

13TH ANNUAL GENERAL MEETING HELD ON 1ST AUGUST, 2017

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 13th Annual General (AGM). The remote e-voting was open from 9.00 a.m. on Saturday, 29th July, 2017 up to 5.00 p.m. on Monday, 31st July, 2017.

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 13th 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 31st July, 2017 and on poll at the 13th AGM and submitted his Consolidated Report, on 1st August, 2017. 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, 2017, including Audited Balance Sheet as at 31 st March, 2017 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.	Ordinary	324098253	91.93	28434241	8.07
2.	Declaration of dividend of Rs. 2.20 per share on equity shares of Rs. 10/- each of the Company for the financial year ended 31 st March, 2017.	Ordinary	324331785	91.94	28434218	8.06
3.	Vacancy caused by retirement by rotation of Shri R. Ravichandran (holding DIN: 06737497) be not filled up.	Ordinary	324208608	91.90	28557393	8.10
4.	Appointment of M/s.Price Waterhouse Chartered Accountants LLP, Chartered Accountants, as Statutory Auditors to hold office from the conclusion of 13 th Annual General Meeting until the conclusion of the 18 th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting and to fix their remuneration.	Ordinary	324193084	91.90	28572917	8.10
5.	Appointment of Shri Pankaj Joshi, IAS (holding DIN: 01532892) as a Director of the Company, liable to retire by rotation.	Ordinary	324213484	91.91	28552517	8.09
6.	Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2017-18.	Ordinary	324213684	91.91	28552317	8.09

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 13th AGM have been duly approved by the Members with requisite majority.

For Torrent Power Limited



(Signature)

Sudhir Mehta
Chairman

Place: Ahmedabad

Date: 01.08.2017



Rajesh Parekh & Co.
Company Secretary

104, Ashwamegh Avenue, Nr. Mithakhali Underbridge,
Navrangpura, Ahmedabad - 380 009.
Phone : (O) 26440731, 99988 96776 Mobile : 98797 92252
E:mail : contact@csrajeshparekh.in, rajeshgparekh@yahoo.co.in

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: 1st August, 2017

To,
The Chairman
Torrent Power Limited
'Samanvay',
600, Tapovan, Ambawadi,
Ahmedabad-3800015

Dear Sir,

Re: 13th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Tuesday, 1st August, 2017 at 2:30 p.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 13th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Tuesday, 1st August, 2017 at 2:30 p.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, 25th July, 2017 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 13th AGM.



2. In accordance with the Notice of 13th Annual General Meeting sent to the shareholders the voting through electronic means/remote e-voting was started at 9.00 a.m. on Saturday, 29th July, 2017 and ended at 5.00 p.m. on Monday, 31st August, 2017.
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. Nidhi Parikh and Ms. Nikita Jain on Tuesday, 1st August, 2017 at 4:20 p.m., who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. After declaration 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, 2017, including Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

	Number of members	No. of Shares	% of total valid votes
In favour	238	324098253	91.93
In against	7	28434241	8.07
Invalid	0	0	0

Resolution No. 2.**Ordinary Resolution**

To declare dividend of Rs. 2.20 per share on equity shares of the Company for the Financial Year ended 31st March, 2017.

	Number of members	No. of Shares	% of total valid votes
In favour	242	324331785	91.94
In against	6	28434218	8.06
Invalid	0	0	0



Resolution No. 3

Ordinary Resolution

Vacancy caused by retirement by rotation of Shri R. Ravichandran (DIN: 06737497) be not filled up.

	Number of members	No. of Shares	% of total valid votes
In favour	237	324208608	91.90
In against	10	28557393	8.10
Invalid	0	0	0

Resolution No. 4

Ordinary Resolution

To appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants,(FRN: 012754N/N500016) as Statutory Auditors to hold office from the conclusion of 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting and to fix their remuneration.

	Number of members	No. of Shares	% of total valid votes
In favour	239	324193084	91.90
In against	8	28572917	8.10
Invalid	0	0	0



Resolution No. 5**Ordinary Resolution**

To appoint Shri Pankaj Joshi, IAS (holding DIN: 01532892) as Director of the Company, liable to retire by rotation.			
	Number of members	No. of Shares	% of total valid votes
In favour	239	324213484	91.91
In against	8	28552517	8.09
Invalid	0	0	0

Resolution No. 6**Ordinary Resolution**

To ratify remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2017-18.			
	Number of members	No. of Shares	% of total valid votes
In favour	240	324213684	91.91
In against	7	28552317	8.09
Invalid	0	0	0

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

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

Nidhi
1. Ms. Nidhi Parikh

D/1, Sundaram Apartment,
27, Jagabhai Park Maninagar,
Ahmedabad-380008

Nikita Jain
2. Ms. Nikita Jain

104, Nirmal Tower, Near Punjab
Paratha Point, Swastik Society
Swastik Cross Roads,
Navrangpura Ahmedabad-380009

Counter Signed by

Sudhir Mehta
**Sudhir Mehta
Chairman
Torrent Power Limited**



Rajesh Parekh & Co.
Company Secretary

104, Ashwamegh Avenue, Nr. Mithakhali Underbridge,
Navrangpura, Ahmedabad - 380 009.
Phone : (O) 26440731, 99988 96776 Mobile : 98797 92252
E:mail : contact@csrajeshparekh.in, rajeshgparekh@yahoo.co.in

