

**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 2019

<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>a</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	4	Nil	1
Mr.	Sanjay Vijay Bhandarkar	PAN - AAIPB0927D DIN - 01260274	Non-Executive- Independent	14.10.2016	Up to 13.10.2021	5	5	5
Ms.	Vibha Umesh Padalkar	PAN - AAAPP4403G DIN - 01682810	Non-Executive- Independent	14.10.2016	Up to 13.10.2021	2	3	1
Ms.	Anjali Bansal	PAN - AJMPB0292J DIN - 00207746	Non-Executive- Independent	14.10.2016	Upto 13.10.2021	6	1	Nil
Mr.	K. M. Chandrasekhar	PAN - ACYPM5755A DIN - 06466854	Non-Executive- Independent	04.05.2017	Up to 03.05.2022	1	1	Nil
Mr.	Hemant Bhargava	PAN - ACOPB2688P DIN - 01922717	Non-Executive- Nominee	24.08.2017	N.A.	N.A.	1	Nil
Mr.	Saurabh Agrawal	PAN - AAGPA7428L DIN - 02144558	Non-Executive- Non-Independent	17.11.2017	N.A.	N.A.	3	1





Mr.	Banmali Agrawala	PAN - AANPA3617N DIN - 00120029	Non-Executive- Non-Independent	17.11.2017	N.A.	N.A.	1	1
Mr.	Praveer Sinha, CEO & Managing Director	PAN - ALJPS8886J DIN - 01785164	Executive	01.05.2018	N.A.	Nil	Nil	Nil
Mr.	Ashok S. Sethi, COO & Executive Director	PAN - AAUPS9393G DIN - 01741911	Executive	01.04.2017	N.A.	Nil	1	Nil

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>8</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

\*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) <sup>8</sup>
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

<sup>8</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.



III. Meeting of Board of Directors		
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)
29.10.2018	28.01.2019 01.02.2019 11.03.2018 25.03.2018	90 days

#### IV. Meeting of Committees

	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	25.01.2019 20.03.2019	Yes (4 out of 4 members present) Yes (4 out of 4 members present)	26.10.2018	90 days
Nomination & Remuneration Committee	25.03.2019	Yes (3 out of 3 members present)	29.10.2018	146 days
Risk Management Committee	26.03.2019	Yes (5 out of 5 members present)	05.12.2018	110 days
Stakeholders Relationship Committee	12.03.2019	Yes (3 out of 3 members present)	22.10.2018	140 days

\*This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional.

#### V. Related Party Transactions

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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### Note

- 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.
- 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 29<sup>th</sup> January, 2019.**



*Hanoz Mistry*

**Name & Designation : Hanoz M. Mistry  
Company Secretary and Compliance Officer / Managing Director / CEO**



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)	Yes
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>		
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.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		



**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 and Compliance Officer / ~~Managing Director~~ / CEO**

