



12th May 2020
BJ/SH-L2/

BSE Limited
Corporate Relationship Department
1st 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, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051.
Symbol: TATAPOWER EQ

Dear Sirs,

Compliance Report on Corporate Governance

In terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith the Compliance Report on Corporate Governance, of the Company, for the quarter and financial year ended 31st March 2020.

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

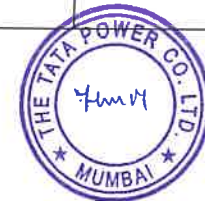
Tel 91 22 6665 8282 Fax 91 22 6665 8801

Website : www.tatapower.com Email : 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 : 31th March 2020

Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ⁵	Initial date of Appointment	Date of Re-appointment	Date of cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	N. Chandrasekaran	PAN ABJPC6349J DIN - 00121863	Chairperson- Non-Executive- Non-Independent	11.02.2017			N.A.	02.06.1963	6	0	0	0
Ms.	Anjali Bansal	PAN AJMPB0292J DIN - 00207746	Non-Executive- Independent	14.10.2016			41	25.02.1971	5	5	6	0
Ms.	Vibha Umesh Padalkar	PAN AAAPP4403G DIN - 01682810	Non-Executive- Independent	14.10.2016			41	05.05.1968	2	1	3	1
Mr.	Sanjay Vijay Bhandarkar	PAN AAIPB0927D DIN - 01260274	Non-Executive- Independent	14.10.2016			41	26.03.1968	3	3	5	4
Mr.	K. M. Chandrasekhar	PAN ACYPM5755A DIN - 06466854	Non-Executive- Independent	04.05.2017			34	20.02.1948	1	1	1	0
Mr.	Ashok Sinha	PAN AAZPS2933F DIN - 00070477	Non-Executive - Independent	02.05.2019			10	15.02.1952	3	3	2	3
Mr.	Hemant Bhargava	PAN ACOPB2688P DIN - 01922717	Non-Executive- Nominee	24.08.2017			N.A.	20.07.1959	4	0	2	0



Mr.	Saurabh Agrawal	PAN AAGPA7428L DIN - 02144558	Non-Executive- Non-Independent	17.11.2017			N.A.	13.08.1969	2	0	3	0
Mr.	Banmali Agrawala	PAN AANPA3617N DIN - 00120029	Non-Executive- Non-Independent	17.11.2017			N.A.	30.04.1963	1	0	0	2
Mr.	Praveer Sinha, CEO & Managing Director	PAN ALJPS8886J DIN - 01785164	Executive	01.05.2018			23	08.04.1962	1	0	0	0

Whether Regular chairperson appointed: Yes

Whether Chairperson is related to managing director or CEO: No

\$PAN of any director would not be displayed on the website of Stock Exchange

&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.



Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)&	Date of Appointment	Date of Cessation
1. Audit Committee of Directors	Yes	Mr. Ashok Sinha	Chairperson-Non-Executive-Independent	13.08.2019	
		Ms. Vibha Padalkar	Non-Executive-Independent	14.10.2016	
		Mr. S. V. Bhandarkar	Non-Executive-Independent	23.04.2017	
		Mr. Saurabh Agrawal	Non-Executive-Non-Independent	01.03.2018	
		Ms. Anjali Bansal	Non-Executive-Independent	13.08.2019	
		Mr. K. M. Chandrasekhar	Non-Executive-Independent	13.08.2019	
2. Nomination & Remuneration Committee	Yes	Mr. S. V. Bhandarkar	Chairperson-Non-Executive-Independent	13.08.2019	
		Mr. N. Chandrasekaran	Non-Executive-Non-Independent	23.04.2017	
		Ms. Vibha Padalkar	Non-Executive-Independent	13.08.2019	
3. Risk Management Committee	Yes	Ms. Vibha Padalkar	Chairperson-Non-Executive-Independent	14.10.2016	
		Mr. Banmali Agrawala	Non-Executive-Non-Independent	01.03.2018	
		Mr. S. V. Bhandarkar	Non-Executive-Independent	13.08.2019	
		Mr. Hemant Bhargava	Non-Executive - Nominee Director	13.08.2019	
		Mr. Ashok Sinha	Non-Executive-Independent	13.08.2019	
4. Stakeholders Relationship Committee	Yes	Mr. Banmali Agrawala	Chairperson-Non-Executive-Non-Independent	01.03.2018	
		Mr. Hemant Bhargava	Non-Executive - Nominee Director	02.05.2019	
		Mr. Anjali Bansal	Non-Executive-Independent	13.08.2019	
5. Corporate Social Responsibility Committee	Yes	Ms. Anjali Bansal	Chairperson-Non-Executive-Independent	23.04.2017	
		Mr. K. M. Chandrasekhar	Non-Executive-Independent	13.08.2019	
		Mr. Praveer Sinha	Executive	02.05.2018	

