



10th April 2017
BJ/SH-L2/

BSE Limited
Corporate Relationship Dept.
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001
Scrip Code: 500400

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

Dear Sirs,

Quarterly Compliance Report on Corporate Governance

In terms of Clause 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we forward herewith the Quarterly Compliance Report on Corporate Governance, of the Company, for the quarter ended 31st March 2017.

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 : 31st March 2017

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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	-	Nil	1	Nil
Mr.	S. Padmanabhan	PAN - AAKPP0863E DIN - 00306299	Non-Executive- Non-Independent	16.12.2016	-	Nil	3	Nil
Dr.	Homiar S. Vachha	PAN - AABPV3070E DIN - 00016610	Non-Executive- Independent	13.08.2014	Till 22.04.2017	3	9	5
Mr.	Nawshir H. Mirza	PAN - AFIPM8297A DIN - 00044816	Non-Executive- Independent	13.08.2014	Till 12.08.2019	4	6	4



Mr.	Deepak M. Satwalekar	PAN - ABDPS4899K DIN 00009627	Non-Executive-Independent	13.08.2014	Till 12.08.2019	3	2	1
Mr.	Ashok K. Basu	PAN - AFCPB2913A DIN - 01411191	Non-Executive-Independent	24.03.2017 (Cessation)	23.03.2017	4	9	4
Ms.	Sandhya Kudtarkar	PAN - AAEPK7373E DIN - 00021947	Non-Executive-Non-Independent	16.04.2016	-	Nil	2	Nil
Mr.	Pravin H. Kutumbe, LIC Nominee	PAN - ADMPK5724C DIN - 01629256	Non-Executive-Nominee	07.09.2015	-	Nil	2	Nil
Mr.	Sanjay Vijay Bhandarkar	PAN - AAIPB0927D DIN -01260274	Non-Executive-Independent	14.10.2016	13.10.2021	1	1	Nil
Ms.	Vibha Umesh Padalkar	PAN - AAAPP4403G DIN - 01682810	Non-Executive-Independent	14.10.2016	13.10.2021	1	1	Nil
Ms.	Anjali Bansal	PAN - AJMPB0292J DIN - 00207746	Non-Executive-Independent	14.10.2016	13.10.2021	4	1	Nil
Mr.	Anil Sardana, CEO & Managing Director	PAN - AAMPS0961N DIN - 00006867	Executive	01.02.2016	-	Nil	1	Nil
Mr.	Ashok S. Sethi, COO & Executive Director	PAN - AEUPS9393G DIN - 01741911	Executive	07.05.2014	-	Nil	1	Nil

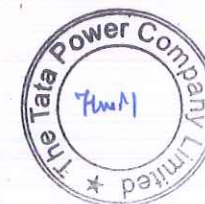


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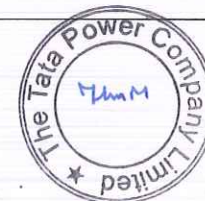
\$PAN number of any director would not be displayed on the website of Stock Exchange
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. 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.
 @ Mr. Ashok K. Basu ceased to be a Director of the Company w.e.f. 24.03.2017. Therefore number of directorships/membership/post of chairperson has been provided as of the cessation date. Also, Mr. Basu ceased to be a Director on the Board of Tata Metalliks Di Pipes Ltd. due to its amalgamation with its holding Company, Tata Metaliks Ltd.



II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	Dr. H. S. Vachha	Chairperson-Non-Executive-Independent
	Mr. D. M. Satwalekar	Non-Executive-Independent
	Mr. N. H. Mirza	Non-Executive-Independent
	Ms. Vibha Padalkar	Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. N. H. Mirza	Chairperson-Non-Executive-Independent
	Mr. S. Padmanabhan	Non-Executive-Non-Independent
	Dr. H. S. Vachha	Non-Executive-Independent
	Mr. D. M. Satwalekar	Non-Executive-Independent
	Ms. Anjali Bansal	Non-Executive-Independent
3. Risk Management Committee	Dr. H. S. Vachha	Chairperson-Non-Executive-Independent
	Mr. D. M. Satwalekar	Non-Executive-Independent
	Mr. N. H. Mirza	Non-Executive-Independent
	Ms. Vibha Padalkar	Non-Executive-Independent
	Mr. A. S. Sethi	Executive
	Mr. R. N. Subramanyam	Chief Financial Officer
	Mr. P. G. Date	Chief - Internal Audit & Risk Management
4. Stakeholders Relationship Committee	Dr. H. S. Vachha	Chairperson-Non-Executive-Independent
	Mr. P. H. Kutumbe	Non-Executive-Nominee
	Mr. A. S. Sethi	Executive
	Mr. S. Bhandarkar	Non-Executive-Independent
§Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen		



III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)	
14.10.2016, 29.11.2016, 16.12.2016	10.02.2017, 31.03.2017		55 days	
IV. Meeting of Committees				
	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	09.02.2017	Yes (3 out of 4 members present)	03.11.2016	62 days
	21.02.2017	Yes (3 out of 4 members present)	28.11.2016	
	27.03.2017	Yes (3 out of 4 members present)	08.12.2016	
Nomination & Remuneration Committee	09.02.2017	Yes (3 out of 5 members present)	03.10.2016	-
	16.03.2017	Yes (4 out of 5 members present)	30.11.2016	
Risk Management Committee	No Meeting held	NA	03.10.2016 20.12.2016	-
Stakeholders Relationship Committee	27.03.2017	Yes (3 out of 4 members present)	12.10.2016	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional				
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	N.A.			
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 Board of Directors may be mentioned here: **The previous quarter report was placed before the Board, at its Meeting held on 10th February 2017.**

Hanoz Mistry

Name & Designation : Hanoz M. Mistry

Company Secretary / Compliance Officer / Managing Director / CEO



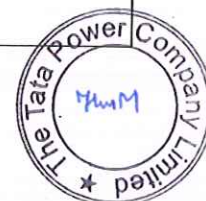
ANNEXURE II

**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}	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
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)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes



Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
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.		

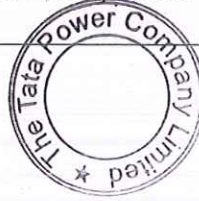


III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

H. Mistry

Name & Designation : Hanoz M. Mistry



Company Secretary / Compliance Officer / Managing Director / CEO