

TPL/

3rd August, 2016

To, Corporate Relationship Department BSE Limited, 14 th Floor, P. J. Towers, Dalal Street, Fort, <u>Mumbai-400001</u>	To, Listing Department National Stock Exchange of India Limited "Exchange Plaza", C – 1, Block G Bandra- Kurla Complex, Bandra (East), <u>Mumbai 400051</u>
Scrip Code : 532779	Scrip Symbol : TORNTPOWER

Dear Sir/ Madam,

Sub : Disclosure pertaining to voting results of the 12th Annual General Meeting of the Company held on Tuesday, 2nd August, 2016

Re : Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015, we are enclosing herewith the disclosure pertaining to the voting results, in prescribed format, of the 12th Annual General Meeting of the Company held on Tuesday, 2nd August, 2016 at 9.30 a.m. at J. B. Auditorium, Torrent – AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad – 380015.

Thanking you,

Yours faithfully,
For Torrent Power Limited


Darshan Soni
Company Secretary



Encl: Consolidated report of Scrutinizer on remote e-voting and poll

TORRENT POWER LIMITED

TORRENT POWER LIMITED
Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2016, including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

Resolution Required : (Ordinary)		reports of the Auditors and the Directors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting							-
	Poll	25,74,43,318	25,74,35,318	99.997	25,74,35,318	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	Total		25,74,35,318	99.997	25,74,35,318	-	100.000	-
Public Institutions	E-Voting		7,64,86,317	57.539	7,64,86,317	-	100.000	-
	Poll	13,29,30,474	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		7,64,86,317	57.539	7,64,86,317	-	100.000	-
Public Non Institutions	E-Voting		88,09,886	9.762	88,07,277	2,609	99.970	0.0296
	Poll	9,02,42,992	71,52,802	7.926	71,52,452	350	99.995	0.005
	Postal Ballot		-	-	-	-	-	-
	Total		1,59,62,688	17.689	1,59,59,729	2,959	99.981	0.019
Total		48,06,16,784	34,98,84,323	72.799	34,98,81,364	2,959	99.999	0.0008

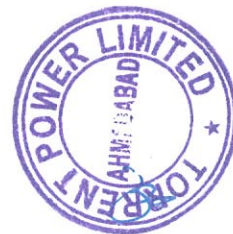


TORRENT POWER LIMITED

Confirmation of payment of interim dividend as final dividend on equity shares for the Financial Year ended 31st March, 2016.									
The Board of Directors had, at its meeting held on 10th March, 2016, declared interim dividend of Rs. 4.50 per equity share of Rs. 10/- each for the financial year ended 31st March, 2016.									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting		25,74,35,318	99.997	25,74,35,318	0	100.000	0.000	
	Poll	25,74,43,318	-	-	-	0	0.000	0.000	
	Postal Ballot								
	Total		25,74,35,318	99.997	25,74,35,318	0	100.000	0.000	
Public Institutions	E-Voting		7,68,64,506	57.823	7,68,64,506	0	100.000	0.000	
	Poll	13,29,30,474	-	-	-	0	0.000	0.000	
	Postal Ballot								
	Total		7,68,64,506	57.823	7,68,64,506	0	100.000	0.000	
Public Non Institutions	E-Voting		88,09,886	9.762	88,07,277	2609	99.970	0.030	
	Poll	9,02,42,992	71,46,542	7.919	71,46,192	350	99.995	0.005	
	Postal Ballot								
	Total		1,59,56,428	17.682	1,59,53,469	2959	99.981	0.019	
Total		48,06,16,784	35,02,56,252	72.876	35,02,53,293	2,959	99.999	0.0008	



TORRENT POWER LIMITED								
Resolution Required : (Ordinary)		Re-appointment of Shri Jinal Mehta (holding DIN: 02685284), who retired by rotation and being eligible offered himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Shri Sudhir Mehta, Shri Samir Mehta and Shri Jinal Mehta (promoters) are interested in the resolution.						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll	257443318	257428436	99.994	257428436	0	100.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		257428436	99.994	257428436	0	100.000	0.000
Public Institutions	E-Voting		76862864	57.822	76722272	140592	99.817	0.183
	Poll	132930474	0	0.000	0	0	0.000	0.000
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		76862864	57.822	76722272	140592	99.817	0.183
Public Non Institutions	E-Voting		88,09,886	9.762	8805510	4376	99.950	0.050
	Poll	90242992	71,46,542	7.919	7146132	410	99.994	0.006
	Postal Ballot		0	0.000	0	0	0.000	0.000
	Total		1,59,56,428	17.682	15951642	4786	99.970	0.030
Total		48,06,16,784	35,02,47,728	72.875	35,01,02,350	1,45,378	99.958	0.0415



TORRENT POWER LIMITED

Re-appointment of M/s. Deloitte Haskins and Sells, Chartered Accountants, Ahmedabad (ICAI Registration No. 117365W) as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and authorisation to the Board of Directors to fix their remuneration.

