

## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy on Corporate Governance

As a Tata Company, Corporate Governance is a way of life at Tata Power. The Company seeks to focus on enhancement of long-term value creation for all stakeholders without compromising on integrity, social obligations and regulatory compliances. As a responsible corporate citizen, Tata Power has established systems to encourage and recognise employee participation in environment and social initiatives that contribute to organisational sustainability, training, learning, personal growth, conservation of energy and other scarce resources, promoting safety and health of its employees and of the neighbouring communities.

This philosophy has been sought to be strengthened through the Tata Code of Conduct, 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 will continue to focus its energies and resources in creating and safeguarding of shareholders' wealth, and at the same time, protect the interests of all its stakeholders.

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

### Board of Directors

#### • Composition

As on 24th May, 2010, the Board of Directors has 14 members, out of whom 4 are Executive Directors and 10 are Non-Executive Directors (NEDs) who bring in a wide range of skills and experience to the Board. The composition of the Board is in conformity with Clause 49 of the Listing Agreement.

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

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

Name of the Director and Business Relationship	Category of Directorship	* No. of other Directorships as on 31.03.2010	# No. of other Committee Memberships held as on 31.03.2010		No. of Board Meetings attended during the year	Attendance at the 90th Annual General Meeting held on 06.08.2009	
			Chairman	Member			
Mr R N Tata, Chairman	Promoter, Non-Executive	10	-	-	6	Yes	
Mr R Gopalakrishnan		8	-	4	9	Yes	
Dr H S Vachha	Independent, Non-Executive	6	3	1	9	Yes	
Mr R K Misra Representative of LIC as Investor / Lender (Resigned on 31.07.2009)		-	-	-	3	N.A.	
Mr N H Mirza		3	3	-	9	Yes	
Mr D M Satwalekar		7	2	1	8	Yes	
Dr R H Patil		12	4	5	7	No	
Mr P G Mankad		12	2	7	9	Yes	
Mr A K Basu		9	1	5	8	No	
Mr Thomas Mathew T Representative of LIC as Investor / Lender (Appointed on 07.08.2009)		3	1	1	5	N.A.	
Mr A J Engineer		Non-Independent, Non-Executive	6	1	1	9	Yes

Name of the Director and Business Relationship	Category of Directorship	* No. of other Directorships as on 31.03.2010	# No. of other Committee Memberships held as on 31.03.2010		No. of Board Meetings attended during the year	Attendance at the 90th Annual General Meeting held on 06.08.2009
			Chairman	Member		
Mr P R Menon, Managing Director	Executive	9	-	1	9	Yes
Mr S Ramakrishnan, Executive Director		8	1	5	9	Yes
Mr S Padmanabhan, Executive Director		5	-	2	8	Yes
Mr B Agrawala, Executive Director		4	-	1	9	Yes

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

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

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

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

28th April, 2009; 28th May, 2009; 31st July, 2009; 28th August, 2009; 29th October, 2009; 26th November, 2009; 19th January, 2010; 25th February, 2010 and 25th March, 2010.

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

### Code of Conduct

The Board has laid down separate Codes of Conduct for NEDs and Senior Management personnel of the Company and the same are posted on the Company's website [www.tatapower.com](http://www.tatapower.com). All Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct. The Managing Director has also confirmed and certified the same. The certification is enclosed at the end of this Report.

### Committees of the Board

#### Audit Committee

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

Sl. No.	Name of the Director	Category	No. of Meetings attended	Remarks
1.	Dr H S Vachha, Chairman	Non-Executive Independent	12	Dr Vachha is a former executive of ICICI Limited and accordingly has the requisite accounting / related financial management expertise
2.	Mr R K Misra (Ceased on 31.07.2009)	Non-Executive Independent	4	Financially literate
3.	Mr A J Engineer	Non-Executive Non-Independent	12	
4.	Mr D M Satwalekar (Appointed on 13.08.2009)	Non-Executive Independent	8	

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

16th April, 2009; 27th May, 2009; 17th July, 2009; 30th July, 2009; 27th August, 2009; 18th September, 2009; 28th October, 2009; 25th November, 2009; 18th January, 2010; 19th January, 2010; 8th February, 2010 and 24th February, 2010.

The terms of reference, role and scope are in line with those prescribed by Clause 49 of the Listing Agreement with the Stock Exchanges. The Company also complies with the provisions of Section 292A of the Companies Act, 1956 (the Act) pertaining to Audit Committee and its functioning.

At its meeting held on 29th March, 2001, the Board delegated the following powers to the Audit Committee:

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

The Audit Committee invites such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. The Finance Director and head of Internal Audit attend the meetings. The Statutory Auditors and Internal Auditors are also invited to the meetings. Mr B J Shroff, the Company Secretary, acts as the Secretary of the Committee.

### Remuneration Committee

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

Sl. No.	Name of the Director	Category	No. of Meetings attended
1.	Mr N H Mirza, Chairman	Non-Executive, Independent	3
2.	Mr R N Tata	Non-Executive, Non-Independent	3
3.	Mr R Gopalakrishnan	Non-Executive, Non-Independent	3

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

12th June, 2009; 5th August, 2009 and 14th December, 2009

The terms of reference of the Committee include recommending to the Board of Directors specific remuneration packages for Executive Directors.

