

TPL/ 496

31st December, 2015

The General Manager,
Corporate Relationship Department
BSE Limited,
14th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai-400001

The Manager,
Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C - 1, Block G
Bandra- Kurla Complex,
Bandra (East),
Mumbai 400051

Scrip Code : **532779**Scrip Symbol : **TORNTPOWER**

Dear Sir / Madam,

Sub : Disclosure pertaining to voting results of Postal Ballot and E-voting
Re : Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to our letter no. TPL/485 dated 30th November, 2015 pertaining to the Notice for Postal Ballot and E-voting dated 20th November, 2015, consent of the members was sought on the resolution as mentioned in the said Notice. In this context, we enclose herewith details regarding the voting results of the special resolution, in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the said resolution has been approved by the Members with requisite majority. We enclose herewith the Report dated 31st December, 2015 of Shri Rajesh Parekh, Practicing Company Secretary, Scrutinizer appointed by the Company for conducting the Postal Ballot and e-voting process.

Please take the same on the records.

Thanking you,

Yours faithfully,
For Torrent Power Limited


Darshan Soni
Company Secretary



ENCL: 1) Voting Results of Postal Ballot & E- voting
2) Scrutinizer's Report

C.C. to Central Depository Services (India) Limited (CDSL)

TORRENT POWER LIMITED

CIN : L31200GJ2004PLC044068

Voting Results of Postal Ballot and E-voting of Torrent Power Limited

Date of AGM/ EGM (Voting period for the resolution passed through Postal Ballot and E-voting)	: 9.30 a.m. on Tuesday, 1 st December, 2015 till 5.00 p.m. on Wednesday, 30 th December, 2015
The date of Passing of Resolution thorough Postal Ballot and E-voting	: 31 st December, 2015
Total No. of Shareholders on cut-off date (i.e. 20 th November, 2015)	: 1,23,221
No. of shareholders preset in the meeting either in person or through proxy	: Not applicable
No. of shareholders attended the meeting through video conferencing	: Not applicable

Resolution Required	: Special
Whether the promoter/ promoter group are interested in the resolution?	: No

Special Resolution : To approve availing of the Financial Assistance, having an option available to the Lenders for conversion of such Financial Assistance into Equity Shares of the Company upon occurrence of certain events.

Category	Mode of voting	No. of Shares held	No of votes polled	% of votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	257443318	0	0	0	0	0.000	0.000
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot		257443318	100.000	257443318	0	100.000	0.000
	Total		257443318	100.000	257443318	0	100.000	0.000
Public Institutions	E-Voting	93106711	79076841	84.931	57212828	21864013	72.351	27.649
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot		0	0	0	0	0.000	0.000
	Total		79076841	84.931	57212828	21864013	72.351	27.649
Public-Non Institutional	E-Voting	130066755	29041600	22.328	29028881	12719	99.956	0.044
	Poll		0	0	0	0	0.000	0.000
	Postal Ballot		984184	0.757	982886	1298	99.868	0.132
	Total		30025784	23.085	30011767	14017	99.953	0.047
Total		480616784	366545943	76.266	344667913	21878030	94.031	5.969

For Torrent Power Limited



Darshan Soni
Company Secretary



Report of Scrutinizer on Postal Ballot and E-voting

[Pursuant to Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

Re: Passing of Special Resolution through Postal Ballot and E-voting

I, Rajesh Parekh, Practicing Company Secretary of Ahmedabad, appointed as Scrutinizer by Torrent Power Limited ("the Company") with respect to the special resolution to be passed through Postal Ballot and E-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Clause 35B of the Equity Listing Agreement with Stock Exchanges; to process and scrutinize Postal Ballot forms received from Members and to scrutinize votes cast electronically using E-voting system of Central Depository Services (India) Limited (CDSL) during the voting period as stated herein below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company had completed on 30th November, 2015, the dispatch of the Notice of Postal Ballot and E-voting dated 20th November, 2015 together with Postal Ballot Form ('Form') along with self-addressed postage prepaid business reply envelope by way of Courier and additionally, on 30th November, 2015, sending of e-mails of Notice for voting through Postal Ballot & E-voting facility provided by CDSL to the Members whose name(s) appeared on the Register of Members as on 20th November, 2015, for seeking approval of following business by Postal Ballot and E-voting:

