

**Quarterly Compliance Report on Corporate Governance under
Clause 49 of Listing Agreement**

Name of the Company : Torrent Power Limited

Scrip Code : 532779, TORNTPOWER

Quarter ending on : 31-Dec-2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II	-	-
(A) Composition of Board	49 II A	Yes	-
(B) Independent Directors	49 II B	Yes	The requirements relating to criteria for performance evaluation, separate meeting and familiarisation programme will be dealt with and necessary disclosures will be made in the Annual Report FY 2014-15.
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	-
(D) Other provisions as to Board and Committees	49 II D	Yes	The requirements relating to the Succession Planning for appointment to the Board & Senior Management will be dealt with during the FY 2014-15.
(E) Code of Conduct	49 II E	Yes	Affirmation under the Company's code of conduct will form part of Annual Report FY 2014-15.
(F) Whistle Blower Policy	49 II F	Yes	-
III. Audit Committee	49 III	-	-
(A) Qualified & Independent Audit Committee	49 III A	Yes	-
(B) Meeting of Audit Committee	49 III B	Yes	-
(C) Powers of Audit Committee	49 III C	Yes	-
(D) Role of Audit Committee	49 III D	Yes	-
(E) Review of Information by Audit Committee	49 III E	Yes	-
IV. Nomination and Remuneration Committee	49 IV	Yes	Details of Remuneration Policy and the evaluation criteria will form part of the Annual Report FY 2014-15.
V. Subsidiary Companies	49 V	Yes	Web link of Policy for determining Material Subsidiaries will form part of the Annual Report FY 2014-15.
VI. Risk Management	49 VI	Yes	-
VII. Related Party Transactions	49 VII	Yes	-
VIII. Disclosures	49 VIII	-	-
(A) Related party transactions	49 VIII A	NA	-
(B) Disclosure of Accounting	49 VIIB	Yes	-

Treatment			
(C) Remuneration of Directors	49 VIII C	Yes	Disclosed with in the Annual Report FY 2013-14 and will be disclosed in the Annual Report FY 2014-15
(D) Management	49 VIII D	Yes	Disclosed with in the Annual Report FY 2013-14 and will be disclosed in the Annual Report FY 2014-15
(E) Shareholders	49 VIII E	Yes	Disclosed with in the Annual Report FY 2013-14 and will be disclosed in the Annual Report FY 2014-15
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	NA	-
IX. CEO/CFO Certification	49 IX	Yes	-
X. Report on Corporate Governance	49 X	Yes	Formed part of the Annual Report FY 2013-14 and will form part of Annual Report FY 2014-15
XI. Compliance	49 XI	Yes	Formed part of the Annual Report FY 2013-14 and will form part of Annual Report FY 2014-15