### Remuneration Policy

#### • Non-Executive Directors

The NEDs are paid remuneration by way of Commission and Sitting Fees. In terms of the shareholders' approval obtained at the AGM held on 10th September, 2008, Commission is paid at a rate not exceeding 1% per annum of the net profits of the Company (computed in accordance with Section 309(5) of the Act). The distribution of Commission amongst the NEDs is placed before the Remuneration Committee and the Board. The Commission payment for the year ended 31st March, 2009 was distributed broadly on the following basis:

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

The Company pays Sitting Fees of Rs. 20,000/- per meeting to the NEDs for attending meetings of the Board, Executive Committee of the Board, Audit Committee, Remuneration Committee and Nominations Committee. The fees paid for other Committee meetings is Rs. 5,000/- per meeting attended.

#### • Executive Directors

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to the Managing Director and the Executive Directors. Salary is paid within the range approved by the shareholders. Annual increments effective 1st April each year, as recommended by the Remuneration Committee, are placed before the Board for approval. The ceiling on perquisites and allowances as a percentage of salary, is fixed by the Board. Within the prescribed ceiling, the perquisite package is recommended by the Remuneration Committee and approved by the Board. Commission is calculated with reference to the net profits of the Company in a particular financial year and is determined by the Board on

the recommendation of the Remuneration Committee at the end of the financial year, subject to overall ceilings stipulated in Sections 198 and 309 of the Act. Specific amounts payable to such Directors is based on the performance criteria laid down by the Board which broadly takes into account the profits earned by the Company for the year.

- **Management Staff**

Remuneration of employees largely consists of basic remuneration, perquisites, allowances and performance incentives. The components of the total remuneration vary for different grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him, his annual performance etc. For the last few years, efforts have also been made to link the annual variable pay of employees with the performance of the Company. A new performance pay policy has been released, whereby, performance pay of each officer is linked to his Individual, Divisional and Overall Organizational performance on parameters aligned to Company's objectives.

### Remuneration to Directors

Table 4: Details of remuneration to NEDs during the year under review

Name of the Director	Sitting Fees paid (Gross) (Rs.)	Commission paid (Gross) (Rs.) *
Mr R N Tata	3,00,000	59,81,000
Mr Syamal Gupta	-	25,35,000 #
Mr R Gopalakrishnan	3,80,000	40,06,000
Dr H S Vachha	4,95,000	37,06,000
Mr R K Misra	1,40,000	22,80,000 @
Mr A J Engineer \$	6,05,000	37,92,000
Mr N H Mirza	3,95,000	22,96,000
Mr R Asthana	-	1,14,000 ^
Mr A K Sardana	-	1,14,000 **
Mr D M Satwalekar	4,80,000	14,22,000
Dr R H Patil	1,40,000	5,70,000
Mr P G Mankad	1,80,000	6,84,000
Mr A K Basu	1,60,000	-
Mr Thomas Mathew T	1,00,000 @	-

\* Commission relates to the financial year ended 31st March, 2009 which was paid during the financial year under review. Commission of Rs. 3 crores has been provided as payable to the eligible NEDs in the accounts for the year ended 31st March, 2010.

# Commission paid to Mr Syamal Gupta was for the period from 1st April, 2008 to 10th September, 2008.

@ Commission of Mr Misra, Nominee Director of LIC, was paid to LIC. Sitting Fees were paid to Mr Misra. Travel and other out-of-pocket expenses were reimbursed to Mr Misra for attending Board and Committee Meetings. Sitting Fees of Mr Thomas Mathew T were paid to LIC.

\$ During the year, the following amounts were also paid to Mr Engineer:

Pension - Rs. 24,90,312

Residential accommodation - Rs. 12,45,156

Medical - Rs. 16,176

^ Commission paid to Mr Asthana was for the period from 1st April, 2008 to 21st August, 2008 and was paid to the Government Treasury.

\*\* Commission paid to Mr Sardana (as NED) was for the period from 1st April, 2008 to 2nd July, 2008.

Apart from this, none of the NEDs had any pecuniary relationship or transactions with the Company other than the Directors Fees and Commission received by them.

Table 5: Details of remuneration and perquisites paid and / or value calculated as per the Income-tax Act, 1961 to the Managing Director and Executive Directors

Name	Salary (Rs.)	@ Commission paid in 2009-10 (Rs.)	Perquisites (Rs.)	Retirement Benefits (Rs.)	Total (Rs.)
Mr P R Menon, Managing Director	58,80,000	1,50,00,000	81,22,626	15,87,600	3,05,90,226
Mr S Ramakrishnan, Executive Director	36,00,000	1,00,00,000	45,11,850	9,72,000	1,90,83,850
Mr S Padmanabhan, Executive Director	30,60,000	1,00,00,000	36,46,656	8,26,200	1,75,32,856
Mr B Agrawala, Executive Director	27,00,000	96,00,000	85,54,816	7,29,000	2,15,83,816

@ Commission relates to the financial year ended 31st March, 2009 which was paid during the financial year under review. Commission of Rs. 5.25 crores has been provided as payable to the Managing Director and Executive Directors in the accounts of the current year, the distribution of which is yet to be determined.

Table 6: Salient features of the agreements executed / to be executed by the Company with Mr Menon, Managing Director and Mr Ramakrishnan, Mr Padmanabhan and Mr Agrawala, Executive Directors, consequent upon obtaining shareholders' approval at the AGM.

