

# REPORT ON CORPORATE GOVERNANCE



Windfarm, Cennergi, South Africa

## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy on Corporate Governance

The essence of Corporate Governance is about maintaining the right balance between economic, social, individual and community goals. At Tata Power, good corporate governance is a way of life and the way we do our business, encompassing every day's activities and is enshrined as a part of our way of working. The Company is focused on enhancement of long-term value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances. Our actions are governed by our values and principles, which are reinforced at all levels of the organisation. These principles have been and will continue to be our guiding force in future.

For your Company, good corporate governance is a synonym for sound management, transparency and disclosure, encompassing good corporate practices, procedures, standards and implicit rules which propel a Company to take sound decisions, thus maximising long-term shareholder value without compromising on integrity, social obligations and regulatory compliances. As a Company with a strong sense of values and commitment, Tata Power believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders. This is an integral part of Tata Power's business philosophy. The cardinal principles such as independence, accountability, responsibility, transparency, trusteeship and disclosure serve as means for implementing the philosophy of Corporate Governance.

This philosophy is reflected and practised through the Tata Code of Conduct (TCOC), the Tata Business Excellence Model and the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, which form guidelines for "Leadership with Trust". The Company is committed to focus its energies and resources in creating and positively leveraging shareholders' wealth and, at the same time, safeguarding the interests of all stakeholders. This is our path to sustainable and profitable existence and growth.

### Governance Guidelines

The Company has adopted Governance Guidelines to help fulfil its corporate responsibility towards its stakeholders. The Governance Guidelines cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Director's term, retirement age and Committees of the Board. It also covers aspects relating to nomination, appointment, induction and development of Directors, Directors' remuneration, subsidiary oversight, Code of Conduct, Board effectiveness review and mandates of Board Committees. These guidelines ensure that the Board will have the necessary authority and processes to review and evaluate our operations, when required. Further, these Guidelines allow the Board to make decisions that are independent of the management.

The Company has adopted the requirements of Corporate Governance as specified under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the disclosure requirements of which are detailed hereunder.

### Board of Directors

#### Size and composition of the Board

As on 19<sup>th</sup> May 2017, the Company's Board of Directors comprises 12 members, 2 of whom are Executive Directors, and 10 are Non-Executive Directors (NEDs). Out of these 10 NEDs, 6 are Independent Directors. The Board's composition is in compliance with the requirements of Regulation 17 of the Listing Regulations.

These Directors bring in a wide range of skills and experience to the Board. The Board provides leadership, strategic guidance, objective and an independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure.

The Board periodically evaluates the need for change in its composition and size.

The names and categories of the Directors on the Board, the number of directorships and committee positions held by them in other companies as on 31<sup>st</sup> March 2017:

Table 1

Sl. No.	Name of the Director and Business Relationship	Category of Directorship	No. of other Directorships <sup>(1)</sup>	No. of Committee positions held <sup>(2)</sup>	
				Chairman	Member
1.	Mr. N. Chandrasekaran, Chairman	Non-Independent, Non-Executive	5	Nil	Nil
2.	Mr. S. Padmanabhan		5	Nil	3
3.	Mr. Pravin H. Kutumbe (LIC Nominee)		2	Nil	1
4.	Ms. Sandhya S. Kudtarkar		6	Nil	2

Sl. No.	Name of the Director and Business Relationship	Category of Directorship	No. of other Directorships <sup>(1)</sup>	No. of Committee positions held <sup>(2)</sup>	
				Chairman	Member
5.	Dr. Homiar S. Vachha	Independent, Non-Executive	7	3	4
6.	Mr. Nawshir H. Mirza		5	4	1
7.	Mr. Deepak M. Satwalekar		2	1	Nil
8.	Ms. Anjali Bansal		3	Nil	1
9.	Ms. Vibha Padalkar		3	1	Nil
10.	Mr. Sanjay V. Bhandarkar		1	Nil	Nil
11.	Mr. Anil Sardana, CEO & Managing Director	Executive	5	Nil	Nil
12.	Mr. Ashok S. Sethi, COO & Executive Director		3	Nil	Nil

**Notes:**

- There are no inter-se relationships between our Board members.
- <sup>(1)</sup>Excludes directorship in Tata Power, alternate directorships and directorships in private companies, foreign companies and companies under Section 8 of the Companies Act, 2013 (the Act).
- <sup>(2)</sup>Includes memberships/chairmanships of the Audit Committee of Directors and Stakeholders Relationship Committee of Indian public companies (excluding Tata Power).
- None of the Directors were members of more than 10 committees or acted as chairperson of more than 5 committees (as specified in the Listing Regulations), across all the companies in which he/she was a Director. The necessary disclosures regarding committee positions have been made by the Directors.
- None of the Directors held directorship in more than 20 Indian companies including 10 public limited companies.
- None of the Directors were related to any Director or member of an extended family.
- None of the Independent Directors of the Company served as Independent Director in more than 7 listed companies.
- Mr. Anil Sardana, CEO & Managing Director and Mr. Ashok S. Sethi, COO & Executive Director are not Independent Directors of any other listed company.
- All Independent Directors of the Company have been appointed as per the provisions of the Act. Formal letters of appointment have been/will be issued to the Independent Directors.

**Changes in Board Composition**

Table 2

Name of the Director	Nature of change	Date of appointment / change
Ms. Sandhya S. Kudtarkar	Appointed as Additional Director in a non-executive capacity.	16 <sup>th</sup> April 2016
Mr. Piyush G. Mankad	Ceased to be Director consequent upon attaining 75 years of age, as required by the Retirement Policy adopted by Company for retirement of directors (Retirement Policy).	18 <sup>th</sup> November 2016
Ms. Anjali Bansal	Appointed as Additional Directors in an independent non-executive capacity.	14 <sup>th</sup> October 2016
Ms. Vibha Padalkar		
Mr. Sanjay V. Bhandarkar		
Mr. Cyrus P. Mistry	Resigned as Director. Consequently, also ceased to be Chairman of the Board of Directors of the Company.	19 <sup>th</sup> December 2016
Mr. S. Padmanabhan	Appointed as Additional Director in a non-executive capacity.	16 <sup>th</sup> December 2017
	Nominated as Chairman of the Board of Directors of the Company by Tata Sons Limited.	3 <sup>rd</sup> January 2017
Mr. N. Chandrasekaran	Appointed as Additional Director in a non-executive capacity. Also nominated as Chairman of the Board of Directors of the Company by Tata Sons Limited.	11 <sup>th</sup> February 2017
Mr. Ashok K. Basu	Ceased to be Director consequent upon attaining 75 years of age, as required by the Retirement Policy.	24 <sup>th</sup> March 2017
Dr. Homiar S. Vachha	Ceased to be Director consequent upon attaining 75 years of age, as required by the Retirement Policy.	23 <sup>rd</sup> April 2017
Mr. K. M. Chandrasekhar	Appointed as Additional Directors in an independent non-executive capacity.	4 <sup>th</sup> May 2017

### Term of Board membership

As per the terms of the Governance Guidelines adopted by the Company, the Nomination and Remuneration Committee (NRC) determines the appropriate characteristics, skills and experience required for the Board as a whole and for individual members. Board members are expected to possess the required qualifications, integrity, expertise and experience for the position. They also possess expertise and insights in sectors / areas relevant to the Company, and have ability to contribute to the Company's growth. As per the Governance Guidelines, the retirement age for Managing / Executive Directors, NEDs and Independent Directors is 65 years, 70 years and 75 years, respectively.

### Selection and appointment of new directors

The Board is responsible for the selection of new directors. The Board has delegated the screening and selection process involved in selecting new directors to the NRC. Considering the existing composition of the Board and requirement of new domain expertise, if any, the NRC reviews the potential candidates. The assessment of members to the Board is based on a combination of criteria that include ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Board member is also assessed on the basis of independence criteria defined in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The NRC then places the details of the shortlisted candidate who meets these criteria, before the Board for its consideration. If the Board approves, the person is appointed as a Director, subject to the approval of the Members at the Company's general meeting.

### Letter of appointment

The Independent Directors on the Board of the Company, upon appointment, are given a formal appointment letter *inter alia* containing the term of appointment, role, duties and responsibilities, time commitment, remuneration, insurance, code of conduct, training and development, performance evaluation process, disclosure, confidentiality etc. The terms and conditions of appointment of Independent Directors are available on the Company's website [www.tatapower.com/pdf/Terms-&-conditions-of-IDs-appointment.pdf](http://www.tatapower.com/pdf/Terms-&-conditions-of-IDs-appointment.pdf)

### Securities held by NED(s) in the Company as on 31<sup>st</sup> March 2017

Table 3

Name of Director	No. of equity shares held	No. of convertible instruments held
Mr. Sanjay V. Bhandarkar*	16,262	Nil

\* As a joint holder

### Board meetings

Dates for Board meetings in the ensuing year are decided in advance and circulated to all Directors. The agenda for each meeting, along with detailed notes, is circulated in advance to the Directors.

With a view to leverage technology and reducing paper consumption, the Company has adopted a digital application for transmitting Board / Committee agendas and notes. The Directors of the Company receive the agenda notes in electronic form through this application, which is accessible through iPads. The application meets high standards of security and integrity that are essential for storage and transmission of sensitive information in electronic form.

Nine Board meetings were held during the year and the gap between two meetings did not exceed 120 days. These meetings were held on 23<sup>rd</sup> May 2016, 11<sup>th</sup> July 2016, 4<sup>th</sup> August 2016, 23<sup>rd</sup> August 2016, 14<sup>th</sup> October 2016, 29<sup>th</sup> November 2016, 16<sup>th</sup> December 2016, 10<sup>th</sup> February 2017 and 31<sup>st</sup> March 2017. Two separate meetings of Independent Directors were also held on 10<sup>th</sup> February 2017 and 31<sup>st</sup> March 2017, which were attended by all the Independent Directors except Dr. Homiar S. Vachha.

