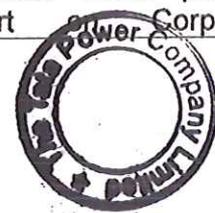




Quarterly Compliance Report on Corporate Governance

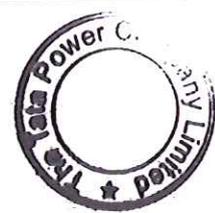
Name of the Company : **THE TATA POWER COMPANY LIMITED**
 Quarter ended on : 30th June 2015

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	<ul style="list-style-type: none"> • Formal letters of appointment were issued to Independent Directors last year after their appointment at the AGM in August 2014. The terms and conditions of their appointment have been disclosed on the Company's website www.tatapower.com • The criteria for performance evaluation is disclosed in the Annual Report for FY15. • A 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 has been provided in the Annual Report for FY15.
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	<p>The Codes of Conduct for Non-Executive Directors and senior management personnel have been posted on the Company's website.</p> <p>The declaration by the CEO confirming compliance with the Codes by all board members and senior management personnel forms part of Report on Corporate Governance.</p>





				Governance in the Annual Report for FY15.
F	Whistle Blower Policy	49 (IIF)	Yes	The details of establishment of vigil mechanism have been disclosed on the Company's website and in the Annual Report for FY15.
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 have been disclosed in the Annual Report for FY15.
V.	Subsidiary Companies	49 (V)	Yes	Policy for determining Material Subsidiaries has been uploaded on the website. Web link thereto has been provided in the Annual Report for FY15.
VI.	Risk Management	49 (VI)	Yes	-
VII.	Related Party Transactions	49 (VII)	Yes	-
VIII.	Disclosures	49 (VIII)		
A	Related party transactions	49 (VIIIA)	Yes	<ul style="list-style-type: none"> • There is no material transaction with Related parties in the quarter. • Policy on materiality and on dealing with Related Party Transactions, including Frameworks and Guidelines, has been uploaded on the website. Web link thereto has been provided in the Annual Report for FY15.
B	Disclosure of Accounting Treatment	49 (VIIIB)	Yes	-
C	Remuneration of Directors	49 (VIIIC)	Yes	Disclosures on





				remuneration of directors form part of the Report on Corporate Governance in the Annual Report for FY15.
D	Management	49 (VIID)	Yes	-
E	Shareholders	49 (VIIE)	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	Report on Corporate Governance forms part of the Annual Report for FY15.
XI.	Compliance	49 (XI)	Yes	Certificate from Auditors for compliance of conditions of Corporate Governance forms part of Annual Report for FY15.

