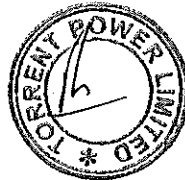


**Quarterly Compliance Report on Corporate Governance  
(Clause 49 of the Listing Agreement)**

**Name of the Company: Torrent Power Limited**

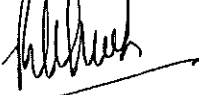
**Quarter ended on: 30<sup>th</sup> September, 2011**

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C ) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	Affirmation forms part of Annual Report of 2010-11
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	



Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
<b>IV. Disclosure</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	Not Applicable	
(E) Remuneration of Directors	49 (IVE)	Yes	Complied with in the Annual Report of 2010-11.
(F) Management	49 (IVF)	Yes	Complied with in the Annual Report of 2010-11.
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Complied with in the Annual Report of 2010-11.
<b>VII. Compliance</b>	49 (VII)	Yes	Complied with in the Annual Report of 2010-11.

For Torrent Power Limited



Rajiv Shah  
 Company Secretary

Date: 10<sup>th</sup> October, 2011