### Attendance of directors during FY 2017

Table 4

Sl. No.	Name of the Director and Business Relationship	Category of Directorship	No. of Board Meetings attended	Attendance at AGM held on 21 <sup>st</sup> September 2016
1.	Mr. N. Chandrasekaran, Chairman	Non-Independent, Non-Executive	Nil	NA
2.	Mr. S. Padmanabhan		2	NA
3.	Mr. Cyrus P. Mistry		7	Yes
4.	Mr. Pravin H. Kutumbe (LIC Nominee)		8	Yes
5.	Ms. Sandhya S. Kudtarkar		8	Yes

Sl. No.	Name of the Director and Business Relationship	Category of Directorship	No. of Board Meetings attended	Attendance at AGM held on 21 <sup>st</sup> September 2016
6.	Dr. Homiar S. Vachha	Independent, Non-Executive	7	Yes
7.	Mr. Nawshir H. Mirza		9	Yes
8.	Mr. Deepak M. Satwalekar		8	Yes
9.	Mr. Piyush G. Mankad		5	No
10.	Mr. Ashok K. Basu		8	Yes
11.	Ms. Anjali Bansal		4	NA
12.	Ms. Vibha Padalkar		4	NA
13.	Mr. Sanjay V. Bhandarkar		4	NA
14.	Mr. Anil Sardana, CEO & Managing Director	Executive	9	Yes
15.	Mr. Ashok S. Sethi, COO & Executive Director		9	Yes

### Information provided to the Board

The Board has unrestricted access to all Company-related information. At Board / Committee meetings, department heads and representatives who can provide additional insights into the items being discussed, are invited. The Company provides the following information *inter alia* to the Board, which is given either as part of the agenda or by way of presentations during the meetings:

- Annual operating plans and budgets, capital budgets and other updates.
- Quarterly, half-yearly and annual financial results of the Company and its operating divisions or business segments.
- Detailed presentations on business strategy and future outlook of the Company.
- Minutes of meetings of various Committees of the Board.
- Subsidiary companies' minutes, financial statements and significant transactions and investments.
- The information on recruitment and remuneration of key executives just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Significant regulatory matters concerning Indian or foreign regulatory authorities.
- Issues which involve possible public or product liability claims of a substantial nature, if any.
- Detailed analysis of potential acquisition targets or possible divestments.
- Details of any joint venture or collaboration agreements.
- Transactions that involve substantial payment toward goodwill, brand equity or intellectual property.
- Significant sale of investments, subsidiaries or assets which are not in the normal course of business.
- Materially important show cause, demand, prosecution and penalty notices, if any.
- Fatal or serious accidents or dangerous occurrences, if any.
- Significant effluent or pollution problems, if any.
- Material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company, if any.
- Significant labour problems and their proposed solutions, if any.
- Significant developments in the human resources and industrial relations fronts.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Non-compliance of any regulatory or statutory nature or listing requirements as well as shareholders' services such as non-payment of dividend and delays in share transfer, if any.

### Post meeting follow up mechanism

The important decisions taken at Board / Committee meetings are communicated to the concerned departments / divisions promptly. An action taken/status report on the decisions of the previous meeting(s) is placed at the next meeting of the Board for information and further recommended action(s), if any.

### Meeting of Independent Directors

During the year, the Independent Directors of the Company met on 10<sup>th</sup> February 2017 and 31<sup>st</sup> March 2017, without the presence of Executive Directors and other members of management. At the meeting held on 31<sup>st</sup> March 2017, the Independent Directors reviewed the performance of Non-Independent Directors, the Chairman and the Board as a whole. They also assessed the quality and adequacy of the information between the Company's management and the Board.

### Annual Strategy Board Meet

An Annual Strategy Board meet was organised in October 2016. As a part of the agenda, the Board conducted a strategy review of the Company's business segments, and also future growth, risk orientation and resource optimization.

### Details of familiarisation programmes for Directors including Independent Directors

All Board members of the Company are afforded every opportunity to familiarize themselves with the Company, its management, its operations and above all, the Industry perspective and issues. They are made to interact with senior management personnel and pro-actively provided with relevant news, views and updates on the Company and sector. All the information/documents sought by them is/are also shared with them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

An offsite Board familiarisation programme was held on 29<sup>th</sup> March 2017 for the Board members where various internal and external speakers provided inputs on varied industry related topics. The web link containing details of the familiarisation programmes is [www.tatapower.com/pdf/familiarisation-programme-for-directors.pdf](http://www.tatapower.com/pdf/familiarisation-programme-for-directors.pdf)

In addition to the above, the Company has an exclusive web based information portal, which is made available to all Directors. This has sections on Company matters; Laws & Regulations; Sustainability aspects; Company's quarterly progress on various operating units, projects under construction etc.

### Code of Conduct

The Company has adopted the Code of Conduct for NEDs which includes details as laid down in Schedule IV to the Act. The web link for the same is [www.tatapower.com/aboutus/pdf/Code-of-Conduct-NEDs.pdf](http://www.tatapower.com/aboutus/pdf/Code-of-Conduct-NEDs.pdf). The Company has also adopted the TCoC for all its employees including CEO & Managing Director and COO & Executive Director. The web link for the same is [www.tatapower.com/tcoc2015.pdf](http://www.tatapower.com/tcoc2015.pdf). All Board Members and Senior Management Personnel have affirmed compliance with their respective Code of Conduct. The CEO & Managing Director has also confirmed and certified the same. This certification is reproduced at the end of this Report.

### Remuneration to Directors

Details of remuneration to NEDs during and for the year under review:

[Gross Amount (₹)] Table 5

Name of the Director	Sitting Fees paid for FY17*	Commission payable for FY17**
Mr. N. Chandrasekaran <sup>§</sup>	0	0
Mr. S. Padmanabhan	1,50,000	13,00,000
Mr. Cyrus P. Mistry <sup>#</sup>	3,90,000	0
Dr. Homiar S. Vachha	6,60,000	59,50,000
Mr. Nawshir H. Mirza	9,60,000	94,50,000
Mr. Deepak M. Satwalekar	10,50,000	80,50,000
Mr. Piyush G. Mankad	3,30,000	24,50,000
Mr. Ashok K. Basu	2,70,000	17,50,000
Mr. Pravin H. Kutumbe <sup>®</sup>	2,70,000	13,00,000
Ms. Sandhya S. Kudtarkar	2,40,000	13,00,000
Ms. Anjali Bansal	2,40,000	13,50,000
Ms. Vibha Padalkar	3,30,000	20,00,000
Mr. Sanjay V. Bhandarkar	2,40,000	11,00,000

\*Excludes service tax

\*\*Commission relates to the financial year ended 31<sup>st</sup> March 2017, which was approved by the Board on 19<sup>th</sup> May 2017, to be paid during FY18.

<sup>§</sup>Mr. Chandrasekaran has not attended any meeting in FY17 and hence, was not paid any sitting fees or commission.

<sup>#</sup>Mr. Mistry, being Executive Chairman of Tata Sons Limited till 24<sup>th</sup> October 2016, has not accepted any commission till such date.

<sup>®</sup>The sitting fees for attending meetings and the commission is paid to LIC.

None of the NEDs had any pecuniary relationship or transactions with the Company other than the Sitting Fees and Commission received by them. The Company also reimburses the out-of-pocket expenses incurred by the Directors for attending meetings.

The NEDs are paid remuneration by way of Commission and Sitting Fees. The distribution of Commission amongst the NEDs is placed before the NRC and the Board. The Commission payment for the financial year ended 31<sup>st</sup> March 2017 was distributed broadly on the following basis:

1. Number of meetings of the Board and substantive Committees of the Board attended;
2. Role and responsibility as Chairman/Member of the Board/Committee;
3. Individual contribution at meetings; and
4. Time spent other than in meetings relating to the operations of the Company.

**Details of remuneration and perquisites paid and/or value calculated as per the Income-tax Act, 1961 to the Managing Director and Executive Director:**

(₹) Table 6

Name	Salary & Allowances	* Commission for FY17	Perquisites & Benefits	Retirement Benefits	Total
Mr. Anil Sardana, CEO & Managing Director	2,38,12,250	5,00,00,000	7,59,562	26,73,000	7,72,44,812
Mr. Ashok S. Sethi, COO & Executive Director	1,49,12,134	1,60,00,000	19,597	6,98,400	3,16,30,131

\*Commission (variable component) relates to the financial year ended 31<sup>st</sup> March 2017, which was approved by the Board on 19<sup>th</sup> May 2017, to be paid during FY18.

Salient features of the agreements executed/to be executed by the Company with Mr. Sardana and Mr. Sethi, consequent upon obtaining Members' approval at the AGM:

Table 7

Terms of Agreement	Mr. Anil Sardana CEO & Managing Director	Mr. Ashok S. Sethi COO & Executive Director
Period of appointment	1-2-2016 to 31-1-2021	1-4-2017 to 30-4-2019
Remuneration	Basic salary upto a maximum of ₹ 9,50,000 p.m.	Basic salary upto a maximum of ₹ 7,00,000 p.m.
Commission	At the discretion of the Board within the limits stipulated under the Act.	
- Incentive Remuneration	At the discretion of the Board, not exceeding 200% of basic salary.	
- Benefits, perquisites and allowances (excluding Company's contribution to Provident Fund, Superannuation, Gratuity, Leave Encashment)	As may be determined by the Board from time to time.	
Notice period	The Agreements may be terminated by either party giving to the other party six months' notice or the Company paying six months' remuneration in lieu thereof.	
Severance fees	There is no separate provision for payment of severance fees.	
Stock Option	Nil	

The above agreements are contractual in nature.

**Board Committees**

➤ **Mandatory Committees**

The Company has constituted the following mandatory Committees:

- Audit Committee of Directors
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders Relationship Committee
- Risk Management Committee

**Audit Committee of Directors**

Currently, the Committee comprises the following:

- Mr. N. H. Mirza, Chairman
- Mr. S. Padmanabhan
- Ms. V. Padalkar
- Mr. S. V. Bhandarkar

All members are financially literate and bring in expertise in the fields of finance, accounting, development, strategy and management. The Committee met 11 times during the year. These meetings were held on 2<sup>nd</sup> May 2016, 20<sup>th</sup> May 2016, 3<sup>rd</sup> August 2016, 19<sup>th</sup> August 2016, 27<sup>th</sup> September 2016, 3<sup>rd</sup> November 2016, 28<sup>th</sup> November 2016, 8<sup>th</sup> December 2016, 9<sup>th</sup> February 2017, 21<sup>st</sup> February 2017 and 27<sup>th</sup> March 2017, with the requisite quorum. The attendance details of these meetings are as follows:

Table 8

Sl. No.	Name of the Director	Category	No. of meetings attended
1.	Dr. H. S. Vachha, Chairman	Independent, Non-Executive	8
2.	Mr. D. M. Satwalekar		10
3.	Mr. P. G. Mankad (ceased w.e.f. 18.11.2016)		6
4.	Mr. N. H. Mirza (appointed w.e.f. 23.05.2016)		9
5.	Ms. V. Padalkar (appointed w.e.f. 14.10.2016)		5

The management is responsible for the Company's internal controls and the financial reporting process while the Statutory Auditors are responsible for performing independent audits of the Company's financial statements for issuing reports based on such audits.