Terms of Agreement	Mr P R Menon Managing Director	Mr S Ramakrishnan Executive Director	Mr S Padmanabhan Executive Director	Mr B Agrawala Executive Director
<b>Period of appointment</b>	16-10-2006 to 31-01-2011	01-10-2009 to 28-02-2014	6-02-2008 to 5-02-2013	15-02-2008 to 14-02-2013
<b>Remuneration</b>	Basic salary upto a maximum of Rs. 6,50,000 p.m.	Basic salary upto a maximum of Rs. 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.			
<b>Notice period</b>	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.			
<b>Severance fees</b>	There is no separate provision for payment of severance fees.			
<b>Stock Option</b>	Nil			

The above agreements are contractual in nature.

#### Details of number of shares and convertible instruments held by Directors

Name of the Director	No. of Equity Shares held	No. of convertible instruments held
Mr R N Tata	400	Nil
Mr S Ramakrishnan		
- Individually	300	Nil
- Karta (HUF)	100	Nil

### Shareholders' / Investors' Grievance Committee

Table 7: Composition of the Shareholders'/Investors' Grievance Committee and details of meetings attended by the Directors during the year under review

Name of the Director	Category of Directorship	No. of Meetings attended
Dr H S Vachha (Chairman)	Non-Executive, Independent	2
Mr S Ramakrishnan	Executive	2
Mr S Padmanabhan	Executive	2

The Shareholders'/Investors' Grievance Committee met two times during the year under review on the following dates:

16th September, 2009 and 18th March, 2010.

In accordance with Clause 49(IV)(G)(iv) of the Listing Agreements with the Stock Exchanges, the Board has authorised Mr B J Shroff, Company Secretary and Compliance Officer, and Mr A S Bapat, Chief - Legal of the Company, to severally approve share transfers / transmissions, in addition to the powers with the members of the Shareholders' / Investors' Grievance Committee. Share Transfer formalities are regularly attended to and atleast once a fortnight.

All investor complaints which cannot be settled at the level of Mr B J Shroff, Company Secretary and Compliance Officer, are placed before the Committee for final settlement.

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

Sl. No.	Description	Total		
		Received	Replied	Pending
<b>A.</b>	<b>Letters received from Statutory Bodies</b>			
	Securities & Exchange Board of India (SEBI)	16	14	2
	Stock Exchanges	8	8	0
	Depositories (NSDL/CDSL)	18	18	0
<b>B.</b>	<b>Dividends</b>			
	Non-receipt of dividend / interest warrants (pending reconciliation at the time of receipt of letters)	26	26	0
	<b>Total</b>	<b>68</b>	<b>66</b>	<b>2</b>

There were 2 unresolved complaints as on 31st March, 2010.

43 transfers and 62 demats, which were pending as on 31st March, 2010, have been subsequently processed and completed.

### Investor Survey

A questionnaire was sent to all the shareholders of the Company in November 2009 to determine the satisfaction levels and explore avenues for improvement based on suggestions made by them. 3,060 responses were received. Various suggestions received from the shareholders were duly considered and appropriate action was taken on merits. The Company welcomes suggestions that will further help to improve its services to its shareholders.

As per the commitment made in the questionnaire, a sum of Rs. 3,06,000/- was donated to ADAPT (formerly The Spastics Society of India) for the responses received by the Company @ Rs.100 per response received.

### Executive Committee of the Board

The Executive Committee of the Board comprises of Mr R N Tata (Chairman), Mr R Gopalakrishnan, Mr A J Engineer, Mr N H Mirza, Mr D M Satwalekar, Mr P R Menon (Managing Director) and Mr S Ramakrishnan, Mr S Padmanabhan and Mr B Agrawala (Executive Directors). This Committee covers a detailed review of the following items before being presented to the full Board:

- Business and strategy review
- Long-term financial projections and cash flows
- Capital and Revenue Budgets and capital expenditure programmes

- Acquisitions, divestments and business restructuring proposals
- Senior management succession planning
- Any other item as may be decided by the Board

#### **Nominations Committee**

The Nominations Committee comprises of Dr H S Vachha (Chairman), Mr R N Tata and Mr N H Mirza. This Committee makes recommendations regarding composition of the Board and would therefore identify Independent Directors to be inducted to the Board from time to time and take steps to refresh the composition of the Board from time to time.

#### **Ethics and Compliance Committee**

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended (the Regulations), the Board of Directors of the Company adopted the Code of Conduct for Prevention of Insider Trading and the Code of Corporate Disclosure Practices (the Code) to be followed by Directors, Officers and other employees. The Code is based on the principle that Directors, Officers and Employees of a Tata Company owe a fiduciary duty to, among others, the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's securities. The Code contains regulations for preservation of price sensitive information, pre-clearance of trade and monitoring and implementation of the Code.

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

Mr S Ramakrishnan, Executive Director (Finance) is the Compliance Officer to ensure compliance and effective implementation of the Regulations and also this Code across the Company.

