



9th January 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

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

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 December 2016.

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

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Ms.	Sandhya Kuntarkar	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	Till 13.10.2021	1	1	Nil
Ms.	Vibha Umesh Padalkar	PAN - AAAPP4403G DIN - 01682810	Non-Executive-Independent	14.10.2016	Till 13.10.2021	1	1	Nil
Ms.	Anjali Bansal	PAN - AJMPB0292J DIN - 00207746	Non-Executive-Independent	14.10.2016	Till 13.10.2021	4	1	Nil
Mr.	S. Padmanabhan	PAN - AAKPP0863E DIN - 00306299	Non-Executive-Non-Independent	16.12.2016	-	Nil	1	Nil
Mr.	Piyush G. Mankad	PAN - AEDPM7042R DIN - 00005001	Non-Executive-Independent	17.11.2016 (Cessation)	17.11.2016	6	9	2
Mr.	Anil Sardana, CEO & Managing Director	PAN - AAAMP0961N 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

^sPAN number of any director would not be displayed on the website of Stock Exchange

^aCategory 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. Piyush G. Mankad and Mr. Cyrus P. Mistry ceased to be directors w.e.f. 17.11.2016 and 19.12.2016, respectively. Therefore number of directorship/membership/post of chairperson has been provided as of said cessation dates, respectively.



II. Composition of Committees		Category
Name of Committee	Name of Committee members	(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
	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 relevant quarter		Maximum gap between any two consecutive (in number of days)
Date(s) of Meeting (if any) in the previous quarter		Date(s) of Meeting (if any) in the relevant quarter		
11.07.2016, 04.08.2016, 23.08.2016		14.10.2016, 29.11.2016, 16.12.2016		51 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	03.11.2016 28.11.2016 08.12.2016	Yes (All members present) Yes (All members present) Yes (2 out of 4 members present)	03.08.2016 19.08.2016 27.09.2016	36 days
Nomination & Remuneration Committee	03.10.2016 30.11.2016	Yes (All members present) Yes (All members present)	No meeting held	-
Risk Management Committee	03.10.2016 20.12.2016	Yes (All members present) Yes (6 out of 7 members present)	05.08.2016	-
Stakeholders Relationship Committee	12.10.2016	Yes (2 out of 3 members present)	No meeting held	-
* 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 14th October 2016.**

Hanoz Mistry

Name & Designation : Hanoz M. Mistry

Company Secretary / Compliance Officer / Managing Director / CEO