The Board of Directors has entrusted this Committee with the responsibility of supervising these processes and thus ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

The Company has adopted the Charter of this Committee to bring the terms of reference, role and scope in conformity with the provisions of Section 177(4) of the Act and Regulation 18(3) read with Part C of Schedule-II of the Listing Regulations. The Charter specifies the composition, meetings, quorum, powers, roles and responsibilities etc. of the Committee.

The role and responsibilities of the Audit Committee are:

- Oversight of the Company's financial reporting processes and disclosure of financial information to ensure that the financial statements are correct, complete, consistent with information known to the Committee members, sufficient and credible.
- Reviewing, with management, the quarterly/annual financial statements and Auditor's Report thereon, before submission to the Board for approval, focusing primarily on:
  - Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act
  - Any changes in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on exercise of judgement by management
  - Modified opinion(s) in the draft audit report
  - Significant adjustments made in the financial statements arising out of audit findings
  - The going concern assumption
  - Compliance with accounting standards and accounting principles
  - Compliance with stock exchange, legal and regulatory requirements concerning financial statements
  - Disclosure of any related party transactions.
- The effect of regulatory and accounting initiatives as well as off-balance-sheet structures, on the financial statements.
- Scrutinize inter-corporate loans and investments.
- Conduct a valuation of undertakings or assets of the Company, wherever it is necessary.
- To consider the valuation report submitted by an Independent Chartered Accountant pursuant to a Scheme of Arrangement (Amalgamation/Merger/Reconstruction/ Reduction of Capital etc.) and furnish a report recommending the draft scheme, taking into consideration, *inter alia*, the aforementioned valuation report.
- Recommend to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of audit fees and terms of appointment.
- Discuss with Statutory Auditor, before the audit commences, the nature and scope of audit plan as well as post-audit discussion/ review to ascertain any area of concern and the coordination of audit effort.
- Review with Statutory Auditor, any audit problems or difficulties and management's response and resolve any disagreements of the Statutory Auditor with the management regarding financial reporting.
- Reviewing and monitoring the Auditor's independence and performance, and effectiveness of audit process.
- Review the adequacy of internal audit function, including the structure and charter of the internal audit department (including outsourced internal audit firms), staffing and seniority of the official heading the department, reporting structure coverage budget and frequency of internal audit.
- Review the appointment, removal and terms of remuneration of the Chief Internal Auditor and external internal auditors.
- Appointment of Cost Auditors.
- Evaluate on a regular basis the adequacy of risk management systems.

- Review with the management, performance of Statutory and Internal Auditors and outsourced internal audit firms, the quality, adequacy and effectiveness of internal control systems and any significant deficiencies or material weakness in the internal controls.
- Review the effectiveness of the system for monitoring compliance with applicable laws and regulations.
- Review the functioning of the vigil mechanism.
- Subsidiary company oversight.
- Review the financial statements, in particular, the investments made by the unlisted subsidiary.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditor.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate.

The Board has delegated the following powers to this Committee:

- Investigate any activity within the scope of its Charter or referred to it by the Board.
- Appoint, compensate and oversee the work of any registered public accounting firm employed by the Company.
- Pre-approve all audit and non-audit services.
- Seek any information from any employee or Director of the Company.
- Engage independent counsel and other advisors and seek their advice.
- Secure attendance of outsiders with relevant expertise.
- Have full access to the books of accounts, company facilities, employees and any other service provider to the Company.
- Meet with Company officers, external auditors, or outside counsel, as necessary.
- Engage a valuer where a valuation needs to be made for any property, stock, shares, debentures, or goodwill or any other assets or net worth of the Company or its liabilities.

The Committee invites such of the executives as it considers appropriate (and particularly the head of the finance function) to be present at its meetings. The CEO & Managing Director, COO & Executive Director, Chief Financial Officer and head of Internal Audit attend the meetings as per invitation by the Committee. The Statutory Auditors are also invited to the meetings. Mr. H. M. Mistry, the Company Secretary, acts as the Secretary of the Committee.

The Internal and Statutory Auditors of the Company discuss their audit findings and updates with the Committee and submit their views directly to the Committee. Separate discussions are held with the Internal Auditors to focus on compliance issues and to conduct detailed reviews of the processes and internal controls in the Company. The permissible non-audit related services undertaken by the Statutory Auditors are also pre-approved by the Committee.

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the Regulations), the Board of Directors of the Company has adopted the Tata Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices (the Code) to be followed by Directors, employees and other connected persons. The Code is based on the principle that Directors and the employees of a Tata Company owe a fiduciary duty to, among others, the Members of the Company to place the interest of the Members above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Code contains regulations for preservation of price sensitive information, pre-clearance of trade and monitoring and implementation of the Code. Under the Code, the Committee is empowered:

- To approve policies in relation to the implementation of the Code and to supervise implementation of the Code.
- To note and take on record the status reports detailing the dealings by Designated Persons in securities of the Company, as submitted by the Compliance Officer on a quarterly basis.
- To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person.

In terms of this Code, Mr. Ramesh N. Subramanyam, CFO continues to be 'Compliance Officer' and Mr. Anand Agarwal, Chief - M&A and Strategic Finance is designated as the 'Chief Investor Relations Officer'.

**Nomination and Remuneration Committee**

Currently, the Committee comprises the following:

- Mr. D. M. Satwalekar, Chairman
- Mr. N. Chandrasekaran
- Ms. Anjali Bansal

The Committee met 5 times during the year. These meetings were held on 16<sup>th</sup> May 2016, 3<sup>rd</sup> October 2016, 30<sup>th</sup> November 2016, 9<sup>th</sup> February 2017 and 16<sup>th</sup> March 2017. The attendance details of these meetings are as follows:

*Table 9*

Sl. No.	Name of the Director	Category	No. of meetings attended
1.	Mr. N. H. Mirza, Chairman	Independent, Non-Executive	5
2.	Dr. H. S. Vachha		3
3.	Mr. D. M. Satwalekar (appointed w.e.f. 23.05.2016)		4
4.	Ms. Anjali Bansal (appointed w.e.f. 14.10.2016)		2
5.	Mr. S. Padmanabhan (appointed w.e.f. 10.01.2017)	Non-Independent, Non-Executive	2
6.	Mr. C. P. Mistry (ceased w.e.f. 19.12.2016)		3

In terms of the provisions of Section 178(3) of the Act and Regulation 19(4) read with Part D of Schedule-II of the Listing Regulations, the Committee is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The Committee is also responsible for recommending to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Board has adopted the Policy on Board Diversity & Director Attributes and Remuneration Policy for Directors, Key Managerial Personnel and other employees of the Company, which are attached as Annexures II and III to the Board’s Report. The Board has also adopted a Charter of this Committee which specifies its principles and objectives, composition, meetings, authority and powers, responsibilities, reporting, evaluation etc.

In addition to the duties cast under Section 178 of the Act, the other responsibilities of this Committee are:

- Board composition and succession related
- Evaluation related
- Remuneration related
- Board development related
- Review of HR Strategy, Philosophy and Practices
- Other functions

The Board has delegated the following powers to this Committee:

- Investigate any activity within the scope of its Charter or referred to it by the Board.
- Seek any information or explanation from any employee or Director of the Company.
- Ask for any records or documents of the Company.
- In the context of any of the above, it may also engage independent consultants and other advisors and seek their advice.

**Board Evaluation**

The Board carries out an annual evaluation of its own performance, as well as the working of its Committees. The Board works with the Committee to lay down the criteria for the performance evaluation. The contribution and impact of individual Directors is reviewed through a peer evaluation on parameters such as level of engagement and participation, flow of information, independence of judgement, conflicts resolution and their contribution in enhancing the Board’s overall effectiveness. Feedback-cum-assessment of individual Directors, the Board as a whole and its Committees is conducted. The feedback obtained from the interventions is discussed in detail and, where required, independent and collective action points for improvement are put in place.

**Corporate Social Responsibility Committee**

Currently, the Committee comprises the following:

- Ms. Anjali Bansal, Chairperson
- Mr. D. M. Satwalekar
- Mr. Anil Sardana

During the year, the Committee met 4 times on 28<sup>th</sup> June 2016, 9<sup>th</sup> September 2016, 30<sup>th</sup> November 2016 and 27<sup>th</sup> February 2017. The attendance details of these meetings are as follows:

Table 10

Sl. No.	Name of the Director	Category	No. of meetings attended
1.	Mr. D. M. Satwalekar, Chairman	Independent, Non-Executive	4
2.	Mr. Anil Sardana	Executive	4
3.	Mr. A. S. Sethi (ceased w.e.f. 23.04.2017)		4

The Company has adopted a CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company website [www.tatapower.com](http://www.tatapower.com).

The broad terms of reference of the Committee are as under:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act or may be prescribed by the rules thereto;
- Recommend the amount of expenditure to be incurred on the activities referred to in the above clause; and
- Monitor the CSR Policy of the Company from time to time.

### Stakeholders Relationship Committee

Currently, the Committee comprises the following:

- Mr. S. V. Bhandarkar, Chairman
- Mr. P. H. Kutumbe
- Ms. S. S. Kudtarkar
- Mr. A. S. Sethi

The Committee met twice during the year on 12<sup>th</sup> October 2016 and 27<sup>th</sup> March 2017. The attendance details of these meeting are as follows:

Table 11

Sl. No.	Name of the Director	Category	No. of meetings attended
1.	Dr. H. S. Vachha, Chairman	Independent, Non-Executive	1
2.	Mr. S. V. Bhandarkar (appointed w.e.f. 14.10.2016)		1
3.	Mr. P. H. Kutumbe	Non-Independent, Non-Executive	1
4.	Mr. A. S. Sethi	Executive	2

The Committee specifically discharges duties of servicing and protecting the interest of shareholders, redressing investors' complaints and requests.

The Board has adopted the Charter of the Committee which specifies the composition, meetings, quorum, authority and powers, roles and responsibilities etc. of the Committee.

