

12TH ANNUAL GENERAL MEETING HELD ON 2ND AUGUST, 2016

Declaration of Results of remote e-voting and poll

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Torrent Power Limited ("the Company") had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 12th Annual General (AGM). The remote e-voting was open from 9.00 a.m. on Friday, 29th July, 2016 up to 5.00 p.m. on Monday, 1st August, 2016.

Further, in line with the rule 20 (4) (xi) of the Companies (Management and Administrative) Rules, 2014, as amended, other applicable provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 12th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 1st August, 2016 and on poll at the 12th AGM and submitted his Consolidated Report, on 2nd August, 2016. The Consolidated Report of Scrutinizer on remote e-voting and poll is attached herewith.

The Consolidated Result as per the Scrutinizer's above mentioned Report is as follows:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
1.	Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2016, including Audited Balance Sheet as at 31 st March, 2016 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.	Ordinary	34,98,81,364	99.9992	2,959	0.0008
2.	Confirmation of payment of interim dividend of Rs. 4.50 per share on equity shares of Rs. 10/- each as final dividend of the Company for the financial year ended 31 st March, 2016.	Ordinary	35,02,53,293	99.9992	2,959	0.0008
3.	Appointment of a Director in place of Shri Jinal Mehta (holding DIN: 02685284), who, retires by rotation and being eligible offers himself for re-appointment.	Ordinary	35,01,02,350	99.9585	1,45,378	0.0415
4.	Re-appointment of M/s. Deloitte Haskins and Sells, Chartered Accountants, Ahmedabad as Statutory Auditors to hold office until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.	Ordinary	34,92,26,743	99.9302	2,43,912	0.0698
5.	Appointment of Shri P. K. Taneja, IAS (holding DIN: 00010589) as a Director of the Company, liable to retire by rotation.	Ordinary	35,01,09,267	99.9585	1,45,343	0.0415
6.	Re-appointment of Shri Markand Bhatt (holding DIN: 00061955) as the Whole-time Director of the Company for a period of 5 years effective from 1 st April, 2016.	Special	33,70,15,737	96.2202	1,32,38,873	3.7798
7.	Revision in terms and conditions of appointment of Shri Jinal Mehta (holding DIN: 02685284) as Whole-time Director of the Company.	Ordinary	33,50,97,589	96.0535	1,37,67,861	3.9465
8.	Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2016-17.	Ordinary	35,01,52,926	99.9710	1,01,684	0.0290

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 12th AGM have been duly approved by the Members with requisite majority.

For Torrent Power Limited



Sudhir Mehta
Chairman

Place: Ahmedabad

Date: 02.08.2016

Consolidated Report of Scrutinizer on remote e-Voting and Poll

[Pursuant to rule section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 (2) of the Companies (Management and Administration) Rules, 2014]

Date: 2nd August, 2016

To,
The Chairman
Torrent Power Limited
Torrent House, Off Ashram Road,
Ahmedabad-380009

Dear Sir,

Re: 12th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Tuesday, 2nd August, 2016 at 09:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015.

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the purpose of the remote e-voting and poll taken on the below mentioned resolutions, at the 12th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Tuesday, 2nd August, 2016 at 09:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. The Company had provided the e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Tuesday, 26th July, 2016 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the business specified in the Notice of 12th AGM.
2. In accordance with the Notice of 12th Annual General Meeting sent to the shareholders the voting through electronic means/remote e-voting was started at 9.00 a.m. on Friday, 29th July, 2016 and ended at 5.00 p.m. on Monday, 1st August, 2016.
3. The votes were unblocked from the remote e-voting website of the Central Depository Services (India) Limited (CDSL) (www.evotingindia.com) in the presence of Ms. Nisha Meghrajani and Ms Priya Lohia on Tuesday, 2nd August, 2016 at 10:59 AM, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.



4. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
5. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, the Registrar and Transfer Agents of the Company, and the authorisations/ proxies lodged with the Company.
6. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
7. The consolidated result of Remote e-voting and the Poll is as under:

Resolution No. 1.

