



10<sup>th</sup> April, 2018  
BJ/SH-L2/

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Bldg., P. J. Towers  
Dalal Street, Fort  
Mumbai – 400 001.  
Scrip Code: 500400

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex  
Bandra (East)  
Mumbai – 400 051.  
Symbol: TATAPOWER EQ

Dear Sirs,

**Quarterly Compliance Report on Corporate Governance**

In terms of Clause 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith the Quarterly Compliance Report on Corporate Governance, of the Company, for the quarter ended 31<sup>st</sup> March 2018.

Thanking-you,

Yours faithfully,  
**For The Tata Power Company Limited**

(H. M. Mistry)  
Company Secretary

Encl.

**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](http://www.tatapower.com) Email : [tatapower@tatapower.com](mailto:tatapower@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 : 31<sup>st</sup> March 2018

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./ Ms.)</b>	<b>Name of the Director</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)<sup>&amp;</sup></b>	<b>Date of Appointment in the current term/ cessation</b>	<b>Tenure*</b>	<b>No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
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

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup>Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

<sup>\*</sup>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.



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

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



<b>III. Meeting of Board of Directors</b>				
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	
<b>IV. Meeting of Committees</b>				
	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.				
<b>V. Related Party Transactions</b>				
Subject			Compliance status (Yes/No/NA) <sup>refer note below</sup>	
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	
<b>Note</b>				
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.				

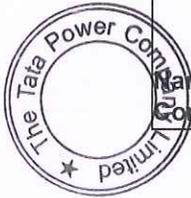


## VI. Affirmations

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 14<sup>th</sup> February, 2018.**

*H.M. 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)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>	
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.	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
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
<b>Note</b>		
<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.



*Hanoz Mistry*

**Name & Designation : Hanoz M. Mistry**

**Company Secretary / Compliance Officer / Managing Director / CEO**