The role and responsibilities of this Committee are to:

- Review statutory compliance relating to all security holders.
- Resolution of the grievances of all security holders. This includes tracking and monitoring of the redressal of all security holders and investor complaints including complaints related to transfer of securities, non-receipt of annual report/declared dividends.
- Oversight of compliances in respect of dividend payments and transfer of unclaimed amounts to the Investor Education and Protection Fund.
- Oversight and review of all matters related to the transfer of securities of the Company.
- Ensure setting of proper controls and oversight of performance of the Registrar and Share Transfer Agent.
- Approval of issue of duplicate share certificates of the Company.
- Approval of transmission of securities.
- Review of movements in shareholding and ownership structure of the Company.
- Recommend measures for overall improvement of the quality of investor services.
- Conduct a Shareholder Satisfaction Survey to judge the level of satisfaction amongst shareholders.
- Suggest and drive implementation of various shareholder-friendly initiatives.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

**The Board has delegated the following powers to this Committee:**

- To investigate any activity within the scope of its Charter or referred to it by the Board.
- Seek any information or explanation from any employee or Director of the Company.
- Ask for any records or documents of the Company.
- Engage independent consultants and advisors, including legal counsel or expert, as it deems appropriate.

**Name, designation and address of the Compliance Officer:**

Mr. H. M. Mistry, Company Secretary  
 Bombay House, 24, Homi Mody Street, Mumbai 400 001  
 Tel: 022 6665 7515 Fax: 022 6717 1004

In accordance with Regulation 6 of the Listing Regulations, the Board has appointed Mr. H. M. Mistry, Company Secretary as the Compliance Officer. He is authorised to severally approve share transfers/ transmissions, in addition to the powers with the members of the Committee. Share transfer formalities are regularly attended to and at least once a fortnight.

All investor complaints which cannot be settled at the level of the Compliance Officer, are placed before the Committee for final settlement.

The status of total number of complaints received during the year under review is as follows:

Table 12

Sl. No.	Description	Total		
		Received	Replied	Pending
A.	<b>Letters received from Statutory Bodies</b>			
	Securities & Exchange Board of India	17	12	5
	Stock Exchanges	3	3	0
	Depositories (NSDL/CDSL)	1	1	0
	Ministry of Corporate Affairs	0	0	0
	Consumer Forum	0	0	0
B.	<b>Dividends</b>			
	Non-receipt of dividend / interest warrants (pending reconciliation at the time of receipt of letters)	4	4	0
	<b>Total</b>	<b>25</b>	<b>20</b>	<b>5</b>

- For the 5 unresolved complaints received through the SEBI SCORES System (System), the ATRs have been uploaded on the System and the same are pending for closure.
- There were no pending transfers/demats as on 31<sup>st</sup> March 2017.

**Risk Management Committee**

Currently, the Committee comprises the following:

- Mr. N. H. Mirza, Chairman
- Mr. S. Padmanabhan
- Ms. V. Padalkar
- Mr. A. S. Sethi
- Mr. R. N. Subramanyam, CFO
- Mr. P. G. Date, Chief-Internal Audit & Risk Management

The Committee met thrice during the year. These meetings were held on 5<sup>th</sup> August 2016, 3<sup>rd</sup> October 2016 and 20<sup>th</sup> December 2016. The attendance details of these meetings are as follows:

Table 13

Sl. No.	Name of the Director	Category	No. of meetings attended
1.	Dr. H. S. Vachha, Chairman	Independent, Non-Executive	3
2.	Mr. N. H. Mirza (appointed w.e.f. 23.05.2016)		3
3.	Mr. D. M. Satwalekar		3
4.	Ms. V. Padalkar (appointed w.e.f. 14.10.2016)		Nil
5.	Mr. A. S. Sethi	Executive	3
6.	Mr. R. N. Subramanyam	Chief Financial Officer	3
7.	Mr. P. G. Date	Chief - Internal Audit & Risk Management	3

The Board has adopted Risk Management Strategy Document which specifies the objective, benefits of Risk Management, Risk Management Policy, Risk Management Process, Risk Organization Structure, Risk Culture etc. The Risk Management policy is available on the Company's website [www.tatapower.com](http://www.tatapower.com). The role and responsibilities of this Committee include the following:

- To review Risk Management Policy and its deployment.
- To review Risk Management Framework and its effectiveness and set direction.
- To monitor and review Risk Management Plan.
- To decide the risk appetite of the Company and, accordingly, guide the Board in taking up new investments.
- To review the major risks.
- To report high value risks and its mitigation to the Board.

#### ➤ **Non-mandatory Committees**

The following are the non-mandatory Committees of the Board:

##### **Executive Committee of the Board**

Currently, this Committee comprises the following:

- Mr. N. Chandrasekaran, Chairman
- Mr. S. Padmanabhan
- Mr. D. M. Satwalekar
- Mr. S. V. Bhandarkar
- Mr. Anil Sardana
- Mr. A. S. Sethi

This Committee covers a detailed review of business and strategy review, long-term financial projections and cash flows, capital and revenue budgets and capital expenditure programmes, acquisitions, divestments and business restructuring proposals, senior management succession planning, any other item as may be decided by the Board, before being presented to the full Board.

##### **Committee for Financial Facilities and Bank Accounts**

Currently, this Committee comprises the following:

- Mr. N. H. Mirza, Chairman
- Mr. Anil Sardana
- Mr. A. S. Sethi

The role of this Committee is to *inter alia* approve assignment of the Company's working capital lines to its subsidiaries and to provide corporate guarantees to secure working capital lines sanctioned to subsidiaries, accept modifications to the terms and conditions of the working capital facilities that may be made by the banks/financial institutions.

##### **Committee of Executive Directors of the Board**

Currently, this Committee comprises the following:

- Mr. Anil Sardana
- Mr. A. S. Sethi

The role of this Committee is to *inter alia* approve change in operating instructions of the Company's Bank Accounts, submission of Request for Qualification for any project and authorise execution of all documents, including Powers of Attorney, in connection with the same.

##### **General Body Meetings**

The details of the last three Annual General Meetings (AGMs) of the Company are as follows:

Table 14

Financial Year ended	Day, Date and Time	Venue	Special Resolutions passed
31 <sup>st</sup> March 2014	Wednesday, 13 <sup>th</sup> August 2014, at 3 p.m.	Birla Matushri Sabhagar, Sir Vithaldas	<ul style="list-style-type: none"> <li>• Private placement of Non-Convertible Debentures</li> <li>• Borrowing limits of the Company</li> <li>• Creation of charges</li> <li>• Increase in limits of investments in other bodies corporate</li> </ul>
31 <sup>st</sup> March 2015	Wednesday, 5 <sup>th</sup> August 2015, at 3 p.m.	Thackersey Marg, 19, New Marine Lines, Mumbai	<ul style="list-style-type: none"> <li>• Private placement of Non-Convertible Debentures</li> <li>• Increase in limits of investments in other bodies corporate</li> </ul>
31 <sup>st</sup> March 2016	Wednesday, 21 <sup>st</sup> September 2016, at 3 pm	400 020	<ul style="list-style-type: none"> <li>• Private placement of Non-Convertible Debentures</li> <li>• Increase in limits of investments in other bodies corporate</li> </ul>

During the year under review, no special resolution has been passed through the exercise of postal ballot. Currently, no special resolution is proposed to be conducted through postal ballot.

### Means of Communication to the shareholders

**Quarterly Results:** Quarterly and half-yearly reports are published in the following newspapers:

Table 15

Name of the Newspaper	Region	Language
Indian Express – All editions	Ahmedabad, Vadodara, Mumbai, Chandigarh, New Delhi, Kolkata, Lucknow, Nagpur and Pune	English
Financial Express	Mumbai, Pune, Ahmedabad, New Delhi, Lucknow, Chandigarh, Kolkata, Hyderabad, Bengaluru, Kochi and Chennai	English
Loksatta – All editions	Ahmednagar, Mumbai, Pune, Nagpur, Aurangabad and New Delhi	Marathi
Jam-e-Jamshed Weekly	Mumbai	Gujarati
Vyapar + Phulchhab	Mumbai and Rajkot	Gujarati

**Annual Reports:** The Annual Reports are emailed/posted to Members and others entitled to receive them.

**News Releases, Presentations etc.:** Official news releases, detailed presentations made to media, analysts, institutional investors etc. are displayed on the Company's website. Official media releases, sent to the Stock Exchanges, are given directly to the press.

**Website:** Comprehensive information about the Company, its business and operations, Press Releases and investor information can be viewed at the Company's website [www.tatapower.com](http://www.tatapower.com). The 'Investor Relations' section serves to inform the investors by providing key and timely information like financial results, annual reports, shareholding pattern, presentations made to analysts etc.

**NSE Electronic Application Processing System (NEAPS) and BSE Online Portal:** The Company also submits to NSE all disclosures and intimations through NEAPS portal. Similar filings are made to BSE on their online Portal - BSE Corporate Compliance & Listing Centre.

**Extensive Business Reporting Language (XBRL):** XBRL is a language for electronic communication of business and financial data. It offers major benefits to all those who have to create, transmit, use or analyse such information which aids better analysis and decision making. Ministry of Corporate Affairs (MCA), vide its Circular No.8/2012 dated 10<sup>th</sup> May 2012 [as amended on 29<sup>th</sup> June 2012], has already mandated all cost auditors and the concerned companies to file their Cost Audit Reports and Compliance Reports for the year 2011-12 onwards [including the overdue reports relating to any previous year(s)] only in the XBRL mode. The Company has filed its Cost Audit Report and Compliance Report on MCA through XBRL.

**Web-based Query Redressal System:** Members also have the facility of raising their queries/complaints on share related matters through a facility provided on the 'Investor Relations' section.

**SEBI Complaints Redress System (SCORES):** A centralised web-based complaints redressal system which serves as a centralised database of all complaints received, enables uploading of Action Taken Reports (ATRs) by the concerned company and online viewing by the investors of actions taken on the complaint and its current status.