#### **General Body Meetings**

The last three AGMs were held as under :

Financial Year ended	Day & Date	Time	Venue
31st March, 2007	Wednesday, 8th August, 2007	3 p.m.	Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai - 400 020.
31st March, 2008	Wednesday, 10th September, 2008		
31st March, 2009	Thursday, 6th August, 2009		

#### **Details of Special Resolutions passed in the previous three AGMs**

Date of AGM	Particulars of Special Resolutions passed thereat
8th August, 2007	<ul style="list-style-type: none"> <li>i) Change in place of keeping Registers and Records</li> <li>ii) Alteration in the Articles of Association of the Company</li> <li>iii) Appointment of Auditors</li> <li>iv) Appointment of Branch Auditors</li> </ul>
10th September, 2008	i) Commission to Directors
6th August, 2009	No Special Resolutions were passed at this AGM

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

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

#### **Disclosures**

1. There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, Directors or the management, their subsidiaries or relatives etc., during the year, that may have potential conflict with the interests of the Company at large.

2. The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and / or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
3. There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by Stock Exchanges, SEBI or any statutory authority.
4. The Board of Directors of the Company has adopted a Whistle Blower Policy for establishing a mechanism for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The said policy has been posted on the Company's intranet site. The Company affirms that no employee has been denied access to the Audit Committee.
5. All mandatory requirements as per Clause 49 of the Listing Agreement have been complied with by the Company.
6. The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.
7. In terms of Clause 49(V) of the Listing Agreement, the Managing Director and the Executive Director (Finance) made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

#### Means of Communication

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

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

2. **Half-Yearly Reports:** Half-yearly reports covering financial results are sent to shareholders at their registered address.
3. **News Releases, Presentations etc.:** Official news releases, detailed presentations made to media, analysts, institutional investors etc., are displayed on the Company's website [www.tatapower.com](http://www.tatapower.com). Official media releases, sent to the Stock Exchanges, are given directly to the press.
4. **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](http://www.tatapower.com). The 'Investor Relations' section serves to inform the investors by providing key and timely information like details of Directors, Financial Results, Annual Reports, shareholding pattern, presentations made to analysts etc.  
Shareholders also have the facility of raising their queries/complaints on share related matters through a facility provided on the 'Investor Relations' section.
5. **Annual Reports:** The Annual Report is posted to shareholders and others entitled to receive it.
6. **Corporate Filing and Dissemination System (CFDS):** The CFDS portal is a single source to view information filed by listed companies. All disclosures and communications to Bombay Stock Exchange Limited and National Stock Exchange of India Limited are filed electronically through CFDS portal. Hard copies of the said disclosures and correspondence are also filed with the Stock Exchanges.
7. **Reminders to Shareholders:** Reminders for unclaimed dividend were sent to the shareholders as per records. RBI had mandated a shift from Electronic Clearing Service (ECS) as a mode of receiving corporate benefits to National Electronic Clearing Service (NECS) on account of various benefits provided by NECS. Hence, circulars were sent to shareholders advising them to inform the Company / their Depository Participant details of their bank accounts with banks which were into Core Banking System. Further, circulars were also sent to certain members requesting them to register their specimen signatures with the Company to enable digitalisation of those signatures.

8. **Factory visit:** To familiarise our shareholders with the Company's operations, based on requests by them, the Company arranges for visits to its hydro station in small batches. During Financial Year 2009-10, Shareholders were taken to Khopoli Generating Station.

### General Shareholder Information

1. The AGM is scheduled to be held on Wednesday, 8th September, 2010 at 3 p.m. at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai - 400 020.

As required under Clause 49(IV)(G)(i) of the Listing Agreements with the Stock Exchanges, particulars of Directors seeking appointment / re-appointment at the forthcoming AGM are given in the Annexure to the Notice of the AGM to be held on 8th September, 2010.

2. **Financial Year** : 1st April, 2009 to 31st March, 2010
3. **Book Closure** : From 18th August, 2010 to 8th September, 2010 (both days inclusive)
4. **Dividend Payment Date** : 13th September, 2010
5. **Listing on Stock Exchanges** : The Company's Shares are listed on the following 2 Stock Exchanges in India:

Bombay Stock Exchange Limited (BSE) (Regional Stock Exchange) Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001	National Stock Exchange of India Limited (NSE) 'Exchange Plaza' Bandra-Kurla Complex Bandra (E), Mumbai - 400 051.
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In February 1994, the Company jointly with the erstwhile The Tata Hydro-Electric Power Supply Company Limited and The Andhra Valley Power Supply Company Limited issued Global Depository Shares (GDS) in the International Market which have been listed on the Luxembourg Stock Exchange and have been accepted for clearance through Euroclear and Cedel. They have also been designated for trading in the PORTAL System of the National Association of Securities Dealers, Inc.

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

In November 2009, the Company issued 1.75% Foreign Currency Convertible Bonds (FCCBs) due in 2014, to raise USD 300 million. These FCCBs are listed on the Singapore Exchange Securities Trading Limited (SGX-ST).

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

Sl. No.	Series	Amount outstanding as on 31/03/2010 (Rs. in crores)
1.	10.20% Redeemable Transferable Secured Non-Convertible Debentures	43.67
2.	6000 7.1% Transferable Secured Redeemable Non-Convertible Debentures	600.00
3.	10.10% Redeemable Transferable Secured Non-Convertible Debentures	500.00
4.	10.40% Redeemable Transferable Secured Non-Convertible Debentures	500.00

The Company has paid the requisite Annual Listing Fees to the 2 Stock Exchanges for the financial year 2009-10.

