Secured Non-Convertible Non-Cumulative Redeemable Taxable Debentures with Separately Transferable Redeemable Principal Parts	170	Centbank Financial Services Limited Central Bank of India - MMO Building, 3rd Floor (East Wing), 55, Mahatma Gandhi Road, Fort, Mumbai 400 001. Tel : 2261 6217 Fax : 2261 6208 E-mail : info@cfsl.in
4.	9.15% Secured Non-Convertible Non-Cumulative Redeemable Taxable Debentures with Separately Transferable Redeemable Principal Parts	225	
5.	9.40% Redeemable Transferable Secured Non-Convertible Debentures	210	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001.
6.	10.75% Unsecured Debentures	1,500	
7.	11.40% Perpetual Bonds (also listed on BSE)	1,500	
8.	9.32% Unsecured, Redeemable, Non-convertible Debentures	1,000	Tel : 4080 7000 Fax : 6631 1776
9.	9.48% Unsecured, Redeemable, Non-convertible Debentures	500	E-mail : itsl@idbitrustee.com
10.	9.41% Unsecured, Redeemable, Non-convertible Debentures	500	

The Company has paid the requisite Annual Listing Fees to the Stock Exchanges for the financial year 2015-16.

(e) **Stock Code (For Equity Shares)**

Table 16

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

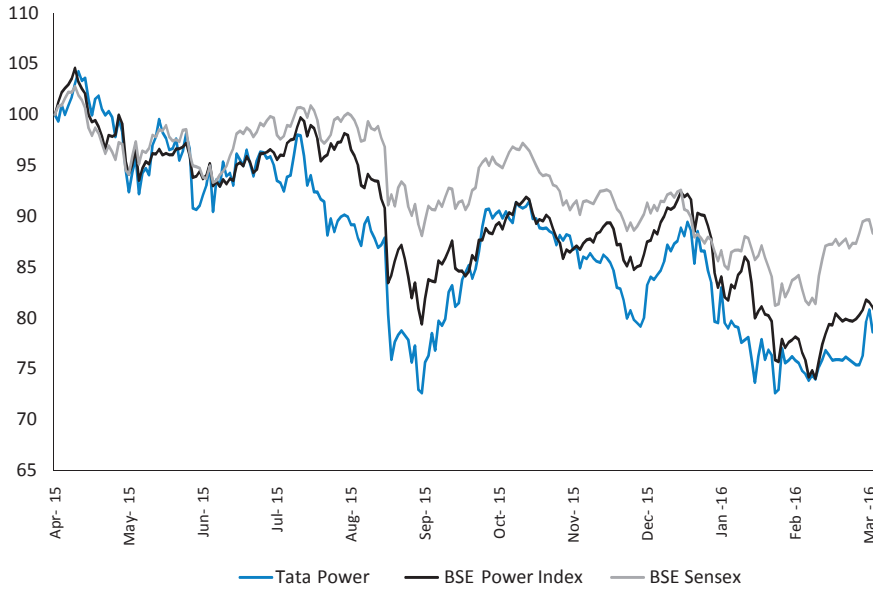
(f) **Market Price Data:** High, Low during each month and trading volumes of the Company's Equity Shares during the last financial year at BSE and NSE are given below :

