

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

Name of the Company: Torrent Power Limited

Quarter ended on: 31st March, 2011

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
I. Board of Directors	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 will form part of Annual Report of 2010-11.
II. Audit Committee	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	
III. Subsidiary Companies	49 (III)	Yes	

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
IV. Disclosure	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	Will be complied with in the Annual Report of 2010-11.
(F) Management	49 (IVF)	Yes	Will be complied with in the Annual Report of 2010-11.
(G) Shareholders	49 (IVG)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied with in the Annual Report of 2010-11.
VII. Compliance	49 (VII)	Yes	Will be complied with in the Annual Report of 2010-11.

For Torrent Power Limited

Rajiv Shah
Company Secretary

Date: 14th April, 2011