TPL/

24th February, 2017

To, Corporate Relationship Department BSE Limited, 14th Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code : **532779**	To, Listing Department, National Stock Exchange of India Limited "Exchange Plaza", C – 1, Block G Bandra- Kurla Complex, Bandra (East), Mumbai 400051 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 dated 24th January, 2017 pertaining to the Notice for Postal Ballot and E-voting dated 12th January, 2017, 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 Special resolution has been approved by the Members with requisite majority. We enclose herewith the Report dated 24th February, 2017 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

TORRENT POWER LIMITED AHMEDABAD

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		
Date of AGM/ EGM (Voting period for the resolution passed through Postal Ballot and E-voting)	:	9.30 a.m. on Wednesday, 25th January, 2017 till 5.00 p.m. on Thursday, 23rd February, 2017
Date of passing of Resolution through Postal Ballot & E-voting	:	24th February, 2017
Total No. of Shareholders on cut-off date (i.e. 31st December, 2016)	:	1,25,194
No. of shareholders present 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 promoter/ promoter group are interested in the agenda/ resolution?	:	No
Special Resolution:	To approve issuance of Secured, Redeemable, Non-Convertible Debentures (NCDs) not exceeding Rs.1500 Crores (Rupees One Thousand Five Hundred Crores only), at par, on a Private Placement basis within the overall Borrowing Limits of the Company	

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	0.0000	0	0	0.0000	0.0000
	Postal Ballot		257443318	100.0000	257443318	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**257443318**	**100.0000**	**257443318**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	114017246	95145020	83.45	95145020	0	100.0000	0.0000
	Postal Ballot		1325000	1.16	1325000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**96470020**	**84.61**	**96470020**	**0**	**100.0000**	**0.0000**
Public-Non Institutional	E-Voting	109156220	3339467	3.0593	3339081	386	99.9884	0.0112
	Postal Ballot		781066	0.7155	780963	103	99.9884	0.0132
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		**4120533**	**3.7749**	**4120044**	**489**	**99.9881**	**0.0119**
Total		**480616784**	**358033871**	**74.4947**	**358033382**	**489**	**99.9999**	**0.0001**

For Torrent Power Limited

Darshan Soni
Company Secretary

TORRENT POWER LIMITED AHMEDABAD

Rajesh Parekh & Co.
Company Secretary
B.Com., A.C.S., LL.B.

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
"Tapovan", 600,
Tapovan, Ambawadi,
Ahmedabad-380015

Dear Sir,

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

I, Rajesh Parekh, Practicing Company Secretary, appointed as Scrutinizer by Torrent Power Limited (" the Company") with respect to the 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to process and scrutinize Postal Ballot forms received from members and 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 24th January, 2017, the dispatch of the Notice of Postal Ballot and E-voting dated 12th January, 2017 together with Postal Ballot Form ('Form') along with self–addressed postage prepaid business reply envelope by way of courier and additionally, on 24th January, 2017 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 31st December, 2016 for seeking approval of following business by Postal Ballot and E-voting:

Type of Resolution	Particulars
Special	To approve issuance of Secured, Redeemable, Non-Convertible Debentures (NCDs) not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only),at par, on a Private Placement basis within the overall Borrowing Limits of the Company

RAJESH PAREKH & CO. C.P. NO. 2939 MEM. NO. 8073 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

2. The voting by Postal Ballot and E-voting commenced 9.30 a.m. on Wednesday, 25th January, 2017 and ended at 5.00 p.m. on Thursday, 23rd February, 2017. (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. Nidhi Parikh and Ms. Priya Lohia. The E-voting results/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5.05 p.m. on 23rd February, 2017 in the presence of two witnesses viz. Ms. Nidhi Parikh and Ms. Priya Lohia.

4. All Postal Ballot (including E-voting) received up to 5.00 p.m. on 23rd February, 2017, 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 31st December, 2016. In case of voting by companies, institutions, trusts, societies etc., I have verified the requisite documents authorizing 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 defected or mutilated Postal Ballot Form. However, some Postal Ballot Forms, were required to be treated as invalid, due to the following reasons:

   (i) Signature mismatch

   (ii) 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 issuance of Secured, Redeemable, Non- Convertible Debentures (NCDs) not exceeding Rs. 1500 Crores(Rupees One Thousand Five Hundred Crores only), at par, on a Private Placement basis within overall Borrowing Limits of the Company**	
		No. of postal ballot (including e-voting)	**No. of Equity Shares (votes including e-voting)**
1.	Total postal ballot forms/votes (including e-voting) received	289	35,80,52,968
2.	Less: Invalid postal ballot forms/ votes(including e-	10	19,097

RAJESH PAREKH & CO. COMPANY SECRETARY C.P. NO. 2789 FCS NO. 8073

	e-voting) received		
2.	Less: Invalid postal ballot forms/ votes(including e-voting) received (as per register)	10	19,097
3.	Net valid postal ballot forms/ votes (including e-voting) received (as per register)	279	35,80,33,871
4.	No. of Valid Postal Ballot Forms/Valid votes (including e-voting) cast in favour of the resolution and its %	271	35,80,33,382 (99.9999)
5.	No. of Valid Postal Ballot Forms/Valid votes cast (including e-voting) against the resolution and its %	8	489 (0.0001)

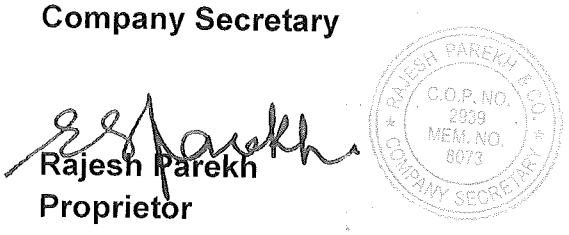
8. The Postal Ballot Forms received and E-voting results/list downloaded from the website of CDSL and other related documents shall be handed over to the Company Secretary of the Company, authorised by the Board to conduct the Postal Ballot and E- voting process after the minutes of the Postal Ballot 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: 24th February, 2017

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 23rd February, 2017 at the office of Shri Rajesh Parekh, the Scrutinizer.

Date: 24th February, 2017

Place: Ahmedabad



Witness 1:
Ms. Nidhi Parikh
D/1, Sundaram Apartment,
27, Jagabhai Park Maninagar,
Ahmedabad-380008

Witness 2:
Ms. Priya Lohia
C-204, Kalasagar Appt.
Nr, BSNL Office
Shahibaug, Ahmedabad-380004

COUNTERSIGNED BY ME

For Torrent Power Limited

Sudhir Mehta
Chairman
DIN: 00061871