Table 17

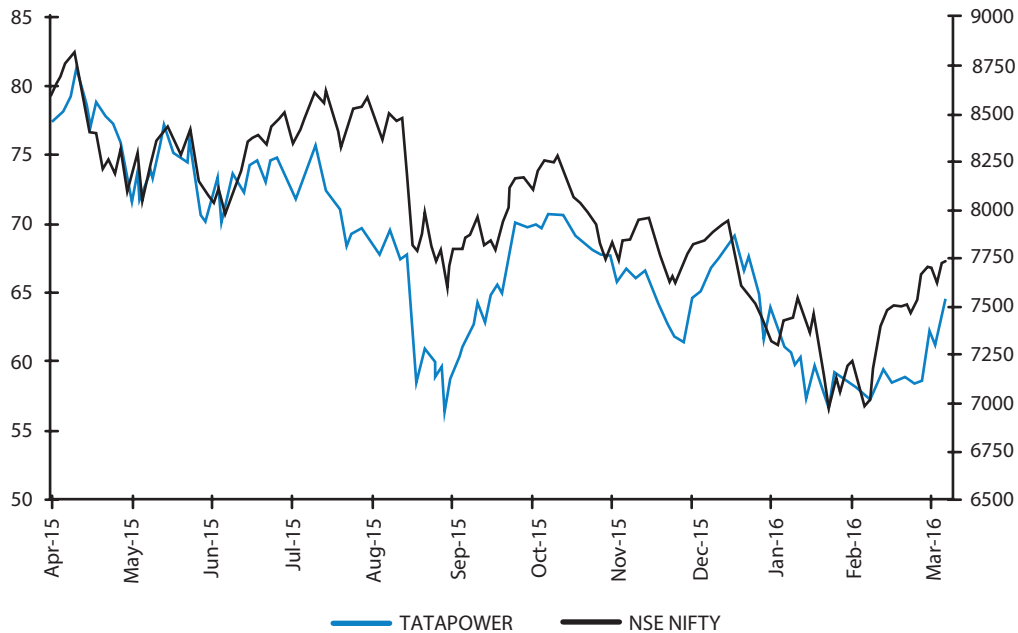
Stock Exchange	BSE			NSE			
	Month	High (₹)	Low (₹)	No. of shares traded during the month	High (₹)	Low (₹)	No. of shares traded during the month
	April 2015	80.85	75.85	1,20,38,085	81.20	75.80	5,05,73,835
	May 2015	77.20	71.50	85,51,773	77.30	71.50	7,53,16,592
	June 2015	76.10	70.15	1,09,24,664	76.10	70.00	7,46,69,556
	July 2015	76.00	68.35	84,93,002	76.00	68.30	5,99,96,053
	August 2015	69.90	58.85	1,10,58,088	69.90	58.50	8,11,59,365
	September 2015	66.05	56.30	68,91,581	66.05	56.15	6,89,73,086
	October 2015	70.95	65.75	69,15,742	70.95	65.85	6,97,17,053
	November 2015	68.90	65.85	62,03,179	68.85	65.85	5,37,12,911
	December 2015	67.90	61.40	73,59,413	67.90	61.45	5,11,60,031
	January 2016	69.35	60.15	68,79,622	69.35	60.00	6,38,12,499
	February 2016	60.55	56.30	85,74,247	60.60	56.30	8,22,15,482
	March 2016	64.65	58.30	1,07,99,756	64.65	58.40	9,22,36,206

(g) Performance of Tata Power share price in comparison to BSE Sensex, Nifty and Power Index.

(i) Normalised Tata Power share price in comparison to BSE Sensex and Power Index



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



(h) None of the Company’s securities have been suspended from trading.

(i) Registrars and Share Transfer Agents

TSR Darashaw Limited (TSRDL)
 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 undermentioned branches / agency of TSRDL:

Branches of TSRDL

- | | |
|--|--|
| <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

- (j) **Share Transfer System** Share transfers in physical form can be lodged with TSRDL at the abovementioned addresses.

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.

- (k) **Shareholding details of the Company:**

- (i) Distribution of Shares as on 31st March 2016:

Table 18

Slab	Number of shares				Number of shareholders					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
1 - 5000	3,39,53,579	13,55,00,466	16,94,54,045	6.27	27,377	91.13	269,105	94.71	296,482	94.37
5001 - 10000	1,33,12,924	5,71,72,370	7,04,85,294	2.61	1,953	6.50	8,122	2.86	10,075	3.21
10001 - 20000	65,83,389	5,52,04,323	6,17,87,712	2.28	475	1.58	3,971	1.40	4,446	1.42
20001 - 30000	29,97,213	2,71,21,664	3,01,18,877	1.11	124	0.41	1,108	0.39	1,232	0.39
30001 - 40000	19,79,408	1,74,49,605	1,94,29,013	0.72	56	0.19	503	0.18	559	0.18
40001 - 50000	10,74,865	1,24,96,381	1,35,71,246	0.50	24	0.08	281	0.10	305	0.10
50001 - 100000	14,61,300	3,62,34,199	3,76,95,499	1.39	23	0.08	522	0.18	545	0.17
100001 and above	28,64,520	2,29,92,23,192	2,30,20,87,712	85.12	11	0.04	517	0.18	528	0.17
Total	6,42,27,198	2,64,04,02,200	*2,70,46,29,398	100.00	30,043	100.00	2,84,129	100.00	3,14,172	100.00

*Excluding 29,76,172 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.

