



6th July 2017
BJ/SH-L2/

BSE Ltd.
Corporate Relationship Dept.
1st Floor, P J Towers
Dalal Street,
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,

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 Compliance Report on Corporate Governance, of the Company, for the quarter ended 30th June 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

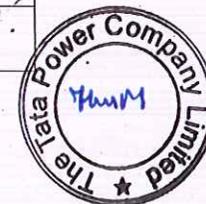
Tel 91 22 6665 8282 Fax 91 22 6665 8801

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 : 30th June 2017

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^a	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	Nil
Mr.	S. Padmanabhan	PAN - AAKPP0863E DIN - 00306299	Non-Executive- Non-Independent	16.12.2016	-	-	4	Nil
Dr.	Homiar S. Vachha [@]	PAN - AABPV3070E DIN - 00016610	Non-Executive- Independent	Ceased w.e.f. 23.04.2017	Up to 22.04.2017	4	4	5
Mr.	Nawshir H. Mirza	PAN - AFIPM8297A DIN - 00044816	Non-Executive- Independent	13.08.2014	Up to 12.08.2019	4	1	5
Mr.	Deepak M. Satwalekar	PAN - ABDPS4899K DIN 00009627	Non-Executive- Independent	13.08.2014	Up to 12.08.2019	3	Nil	1
Ms.	Sandhya Kudtarkar	PAN - AAEPK7373E DIN - 00021947	Non-Executive- Non-Independent	16.04.2016	-	-	3	Nil
Mr.	Pravin H. Kutumbe (LIC Nominee) [@]	PAN - ADMPK5724C DIN - 01629256	Non-Executive- Nominee	Ceased w.e.f. 20.05.2017	-	-	2	Nil
Mr.	Sanjay Vijay Bhandarkar	PAN - AAIPB0927D DIN -01260274	Non-Executive- Independent	14.10.2016	Up to 13.10.2021	4	2	2
Ms.	Vibha Umesh Padalkar	PAN - AAAPP4403G DIN - 01682810	Non-Executive- Independent	14.10.2016	Up to 13.10.2021	1	1	1
Ms.	Anjali Bansal	PAN - AJMPB0292J DIN - 00207746	Non-Executive- Independent	14.10.2016	Up to 13.10.2021	4	1	Nil
Mr.	K. M. Chandrasekhar	PAN - ACYPM5755A DIN - 06466854	Non-Executive- Independent	04.05.2017	Up to 03.05.2022	2	Nil	Nil



Mr.	Anil Sardana, CEO & Managing Director	PAN - AAMPS0961N DIN - 00006867	Executive	01.02.2016	-	-	Nil	Nil
Mr.	Ashok S. Sethi, COO & Executive Director [#]	PAN - AEUPS9393G DIN - 01741911	Executive	01.04.2017	-	-	1	Nil

[§]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.

[@]Dr. Vachha and Mr. Kutumbe ceased to be Directors of the Company w.e.f. 23.04.2017 and 20.05.2017, respectively. Therefore, number of directorships and membership/post of chairperson in committees has been provided as of cessation date.

[#]Mr. Sethi has been reappointed as COO & Executive Director w.e.f. 01.04.2017.



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)&
1. Audit Committee of Directors	Mr. N. H. Mirza	Chairperson-Non-Executive-Independent
	Mr. S. Padmanabhan	Non-Executive-Non-Independent
	Ms. Vibha Padalkar	Non-Executive-Independent
	Mr. S. V. Bhandarkar	Non-Executive-Independent
2. Nomination & Remuneration Committee	Mr. D. M. Satwalekar	Chairperson-Non-Executive-Independent
	Mr. N. Chandrasekaran	Non-Executive-Non-Independent
	Ms. Anjali Bansal	Non-Executive-Independent
3. Risk Management Committee	Mr. N. H. Mirza	Chairperson-Non-Executive-Independent
	Mr. S. Padmanabhan	Non-Executive-Non-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	Mr. S. V. Bhandarkar	Chairperson-Non-Executive-Independent
	Ms. S. S. Kudtarkar	Non-Executive-Non-Independent
	Mr. A. S. Sethi	Executive

&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)
10.02.2017 31.03.2017	19.05.2017	48 days

IV. Meeting of Committees

	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee of Directors	15.05.2017 17.05.2017	Yes (4 out of 4 members present) Yes (4 out of 4 members present)	09.02.2017 21.02.2017 27.03.2017	48 days
Nomination & Remuneration Committee	18.05.2017	Yes (3 out of 3 members present)	09.02.2017 16.03.2017	-
Risk Management Committee	19.04.2017	Yes (6 out of 7 members present)	No meeting held	-
Stakeholders Relationship Committee	No meeting held	NA	27.03.2017	-

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

Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
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 19th May, 2017.**

Hanoz Mistry
6/7/17
Name & Designation : Hanoz M. Mistry
Company Secretary / Compliance Officer / Managing Director / CEO