### 6. Stock Code (For Equity Shares)

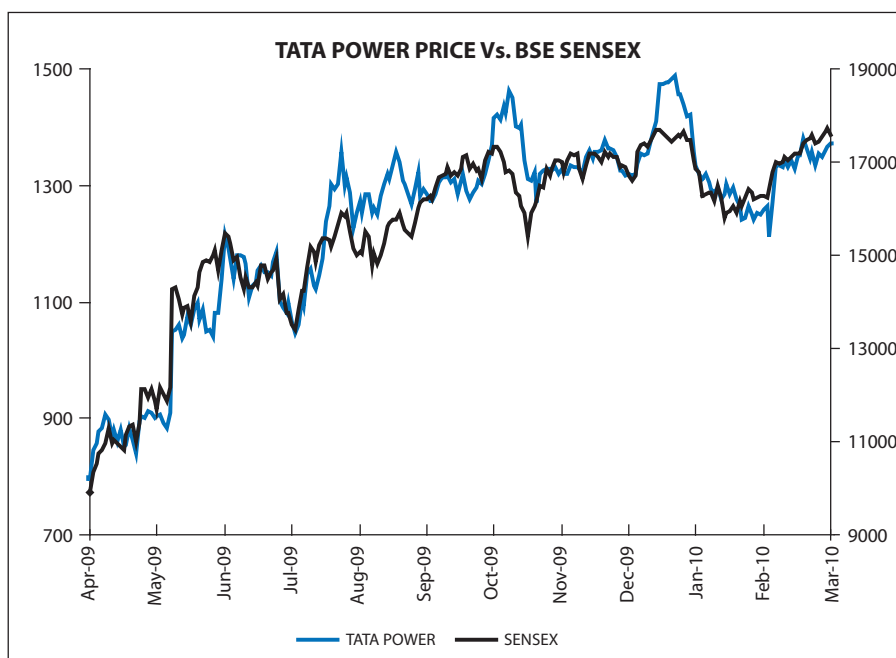
Bombay Stock Exchange Limited (physical form) (demat form)	400 500400
National Stock Exchange of India Limited	TATAPOWER EQ

**7. Market Information:**

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

Stock Exchange	BSE			NSE		
	Month	High	Low	No. of shares traded during the month	High	Low
April 2009	906.30	794.55	21,19,376	904.65	793.70	1,09,07,092
May 2009	1,097.45	884.00	19,51,085	1,102.15	884.70	1,02,03,404
June 2009	1,213.65	1,041.55	19,36,730	1,215.25	1,045.65	1,33,86,287
July 2009	1,302.45	1,045.60	20,80,175	1,306.50	1,044.95	1,34,72,807
August 2009	1,358.20	1,225.35	17,12,598	1,360.65	1,232.95	1,21,03,587
September 2009	1,321.10	1,266.55	10,91,628	1,322.40	1,265.20	82,14,193
October 2009	1,461.10	1,277.10	15,21,866	1,461.75	1,278.35	1,11,27,803
November 2009	1,348.95	1,271.50	16,30,724	1,354.60	1,271.05	1,04,12,578
December 2009	1,379.10	1,316.55	9,02,082	1,381.45	1,316.80	68,57,986
January 2010	1,488.65	1,305.80	12,25,232	1,489.85	1,304.90	86,86,125
February 2010	1,301.80	1,212.95	12,07,804	1,301.95	1,213.15	84,25,874
March 2010	1,380.30	1,270.00	33,41,753	1,384.70	1,274.60	97,67,005

(b) Performance of Tata Power Share price in comparison to BSE Sensex:



**8. Registrars and 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  
E-mail: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com)  
Website: [www.tsrdarashaw.com](http://www.tsrdarashaw.com)

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

**Branches of TSRDL**

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

**Agent of TSRDL**

Shah Consultancy Services Limited  
1, Sumatinath Complex, 2nd Dhal  
Pritam Nagar, Ellisbridge  
Ahmedabad - 380 006  
Telefax: 079 2657 6038  
E-mail: [shahconsultancy8154@gmail.com](mailto:shahconsultancy8154@gmail.com)

- 9. Share Transfer System** : Share Transfers in physical form can be lodged with TSRDL at the abovementioned address or at their branch offices, addresses of which are available on website: [www.tsrdarashaw.com](http://www.tsrdarashaw.com)

Transfers are normally processed within 20 days from the date of receipt. If the documents are complete in all respects, Mr B J Shroff, the Company Secretary and Compliance Officer and Mr A S Bapat, Chief-Legal, are severally empowered to approve transfers, in addition to the powers with the members of the Shareholders' / Investors' Grievance Committee.

**10. Distribution of Shares as on 31st March, 2010**

Slab	Number of shareholders				Number of Shares					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
1 - 500	38981	105562	144543	89.34	5279042	2.23	9633359	4.06	14912401	6.29
501 - 1000	3159	6848	10007	6.18	2141778	0.90	4918985	2.07	7060763	2.97
1001 - 2000	845	3245	4090	2.53	1173955	0.49	4583895	1.93	5757850	2.42
2001 - 3000	255	966	1221	0.75	620714	0.26	2378749	1.00	2999463	1.26
3001 - 4000	123	455	578	0.36	433286	0.18	1597590	0.67	2030876	0.85
4001 - 5000	46	242	288	0.18	205992	0.09	1089201	0.46	1295193	0.55
5001 - 10000	54	443	497	0.31	353716	0.16	3159107	1.33	3512823	1.49
10001 and above	20	554	574	0.35	436294	0.18	199301573	83.99	199737867	84.17
<b>Total</b>	<b>43483</b>	<b>118315</b>	<b>161798</b>	<b>100.00</b>	<b>10644777</b>	<b>4.49</b>	<b>226662459</b>	<b>95.51</b>	<b>*237307236</b>	<b>100.00</b>

\* Excluding 230308 shares not allotted but held in abeyance, 440270 shares cancelled pursuant to a Court Order and 4804040 shares of the Company held by the erstwhile The Andhra Valley Power Supply Co. Ltd. cancelled pursuant to the Scheme of Amalgamation sanctioned by the High Court of Judicature at Bombay.