(ii) Shareholding pattern as on 31st March 2016:

Table 19

Particulars	Equity Shares of ₹ 1 each	
	No. of Shares	%
Promoters (including Promoter Group)	89,32,00,466	33.02
Directors and their relatives	93,560	0.00
Insurance Companies	56,43,57,027	20.87
Financial Institutions/Banks	1,39,38,587	0.52
Mutual Funds / UTI	7,82,29,018	2.89
Clearing Members	61,46,677	0.23
Corporate Bodies	1,63,31,912	0.60
Limited Liability Partnership-LLP	4,43,309	0.02
Trusts	47,41,303	0.18
Resident Individuals & HUF	38,07,07,674	14.08
Central / State Governments	36,49,169	0.13
Foreign Institutional Investors	44,84,72,478	16.58
Foreign Portfolio Investors – Corporate	26,03,21,434	9.63
Foreign Banks	22,95,746	0.08
OCBs	10,400	0.00
Foreign Nationals DR	2,82,200	0.01
Foreign Bodies DR	9,09,437	0.03
Global Depository Receipts	39,21,500	0.14
Non-Resident Indians	2,65,77,501	0.98
Total	2,70,46,29,398	100.00

(iii) Top 10 shareholders of the Company as on 31st March 2016:

Table 20

Sl. No.	Name of Shareholder	Total holdings	% to capital
1.	Tata Sons Limited	83,97,99,682	31.05
2.	Life Insurance Corporation of India	36,98,66,780	13.68
3.	Matthews Pacific Tiger Fund	16,56,20,436	6.12
4.	National Westminster Bank Plc As Depository of First State Global Emerging Markets Leaders Fund A Sub Fund of First State Investments ICVC	8,78,45,474	3.25
5.	The New India Assurance Company Limited	6,89,54,953	2.55
6.	General Insurance Corporation of India	6,81,76,404	2.52
7.	Tata Steel Limited	3,91,22,725	1.45
8.	Aberdeen Global Indian Equity (Mauritius) Limited	3,65,98,000	1.35
9.	SBI Mutual Funds	2,80,25,908	1.04
10.	Abu Dhabi Investment Authority	2,32,75,987	0.86
	Grand Total	1,72,72,86,349	63.86

(i) Dematerialisation of Shares as on 31st March 2016 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).

Table 21

Particulars of Shares	Shares of ₹ 1 each		Shareholders	
	Number	% to total	Number	% to total
Dematerialised form				
NSDL	2,56,70,81,354	94.91	199,047	63.36
CDSL	7,33,20,846	2.71	85,082	27.08
Sub-total	2,64,04,02,200	97.62	2,84,129	90.44
Physical form	6,42,27,198	2.38	30,043	9.56
Total	2,70,46,29,398	100.00	3,14,172	100.00

(m) **Number of outstanding Global Depository Shares (GDS) as on 31st March 2016:**

- i. 989 (Issued in 1994 to Citibank NA)
- ii. 3,03,130 (Issued in 2009 to Bank of New York, Mellon)

(n) **Commodity price risk and hedging activity:**

The Company is exposed to risk from market fluctuations of coal price for its imported coal based power plant in India and also for sale of coal from its coal mines in Indonesia. The Company is in the process of setting up risk management framework for hedging the coal price risk.

(o) **Currency exchange risk and hedging activity:**

The Company is exposed to risk from market fluctuations of foreign exchange on coal import, Foreign Currency Loan, Project Import etc. The Company is actively managing its short term and long term foreign exchange risks within the framework laid down by the Company. The Company has set up a Forex Risk Management Committee, which reviews exposures on monthly basis and decides suitable hedging strategies. The Company is hedging its exposure by way of various hedge instruments such as Forward, Options or combination of both.