FORM NO. MGT-13
Report of Scrutinizer

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

Date: 1st August, 2017

To,
The Chairman
Torrent Power Limited
'Samanvay', 600, Tapovan,
Ambawadi,
Ahmedabad-380015

Dear Sir,

Re: 13th Annual General Meeting of the Equity Shareholders of Torrent Power Limited held on Tuesday, 1st August, 2017 at 2:30 p.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 scrutinizing poll taken on the below mentioned resolutions, at the 13th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Tuesday, 1st August, 2017 at 2:30 p.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. After declaration of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
2. 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.
3. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
4. The result of 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, 2017, including Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors' and the Directors' thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	264615432	100

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	24	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 2, Ordinary Resolution

To declare dividend of Rs. 2.20 per share on equity shares of the Company for the Financial Year ended 31st March, 2017.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	264613920	100

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	24	0

(iii) **Invalid** votes :

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution No. 3, Ordinary Resolution

Vacancy caused by retirement by rotation of Shri R. Ravichandran (DIN: 06737497) be not filled up.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	264613920	100

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	22	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 4, Ordinary Resolution

To appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (FRN: 012754N/N500016) as Statutory Auditors to hold office from the conclusion of 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	264613920	100

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	22	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution No. 5, Ordinary Resolution

To appoint Shri Pankaj Joshi, IAS (holding DIN: 01532892) as Director of the Company, liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of members present and voting (in person or by proxy)	% of total number of valid votes cast
82	264613920	100

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	22	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 6, Ordinary Resolution

To ratify remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2017-18.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
82	264613920	100

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	22	0

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company.

Thanking you,

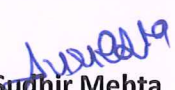
Yours faithfully,

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


Rajesh Parekh
Proprietor
Mem. No. : 8073
COP No. : 2939



Counter Signed by


Sudhir Mehta
Chairman
Torrent Power Limited



Rajesh Parekh & Co.
Company Secretary

104, Ashwamegh Avenue, Nr. Mithakhali Underbridge,
Navrangpura, Ahmedabad - 380 009.
Phone : (O) 26440731, 99988 96776 Mobile : 98797 92252
E:mail : contact@csrajeshparekh.in, rajeshgparekh@yahoo.co.in

Report of Scrutinizer on Remote e-voting Results

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

Date: 1st August, 2017

**To,
The Chairman
Torrent Power Limited
'Samanvay', 600, Tapovan
Ambawadi,
Ahmedabad-380015.**

Dear Sir,

Re: 13th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Tuesday, 1st August, 2017 at 02:30 p.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 scrutinizing remote e-voting process on the below mentioned resolutions proposed at the 13th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Tuesday, 1st August, 2017 at 02:30 p.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 remote 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, 25th July, 2017 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 13th AGM. .
2. In accordance with the Notice of 13th Annual General Meeting sent to the shareholders, the voting through electronic means/remote e-voting was started at 9.00 a.m. on Saturday, 29th July, 2017 and ended at 5.00 p.m. on Monday, 31st July, 2017.
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. Nidhi Parikh and Ms. Nikita Jain on 1st August, 2017 at 4:20 p.m., who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. The result of the remote e-voting 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, 2017, including Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
155	59482821	67.66

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
5	28434217	32.34

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 2, Ordinary Resolution

To declare dividend of Rs. 2.20 per share on equity shares of the Company for the Financial Year ended 31st March, 2017.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
160	59717865	67.74

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
4	28434194	32.26

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



Resolution No. 3, Ordinary Resolution

Vacancy caused by retirement by rotation of Shri R. Ravichandran (DIN: 06737497) be not filled up.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
155	59594688	67.60

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
9	28557371	32.40

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 4, Ordinary Resolution

To appoint M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (FRN: 012754N/N500016) as Statutory Auditors to hold office from the conclusion of 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting, subject to ratification by the shareholders at every Annual General Meeting and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
157	59579164	67.59

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
7	28572895	32.41

(iv) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0




Resolution No. 5, Ordinary Resolution

To appoint Shri Pankaj Joshi, IAS (holding DIN: 01532892) as Director of the Company, liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
157	59599564	67.61

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
7	28552495	32.39

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No. 6, Ordinary Resolution

To ratify remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2017-18.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
158	59599764	67.61

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
6	28552295	32.39

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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 Witnesses of unblocking of Remote e-voting

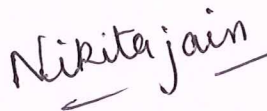
1. Ms. Nidhi Parikh

D/1, Sundaram Apartment,
27, Jagabhai Park Maninagar,
Ahmedabad-380008.

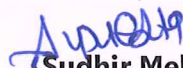


2. Ms. Nikita Jain

104, Nirmal Tower, Near Punjab
Paratha Point, Swastik Society
Swastik Cross Roads,
Navrangpura Ahmedabad-380009



Counter Signed by


Sudhir Mehta
Chairman
Torrent Power Limited