



Quarterly Compliance Report on Corporate Governance

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

Quarter ended on : 31st December 2014

| 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. |

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| 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 (VIIIA) | Yes | <ol style="list-style-type: none"> 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. 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. |





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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. |