(p) **Plant Location of the Company and group companies:**

Table 22

Type of Plants	Address of Plants
Thermal Power Generating Plants	Trombay Generating Station, Mahul Road, Chembur, Mumbai, Maharashtra
	Jojobera Power Plant, Jojobera, Jamshedpur, Jharkhand
	Haldia Power Plant, HFC Complex, Patikhali Haldia, East Medinipur, West Bengal
Thermal Power Generating Plants	Mundra Ultra Mega Power Plant, Tunda-Vandh Road, Village Tunda Taluka Mundra , Kutchh, Gujarat (owned by Coastal Gujarat Power Ltd., a wholly owned subsidiary)
	Maithon Right Bank Thermal Power Plant, Village Dambhui, PO Barbindia Thana Nirsa, District Dhanbad, Jharkhand (owned by Maithon Power Ltd.- a subsidiary)
	Industrial Energy Ltd. C/o - The Tata Power Co. Ltd., Inside of Tata Steel Ltd., Kalinganagar, Jajpur, Jajpur Road , Dubri-755026, Odisha, India.
Hydro Generating Stations	Generating Station, Bhira P O Bhira, Taluka Mangaon, District Raigad, Maharashtra
	Generating Station, Bhivpuri, P O Bhivpuri Camp, Taluka Karjat, District Raigad, Maharashtra
	Generating Station, Khopoli, P.O.-Khopoli Power House, District Raigad, Maharashtra
	Generating Station, Itezhi Tezhi Power Corporation, Plot 3039, Makishi Road, Fairview, Post Net 239, Private Bag E891, Manda Hill, Lusaka, Zambia
Wind Farms	Village Shahjahanpur & Pimpalgaon, Taluka Parner, District Ahmednagar, Maharashtra
	Village Khandke, Taluka & District Ahmednagar, Maharashtra
	Village Valve, Taluka Sakri, District Dhulia, Maharashtra
	Jamjodhpur, Sadodar, Motapanch Devda, Samana, District Jamnagar, Gujarat.
	Hosur, Kanavi, Mulgund, Shiroland Harti, District Gadag, Karnataka.
	Village Sadawagapur, Taluka – Patan, District Satara Maharashtra
	Villages: Anikaduvu, Mongilphuluvu, Illupunagaram, Taluka Madathukulam, District Tripur, Tamil Nadu
	Village : Kannarwadi, Hiwarwadi & Agaswadi, Taluka Khatav, District Satara
	Village Sawarghar and Niwade, Taluka Patan, District Satara
	Visapur Wind Farm, Village Kokrale, Visapur, Girijashankarwadi & Rajachekurle, Taluka Khatav, District Satara
	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)
	Dwarka Wind Farm, village Bhatiya , Dist Khambhalia
	Rojmal Wind Farm, Village Rojmal, Dist Bhavnagar, Amreli, Gujarat
	Dangri Wind Farm, Village Dangri, Dist Jaisalmer, Rajasthan
	Lahori Wind Farm, Village Lahori, Dist Shajapur, Madhya Pradesh
Tsitsikama (TCWF) Wind Farm, Tsitsikama, South Africa	
Solar Plants	Mulshi (Khurd), Post Male, Taluka Mulshi, District Pune, Maharashtra
	Mithapur solar plant, Plot B, Survey No. 78, Mithapur, District Jamnagar, Gujarat
	Palaswadi, Taluka Maan, District Satara in Maharashtra

Type of Plants	Address of Plants
Transmission Division	Shil Road, Netivli, Kalyan, District Thane, Maharashtra
Distribution Division	Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra
Strategic Engineering Division	42/43 Electronic City Electronic City Post Office, Hosur Road, Bengaluru, Karnataka

- (q) **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
E-mail: investorcomplaints@tatapower.com
Website: www.tatapower.com

Other Disclosures

- There were no materially significant related party transactions during the year.
- The Board has received disclosures from senior management 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.
- 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 the Stock Exchanges, Securities and Exchange Board of India or any statutory authority.
- The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and directors to report 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 website. The Company affirms that no personnel have been denied access to the Audit Committee.
- All mandatory requirements as per Listing Regulations have been complied with by the Company. The status of compliance with the non-mandatory requirements, as stated under Part E of Schedule-II to the Listing Regulations is as under:
 - The Non-Executive Chairman maintains a separate office, for which the Company is not required to reimburse expenses.
 - The half-yearly financial performance of the Company is sent to the Members in electronic form. The results are also put up on the Company's website.
 - The Chairman of the Board is a Non-Executive Director and his position is separate from that of the CEO & Managing Director.
 - The Internal Auditor reports to the Audit Committee.
- The Company follows Accounting Standards issued by the Ministry of Corporate Affairs in the preparation of its financial statements.
- In terms of Regulation 17(8) of the Listing Regulations, the CEO & Managing Director and the Chief Financial Officer 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.
- Web link of (a) Policy for determining material subsidiaries and (b) Policy on dealing with related party transactions is <http://www.tatapower.com/aboutus/corporate-policies.aspx>
- Disclosure of commodity price risks and commodity hedging activities: The Company is exposed to risk from market fluctuations of foreign exchange on coal import. Forex Risk Management Committee reviews exposures on monthly basis and decides suitable hedging strategies. The Company is hedging its exposure by way of various hedge instrument such as Forward, Options or combination of both.
- The Company has complied with all the requirement of Corporate Governance Report as stated under sub-para (2) to (10) of section (C) of Schedule V to the Listing Regulations.
- The Company has complied with all the requirement of corporate governance as specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
- As required under Regulation 36(3) of the Listing Regulations, particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Notice of the AGM to be held on 21st September 2016.