### General Shareholder Information

- (a) Details of AGM : Wednesday, 23<sup>rd</sup> August 2017 at 3:00 p.m. at Birla Matushri Sabhagar, Sir Vithaldas Thackersey Marg, 19, New Marine Lines, Mumbai 400 020.
- (b) Financial Year : 1<sup>st</sup> April 2016 to 31<sup>st</sup> March 2017
- (c) Dividend Payment Date : On and from 24<sup>th</sup> August 2017
- (d) Listing on Stock Exchanges : The Company's Equity Shares are listed on the following two Stock Exchanges in India:

BSE Limited (BSE) (Regional Stock Exchange) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	National Stock Exchange of India Limited (NSE) Exchange Plaza Bandra-Kurla Complex Bandra (E), Mumbai 400 051
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In February 1994, the Company jointly with the erstwhile The Tata Hydro-Electric Power Supply Company Limited and The Andhra Valley Power Supply Company Limited issued Global Depository Shares (GDS) in the International Market which have been listed on Luxembourg Stock Exchange, 35 Boulevard Joseph II, 1840, Luxembourg and have been accepted for clearance through Euroclear and Cedel. They have also been designated for trading in the PORTAL System of the National Association of Securities Dealers, Inc.

In July 2009, the Company raised USD 335 million through offering of Global Depository Receipts (GDRs). The GDRs are listed and traded in Euro MTF market of Luxembourg Stock Exchange and are also available for trading on IOB (International Order Board) of London Stock Exchange.

In August 2016, the Company issued 35,000 Unsecured, Non-Cumulative, Redeemable, Taxable, Listed, Rated Non-Convertible Debentures on Private Placement basis of ₹ 10,00,000 each. The said debentures are listed on NSE.

The following series of Debentures issued by the Company are listed on the Wholesale Debt Market segment of NSE:

Table 16

Sl. No.	Series	Amount outstanding as on 31/3/2017 (₹ crore)	Name of the Debenture Trustee with full contact details
1.	10.10% Redeemable Transferable Secured Non-Convertible Debentures	500	Central Bank of India Chander Mukhi, Nariman Point, Mumbai 400 021 Tel : 2202 6428 Fax : 2204 4336 E-mail: <a href="mailto:dtcbi@centralbank.co.in">dtcbi@centralbank.co.in</a>
2.	10.40% Redeemable Transferable Secured Non-Convertible Debentures	500	Centbank Financial Services Limited Central Bank of India - MMO Bldg., 3 <sup>rd</sup> Floor (East Wing), 55, Mahatma Gandhi Road, Fort, Mumbai 400 001 Tel : 2261 6217 Fax : 2261 6208 E-mail: <a href="mailto:info@cflsl.in">info@cflsl.in</a>
3.	9.15% Secured Non-Convertible Non-Cumulative Redeemable Taxable Debentures with Separately Transferable Redeemable Principal Parts	154	Centbank Financial Services Limited Central Bank of India - MMO Bldg., 3 <sup>rd</sup> Floor (East Wing), 55, Mahatma Gandhi Road, Fort, Mumbai 400 001 Tel : 2261 6217 Fax : 2261 6208 E-mail: <a href="mailto:info@cflsl.in">info@cflsl.in</a>
4.	9.15% Secured Non-Convertible Non-Cumulative Redeemable Taxable Debentures with Separately Transferable Redeemable Principal Parts	200	Centbank Financial Services Limited Central Bank of India - MMO Bldg., 3 <sup>rd</sup> Floor (East Wing), 55, Mahatma Gandhi Road, Fort, Mumbai 400 001 Tel : 2261 6217 Fax : 2261 6208 E-mail: <a href="mailto:info@cflsl.in">info@cflsl.in</a>
5.	9.40% Redeemable Transferable Secured Non-Convertible Debentures	210	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001 Tel : 4080 7000 Fax : 6631 1776 E-mail: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a>
6.	10.75% Unsecured Debentures	1500	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001 Tel : 4080 7000 Fax : 6631 1776 E-mail: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a>
7.	11.40% Perpetual Bonds (also listed on BSE)	1500	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001 Tel : 4080 7000 Fax : 6631 1776 E-mail: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a>
8.	9.32% Unsecured, Redeemable, Non-convertible Debentures	1000	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001 Tel : 4080 7000 Fax : 6631 1776 E-mail: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a>
9.	9.48% Unsecured, Redeemable, Non-convertible Debentures	500	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001 Tel : 4080 7000 Fax : 6631 1776 E-mail: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a>
10.	9.41% Unsecured, Redeemable, Non-convertible Debentures	500	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001 Tel : 4080 7000 Fax : 6631 1776 E-mail: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a>
11.	7.70% Unsecured, Redeemable, Non-convertible Debentures	3500	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai 400 001 Tel : 4080 7000 Fax : 6631 1776 E-mail: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a>

The Company has paid the requisite Annual Listing Fees to the Stock Exchanges for the financial year 2016-17.

(a) **Stock Code (For Equity Shares):**

Table 17

BSE Limited (physical form)	400
(demat form)	500400
National Stock Exchange of India Limited	TATAPOWER EQ

(b) **Market Price Data:** High, Low during each month and trading volumes of the Company's Equity Shares during the last financial year at BSE and NSE are given below:

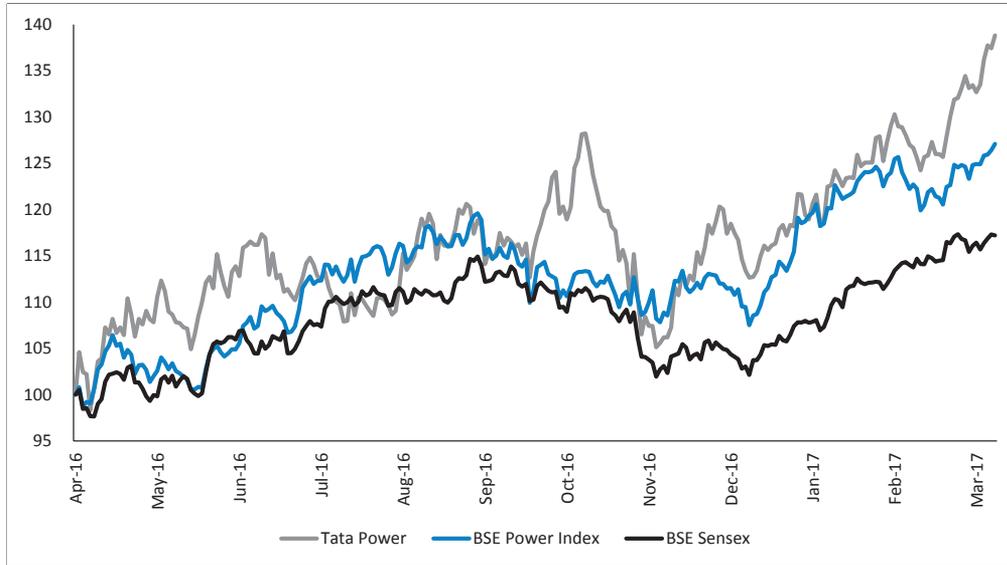
Table 18

Stock Exchange	BSE			NSE			
	Month	High (₹)	Low (₹)	No. of shares traded during the month	High (₹)	Low (₹)	No. of shares traded during the month
	April 2016	72.00	64.10	2,00,70,952	72.00	63.90	13,75,87,010
	May 2016	75.10	68.40	89,70,762	75.15	68.40	8,98,67,098
	June 2016	76.50	71.85	1,00,01,075	76.55	72.00	9,74,51,100
	July 2016	74.85	70.35	64,64,716	74.90	70.35	9,04,90,042
	August 2016	78.25	70.85	1,49,13,927	78.50	70.80	14,61,62,374
	September 2016	78.65	73.45	1,38,76,339	79.00	73.65	10,02,82,009
	October 2016	83.60	76.40	79,69,610	83.65	76.45	8,38,32,059
	November 2016	78.15	68.55	69,65,933	78.15	68.60	9,25,32,090
	December 2016	78.45	72.85	79,32,351	78.70	72.85	11,88,79,237

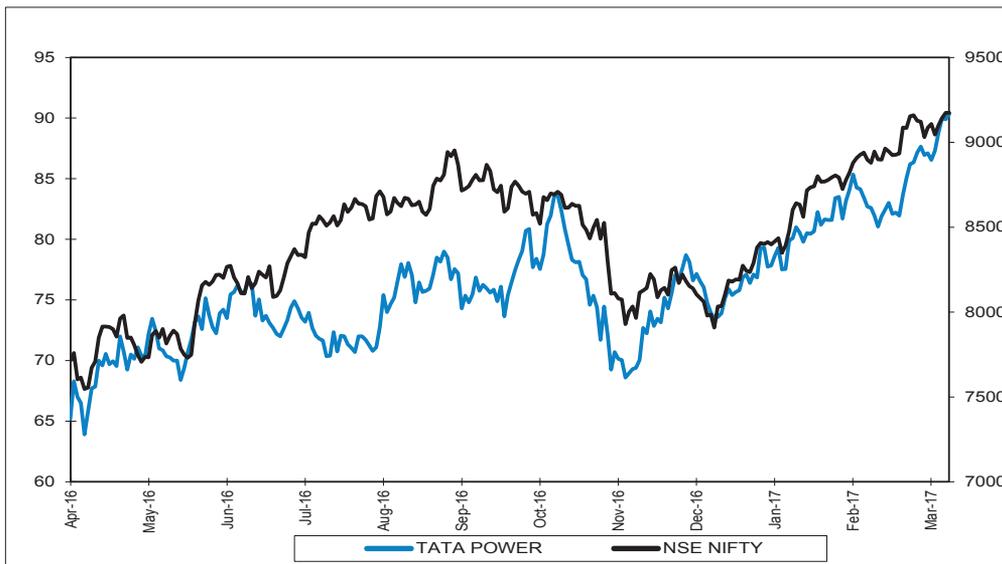
Stock Exchange	BSE			NSE		
	Month	High (₹)	Low (₹)	No. of shares traded during the month	High (₹)	Low (₹)
January 2017	81.00	75.40	89,32,829	81.00	75.40	6,94,88,808
February 2017	84.95	80.45	1,03,64,576	85.35	80.45	6,89,86,825
March 2017	90.50	81.00	1,15,56,274	90.35	81.05	10,82,66,259

(c) **Performance of Tata Power share price in comparison to BSE Sensex, Nifty and Power Index:**

(i) Normalised Tata Power share price in comparison to BSE Sensex and Power Index:



(ii) Performance of Tata Power share price in comparison to Nifty:



(d) None of the Company’s securities have been suspended from trading.

