

16th ANNUAL GENERAL MEETING (AGM) HELD ON AUGUST 06, 2020

DECLARATION OF RESULTS OF REMOTE E-VOTING PRIOR AND DURING THE AGM

Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with circulars dated May 05, 2020, April 13, 2020 and April 08, 2020 issued by Ministry of Corporate Affairs, Torrent Power Limited ("the Company") had provided remote e-voting facility and e-voting facility during the meeting, to its members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 16th AGM. For providing e-voting facility the Company has appointed Central Depository Services Limited ("CDSL"). The remote e-voting was open from 9.00 a.m. on Sunday, August 02, 2020 up to 5.00 p.m. on Wednesday, August 05, 2020 and thereafter remote e-voting was disabled by CDSL.

The Company had also provided e-voting facility to the Members present at the AGM through Video Conferencing or Other Audio Video Means and who had not cast their vote earlier.

The Board of Directors had appointed Rajesh Parekh, Practicing Company Secretary, Ahmedabad as the Scrutinizer to scrutinize the remote e-voting process and e-voting during AGM, in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received during the voting period and submitted his Consolidated Report, on August 06, 2020. The Consolidated Report of Scrutinizer on remote e-voting and e-voting during the meeting is attached herewith.

The Consolidated Result as per the Scrutinizer's 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
	Ordinary Business					
1.	Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020, including reports of the Auditors and the Board of Directors thereon.	Ordinary	428563344	100.00	1516	0.00
2.	Confirmation of payment of Interim Dividend of ₹ 11.60 per equity shares (including special dividend of ₹ 5 per equity share) for the Financial Year ended March 31, 2020, as final dividend.	Ordinary	428628279	100.00	581	0.00
3.	Re-appointment of Samir Mehta (DIN: 00061903), who retired by rotation and being eligible offered himself for re-appointment.	Ordinary	422545299	98.58	6083561	1.42
	Special Business					
4.	Appointment of Sunaina Tomar, IAS (DIN: 03435543) as Director of the Company	Ordinary	422566602	98.59	6062258	1.41
5.	Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors, for FY 21.	Ordinary	428625624	100.00	3236	0.00
6.	Commission to Sudhir Mehta, Non-Executive Director and Chairman Emeritus, for FY 20.	Special	397158542	92.66	31470318	7.34
7.	Issuance of Non-Convertible Debentures on a private placement basis.	Special	428625544	100.00	3316	0.00

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 16th AGM have been duly approved by the Members with requisite majority.

Place: Ahmedabad
Date: August 06, 2020

For Torrent Power Limited

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Samir Mehta
Chairperson

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Rajesh Parekh & Co.

Company Secretary

**104 Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura,
Ahmedabad – 380009**

Phone: (O) 079-26440731 | Mobile: 98797 92252

Email: rpap@csrajeshparekh.in; contact@csrajeshparekh.in

Consolidated Report of Scrutinizer on remote e-voting and e-voting during 16th Annual General Meeting (AGM) of Torrent Power Limited

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

Date: August 06, 2020

To,
The Chairperson
Torrent Power Limited
"Samanvay", 600 Tapovan,
Ambawadi, Ahmedabad - 380 015

Dear Sir,

**Re: 16th AGM of the Equity Shareholders of Torrent Power Limited (the "Company")
held on Thursday, August 06, 2020 at 9:30 am through Video Conferencing /
Other Audio Visual Means ("VC / OAVM").**

I, Rajesh Parekh, Practicing Company Secretary had been appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and e-voting process in respect of the below mentioned resolutions proposed at the 16th AGM of the Equity Shareholders of the Company, held on Thursday, August 06, 2020 at 9:30 am through VC / OAVM.

I hereby submit my report as under:

1. The Company had provided e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical and dematerialized form, as on the cut-off date i.e. Thursday, July 30, 2020 to exercise their right to vote on any or all of the business specified in the Notice of 16th AGM.