Other Shareholder Information

- **Corporate Identity Number (CIN):** L28920MH1919PLC000567.
- **International Securities Identification Number (ISIN):** INE245A01021
- **TOLL FREE Investor Helpline**

The Company maintains a TOLL FREE Investor Helpline (No.1800-209-8484) to give Members the convenience of one more contact point with TSRDL, Registrar and Share Transfer Agent of the Company, for redressal of grievances/ responses to queries.

- **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.

- **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 Regulation 62 of the Listing Regulations, 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:

Table 23

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	Officer of the Registrar of Companies, Central Government Office Building, A-wing, 2 nd Floor, CBD Belapur, Navi Mumbai – 400 614, Maharashtra. 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 2006-07	Transferred to the IEPF of the Central Government	No	Not applicable
For the Financial Years 2007-08 and thereafter	Lying in respective Unpaid Dividend Accounts	Yes	TSR Darashaw Ltd., Registrars and Share Transfer Agent.

During the year, the Company sent a reminder to those Members who had not claimed their dividend or interest or principal amount. The following unclaimed amounts were transferred to IEPF:

Table 24

Particulars	Amount (₹)
Amounts transferred during financial year 2014-15:	
- Unclaimed dividend with the Company	87,34,730
- Legal outstanding cases to be retained	(2,56,956)
- Unclaimed matured deposits with the Company	0
- Interest accrued on the unpaid mature deposits	0
Total amount transferred during the year	84,77,774

The due dates for transfer to IEPF of the dividend remaining unclaimed / unpaid since 2009-15 are provided hereunder:

Table 25

Date of dividend declaration	Unclaimed Dividend	Last date for claiming payment from TSRDL
	(As on 31.03.2016)	
06.08.2009	1,05,64,199	05.08.2016
08.09.2010	1,15,44,084	07.09.2017
24.08.2011	1,33,81,675	23.08.2018
17.08.2012	1,42,22,816	16.08.2019
16.08.2013	1,47,53,670	14.08.2020
13.08.2014	1,85,96,191	12.08.2021
05.08.2015	2,06,12,955	04.08.2022

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 TSRDL 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 Regulation 39(4) read with clause B of Schedule VI to the Listing Regulations, the Company has sent reminders 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:**

- 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).
- 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 TSRDL to facilitate better servicing :

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

Payment of dividend or interest or redemption or repayment

As required under Regulation 12 read with Schedule I to the Listing Regulations, companies are directed to use, either directly or through their RTA, any RBI approved electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer, etc. for making payment of dividend/interest on securities issued/redemption or repayment amount 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

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

➤ **Depository Services**

Members may write to the respective Depository or to TSRDL 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. No. : 022 2499 4200
Fax Nos.: 022 2497 6351
e-mail: 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. No.: 022 2272 3333
Fax Nos.: 022 2272 3199
e-mail: 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 TSRDL. 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 TSRDL 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 Regulation 40(9) of the Listing Regulations 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**

In terms of the Act, the Company appointed M/s. Parikh & Associates, Practicing Company Secretaries, to conduct Secretarial Audit of records and documents of the Company for FY2016. The Secretarial Audit Report is provided as Annexure VIII to the Board's Report.

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 shareholdings 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 TSRDL.
- 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 required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 2016.

For The Tata Power Company Limited
Anil Sardana
CEO & Managing Director

Mumbai, 23rd May 2016.

INDEPENDENT AUDITOR'S CERTIFICATE

TO THE MEMBERS OF THE TATA POWER COMPANY LIMITED

1. We have examined the compliance of conditions of Corporate Governance by THE TATA POWER COMPANY LIMITED ("the Company"), for the year ended on 31st March, 2016, as stipulated in:
 - Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchange(s) for the period from April 01, 2015 to November 30, 2015.
 - Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
 - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
 - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. 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)

Mr. R A Banga
(Membership No. 037915)

MUMBAI, 23rd May, 2016

NOTICE

BOARD'S REPORT

MD&A

CG REPORT

STANDALONE

CONSOLIDATED