

Price Waterhouse Chartered Accountants LLP

The Board of Directors
Torrent Power Limited
"Samanvay", 600, Tapovan, Ambawadi,
Ahmedabad - 380 015.

Independent Auditor's Report on the Statement of standalone financial results

1. We have audited the accompanying Statement containing the annual audited standalone financial results of Torrent Power Limited (the "Company") for the year ended March 31, 2019 together with the notes thereon and the Annexure setting out disclosures under Regulation 52 (hereinafter referred to as the "Statement"), which we have initialled under reference to this report.

Management's Responsibility for the standalone financial results

2. Management is responsible for the preparation of the accompanying Statement and the Statement has been approved by the Board of Directors. The Management is also responsible for the preparation of the annual statutory standalone Ind AS financial statements in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013 (the "Accounting principles generally accepted in India"), basis which the above Statement containing the annual audited standalone financial results has been prepared. The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Statement that is free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Statement based on our audit. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 ("the Act") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Statement.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



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Registered office and Head office: Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi 110 002

Price Waterhouse (a Partnership Firm) converted into Price Waterhouse Chartered Accountants LLP (a Limited Liability Partnership with LLP identity no: LLPIN AAC-5001) with effect from July 25, 2014. Post its conversion to Price Waterhouse Chartered Accountants LLP, its ICAI registration number is 012754N/N500016 (ICAI registration number before conversion was 012754N)

Price Waterhouse Chartered Accountants LLP

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us:
 - i. the Statement, together with the notes thereon are presented in the format prescribed under Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
 - ii. the annual audited standalone financial results for the year ended March 31, 2019 as set out in the Statement gives a true and fair view of the total comprehensive income (comprising of profit and other comprehensive income), and other financial information of the Company for the year ended March 31, 2019 in accordance with the accounting principles generally accepted in India.

Emphasis of Matter

7. We draw your attention to Note 3 of the Statement regarding the figures for the quarter ended March 31, 2019, which are the balancing figures between audited figures in respect of the full financial year and the published year-to-date figures upto the third quarter of the current financial year. Our opinion is not modified in respect of this matter.

Other Matter

8. The Statement dealt with by this report has been prepared for the express purpose of filing with Stock Exchanges on which the Company's shares are listed. This Statement is based on and should be read with the audited standalone financial statements of the Company for the year ended March 31, 2019 on which we issued an unmodified audit opinion vide our report dated May 15, 2019.

Restriction on Use

9. This report is addressed to the Board of Directors of the Company and has been prepared for and only for the purposes set out in paragraph 8 above. This report should not be otherwise used by any other party for any other purpose.

For Price Waterhouse Chartered Accountants LLP
Firm Registration Number: 012754N / N500016
Chartered Accountants



Pradip Kanakia
Partner
Membership Number: 039985

Place: Ahmedabad
Date: May 15, 2019

TORRENT POWER LIMITED

Registered Office: "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380 015, Ph.: 079-26628000
CIN: L31200GJ2004PLC044068; Website: www.torrentpower.com; E-mail: cs@torrentpower.com