- (e) **Registrars and Share Transfer Agents:** TSR Darashaw Limited (TSRD L)  
6-10, Haji Moosa Patrawala Industrial Estate (Near Famous Studio),  
20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011.  
Tel.: 022 6656 8484, Fax: 022 6656 8494  
Email: [csg-unit@tsrdarashaw.com](mailto:csg-unit@tsrdarashaw.com) Website: [www.tsrdarashaw.com](http://www.tsrdarashaw.com)

For the convenience of Members based in the following cities, transfer documents and letters are also accepted at the undermentioned branches / agency of TSRDL:

#### Branches of TSRDL

- |  |  |
|--|--|
| <p>1. 503, Barton Centre, 5<sup>th</sup> floor<br/>84, Mahatma Gandhi Road<br/>Bengaluru 560 001<br/>Tel : 080 2532 0321<br/>Fax : 080 2558 0019<br/>E-mail : <a href="mailto:tsrdlbg@tsrdarashaw.com">tsrdlbg@tsrdarashaw.com</a></p> | <p>2. Bungalow No.1, 'E' Road<br/>Northern Town, Bistupur<br/>Jamshedpur 831 001<br/>Tel : 0657 242 6616<br/>Fax : 0657 242 6937<br/>E-mail: <a href="mailto:tsrdljsr@tsrdarashaw.com">tsrdljsr@tsrdarashaw.com</a></p>  |
| <p>3. Tata Centre, 1<sup>st</sup> Floor<br/>43, Jawaharlal Nehru Road<br/>Kolkata 700 071<br/>Tel : 033 2288 3087<br/>Fax : 033 2288 3062<br/>E-mail : <a href="mailto:tsrdlcal@tsrdarashaw.com">tsrdlcal@tsrdarashaw.com</a></p>      | <p>4. Plot No.2/42, Sant Vihar<br/>Ansari Road, Darya Ganj<br/>New Delhi 110 002<br/>Tel : 011 2327 1805<br/>Fax : 011 2327 1802<br/>E-mail : <a href="mailto:tsrdldel@tsrdarashaw.com">tsrdldel@tsrdarashaw.com</a></p> |

#### Agent of TSRDL

Shah Consultancy Services Pvt. Limited  
3, Sumatinath Complex, Pritam Nagar, Akhada Road, Ellisbridge, Ahmedabad - 380 006  
Telefax : 079 2657 6038 E-mail : [shahconsultancy8154@gmail.com](mailto:shahconsultancy8154@gmail.com)

- (f) **Share Transfer System** : Share transfers in physical form can be lodged with TSRDL at the abovementioned addresses. Transfers are normally processed within 15 days from the date of receipt. If the documents are complete in all respects, Mr. H. M. Mistry, the Company Secretary and Compliance Officer and Mr. A. S. Bapat, Head-Corporate Legal, are severally empowered to approve transfers, in addition to the powers with the Members of the Stakeholders Relationship Committee.
- (g) **Shareholding details of the Company:**

i. Distribution of Shares as on 31<sup>st</sup> March 2017:

Table 19

Slab	Number of shares				Number of shareholders					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
1-5000	3,29,68,189	12,16,90,032	15,46,58,221	5.72	26,710	91.33	2,45,568	94.57	2,72,278	94.24
5001-10000	1,27,29,828	5,34,81,715	6,62,11,543	2.45	1,866	6.38	7,594	2.93	9,460	3.28
10001-20000	62,20,683	5,12,09,733	5,74,30,416	2.12	451	1.54	3,688	1.42	4,139	1.43
20001-30000	29,01,713	2,49,10,425	2,78,12,138	1.03	120	0.41	1,019	0.39	1,139	0.39
30001-40000	18,66,208	1,65,92,301	1,84,58,509	0.68	53	0.18	478	0.18	531	0.18
40001-50000	9,28,065	1,18,49,110	1,27,77,175	0.47	21	0.07	266	0.10	287	0.10
50001-100000	11,61,400	3,40,29,475	3,51,90,875	1.30	18	0.06	488	0.19	506	0.18
100001 and above	22,35,820	232,99,98,813	233,22,34,633	86.23	8	0.03	564	0.22	572	0.20
<b>Total</b>	<b>6,10,11,906</b>	<b>264,37,61,604</b>	<b>270,47,73,510</b>	<b>100</b>	<b>29,247</b>	<b>100</b>	<b>2,59,665</b>	<b>100.00</b>	<b>2,88,912</b>	<b>100</b>

\*Excluding 28,32,060 shares not allotted but held in abeyance, 44,02,700 shares cancelled pursuant to a Court Order and 4,80,40,400 shares of the Company held by the erstwhile The Andhra Valley Power Supply Co. Ltd. cancelled pursuant to the Scheme of Amalgamation sanctioned by the High Court of Judicature at Bombay.

ii. Shareholding pattern as on 31<sup>st</sup> March 2017:

Table 20

Particulars	Equity Shares of ₹1 each	
	No. of Shares	%
Promoters (including Promoter Group)	89,32,00,466	33.02
Directors and their relatives	38,862	0.00
Insurance Companies	52,40,47,993	19.37
Financial Institutions/Banks	1,19,54,642	0.45
Mutual Funds / UTI	9,31,55,900	3.44
Clearing Members	70,40,827	0.26
Corporate Bodies	3,72,20,844	1.38
Body Corporate-NBFC	54,422	0.00
Limited Liability Partnership-LLP	4,20,223	0.02
Trusts	1,05,06,473	0.39
Resident Individuals & HUF	35,15,67,623	13.00
Central / State Governments	34,76,669	0.13
Foreign Institutional Investors	5,42,75,833	2.01
Foreign Portfolio Investors – Corporate	68,29,82,768	25.25
Foreign Banks	41,66,447	0.15
OCBs	10,400	0.00
Foreign Nationals DR	2,82,200	0.01
Foreign Bodies DR	14,75,797	0.05
Foreign Institutional Investors – DR	36,900	0.00
Global Depository Receipts	33,18,240	0.12
Non-Resident Indians	2,55,41,981	0.95
<b>Total</b>	<b>270,47,73,510</b>	<b>100.00</b>

iii. Top 10 Shareholders of the Company as on 31<sup>st</sup> March 2017:

Table 21

Sl. No.	Name of Shareholder	Total holdings	% to capital
1	Tata Sons Limited	83,97,99,682	31.05
2	Life Insurance Corporation of India	33,22,45,739	12.28
3	Matthews Pacific Tiger Fund	16,46,20,436	6.09
4	First State Investments Icvc- Stewart Investors Global Emerging Markets Leaders Fund	9,83,66,871	3.64
5	General Insurance Corporation of India	6,77,62,960	2.51
6	The New India Assurance Company Limited	6,69,54,953	2.48
7	ICICI Prudential Value Fund	5,48,14,734	2.03
8	Tata Steel Limited	3,91,22,725	1.45
9	Stewart Investors Global Emerging Markets Leaders Fund	3,28,12,816	1.21
10	M. Pallonji and Co. Pvt. Ltd.	2,54,57,313	0.94
<b>Total</b>		<b>1,72,19,57,869</b>	<b>63.68</b>

(h) **Dematerialisation of Shares as on 31<sup>st</sup> March 2017 and Liquidity:**

The Company's shares are compulsorily traded in dematerialised form and are available for trading through both the Depositories in India – National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Table 22

Particulars of Shares	Shares of ₹ 1 each		Shareholders	
	Number	% to total	Number	% to total
NSDL	257,72,43,013	95.28	1,80,806	62.58

Particulars of Shares	Shares of ₹ 1 each		Shareholders	
	Number	% to total	Number	% to total
<b>Dematerialised form</b>				
CDSL	6,65,18,591	2.46	78,859	27.30
<b>Sub-total</b>	<b>264,37,61,604</b>	<b>97.74</b>	<b>2,59,665</b>	<b>89.88</b>
Physical form	6,10,11,906	2.26	29,247	10.12
<b>Total</b>	<b>270,47,73,510</b>	<b>100.00</b>	<b>2,88,912</b>	<b>100.00</b>

(i) **Number of outstanding Global Depository Shares (GDS) as on 31<sup>st</sup> March 2017:**

- 948 (Issued in 1994 to Citibank NA)
- 2,46,494 (Issued in 2009 to Bank of New York, Mellon)

(j) **Commodity price risk and hedging activity:**

The Company is exposed to risk from market fluctuations of coal price for its imported coal based power plant in India and also for sale of coal from its coal mines in Indonesia.

(k) **Plant location of the Company and group companies:**

Table 23

Type of plants	Address of plants
Thermal Power Generating Plants	Trombay Generating Station, Mahul Road, Chembur, Mumbai, Maharashtra
	Jojobera Power Plant, Jojobera, Jamshedpur, Jharkhand
	Haldia Power Plant, HFC Complex, Patikhali Haldia, East Medinipur, West Bengal
	Mundra Ultra Mega Power Plant, Tunda-Vandh Road, Village Tunda Taluka Mundra, Kutchh, Gujarat (owned by Coastal Gujarat Power Ltd., a wholly owned subsidiary)
	Maithon Right Bank Thermal Power Plant, Village Dambhui, PO Barbindia Thana Nirsa, District Dhanbad, Jharkhand (owned by Maithon Power Ltd., a subsidiary)
	Industrial Energy Ltd. C/o - The Tata Power Co. Ltd., Inside of Tata Steel Ltd., Kalinganagar, Jajpur, Jajpur Road, Dubri, Odisha, India.
Hydro Generating Stations	Rithala CCGT Power Plant, 2/9, Sub Station Building, Behind Char Dham Apartment, Sector 9, Rohini, New Delhi
	Generating Station, Bhira P O Bhira, Taluka Mangaon, District Raigad, Maharashtra
	Generating Station, Bhivpuri, P O Bhivpuri Camp, Taluka Karjat, District Raigad, Maharashtra
	Generating Station, Khopoli, P.O.-Khopoli Power House, District Raigad, Maharashtra
	Generating Station, Itezhi Tezhi Power Corporation, Plot 3039, Makishi Road, Fairview, Post Net 239, Private Bag E891, Manda Hill, Lusaka, Zambia
Dagachhu Hydro Power Corporation Ltd., Dagapela, Dagana, Bhutan	
Wind Farms	Village Shahjahanpur & Pimpalgaon, Taluka Parner, District Ahmednagar, Maharashtra
	Village Khandke, Taluka & District Ahmednagar, Maharashtra
	Village Valve, Taluka Sakri, District Dhulia, Maharashtra
	Village Sadawaghapur, Taluka – Patan, District Satara Maharashtra
	Village Kannarwadi, Hiwarwadi & Agaswadi, Taluka Khatav, District Satara, Maharashtra
	Village Sawarghar and Niwade, Taluka Patan, District Satara, Maharashtra
	Visapur Wind Farm, Village Kokrale, Visapur, Girijashankarwadi & Rajachekurle, Taluka Khatav, District Satara, Maharashtra
	Agaswadi Wind Farm, Taluka Maan, District Satara, Maharashtra
	Visapur Girijashankar wadi District Satara, Maharashtra [owned by Tata Power Renewable Energy Ltd. (TPREL), a wholly owned subsidiary]
	Jath, Indorama, Maharashtra (owned by TPREL)
	Jamjodhpur, Sadodar, Motapanch Devda, Samana, District Jamnagar, Gujarat.
	Rojmal Wind Farm, Village Rojmal, District Bhavnagar, Amreli, Gujarat
	Dwarka Wind Farm, village Bhatiya, District Khambhalia, Gujarat
	Hosur, Kanavi, Mulgund, Shiroland Harti, District Gadag, Karnataka.
	Villages: Anikaduvu, Mongilphuluvu, Illupunagaram, Taluka Madathukulam, District Tripur, Tamil Nadu
	Dalot Wind Farm, Village Raipur, Jungle, Khanpur, Talabkheda, Karaikheda, Taluka- Arnod, District- Pratapgarh, Rajasthan, (owned by TPREL)
Dangri Wind Farm, Village Dangri, District Jaisalmer, Rajasthan	
Welspun Energy Rajasthan Private Limited - Village Ola Bahala Basti Bhesada, Raigarh District, Jaisalmer, Rajasthan	
Lahori Wind Farm, Village Lahori, District Shajapur, Madhya Pradesh	

