

28th May, 2019

To,
Corporate Relationship Department
BSE Limited
14th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai-400 001

To,
Listing Department,
National Stock Exchange of India Limited
"Exchange Plaza", C – 1, Block G
Bandra- Kurla Complex, Bandra (East),
Mumbai 400 051

SCRIP CODE: 532779

SYMBOL: TORNTPOWER

Dear Sirs,

**Re: Annual Secretarial Compliance Report for the year ended
31st March, 2019**

Pursuant to SEBI Circular No CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we enclose herewith Annual Secretarial Compliance Report for the year ended 31st March, 2019 issued by M/s M. C. Gupta & Co., Practicing Company Secretary, Ahmedabad.

You are requested to take the same on records.

Thanking you,

Yours faithfully,

For Torrent Power Limited

Rahul C. Shah

Rahul Shah
Company Secretary
Encl: As above





**Secretarial Compliance Report of Torrent Power Limited for the
year ended 31st March, 2019**

To,
Torrent Power Limited,
"Samanvay",
600, Tapovan, Ambawadi,
Ahmedabad – 380 015

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 Dated February 8, 2019, We have examined:

- (a) all the documents and records made available to us and explanation provided by Torrent Power Limited ("the listed entity") CIN: (L31200GJ2004PLC044068) and having its Registered office at "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad – 380 015,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA") rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable during the reporting period);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable during the reporting period);

Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable during the reporting period);

Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable during the reporting period);



M. C. Gupta & Co.
Company Secretaries

CS Mahesh C. Gupta
B.Com (Hons.), LL.M., MBA, ACMA, FCS

- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (Not Applicable during the reporting period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and the circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review period:

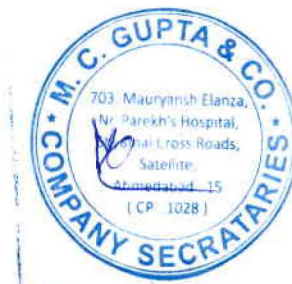
- (a) The listed entity has complied with the provisions of the above applicable Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, department, etc.	Observations/Remarks of the Practicing Company Secretary, if any
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (years to be mentioned)	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the Action taken by the listed entity
NOT APPLICABLE				

Place: Ahmedabad
Date: 15th May, 2019



For M C Gupta & Co.
Company Secretaries,
UCN: S1986GJ003400

Mahesh Gupta
Mahesh Chand Gupta
Proprietor
FCS: 2047 (CP: 1028)