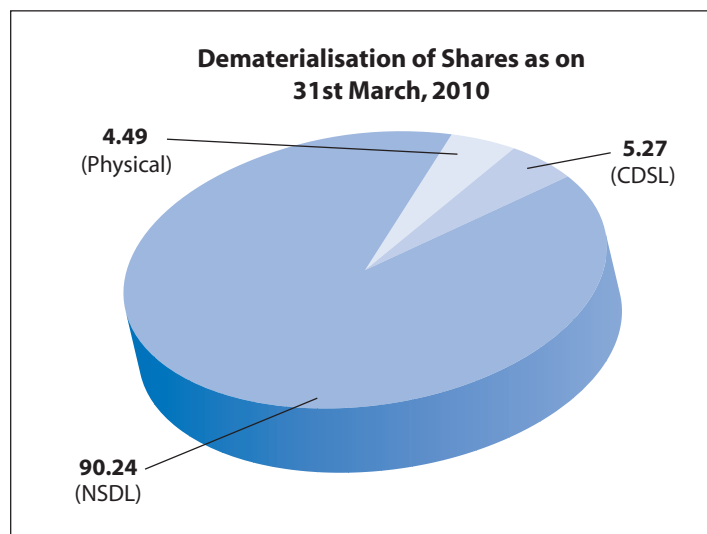
**11. Shareholding pattern as on 31st March, 2010**

Category code	Category of Shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of w(A+B+C)	Number of shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>							
<b>(1)</b>	<b>Indian</b>							
(a)	Individuals / Hindu Undivided Family	0	0	0	0.00	0.00	0	0
(b)	Central Government / State Government(s)	0	0	0	0.00	0.00	0	0
(c)	Bodies Corporate	31	74018043	74017291	32.45	31.19	26860000	36.29
(d)	Financial Institutions / Banks	0	0	0	0.00	0.00	0	0
(e)	Any Other (Trust)	3	65624	65624	0.03	0.03	0	0
<b>Sub-Total (A) (1)</b>		<b>34</b>	<b>74083667</b>	<b>74082915</b>	<b>32.48</b>	<b>31.22</b>	<b>26860000</b>	<b>36.26</b>
<b>(2)</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0.00	0.00	0	0
(b)	Bodies Corporate	0	0	0	0.00	0.00	0	0
(c)	Institutions	0	0	0	0.00	0.00	0	0
(d)	Any Other (specify)	0	0	0	0.00	0.00	0	0
<b>Sub-Total (A) (2)</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>		<b>34</b>	<b>74083667</b>	<b>74082915</b>	<b>32.48</b>	<b>31.22</b>	<b>26860000</b>	<b>36.26</b>
<b>(B)</b>	<b>Public Shareholding</b>							
<b>(1)</b>	<b>Institutions</b>						N.A.	N.A.
(a)	Mutual Funds/UTI	239	17564324	17472052	7.70	7.40		
(b)	Financial Institutions/Banks	187	683748	633454	0.30	0.29		
(c)	Central Government/State Government(s)	6	1152.05	89949	0.05	0.05		
(d)	Venture Capital Funds	0	0	0	0.00	0.00		
(e)	Insurance Companies	83	52354167	52329601	22.96	22.06		
(f)	Foreign Institutional Investors	391	42515718	42508820	18.64	17.92		
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00		
(h)	Any Other (specify)	0	0	0	0.00	0.00		
(h-i)	Foreign Nationals - DR	1	1000	1000	0.00	0.00		
<b>Sub-Total (B) (1)</b>		<b>907</b>	<b>113234162</b>	<b>113034876</b>	<b>49.65</b>	<b>47.72</b>		

Category code	Category of Shareholder	Number of shareholders	Total number of shares	Number of shares held in dematerialised form	Total Shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of w(A+B+C)	Number of shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
<b>(2)</b>	<b>Non-Institutions</b>						N.A.	N.A.
(a)	Bodies Corporate	2056	1614343	1399938	0.71	0.68		
(b)	Individuals -							
i.	Individual shareholders holding nominal share capital upto Rs.1 lakh	158630	35545710	25535482	15.59	14.99		
ii.	Individual shareholders holding nominal share capital in excess of Rs.1 lakh	118	2335625	2117655	1.02	0.98		
(c)	Any Other (specify)							
i	Trust	37	128065	126699	0.06	0.05		
ii.	Overseas Corporate Bodies	3	640	0	0.00	0.00		
iii.	Foreign Bodies	9	1123571	1123571	0.49	0.47		
<b>Sub-Total (B) (2)</b>		<b>160853</b>	<b>40747954</b>	<b>30303345</b>	<b>17.87</b>	<b>17.17</b>		
<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>		<b>161760</b>	<b>153982116</b>	<b>143338221</b>	<b>67.52</b>	<b>64.89</b>	<b>0</b>	<b>0</b>
<b>TOTAL (A)+(B)</b>		<b>161794</b>	<b>228065783</b>	<b>217421136</b>	<b>100.00</b>	<b>96.11</b>	<b>26860000</b>	<b>11.78</b>
(C)	Shares held by Custodians and against which Depository Receipts have been issued	4	9241453	9241323	N.A.	3.89	N.A.	N.A.
<b>GRAND TOTAL (A)+(B)+(C)</b>		<b>161798</b>	<b>237307236</b>	<b>226662459</b>		<b>100.00</b>	<b>26860000</b>	<b>11.32</b>