Type of plants	Address of plants
Wind Farms	100 MW Nimbagallu Wind Project, Nimbagallu villege, Uravakonda (Mandal), District Anantapur, Andhra Pradesh (owned by TPREL)
	Amakhala Emoyeni Wind Farm, Bedford -5780, Eastern Cape, South Africa
	Tsitsikama (TCWF) Wind Farm, Humansdorp - 6300, Eastern Cape, South Africa
Solar Plants	Mulshi (Khurd), Post Male, Taluka Mulshi, District Pune, Maharashtra
	Palaswadi, Taluka Maan, District Satara in Maharashtra
	Sastra University - TPTCL, Maharashtra
	Mithapur solar plant, Plot B, Survey No. 78, Mithapur, District Jamnagar, Gujarat
	Belampalli Solar Plant, Village Ankepalli and Venkapalli, Mandal Tandur, District Adilabad, Telangana (owned by TPREL)
	Welspun Urja Gujarat Private Limited - Village Khirasara Taluka Anjar, District Kutch, Gujarat
	Unity Power Private Limited - Village Khirasara Taluka Anjar, District Kutch, Gujarat
	MI MySolar Private Limited - Village Fatehpur, Taluka Patdi, District Surendranagar, Gujarat
	Dreisatz MySolar Private Limited - Village Fatehpur, Taluka Patdi, District Surendranagar, Gujarat
	Viraj Renewable Energy Private Limited - Village Ghitoor, Tehsil Baap, District Phalodi, Rajasthan
	Northwest Energy Private Limited - Village Ghitoor, Tehsil Baap, District Phalodi, Rajasthan
	Welspun Solar AP Private Limited - Villages Shrimandrup Nagar and Rawra Tehsil Phalodi, District Jodhpur, Rajasthan
	Welspun Solar UP Private Limited - Village Kolayat, Bikaner, Rajasthan
	Welspun Solar Madhya Pradesh Private Limited
	- Villages Bhagwanpura Diken Padaliya Taluk Jawad and Singoli, District Neemuch, Madhya Pradesh
	- Villages Padaliya and Bhadhawa Taluk Singoli, District Neemuch, Madhya Pradesh
	Welspun Energy Maharashtra Private Limited - MIDC Mangalwedha (G.C.) Taluka Mangalwedha, Maharashtra
	Clean Sustainable Solar Energy Private Limited - Village Shirshuphal, Baramati, Pune, Maharashtra
	Welspun Solar AP Private Limited - Plot 5A, 6A & 6B IDC park, APIIC, Pulivendula, Kadapa District, Andhra Pradesh
	Welspun Renewables Energy Private Limited (Balpanur, Kadapa), (Vermalapudu, Ananthpur), (Rajapura, Chitradurga) (Kodihalli, Chitradurga), (Talak, Chitradurga), (Veeriyapalayam Village, Krishnarayauram Taluk, Karur District), (Iyermai Vayalur Village, Krishnarayauram, Karur District), (Kaithar, Metupirancheri Village, Manur Taluk, Tirunelveli), (Noida, U.P.), (Bhiwadi, Rajasthan)
	Welspun Solar Kannada Private Limited - Villages Nagasamudra & Heruru Taluka Molakalamuru, District Chitradurga, Karnataka
	Welspun Solar Punjab Private Limited - Villages Jagaram Tirath & Teona Pujarian, Tehsil Talwandi Sabo, Bhatinda
	Welspun Solar Tech Private Limited - Musri, Trichy
Welspun Energy Jharkhand Private Limited	
- Bahera, Block: Dobhi, Post Office: Barachatti Anchal, Gaya, Bihar	
- Savkala & Khaira Khurd, Block Amas, Post Office: Sherghati Anchal Sherghati, Gaya, Bihar	
Welspun Solar Rajasthan Private Limited - Village Dhalmu, Pratapgarh, Rajasthan	
Transmission Division	Shil Road, Netivli, Kalyan, District Thane, Maharashtra
Distribution Division	Senapati Bapat Marg, Lower Parel, Mumbai, Maharashtra
Strategic Engineering Division	42/43 Electronic City Electronic City Post Office, Hosur Road, Bengaluru, Karnataka

- (l) **Address for correspondence:** The Tata Power Company Limited  
Bombay House, 24, Homi Mody Street,  
Mumbai 400 001  
Tel.: 022 6665 8282 Fax: 022 6665 8801  
E-mail: [investorcomplaints@tatapower.com](mailto:investorcomplaints@tatapower.com)  
Website: [www.tatapower.com](http://www.tatapower.com)

**Other Disclosures**

- There were no materially significant related party transactions during the year.
- The Board has received disclosures from senior management relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.

3. There was no non-compliance during the last three years by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by the Stock Exchanges, Securities and Exchange Board of India or any statutory authority.
4. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and Directors to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. The said policy has been posted on the Company's website. The Company affirms that no personnel have been denied access to the Audit Committee of Directors.
5. All mandatory requirements as per Listing Regulations have been complied with by the Company. The status of compliance with the non-mandatory requirements, as stated under Part E of Schedule-II to the Listing Regulations is as under:
  - The Non-Executive Chairman maintains a separate office, for which the Company is not required to reimburse expenses.
  - The half-yearly financial performance of the Company is sent to the Members in electronic form. The results are also put up on the Company's website.
  - The Chairman of the Board is a Non-Executive Director and his position is separate from that of the CEO & Managing Director.
  - The Internal Auditor reports to the Audit Committee of Directors.
6. The Company follows Accounting Standards issued by the Ministry of Corporate Affairs in the preparation of its financial statements.
7. In terms of Regulation 17(8) of the Listing Regulations, the CEO & Managing Director and the Chief Financial Officer made a certification to the Board of Directors in the prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board.
8. Web link of (a) Policy for determining material subsidiaries and (b) Policy on dealing with related party transactions is [www.tatapower.com/aboutus/corporate-policies.aspx](http://www.tatapower.com/aboutus/corporate-policies.aspx)
9. Disclosure of commodity price risks and commodity hedging activities: The Company is exposed to risk from market fluctuations of foreign exchange on coal import. Forex Risk Management Committee reviews exposures on monthly basis and decides suitable hedging strategies. The Company is hedging its exposure by way of various hedge instrument such as Forward, Options or combination of both.
10. The Company has complied with all the requirement of Corporate Governance Report as stated under sub-para (2) to (10) of section (C) of Schedule V to the Listing Regulations.
11. The Company has complied with all the requirements of corporate governance as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.
12. As required under Regulation 36(3) of the Listing Regulations, particulars of Directors seeking appointment/re-appointment at the forthcoming AGM are given in the Notice of the AGM to be held on 23<sup>rd</sup> August 2017.

#### Other Shareholder Information:

➤ **Corporate Identity Number (CIN):** L28920MH1919PLC000567

➤ **International Securities Identification Number (ISIN):** INE245A01021

The Company maintains a TOLL FREE Investor Helpline (No.1800-209-8484) to give Members the convenience of one more contact point with TSRDL, Registrar and Share Transfer Agents of the Company, for redressal of grievances/ responses to queries.

➤ **E-voting**

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of companies. Investors can now vote on resolutions requiring voting through Postal Ballot as per the applicable rules and regulations without sending their votes through post. The Company will also have the E-voting facility for the items to be transacted at this AGM. The MCA has authorised NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL and CDSL for availing E-voting facilities.

➤ **Shareholders' Relations Team**

The Shareholders' Relations Team is located at the Registered Office of the Company.  
Contact Person: Mr. J. E. Mahernosh Tel.: 022 6665 7508 Fax: 022 6717 1004

In compliance with Regulation 62 of the Listing Regulations, a separate e-mail ID [investorcomplaints@tatapower.com](mailto:investorcomplaints@tatapower.com) has been set up as a dedicated ID solely for the purpose of dealing with Members' queries/complaints.

#### Transfer of unclaimed dividend to Investor Education and Protection Fund

Pursuant to the provisions of Sections 124 and 125 of the Act, the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The status of dividend remaining unclaimed is given hereunder:

Table 24

Unclaimed Dividend	Status	Whether it can be claimed	Can be claimed from
Upto and including the Financial Year 1994-95	Transferred to General Revenue Account of the Central Government	Yes	Office of the Registrar of Companies, Central Government Office Building, A-wing, 2 <sup>nd</sup> Floor, CBD Belapur, Navi Mumbai-400 614, Maharashtra. Application to be made in Form II prescribed by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978.
For the Financial Years 1995-96 to 2008-09	Transferred to the IEPF of the Central Government	Yes	Pursuant to sub-section (6) of Section 124 of the Act and rule 7(1) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, an application can be filed to the Authority in Form IEPF-5 for claiming unpaid amounts and shares out of IEPF.
For the Financial Years 2009-10 and thereafter	Lying in respective Unpaid Dividend Accounts	Yes	TSRD, Registrars and Share Transfer Agents.