STATEMENT OF STAND-ALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2019

Particulars	(₹ in Crore except per share data)				
	For the quarter ended			For the year ended	
	31.03.2019	31.12.2018	31.03.2018	31.03.2019	31.03.2018
	Refer note 3	Un-audited	Refer note 3	Audited	Audited
Income					
Revenue from operations	2,893.21	3,217.84	2,798.10	12,977.52	11,448.86
Other income	56.17	71.77	107.00	261.55	267.92
Total income	2,949.38	3,289.61	2,905.10	13,239.07	11,716.78
Expenses					
Electrical energy purchased	819.84	1,080.46	839.74	4,116.50	3,584.78
Fuel cost	897.16	988.73	837.25	4,019.46	3,200.18
Cost of materials consumed	51.81	60.38	64.21	259.86	233.44
Purchase of stock-in-trade	54.90	85.35	-	229.46	37.18
Changes in inventories of finished goods, work-in-progress and stock-in-trade	14.01	(10.15)	10.16	(19.58)	1.25
Employee benefits expense	153.96	110.31	128.52	484.21	465.32
Finance costs	214.45	227.14	208.63	892.15	839.69
Depreciation and amortisation expense and impairment loss	297.10	291.53	295.30	1,163.05	1,111.14
Other expenses	220.17	199.53	238.86	845.60	868.27
Total expenses	2,723.40	3,033.28	2,622.67	11,990.71	10,341.25
Profit before tax	225.98	256.33	282.43	1,248.36	1,375.53
Tax expense					
- Current Tax	41.04	59.37	59.90	269.26	303.60
- Deferred tax	158.18	(42.40)	7.37	89.86	150.19
Profit for the period	26.76	239.36	215.16	889.24	921.74
Other comprehensive income :					
Items that will not be reclassified to profit or loss	(10.40)	0.36	14.25	(9.55)	20.49
Tax relating to other comprehensive income	(3.64)	0.13	5.00	(3.34)	7.16
Other comprehensive income (net of tax)	(6.76)	0.23	9.25	(6.21)	13.33
Total comprehensive income	20.00	239.59	224.41	883.03	935.07
Paid up equity share capital (F.V. ₹ 10/- per share)	480.62	480.62	480.62	480.62	480.62
Reserves excluding revaluation reserves as per balance sheet of previous accounting year				8,456.18	7,212.07
Net worth				8,936.80	7,692.69
Paid up Debt capital (NCD)				1,095.00	1,095.00
Earnings per share (before and after extraordinary items) (of ₹ 10/- each) (not annualised)					
(a) Basic (₹)	0.56	4.98	4.48	18.50	19.18
(b) Diluted (₹)	0.56	4.98	4.48	18.50	19.18
Debenture redemption reserve				197.90	163.68
Debt equity ratio (note 9)				0.87	1.01
Debt service coverage ratio (note 9)				1.91	2.63
Interest service coverage ratio (note 9)				3.60	3.87



Notes:

- 1 The Company has adopted Ind AS 115, Revenue from Contracts with Customers, from 1st April 2018. The adoption has resulted changes in accounting policies and adjustment to the amounts recognized in the financial statements. Prior to adoption of Ind AS 115, the Company had been recognising the Fuel and Power Purchase Price Adjustment ("FPPPA") claims as and when approved by the regulatory authorities and the truing up adjustment claims as and when these were billed to consumers subsequent to approval by the regulatory authorities.

The Company has adopted Ind AS 115 retrospectively with the cumulative effect of initial application recognized in the Opening Retained Earnings on 1st April, 2018. The Company has in the current year recognized revenue on FPPPA claims and other true up adjustments, as per the applicable tariff regulations, management's probability estimate and the past trends of approval, by applying the guidance on variable consideration under Ind AS 115.

The Company has not recognized those truing up adjustment claims which are subject of dispute and for which the Company is in appeal with regulatory authorities.

Due to the application of Ind AS 115, as at 1st April, 2018, Retained Earnings are higher by ₹ 649.42 Crore, unbilled revenue higher by ₹ 637.15 Crore and sundry payables lower by ₹ 12.27 Crore.

Consequent to adoption of Ind AS 115, Revenue from Operations and Profit for the quarter ended and year ended 31st March, 2019, are higher by ₹ 121.87 Crore and ₹ 320.00 Crore respectively. Accordingly, as at 31st March, 2019, Retained Earnings are higher by ₹ 969.42 Crore, unbilled revenue higher by ₹ 955.71 Crore and sundry payables lower by ₹ 13.71 Crore.

- 2 Property, Plant & Equipment ("PPE") includes carrying amount of ₹ 4,365 Crore pertaining to 1,200 MW DGEN Mega Power Project located at Dahej, India ("DGEN"). DGEN started commercial operations from November 2014 ("COD"). Due to various factors such as unavailability of domestic gas, high prices of imported gas and non-availability of power purchase agreements DGEN was not operated after COD, except for intermittent periods during FY 2015-16. During the periods of non-operation, DGEN was maintained in cold standby mode for immediate start-up, as and when required.

