

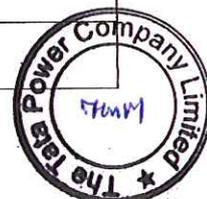


Quarterly Compliance Report on Corporate Governance

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

Quarter ended on : 31st March 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 was held in 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 will 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 will be disclosed in the Annual Report for 2014-15.
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	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.
B	Disclosure of Accounting Treatment	49 (VIIIB)	Yes	-
C	Remuneration of Directors	49 (VIIIC)	Yes	-
D	Management	49 (VIIID)	Yes	-
E	Shareholders	49 (VIIIE)	Yes	-
F	Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	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.