The Company sends reminders to those Members who have not claimed their dividend. The following unclaimed amounts were transferred to IEPF during FY17:

Table 25

Particulars	Amount (₹)
Unclaimed dividend with the Company	1,01,66,943
Legal outstanding cases to be retained	(2,56,956)
Unclaimed matured deposits with the Company	0
Interest accrued on the unpaid mature deposits	0
<b>Total amount transferred during the year</b>	<b>99,10,976</b>

The due dates for transfer to IEPF of the dividend remaining unclaimed since 2010-16 are provided hereunder:

Table 26

Date of dividend declaration	Unclaimed Dividend	Last date for claiming payment from TSRDL
	(As on 31.03.2017)	
08.09.2010	1,11,74,736	10.10.2017
24.08.2011	1,29,51,663	27.09.2018
17.08.2012	1,37,62,364	20.09.2019
16.08.2013	1,41,46,304	19.09.2020
13.08.2014	1,75,43,598	15.09.2021
05.08.2015	2,00,53,627	07.09.2022
21.09.2016	2,56,87,292	24.10.2023

Members may visit the Company's website [www.tatapower.com](http://www.tatapower.com) (Investor Relations – Investor Helpdesk – Amounts pending transfer to IEPF) for tracking details of any unclaimed amounts, pending transfer to IEPF. Members are requested to get in touch with TSRDL for claiming the unclaimed dividend, if any, standing to the credit of their account.

➤ **Unclaimed Shares**

With the enforcement of Section 124(6) of the Act read with Rule 6(2) of IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, every Company is mandatorily required to transfer the underlying shares (both in physical as well as demat mode), for which the dividend has been unpaid or unclaimed for a consecutive period of seven years, to IEPF.

As per Notification dated 28<sup>th</sup> February 2017 of the Ministry of Corporate Affairs: Pursuant to second proviso to Rule 6 of said IEPF Rules, 2016 notified on 28<sup>th</sup> February 2017, where seven year period provided under sub-section (5) of Section 124 is completed during 7<sup>th</sup> September 2016 to 31<sup>st</sup> May 2017, the due date for transfer of such shares by companies is 31<sup>st</sup> May 2017 (due date of transfer).

In accordance with the requirement of said Section 124 and Regulation 39(4) read with clause B of Schedule VI to the Listing Regulations, the Company has informed, at the latest available address, the shareholder(s) [whose shares are lying unclaimed/ undelivered with the Company (both in physical as well as demat mode) for which the dividend has been unpaid or unclaimed for a consecutive period of seven years] concerned regarding transfer of shares three months before the said due date of transfer of shares and also simultaneously published a notice in the leading newspaper in English and regional language having wide circulation informing the concerned that the names of such shareholders and their folio number or DP ID - Client ID are available on the website duly mentioning the website address.

➤ **Shares held in electronic form:** Members holding shares in electronic form may please note that:

- i) For the purpose of making cash payments to the investors through Reserve Bank of India (RBI) approved electronic mode of payment (such as ECS, NECS, NEFT, RTGS etc.), relevant bank details available with the depositories will be used. Members are requested to update their bank details with their Depository Participant (DP).
- ii) Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.

➤ **Shares held in physical form:** Members holding shares in physical form are requested to notify/send the following to TSRDL to facilitate better servicing:

- i) any change in their address/mandate/bank details, and
- ii) particulars of the bank and branch in which they wish their dividend to be credited, in case they have not been furnished earlier.

➤ **Payment of dividend or interest or redemption or repayment**

As required under Regulation 12 read with Schedule I to the Listing Regulations, companies are directed to use, either directly or through their RTA, any RBI approved electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer, etc. for making payment of dividend/interest on securities issued/redemption or repayment amount to the investors. For investors holding shares in demat mode, relevant bank details from the depositories will be sought. Investors holding shares in physical form, are requested to register instructions regarding their bank details with the RTA. Only in cases where either the bank details such as Magnetic Ink Character Recognition (MICR), Indian Financial System Code (IFSC) etc., that are required for making electronic payment, are not available or the electronic payment instructions have failed or have been rejected by the bank, physical payment instruments for making cash payments to the Investors may be used.

➤ **Demat initiative**

WHY DEMAT	
<ul style="list-style-type: none"> <li>• Easy portfolio monitoring</li> <li>• Elimination of bad deliveries</li> <li>• Elimination of all risks associated with physical certificates</li> <li>• No stamp duty is paid on transfer of shares</li> <li>• Immediate transfer / trading of securities</li> <li>• Faster settlement cycle</li> <li>• Faster disbursement of non-cash corporate benefits like Rights, Bonus etc.</li> </ul>	<ul style="list-style-type: none"> <li>• Periodic status reports and information available on internet</li> <li>• Ensures faster communication to investors</li> <li>• Ease related to change of address</li> <li>• Provides more acceptability and liquidity of securities</li> <li>• Postal delays and loss of shares in transit is prevented</li> <li>• Saves the shareholder from going through cumbersome legal processes to reclaim the lost/pilfered certificates</li> </ul>

**In view of the advantages of holding shares in electronic form, Members holding their Equity Shares in physical form are urged to demat their holdings.**

➤ **Depository Services**

Members may write to the respective Depository or to TSRDL for guidance on depository services. Address for correspondence with the Depositories is as follows:

National Securities Depository Limited  
Trade World, 4<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013  
Tel. No. : 022 2499 4200  
Fax Nos. : 022 2497 6351  
e-mail : [info@nsdl.co.in](mailto:info@nsdl.co.in)  
website : [www.nsdl.co.in](http://www.nsdl.co.in)

Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers  
17<sup>th</sup> Floor, Dalal Street  
Mumbai 400 023  
Tel. No. : 022 2272 3333  
Fax Nos. : 022 2272 3199  
e-mail : [investor@cdslindia.com](mailto:investor@cdslindia.com)  
website : [www.cdslindia.com](http://www.cdslindia.com)

➤ **Nomination Facility**

Pursuant to the provisions of Section 72 of the Act, Members are entitled to make nominations in respect of shares held by them. Members holding shares in physical form and intending to make/change the nomination in respect of their shares in the Company, may submit their requests in Form No. SH.13 to TSRDL. Members holding shares in electronic form are requested to give the nomination request to their respective DPs directly.

Form No. SH.13 can be obtained from TSRDL or downloaded from the Company's website under the section 'Investor Relations'.

➤ **Reconciliation of Share Capital Audit**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges as well as placed before the Board of Directors. The Auditor confirms that the total listed and paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialised form (held with NSDL and CDSL).

➤ **Compliance of Share Transfer Formalities**

Pursuant to Regulation 40(9) of the Listing Regulations, certificates, on half-yearly basis, have been issued by a Practicing Company Secretary for due compliance of share transfer formalities by the Company.

➤ **Secretarial Audit**

In terms of the Act, the Company appointed M/s. Parikh & Associates, Practicing Company Secretaries, to conduct Secretarial Audit of records and documents of the Company for FY2017. The Secretarial Audit Report is provided as Annexure VIII to the Board's Report.

### Investor safeguards

In pursuit of the Company's objective to mitigate / avoid risks while dealing with shares and related matters, the following are the Company's recommendations to its Members:

i) **Open Demat Account and dematerialise your shares**

Members should convert their physical holdings into electronic holdings. Holding shares in electronic form helps Members to achieve immediate transfer of shares. No stamp duty is payable on transfer of shares held in electronic form and risks associated with physical certificates such as forged transfers, fake certificates and bad deliveries are avoided.

ii) **Consolidate your multiple folios**

Members are requested to consolidate their shareholdings held under multiple folios. This facilitates one-stop tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios.

iii) **Confidentiality of security details**

Folio Nos./DP ID/Client ID should not be disclosed to any unknown persons. Signed blank transfer deeds, delivery instruction slips should not be given to any unknown persons.

iv) **Dealing with Registered Intermediaries**

Members should transact through a registered intermediary, who is subject to the regulatory discipline of SEBI, as it will be responsible for its activities, and in case the intermediary does not act professionally, Members can take up the matter with SEBI.

v) **Obtain documents relating to purchase and sale of securities**

A valid Contract Note/Confirmation Memo should be obtained from the broker/sub-broker, within 24 hours of execution of the trade. It should be ensured that the Contract Note/Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.

vi) **Update your address**

To receive all communications and corporate actions promptly, please update your address with the Company or DP, as the case may be.

vii) **Prevention of frauds**

There is a possibility of fraudulent transactions relating to folios which lie dormant, where the Member is either deceased or has gone abroad. Hence, we urge you to exercise diligence and notify the Company of any change in address, stay abroad or demise of any Member, as and when required.

viii) **Monitor holdings regularly**

Do not leave your demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified.

ix) **PAN requirement for transfer of shares in Physical Form**

SEBI has mandated the submission of Permanent Account Number (PAN) for securities market transactions and off market/ private transactions involving transfer of shares of listed companies in physical form. It is, therefore, mandatory for any transferee(s) to furnish a copy of the PAN card to TSRDL for registration of such transfers. Members are, therefore, requested to make note of the same and submit their PAN card copy to TSRDL.

x) **Mode of Postage**

Share certificates and high value dividend warrants/cheques/demand drafts should not be sent by ordinary post. It is recommended that Members should send such instruments by registered post or courier.

**DECLARATION**

As required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I affirm that the Board Members and the Senior Management Personnel have confirmed compliance with the Codes of Conduct, as applicable to them, for the year ended 31<sup>st</sup> March 2017.

For The Tata Power Company Limited  
Anil Sardana  
CEO & Managing Director

Mumbai, 19<sup>th</sup> May 2017

NOTICE

BOARD'S REPORT

MD &amp; A

CG REPORT

BRR

CONSOLIDATED

STANDALONE

**INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE****TO THE MEMBERS OF  
THE TATA POWER COMPANY LIMITED**

1. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of **The Tata Power Company Limited** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2017, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

**Managements' Responsibility**

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2017.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W / W-100018)

Udayan Sen  
Partner  
(Membership No. 31220)  
Mumbai, 19 May, 2017