2. In accordance with the Notice of 16th AGM sent to the Members, the voting through remote e-voting was started on Sunday, August 02, 2020 at 9:00 am and ended on Wednesday, August 05, 2020 at 5:00 pm. Thereafter, e-voting module was disabled by the CDSL.
3. The facility of e-voting during AGM through VC / OAVM was provided by CDSL pursuant to Circular dated May 05, 2020 read with Circular dated April 13, 2020 and April 08, 2020 issued by Ministry of Corporate Affairs.
4. The shareholders who were present at the AGM through VC/ OAVM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
5. After the closure of e-voting during AGM, the votes casted through remote e-voting and through e-voting during AGM were unblocked from the website of the CDSL (www.evotingindia.com) in the presence of Ms. Aishwarya Parekh and Mr. Jay Surti on Thursday, August 06, 2020 at 10:29 am, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
6. The consolidated results of Remote e-voting and the e-voting during AGM are as under:

Resolution No. 1, Ordinary Resolution:

Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2020, including reports of the Auditors and the Board of Directors thereon

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	341	428562777	100.00
E-voting at AGM	5	567	100.00
Total	346	428563344	100.00

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	9	1516	0.00
E-voting at AGM	0	0	0.00
Total	9	1516	0.00

3. Invalid Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No. 2, Ordinary Resolution:

To confirm payment of interim dividend of ₹ 11.60 per equity share as final dividend for the Financial Year ended March 31, 2020

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	344	428627712	100.00
E-voting at AGM	5	567	100.00
Total	349	428628279	100.00

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	8	581	0.00
E-voting at AGM	0	0	0.00
Total	8	581	0.00

3. Invalid Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No. 3, Ordinary Resolution:

Re-appointment of Samir Mehta (DIN: 00061903), who retired by rotation and being eligible offers himself for re-appointment

1. Voted in favour of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	315	422544732	98.58
E-voting at AGM	5	567	100.00
Total	320	422545299	98.58

2. Voted against the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	38	6083561	1.42
E-voting at AGM	0	0	0.00
Total	38	6083561	1.42

3. Invalid Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No. 4, Ordinary Resolution:**Appointment of Sunaina Tomar, IAS (DIN: 03435543) as Director of the Company**1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	315	422566035	98.59
E-voting at AGM	5	567	100.00
Total	320	422566602	98.59

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	38	6062258	1.41
E-voting at AGM	0	0	0.00
Total	38	6062258	1.41

3. **Invalid Votes:**

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No. 5, Ordinary Resolution:**Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 21**1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	340	428625057	100.00
E-voting at AGM	5	567	100.00
Total	345	428625624	100.00

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	12	3236	0.00
E-voting at AGM	0	0	0.00
Total	12	3236	0.00

3. **Invalid Votes:**

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No. 6, Special Resolution:

Commission to Sudhir Mehta, Non-Executive Director and Chairman Emeritus, for FY 20

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	198	397157975	92.66
E-voting at AGM	5	567	100.00
Total	203	397158542	92.66

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	154	31470318	7.34
E-voting at AGM	0	0	0.00
Total	154	31470318	7.34

3. **Invalid Votes:**

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

Resolution No. 7, Special Resolution:

Issuance of Non-Convertible Debentures on a private placement basis
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1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	337	428624977	100.00
E-voting at AGM	5	567	100.00
Total	342	428625544	100.00

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	15	3316	0.00
E-voting at AGM	0	0	0.00
Total	15	3316	0.00

3. **Invalid Votes:**

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting at AGM	0	0
Total	0	0

7. A Compact Disc (CD) containing a list of Equity Shareholders who voted “FOR” and “AGAINST” for each resolution in remote e-voting and e-voting during AGM is enclosed.

Thanking you,
Yours faithfully,

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

Rajesh
Gopaldas
Parekh

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Rajesh Parekh

Proprietor

Mem. No. 8073

C.O.P No. 2939

UDIN: A008073B000555906

Name and Address of Witnesses of unblocking of remote e-voting and e-voting during AGM:

1. Ms. Aishwarya Parekh

C/4 Archana Park,
Hotel President Lane,
Navrangpura,
Ahmedabad- 380009

AISHWARYA
A PAREKH

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AISHWARYA
PAREKH
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2. Mr. Jay Surti

R - 2, Vikram Appartment,
Nr. Shreyas Crossing, Ambawadi,
Ahmedabad - 380015

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**Samir Mehta
Chairperson
Torrent Power Limited**