

28th May, 2018

Department of Corporate Services
BSE Limited,
1st Floor, New Trading Ring, Rotunda Bldg., P J Towers
Dalal Street, Fort, Mumbai 400 001.

Dear Sir,

Ref.: Compliance Report

It is hereby certified that the draft scheme of arrangement involving The Tata Power Company Limited (Transferor Company) and Tata Advanced Systems Limited (Transferee Company) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:


Sl.	Reference	Particulars	Whether complied or not
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied. Corporate Governance Report as on 31 st March 2018 is enclosed.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied. The Transferee Company will be complying with the conditions mentioned at point (a) and (b) of Para (I)(A)(3) of the Circular.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Complied. Provided in the Scheme.

We also certify that the transactions / accounting treatment provided in the draft scheme of arrangement involving The Tata Power Company Limited (Transferor Company) and Tata Advanced Systems Limited (Transferee Company) are in compliance with all the Accounting Standards applicable to a listed entity.


Thanking you,

Yours faithfully,

For The Tata Power Company Limited


CEO & Managing Director


Chief Financial Officer


Company Secretary



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 : atapower@tatapower.com CIN : L28920MH1919PLC000567

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : THE TATA POWER COMPANY LIMITED
2. Quarter ending : 31st March 2018

I. Composition of Board of Directors									
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^a	Date of Appointment in the current term/ cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	N. Chandrasekaran	PAN - ABJPC6349J DIN - 00121863	Chairperson- Non-Executive- Non-Independent	11.02.2017	N.A.	N.A.	Nil	Nil	
Mr.	Nawshir H. Mirza	PAN - AFIPM8297A DIN - 00044816	Non-Executive- Independent	13.08.2014	Up to 12.08.2019	5	1	5	
Mr.	Deepak M. Satwalekar	PAN - ABDPS4899K DIN - 00009627	Non-Executive- Independent	13.08.2014	Up to 12.08.2019	3	Nil	1	
Mr.	Sanjay Vijay Bhandarkar	PAN - AAIPB0927D DIN - 01260274	Non-Executive- Independent	14.10.2016	Up to 13.10.2021	4	3	1	
Ms.	Vibha Umesh Padalkar	PAN - AAAPP4403G DIN - 01682810	Non-Executive- Independent	14.10.2016	Up to 13.10.2021	2	1	1	
Ms.	Anjali Bansal	PAN - AJMPB0292J DIN - 00207746	Non-Executive- Independent	14.10.2016	Upto 13.10.2021	5	1	Nil	
Mr.	K. M. Chandrasekhar	PAN - ACYPM5755A DIN - 06466854	Non-Executive- Independent	04.05.2017	Up to 03.05.2022	2	Nil	Nil	
Mr.	Hemant Bhargava	PAN - ACOPB2688P DIN - 01922717	Non-Executive- Nominee	24.08.2017	N.A.	N.A.	2	Nil	
Mr.	Saurabh Agrawal	PAN - AAGPA7428L DIN - 02144558	Non-Executive- Non-Independent	17.11.2017	N.A.	N.A.	4	1	



Mr.	Banmali Agrawala	PAN - AANPA3617N DIN - 00120029	Non-Executive- Non-Independent	17.11.2017	N.A.	N.A.	1	Nil
Mr.	Anil Sardana, CEO & Managing Director	PAN - AAMPS0961N DIN - 00006867	Executive	01.02.2016	N.A.	Nil	Nil	Nil
Mr.	Ashok S. Sethi, COO & Executive Director	PAN - AEUPS9393G DIN - 01741911	Executive	01.04.2017	N.A.	Nil	1	Nil

^sPAN number of any director would not be displayed on the website of Stock Exchange.

^eCategory of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen
*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^a	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^a
1. Audit Committee of Directors	Mr. N. H. Mirza	Chairperson-Non-Executive-Independent	Chairperson-Non-Executive-Independent
	Ms. Vibha Padalkar	Non-Executive-Independent	Non-Executive-Independent
	Mr. S. V. Bhandarkar	Non-Executive-Independent	Non-Executive-Independent
	Mr. Saurabh Agrawal	Non-Executive-Non-Independent	Non-Executive-Non-Independent
2. Nomination & Remuneration Committee	Mr. D. M. Satwalekar	Chairperson-Non-Executive-Independent	Chairperson-Non-Executive-Independent
	Mr. N. Chandrasekaran	Non-Executive-Non-Independent	Non-Executive-Non-Independent
	Ms. Anjali Bansal	Non-Executive-Independent	Non-Executive-Independent
	Ms. Vibha Padalkar	Chairperson-Non-Executive-Independent	Chairperson-Non-Executive-Independent
3. Risk Management Committee	Mr. N. H. Mirza	Non-Executive-Independent	Non-Executive-Independent
	Mr. K. M. Chandrasekhar	Non-Executive-Independent	Non-Executive-Independent
	Mr. Banmali Agrawala	Non-Executive-Non-Independent	Non-Executive-Non-Independent
	Mr. A. S. Sethi	Executive	Executive
	Mr. S. V. Bhandarkar	Chairperson-Non-Executive-Independent	Chairperson-Non-Executive-Independent
4. Stakeholders Relationship Committee	Mr. Banmali Agrawala	Non-Executive-Non-Independent	Non-Executive-Non-Independent
	Mr. A. S. Sethi	Executive	Executive

^aCategory of directors means executive/non-executive/independent/nominee. If a director fits into more than one category write all categories separating them with hyphen.



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10.10.2017 03.11.2017	14.02.2018 17.02.2018 23.03.2018 29.03.2018	102 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee of Directors 12.02.2018 12.03.2018 22.03.2018 29.03.2018	Yes (3 out of 3 members present) Yes (4 out of 4 members present) Yes (4 out of 4 members present) Yes (4 out of 4 members present)	02.11.2017 12.12.2017	61 days
Nomination & Remuneration Committee 13.03.2018 15.03.2018	Yes (3 out of 3 members present) Yes (3 out of 3 members present)	27.11.2017	-
Risk Management Committee 12.03.2018	Yes (4 out of 5 members present)	12.12.2017	-
Stakeholders Relationship Committee 22.03.2018	Yes (3 out of 3 members present)	No meeting held	-

*This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) ^{refer note below}
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

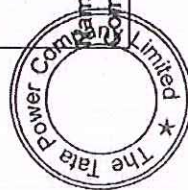
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).
2. The composition of the following committees is in terms of SEBI Listing Regulations:
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Listing Regulations.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI Listing Regulations.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **The previous quarter report was placed before the Board, at its meeting held on 14th February, 2018.**

Hanoz Mistry



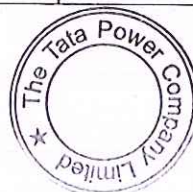
**Name & Designation : Hanoz M. Mistry
Company Secretary / Compliance Officer / Managing Director / CEO**



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) ^{refer note below}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) ^{refer note below}
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes



Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note		
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		



III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

H.M. Mistry

Name & Designation : Hanoz M. Mistry

Company Secretary / Compliance Officer / Managing Director / CEO

