



Compliance Report on Corporate Governance

Name of the Company : **THE TATA POWER COMPANY LIMITED**

Date : 15th January 2015

Sr. No.	Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II.	Board of Directors	49 (II)		
A	Composition of Board	49 (IIA)	Yes	-
B	Independent Directors	49 (IIB)	Yes	The criteria for performance evaluation will be disclosed in the Annual Report for 2014-15. Separate meeting of Independent Directors will be held in the quarter ending March 2015. Details of familiarisation programme for directors have been disclosed on the Company's website and a web link thereto will be provided in the Annual Report for 2014-15.
C	Non-Executive Directors' compensation & disclosures	49 (IIC)	Yes	-
D	Other provisions as to Board and Committees	49 (IID)	Yes	-
E	Code of Conduct	49 (IIE)	Yes	The declaration by the CEO confirming compliance with the Code by all board members and senior management personnel would form part of Corporate Governance Report in the Annual Report for 2014-15.
F	Whistle Blower Policy	49 (IIF)	Yes	The details of establishment of vigil mechanism would be disclosed in the Annual Report for 2014-15.



TATA POWER

The Tata Power Company Limited

Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 8801

Website : www.tatapower.com Email : tatapower@tatapower.com CIN : L28920MH1919PLC000567



III.	Audit Committee	49 (III)		
A	Qualified & Independent Audit Committee	49 (IIIA)	Yes	-
B	Meeting of Audit Committee	49 (IIIB)	Yes	-
C	Powers of Audit Committee	49 (IIIC)	Yes	-
D	Role of Audit Committee	49 (IIID)	Yes	-
E	Review of Information by Audit Committee	49 (IIIE)	Yes	-
IV.	Nomination and Remuneration Committee	49 (IV)	Yes	The Remuneration policy and the evaluation criteria will be disclosed in the Annual Report for 2014-15.
V.	Subsidiary Companies	49 (V)	Yes	Policy for determining Material Subsidiaries has been uploaded on the website. Web link thereto will be provided in the Annual Report for 2014-15.
VI.	Risk Management	49 (VI)	Yes	-
VII.	Related Party Transactions	49 (VII)	Yes	-
VIII.	Disclosures	49 (VIII)		
A	Related party transactions	49 (VIII A)	Yes	<p>1. Corporate Guarantees aggregating ₹ 3,978.05 crore extended to Bhira Investments Limited, Mauritius, a wholly owned subsidiary of the Company during the period April to December 2014.</p> <p>2. Policy on materiality and on dealing with Related Party Transactions, including Frameworks and Guidelines, has been uploaded on the website. Web link thereto will be provided in the Annual Report for 2014-15.</p>





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B	Disclosure of Accounting Treatment	49 (VIIB)	Yes	-
C	Remuneration of Directors	49 (VIIC)	Yes	-
D	Management	49 (VIID)	Yes	-
E	Shareholders	49 (VIIE)	Yes	-
F	Proceeds from public issues, rights issues, preferential issues etc.	49 (VIIF)	Yes	-
IX.	CEO/CFO Certification	49 (IX)	Yes	-
X.	Report on Corporate Governance	49 (X)	Yes	Corporate Governance Report would form part of the Annual Report for 2014-15.
XI.	Compliance	49 (XI)	Yes	Certificate from Auditors for compliance of conditions of Corporate Governance would form part of Annual Report for 2014-15.

For The Tata Power Company Limited


(H. M. Mistry)
Company Secretary



Dated this 15th day of January 2015.