&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.

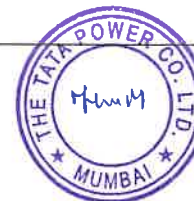
Notes:

Mr. Banmali Agrawala was inducted as the Member of Stakeholders Relationship Committee w.e.f. 1st March 2018. He was designated as Chairman of the Stakeholders Relationship Committee w.e.f. 13th August 2019.

Ms. Vibha Padalkar was inducted as the Member of Risk Management Committee w.e.f. 14th October 2016. She was designated as Chairperson of Risk Management Committee w.e.f. 13th August 2019.



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	Whether requirement of Quorum met* Yes/No	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)	
08.11.2019	29.01.2020	Yes Yes	10 9	5 5	81 days	
IV. Meeting of Committees						
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details) Yes/No	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	27.01.2020	Yes Yes Yes	6 6 6	5 5 5	07.11.2019 03.12.2019	- 25 days 54 days
Nomination & Remuneration Committee	18.03.2020	Yes Yes Yes	3 3 3	2 2 2	03.10.2019 08.11.2019	- 35 days 130 days
Risk Management Committee	17.03.2020	Yes Yes	5 5	3 3	13.12.2019	- 94 days
Stakeholders Relationship Committee	17.01.2020 11.03.2020	Yes Yes	2 3	1 1	No meeting held	- 53 days
*This information has to be mandatorily given for audit committee. For rest of the committees, giving this information is optional. **to be filled in only for the current quarter meetings						
V. Related Party Transactions						
Subject					Compliance status (Yes/No/NA) ^{refer note below}	
Whether prior approval of audit committee obtained					Yes	
Whether shareholder approval obtained for material RPT					NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee					Yes	
Note						
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.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - 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 obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here: **The previous quarter report was placed before the Board, at its meeting held on 29th January 2020.**

Hanoz 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)**

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)^{refer note below}
As per regulation 46(2) of the LODR:	
a) Details of business	Yes
b) Terms and conditions of appointment of independent directors	Yes
c) Composition of various committees of board of directors	Yes
d) Code of conduct of board of directors and senior management personnel	Yes
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
f) Criteria of making payments to non-executive directors	Yes
g) Policy on dealing with related party transactions	Yes
h) Policy for determining 'material' subsidiaries	Yes
i) Details of familiarization programmes imparted to independent directors	Yes
j) Email address for grievance redressal and other relevant details	Yes
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
l) Financial results	Yes
m) Shareholding pattern	Yes
n) Details of agreements entered into with the media companies and/or their associates	N.A.
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
p) New name and the old name of the listed entity	N.A.
q) Advertisements as per regulation 47(1)	Yes



r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
b) Materiality Policy as per Regulation 30	Yes	
c) Dividend Distribution Policy as per regulation 43A (as applicable)	Yes	
<i>It is certified that these contents on the website of the listed entity are correct.</i>		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
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), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes



Quorum of Nomination & Remuneration Committee	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(1A),(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
Disclosure of related party transactions on consolidated basis	23(9)	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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers Insurance	25(10)	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
Note 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 the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.		
 Name & Designation: Hanoz M. Mistry Company Secretary & Compliance officer/Managing Director/CEO 		