In view of above conditions, the Company carried out an assessment to test whether the carrying amount as at 31st March, 2019 of PPE of ₹ 4,365 crores in respect of DGEN was required to be impaired in accordance with Indian Accounting Standard 36 ("Ind AS 36"). The assessment was carried out with the help of an external valuer ("expert"). The expert estimated value-in-use by adopting discounted cash flow method for the balance useful life of the DGEN project as at 31st March, 2019 under 2 scenarios i.e the management case and an alternate case by taking varied sets of assumptions reflective of likely future operating scenarios. The value in use in both the scenarios is higher than the carrying amount of the PPE pertaining to DGEN and accordingly no impairment provision is considered necessary as at 31st March, 2019.

The assessment of value-in-use involved several key assumptions including expected demand, future price of fuel, expected tariff rates for electricity, discount rate, exchange rate and current electricity market scenario which the management considered reasonable based on past trends and the current and likely future state of the industry. Management intends to review such assumptions periodically to factor updated information based on events or changes in circumstances in order to make fresh assessment of impairment, if any. Changes in such key assumptions in future may have a material adverse impact on the value-in-use.

- 3 Figures for the quarter ended 31st March, 2019 and 31st March, 2018 are the balancing figures between audited figures for the full financial year ended 31st March, 2019 and 31st March, 2018 and the published year to date figures upto the third quarter of the respective financial years.
- 4 The Board of Directors have recommended final dividend of ₹ 5.00 per equity share of ₹ 10/- each fully paid up for the financial year 2018-19 in its meeting held on 15th May, 2019. The aggregate amount of final dividend to be distributed is ₹ 289.71 Crore including ₹ 49.40 Crore as tax on dividend distributed.
- 5 The chief operating decision maker evaluates the Company's performance and applies the resources to whole of the Company business viz. "Generation, Transmission and Distribution of Power" as an integrated utility. Further, the Company's cable business is not a reportable segment in terms of revenue, profit, assets and liabilities. Hence the Company does not have any reportable segment as per Ind AS - 108 "Operating Segments".
- 6 The entire immovable and movable assets including current assets, both present and future, of the Company are mortgaged and hypothecated by way of first charge in favour of holders of Non Convertible Debentures series no. 1, 2A / 2B / 2C and 3A / 3B / 3C and which charge is held on a *pari passu* basis with lenders of term loans, cash credits and non-fund based credit facilities, to the Company.
- 7 The figures for the previous periods have been regrouped / recast, wherever necessary, to make them comparable with the figures for the current period.
- 8 The Audit Committee has reviewed the above results and the same have been subsequently approved by the Board of Directors in their respective meetings held on 15th May, 2019.
- 9 Formulae for the computation of the Ratios :
- a) Debt Equity Ratio = (All long term debt outstanding + contingent liability pertaining to corporate / financial guarantee given + short term debt outstanding in lieu of long term debt) / (Equity share capital + Preference share capital + all reserves (excluding revaluation reserve) + deferred tax liabilities – deferred tax assets – intangible assets – intangible assets under development)
- b) Debt Service Coverage Ratio = (Profit after tax + deferred tax + depreciation and amortisation + Interest on term and working capital debt) / (Principal repayment of debt + Interest on term and working capital debt)
- c) Interest Service Coverage Ratio = (Profit after tax + deferred tax + depreciation and amortisation + Interest on term and working capital debt) / (Interest on term and working capital debt)



Standalone Statement of Assets and Liabilities

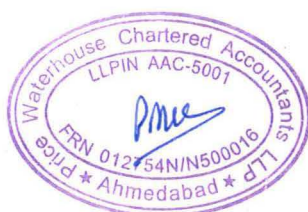
(₹ in Crore)