## 12. Dematerialisation of Shares as on 31st March, 2010 and Liquidity:

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



Particulars of Shares	Equity Shares of Rs.10 each		Shareholders	
	Number	% of total	Number	% of total
Dematerialised form				
NSDL	214136841	90.24	93502	57.79
CDSL	12525618	5.27	24813	15.34
<b>Sub-total</b>	<b>226662459</b>	<b>95.51</b>	<b>118315</b>	<b>73.13</b>
Physical form	10644777	4.49	43483	26.87
<b>Total</b>	<b>237307236</b>	<b>100.00</b>	<b>161798</b>	<b>100.00</b>

**International Securities Identification Number (ISIN)**

Under the Depository system, the ISIN allotted to the Company's shares in dematerialised form is **INE245A01013**.

The Annual Custodial Fees for the Financial Year 2009-10 were paid to NSDL and CDSL.

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

**13. Number of GDS/GDRs outstanding: as on 31st March, 2010**      2,256 (Issued in 1994 to Citibank NA)  
 90,50,013 (Issued in 2009 to Bank of New York, Mellon)

**14. Plant Location:**

(a) Thermal Power Stations:

- |   |   |
|---|---|
| i) Trombay Generating Station<br>Mahul Road, Chembur<br>Mumbai, Maharashtra   | ii) Jojobera Power Plant<br>Jojobera<br>Jamshedpur, Jharkhand                               |
| iii) Belgaum Power Plant<br>Plot Nos. 1234 to 1240 & 1263 to 1297<br>KIADB Kanbargi Industrial Area<br>Auto Nagar, Belgaum<br>Karnataka | iv) Haldia Power Plant<br>HFC COMPLEX<br>Patikhali<br>Haldia, East Medinipur<br>West Bengal |

(b) Hydro Generating Stations:

- |  |   |  |
|--|---|--|
| i) Generating Station<br>Bhira, P O Bhira<br>Taluka Mangaon<br>Dist. Raigad<br>Maharashtra | ii) Generating Station<br>Bhivpuri<br>P O Bhivpuri Camp<br>Taluka Karjat, Dist. Raigad<br>Maharashtra | iii) Generating Station<br>Khopoli<br>P O Khopoli Power House<br>Dist. Raigad<br>Maharashtra |
|--|---|--|

(c) Wind Farms:

- |  |   |  |
|--|---|--|
| i) Village Shahjahanpur & Pimpalgaon<br>Taluka Parner<br>Dist. Ahmednagar<br>Maharashtra | ii) Village Khandke<br>Taluka & Dist. Ahmednagar<br>Maharashtra           | iii) Taluka Sakri<br>Dist. Dhulia<br>Maharashtra                             |
| iv) Jamjodhpur, Sadodar,<br>Motapanch devda Samana<br>Jamnagar District, Gujarat         | v) Hosur, Kanavi, Mulgund<br>Shiroland Harti<br>Gadag District, Karnataka | vi) Taluka – Sadawagapur<br>Dist. Satara<br>Maharashtra                      |
|  |   | vii) Village Kokrale and Bhosari<br>Tal. Khatav, Dist. Satara<br>Maharashtra |

(d) Transmission Division: Shil Road, Netivli  
Kalyan Dist. Thane  
Maharashtra

- (e) Distribution Division : Senapati Bapat Marg  
Lower Parel  
Mumbai
- (f) Strategic Electronics Division : 42/43 Electronic City  
Electronic City Post Office  
Hosur Road, Bengaluru

**15. Address for correspondence :** The Tata Power Company Limited  
Bombay House, 24, Homi Mody Street  
Mumbai - 400 001  
Tel.: 6665 8282 Fax: 6665 8801

## 16. Compliance with Non-Mandatory Requirements

### i) The Board

Being the Group Chairman, the Company does not reimburse expenses incurred by the Non-Executive Chairman for maintenance of a separate Chairman's Office.

### ii) Remuneration Committee

The Board has set up a Remuneration Committee. Please see details in para on Remuneration Committee.

### iii) Shareholder Rights

A half yearly declaration of financial performance including summary of the significant events in last six months, is sent to all the shareholders. The results are also put up on the Company's website: [www.tatapower.com](http://www.tatapower.com)

### iv) Audit qualifications

During the year under review, there was no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure a regime of unqualified financial statements.

### v) Training of Board Members

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

### vi) Mechanism for evaluation of Non-Executive Board Members

Performance evaluation of Non-Executive Board Members is done by the Remuneration Committee and its recommendations are placed before the Board for consideration.

