

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF LISTING AGREEMENT

Name of the Company : Torrent Power Limited
 Quarter ending on : 30-Sep-2015

SCRIP Code: 532779
 SYMBOL: TORNTPOWER

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II	-	
(A) Composition of Board	49 II A	Yes	Ms. Dharmishta Raval is proposed to be appointed as Independent Director vide postal ballot notice dated 4 th August, 2015
(B) Independent Directors	49 II B	Yes	-
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	-
(D) Other provisions as to Board and Committees	49 II D	Yes	Vacancy caused in the office of Woman Director and Independent Director, due to the resignation of Ms. Renu Challu, has been filled in at the Meeting of Board of Directors on 4 th August, 2015.
(E) Code of Conduct	49 II E	Yes	Declaration under the Company's code of conduct forms part of Annual Report FY 2014-15.
(F) Whistle Blower Policy	49 II F	Yes	Necessary disclosure forms part of the Board's Report FY 2014-15.
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	Temporary non-compliance in composition of committee arose for interim period on account of cessation of Ms. Renu Challu as a member of the committee due to her resignation from the Board. At the Board Meeting scheduled in October 2015, a Non-executive Director will be appointed as a member of the Committee in place of Ms. Renu Challu and with this the interim non-compliance will cease.
V. Subsidiary Companies	49 V	Yes	Web link of Policy for determining Material Subsidiary forms part of 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	Yes	Web link of Policy on dealing with Related Party Transactions forms part of Annual Report FY 2014-15.
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	-
(C) Remuneration of Directors	49 VIII C	Yes	Disclosed in the Annual Report FY 2014-15.
(D) Management	49 VIII D	Yes	Disclosed in the Annual Report FY 2014-15.
(E) Shareholders	49 VIII E	Yes	Disclosed in the Annual Report FY 2014-15.
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII I	N.A.	-
IX. CEO/CFO Certification	49 IX	Yes	Complied with for FY 2014-15.
X. Report on Corporate Governance	49 X	Yes	Formed part of the Annual Report FY 2014-15.
XI. Compliance	49 XI	Yes	Formed part of the Annual Report FY 2014-15.