Type of Resolution	Particulars
Special	To approve availing of the Financial Assistance, having an option available to the Lenders for conversion of such Financial Assistance into Equity Shares of the Company upon occurrence of certain events

2. The voting by Postal Ballot and E-voting commenced at 9.30 a.m. on Tuesday, 1st December, 2015 and ended at 5.00 p.m. on Wednesday, 30th December, 2015 (Voting Period).
3. The Postal Ballot Forms received during the Voting Period were kept in my custody and were opened by me in the presence of two witnesses, viz., Ms. Nisha Meghrajani and Ms. Priyanka Gohel. The E-voting results/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5.05 p.m. on 30th December, 2015 in the presence of two witnesses, viz., Ms. Nisha Meghrajani and Ms. Priyanka Gohel.
4. All Postal Ballot Forms (including E-voting) received up to 5.00 p.m. on 30th December, 2015, the last date and time fixed by the Company for receipt of the Postal Ballot Forms and for casting the vote online were considered for my scrutiny.



5. The Postal Ballot Forms received and E-voting details downloaded from CDSL website were scrutinized and the signatures on the Postal Ballot Forms were verified by me. Thereafter the shareholding was matched/ confirmed with the Register of Members of the Company as on 20th November, 2015. In case of voting by companies, institutions, trusts, societies etc., I have verified the requisite documents authorising the person to vote, which were downloaded from the website of CDSL or received physically or by e-mail.
6. I did not find any defaced or mutilated Postal Ballot Form. However, some Postal Ballot Forms were required to be treated as invalid, due to the following reasons:
- Signature mismatch
 - Not voted i.e. no tick mark in favor or against
7. The summary of the results of Postal Ballot including E-voting is as under:

Sr. No.	Particulars	To approve availing of the Financial Assistance, having an option available to the Lenders for conversion of such Financial Assistance into Equity Shares of the Company upon occurrence of certain events	
		No. of postal ballot forms/ votes (including e-voting)	No. of Equity Shares (votes)
1.	Total postal ballot forms / votes (including e-voting) received	272	36,65,47,516
2.	Less : Invalid postal ballot forms / votes (including e-voting) received (as per register)	13	1,573
3.	Net valid postal ballot forms / votes (including e-voting) received (as per register)	259	36,65,45,943
4.	Valid votes (including e-voting) cast in favour of the resolution and its %	176	34,46,67,913 (94.031)
5.	Valid votes cast (including e-voting) against the resolution and its %	83	2,18,78,030 (5.969)

8. The Postal Ballot Forms received and E-voting results/list downloaded from the website of CDSL and other related documents shall be handed over to the Company Secretary of the Company, authorised by the Board to conduct the Postal Ballot and E-voting process after the minutes of the Postal Ballot and E-voting have been signed by the Chairman.

You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Thanking you,

Yours faithfully,

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



**Rajesh Parekh
Proprietor
Mem. No. 8073
Cert. No. 2939**



Date: 31st December, 2015

Place: Ahmedabad

Declaration by witness for postal ballot and e-voting


We, the undersigned witnesseth that:

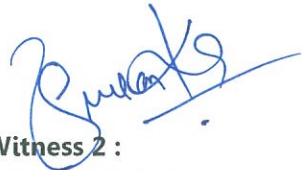
1. the Postal Ballot Forms received were opened in our presence;
2. the E-voting results/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) in our presence at 5.05 p.m. on 30th December, 2015 at the office of Shri Rajesh Parekh, the Scrutinizer.

Date: 31st December, 2015

Place: Ahmedabad



Witness 1: 
Ms. Nisha Meghrajani
118/2/B, Kranchi Bhavan,
Nr. New Railway Crossing,
Maninagar, Ahmedabad -
380008


Witness 2 :
Priyanka Gohel
6/5, Tulsi Shyam Flats,
Bhimjipura, Nava Vadaj
Ahmedabad-380013

COUNTERSIGNED BY ME
For Torrent Power Limited


Sudhir Mehta
Chairman
DIN: 00061871