Particulars	As at 31st March, 2019 Audited	As at 31st March, 2018 Audited
ASSETS		
Non-current assets		
Property, plant and equipment	16,995.13	16,792.56
Capital work-in-progress	358.77	390.47
Investment property	-	-
Intangible assets	17.31	13.23
Intangible assets under development	-	2.04
Financial assets		
Investments	689.93	375.01
Loans	145.15	16.73
Other financial assets	230.61	0.76
Non-current tax assets (net)	26.69	26.85
Other non-current assets	848.13	658.70
Sub total - Non-current assets	19,311.72	18,276.35
Current assets		
Inventories	626.67	454.38
Financial assets		
Investments	472.46	614.12
Trade receivables	1,170.53	1,124.48
Cash and cash equivalents	114.33	134.23
Bank balances other than cash and cash equivalents	211.92	135.50
Loans	204.02	634.49
Other financial assets	1,581.30	650.29
Other current assets	131.71	78.57
Sub total - Current assets	4,512.94	3,826.06
Total - Assets	23,824.66	22,102.41
EQUITY AND LIABILITIES		
Equity		
Equity share capital	480.62	480.62
Other equity	8,456.18	7,212.07
Sub total - Equity	8,936.80	7,692.69
Liabilities		
Non-current liabilities		
Financial liabilities		
Borrowings	8,033.38	8,502.40
Trade payables		
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues other than micro and small enterprises	109.34	94.64
Other financial liabilities	1,055.03	956.44
Provisions	83.15	78.96
Deferred tax liabilities (net)	1,556.26	1,469.74
Other non-current liabilities	971.62	878.15
Sub total - Non-current liabilities	11,808.78	11,980.33
Current liabilities		
Financial liabilities		
Borrowings	300.05	-
Trade payables		
Total outstanding dues of micro and small enterprises	27.10	18.34
Total outstanding dues other than micro and small enterprises	758.03	638.94
Other financial liabilities	1,273.96	1,156.25
Other current liabilities	661.29	557.74
Provisions	42.29	31.81
Current tax liabilities (net)	16.36	26.31
Sub total - Current liabilities	3,079.08	2,429.39
Total - Equity and liabilities	23,824.66	22,102.41

For, TORRENT POWER LIMITED

Jinal Mehta

Jinal Mehta
Managing Director



Place : Ahmedabad
Date : 15th May, 2019

No. 1869/ITSL/OPR/2019-20

May 15, 2019

Torrent Power Limited

"Samanvay", 600, Tapovan,
Ambawadi, Ahmedabad,
Gujarat- 380 015

Dear Sir,

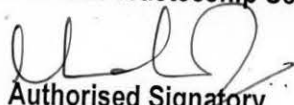
Certificate for receipt and noting of information

[Pursuant to Regulation 52(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, IDBI Trusteeship Services Limited ("**Debenture Trustee**") hereby confirm that we have received and noted the information, as specified under regulation 52(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("**Regulations**"), provided to us by Torrent Power Limited ("**the Company**") for the financial year ended March 31, 2019.

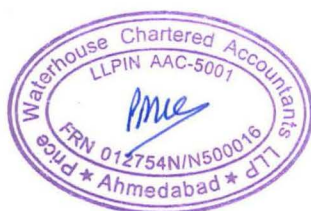
This Certificate is being issued pursuant to the requirements of regulation 52(5) of the aforesaid Regulations, for onward submission to Stock Exchange(s) by the Company.