### vii) Whistle Blower Policy

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

## 17. Other Shareholder Information

### Corporate Identity Number (CIN)

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

### TOLL FREE Investor Helpline

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

**Shareholders’ Relations Team**

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

Contact Person : Mr H M Mistry Tel.: 6665 7515 Fax: 6665 8867

In compliance with Clause 47(f) of the Listing Agreement, a separate e-mail ID [investorcomplaints@tatapower.com](mailto:investorcomplaints@tatapower.com) has been set up as a dedicated ID solely for the purpose of dealing with shareholders’ complaints.

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

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

The status of dividend remaining unclaimed is given hereunder:

Unclaimed Dividend	Status	Whether it can be claimed	Can be claimed from
Upto and including the Financial Year 1994-95	Transferred to General Revenue Account of the Central Government	Yes	The Registrar of Companies, Central Government Office Building, A-wing, 2nd 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 2001-2002	Transferred to the IEPF of the Central Government	No	Not applicable
For the Financial Years 2002-03 and thereafter	Lying in respective Unpaid Dividend Accounts	Yes	TSR Darashaw Ltd., Registrar and Share Transfer Agent.

The dates for claiming dividend remaining unclaimed since 2002-03 are provided hereunder:

Date of dividend declaration	Last date for claiming payment
04.08.2003	20.07.2010
29.06.2004	14.06.2011
04.08.2005	20.07.2012
01.08.2006	17.07.2013
08.08.2007	24.07.2014
10.09.2008	26.08.2015
06.08.2009	22.07.2016

Members are requested to get in touch with TSRDL for encashing 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.**

**Shares held in electronic form**

Shareholders holding shares in electronic form may please note that :

- i) Instructions regarding bank details which they wish to have incorporated in future dividend warrants must be submitted to their Depository Participants (DP). As per the regulations of NSDL and CDSL, the Company is obliged to print bank details on the dividend warrants, as furnished by these Depositories to the Company.

- ii) Instructions already given by them for shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.
- iii) Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.
- iv) The Company provides NECS facilities for shares held in electronic form and shareholders are urged to avail of this facility.

#### **Bank Details**

Shareholders holding shares in physical form are requested to notify / send the following to TSRDL to facilitate better servicing:-

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

Shareholders are advised that respective bank details and address as furnished by them or by NSDL / CDSL to the Company, for shares held in physical form and in electronic form respectively, will be printed on their dividend warrants as a measure of protection against fraudulent encashment.

#### **National Electronic Clearing Service (NECS) Facility**

Under NECS facility, shareholders get an option to receive dividend directly to their bank account rather than receiving the same through Dividend Warrants. Shareholders holding shares in physical form, who wish to avail NECS facility, are requested to send their NECS mandate in the prescribed form to TSRDL, in the event they have not done so earlier. Shareholders holding shares in dematerialised form are requested to give the NECS mandate to their respective DPs directly.

**Please note that shareholders who do not provide details of bank accounts with banks having Core Banking Facility, as required by RBI, will receive their dividend by physical warrants.**

The NECS Mandate Form can be obtained from TSRDL or downloaded from the Company's website [www.tatapower.com](http://www.tatapower.com) under the section 'Investor Relations'.

#### **Depository Services**

Shareholders 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](mailto:info@nsdl.co.in)  
Website: [www.nsdl.co.in](http://www.nsdl.co.in)

Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers  
17th Floor, Dalal Street, Fort  
Mumbai - 400 001.  
Tel. No. : 022-2272 3333  
Fax No. : 022-2272 3199  
E-mail: [investor@cdslindia.com](mailto:investor@cdslindia.com)  
Website: [www.cdslindia.com](http://www.cdslindia.com)

#### **Nomination Facility**

Pursuant to the provisions of Section 109A of the Act, shareholders are entitled to make nominations in respect of shares held by them. Shareholders 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. 2B to TSRDL. Members holding shares in electronic form are requested to give the nomination request to their respective DPs directly.

Form No. 2B can be obtained from TSRDL or downloaded from the Company's website [www.tatapower.com](http://www.tatapower.com) under the section 'Investor Relations'.

#### **Odd Lot Facility**

Having regard to the difficulties experienced by shareholders with small holdings in disposing of the shares held by them in physical form, TSRDL has framed a Scheme for the purchase of such shares. Interested shareholders with a shareholding of upto 50 shares of Rs.10/- each may contact TSRDL for further details.

- Shareholders holding shares in dematerialised form should address their correspondence to their respective DPs, other than for dividend, which should be addressed to TSRDL.
- Shareholders are requested to provide their email address, telephone/fax numbers and quote their folio numbers/DP ID & Client ID in all correspondence with TSRDL to facilitate prompt response.

**Secretarial Audit for reconciliation of Capital**

As stipulated by SEBI, a qualified practising 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).

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**Declaration**

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, I affirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the year ended 31st March, 2010.

For The Tata Power Company Limited

Mumbai, 24th May, 2010

**P R Menon**  
Managing Director

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

We have examined the compliance of conditions of Corporate Governance by The Tata Power Company Limited, for the year ended 31st March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

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

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

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

For DELOITTE HASKINS & SELLS  
Chartered Accountants  
(Registration Number: 117366W)

N. VENKATRAM  
Partner  
(Membership Number: 71387)

Mumbai, 24th May, 2010