Ordinary Resolution

To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016, including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

	No. of Members	No. of Shares	% of total valid voting
In favour	247	34,98,81,364	99.9992
In against	5	2,959	0.0008
Invalid	2	1,182	–

Note : Three Shareholders have abstained from voting in respect of this resolution



Resolution No. 2.**Ordinary Resolution**

To confirm payment of interim dividend as final dividend on equity shares for the Financial Year ended 31st March, 2016.

	No. of Votes	No. of Shares	% of total valid voting
In favour	249	35,02,53,293	99.9992
In against	5	2,959	0.0008
Invalid	2	1,182	–

Note : One Shareholder has abstained from voting in respect of this resolution

Resolution No. 3.**Ordinary Resolution**

To appoint a Director in place of Shri Jinal Mehta (holding DIN: 02685284), who retires by rotation and being eligible offers himself for re-appointment.

	No. of Votes	No. of Shares	% of total valid voting
In favour	242	35,01,02,350	99.9585
In against	10	1,45,378	0.0415
Invalid	2	1,182	

Note : Three Shareholders have abstained from voting in respect of this resolution



Resolution No. 4**Ordinary Resolution**

To re-appoint M/s. Deloitte Haskins and Sells, Chartered Accountants, Ahmedabad as Statutory Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

	No. of Votes	No. of Shares	% of total valid voting
In favour	237	34,92,26,743	99.9302
In against	11	2,43,912	0.0698
Invalid	2	1,182	--

Note : Seven Shareholders have abstained from voting in respect of this resolution

Resolution No. 5**Ordinary Resolution**

To appoint Shri P. K. Taneja, IAS (holding DIN: 00010589) as Director of the Company, liable to retire by rotation.

	No. of Votes	No. of Shares	% of total valid voting
In favour	242	35,01,09,267	99.9585
In against	11	1,45,343	0.0415
Invalid	2	1,182	--

Note : Two Shareholders have abstained from voting in respect of this resolution



Resolution No. 6.**Special Resolution**

To re-appoint Shri Markand Bhatt (holding DIN:00061955) as the Whole-time Director of the Company for a period of 5 years w.e.f 1st April, 2016.

	No. of Votes	No. of Shares	% of total valid voting
In favour	169	33,70,15,737	96.2202
In against	84	1,32,38,873	3.7798
Invalid	2	1,182	-

Note : Two Shareholders have abstained from voting in respect of this resolution

Resolution No. 7**Ordinary Resolution**

To revise terms and conditions of appointment of Shri Jinal Mehta (holding DIN: 02685284) as Whole-time Director of the Company w.e.f 1st April, 2016

	No. of Votes	No. of Shares	% of total valid voting
In favour	158	33,50,97,589	96.0535
In against	87	1,37,67,861	3.9465
Invalid	2	1182	-

Note : Ten Shareholders have abstained from voting in respect of this resolution



Resolution No. 8,

Ordinary Resolution

To ratify remuneration of M/s. Kirit Mehta & Co., Cost Auditors of the Company for FY 2016-17.

	No. of Votes	No. of Shares	% of total valid voting
In favour	242	35,01,52,926	99.9710
In against	11	1,01,684	0.0290
Invalid	2	1,182	–


Note : Ten Shareholders have abstained from voting in respect of this resolution

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (for Poll voting and Remote e-voting) for each resolution is enclosed.
9. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking you,

Yours faithfully,

**For Rajesh Parekh & Co.
Company Secretary**


Rajesh Parekh
Proprietor
Mem. No. 8073
C.O.P No. 2939



Name and Address of Witness of unblocking of Remote e-voting

Anisha

1. Ms. Nisha Meghrajani

118/2/B, Karachi Bhavan,
Nr. New Railway Crossing,
Maninagar, Ahmedabad-380008.

2. Ms. Priya Lohia

C/204 Kalasagar Apartment,
Near BSNL Office,
Ghoda Camp Road,
Shaihibaug,
Ahmedabad-380004



Counter Signed by

Sudhir Mehta

**Sudhir Mehta
Chairman**

Torrent Power Limited