For IDBI Trusteeship Services Limited


Authorised Signatory

ANNEXURE

Sr. No.	Particulars	Torrent Power 10.35% 550 Secured Redeemable Non-Convertible Debentures of Rs. 550 Crores (TOPO22)	Torrent Power 10.35% 300 Secured Redeemable Non-Convertible Debentures of Rs.300 Crores			Torrent Power 8.95% 245 Secured Redeemable Non-Convertible Debentures of Rs.245 Crores		
			Series 2A 10.35% 2021 Rs. 100 Crores (TOPO21)	Series 2B 10.35% 2022 Rs. 100 Crores (TOPO22A)	Series 2C 10.35% 2023 Rs. 100 Crores (TOPO23)	Series 3A 8.95% 2021 Rs. 80 Crores (TOPO21)	Series 3B 8.95% 2022 Rs. 85 Crores (TOPO22)	Series 3C 8.95% 2023 Rs. 80 Crores (TOPO23)
	ISIN	INE813H07010	INE813H07051	INE813H07069	INE813H07077	INE813H07085	INE813H07093	INE813H07101
1.	Credit Rating and change in credit rating (if any)	CRISIL AA-/Stable	CRISIL AA-/Stable			CRISIL AA-/Stable		
2.	Asset Cover Available	1.98	1.98			1.98 (Total Asset Cover Ratio - 1.84)		
3.	Debt Equity Ratio	0.87	0.87			0.87		
4.	Previous due date for the payment of Interest/ principal of non convertible debt securities and whether the same has been paid or not.	Interest was due on 26 th March, 2019 and was paid on 26 th March, 2019. No payment toward principal was due during half year ended 31 st March, 2019.	Interest was due on 25 th March, 2019, and was paid on 25 th March, 2019. No payment towards principal was due during half year ended 31 st March, 2019.	Interest was due on 25 th March, 2019, and was paid on 25 th March, 2019. No payment towards principal was due during half year ended 31 st March, 2019.	Interest was due on 25 th March, 2019, and was paid on 25 th March, 2019. No payment towards principal was due during half year ended 31 st March, 2019.	Interest was due on 6 th April, 2018 and was paid on 6 th April, 2018. No payment towards principal was due during half year ended 31 st March, 2019	Interest was due on 6 th April, 2018 and was paid on 6 th April, 2018. No payment towards principal was due during half year ended 31 st March, 2019	Interest was due on 6 th April, 2018 and was paid on 6 th April, 2018. No payment towards principal was due during half year ended 31 st March, 2019



Sr. No.	Particulars	Torrent Power 10.35% 550 Secured Redeemable Non-Convertible Debentures of Rs. 550 Crores (TOPO22)	Torrent Power 10.35% 300 Secured Redeemable Non-Convertible Debentures of Rs.300 Crores			Torrent Power 8.95% 245 Secured Redeemable Non-Convertible Debentures of Rs.245 Crores		
			Series 2A 10.35% 2021 Rs. 100 Crores (TOPO21)	Series 2B 10.35% 2022 Rs. 100 Crores (TOPO22A)	Series 2C 10.35% 2023 Rs. 100 Crores (TOPO23)	Series 3A 8.95% 2021 Rs. 80 Crores (TOPO21)	Series 3B 8.95% 2022 Rs. 85 Crores (TOPO22)	Series 3C 8.95% 2023 Rs. 80 Crores (TOPO23)
	ISIN	INE813H07010	INE813H07051	INE813H07069	INE813H07077	INE813H07085	INE813H07093	INE813H07101
	Next due dates for the payment of interest/ /principal	Next Interest will be due on 26 th September, 2019. First Principal payment will be due on 26 th September, 2020.	Next Interest will due on 25 th September, 2019. Principal will be due on 25 th March, 2021.	Next Interest will due on 25 th September, 2019. Principal will be due on 25 th March, 2022.	Next Interest will due on 25 th September, 2019. Principal will be due on 25 th March, 2023.	Next Interest will due on 6 th April, 2019 Principal will be due on 6 th April, 2021.	Next Interest will due on 6 th April, 2019 Principal will be due on 6 th April, 2022.	Next Interest will due on 6 th April, 2019 Principal will be due on 6 th April, 2023.
5.	Debt Service Coverage ratio	1.91	1.91			1.91		
6.	Interest Service Coverage Ratio	3.60	3.60			3.60		
7.	outstanding redeemable preference shares (quantity and value);	Nil	Nil			Nil		
8.	capital redemption reserve/Debenture Redemption Reserve	Rs.197.90 Crore (for all the series of NCDs)	Rs.197.90 Crore (for all the series of NCDs)			Rs.197.90 Crore (for all the series of NCDs)		
9.	Net Worth	Rs.8,936.80 Crore	Rs.8,936.80 Crore			Rs.8,936.80 Crore		
10.	Net Profit after tax (other than other comprehensive income)	Rs.889.24 Crore	Rs.889.24 Crore			Rs.889.24 Crore		
11.	Earnings per Share	Rs.18.50	Rs.18.50			Rs.18.50		