Resolution Required : (Ordinary)		No						
Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting Poll Postal Ballot Total	257443318	257435318	99.997	257435318	0	100.000	0.000
			0	0.000	0	0	0.000	0.000
			257435318	99.997	257435318	0	100.000	0.000
			76862864	57.822	76625286	237578	99.691	0.309
Public Institutions	E-Voting Poll Postal Ballot Total	132930474	0	0.000	0	0	0.000	0.000
			0	0.000	0	0	0.000	0.000
			76862864	0.000	76625286	237578	99.691	0.309
			80,25,931	8.894	8019947	5984	99.925	0.075
Public Non Institutions	E-Voting Poll Postal Ballot Total	90242992	71,46,542	7.919	7146192	350	99.995	0.005
			0	0.000	0	0	0.000	0.000
			1,51,72,473	16.813	15166139	6334	99.958	0.042
Total		48,06,16,784	34,94,70,655	72.713	34,92,26,743	2,43,912	99.9302	0.0698



TORRENT POWER LIMITED

Appointment of Shri P. K. Taneja, IAS (holding DIN: 00010589) as Director of the Company, liable to retire by rotation. He was earlier appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Article 114 of the Articles of Association of the Company.

Resolution Required : (Ordinary)		No						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	257443318	257435318	99.997	257435318	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		257435318	99.997	257435318	0	100.000	0.000
	Total		76862864	57.822	76722272	140592	99.817	0.183
Public Institutions	E-Voting	132930474	0	0.000	0	0	0.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		76862864	57.822	76722272	140592	99.817	0.183
	Total		88,09,886	9.762	8805509	4377	99.950	0.050
Public Non Institutions	E-Voting	90242992	71,46,542	7.919	7146168	374	99.995	0.005
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot		1,59,56,428	17.682	15951677	4751	99.970	0.030
	Total		35,02,54,610	72.876	35,01,09,267	1,45,343	99.9585	0.0415
Total		48,06,16,784						



TORRENT POWER LIMITED

TORRENT POWER LIMITED									
Resolution Required : (Special)		Re-appointment of Shri Markand Bhatt (holding DIN: 00061955) as Whole-time Director of the Company for a period of 5 years effective from 1st April, 2016 on the terms and conditions as mentioned in the Notice of the AGM; taking into account the fact that he will be attaining the age of Seventy Years during such term.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100	
Promoter and Promoter Group	E-Voting		257435318	99.997	257435318	0	100.000	0.000	
	Poll	257443318	0	0.000	0	0	0.000	0.000	
	Postal Ballot								
	Total		257435318	99.997	257435318	0	100.000	0.000	
Public Institutions	E-Voting		76862864	57.822	63628725	13234139	82.782	17.218	
	Poll	132930474	0	0.000	0	0	0.000	0.000	
	Postal Ballot								
	Total		76862864	57.822	63628725	13234139	82.782	17.218	
Public Non Institutions	E-Voting		88,09,886	9.762	8805526	4360	99.951	0.049	
	Poll	90242992	71,46,542	7.919	7146168	374	99.995	0.005	
	Postal Ballot		0	0.000	0	0	0.000	0.000	
	Total		1,59,56,428	17.682	15951694	4734	99.970	0.030	
Total		48,06,16,784	35,02,54,610	72.876	33,70,15,737	1,32,38,873	96.2202	3.7798	



TORRENT POWER LIMITED									
Resolution Required : (Ordinary)		Revision in terms & conditions of appointment of Shri Jinal Mehta, Whole-time Director of the Company, in partial modification of earlier resolution passed by the Shareholders of the Company by way of Postal Ballot dated 8th May, 2015.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Shri Sudhir Mehta, Shri Samir Mehta and Shri Jinal Mehta (promoters) are interested in the resolution.							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100	
Promoter and Promoter Group	E-Voting		257428436	99.994	257428436	0	100.000	0.000	
	Poll	257443318	0	0.000	0	0	0.000	0.000	
	Postal Ballot								
	Total		257428436	99.994	257428436	0	100.000	0.000	
Public Institutions	E-Voting		76862864	57.822	63646332	13216532	82.805	17.195	
	Poll	132930474	0	0.000	0	0	0.000	0.000	
	Postal Ballot		0	0.000	0	0	0.000	0.000	
	Total		76862864	57.822	63646332	13216532	82.805	17.195	
Public Non Institutions	E-Voting		74,27,844	8.231	6876949	550895	92.583	7.417	
	Poll		71,46,306	7.919	7145872	434	99.994	0.006	
	Postal Ballot		0	0.000	0	0	0.000	0.000	
	Total		1,45,74,150	16.150	14022821	551329	96.217	3.783	
Total		48,06,16,784	34,88,65,450	72.587	33,50,97,589	1,37,67,861	96.0535	3.9465	



TORRENT POWER LIMITED									
Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors of the Company for FY 2016-17.									
No									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	
Promoter and Promoter Group	E-Voting	257443318	257435318	99.997	257435318	0	100.000	0.000	
	Poll		0	0.000	0	0	0.000	0.000	
	Postal Ballot								
	Total		257435318	99.997	257435318	0	100.000	0.000	
Public Institutions	E-Voting	76862864	76862864	57.822	76765878	96986	99.874	0.126	
	Poll		0	0.000	0	0	0.000	0.000	
	Postal Ballot								
	Total		76862864	57.822	76765878	96986	99.874	0.126	
Public Non Institutions	E-Voting	88,09,886	88,09,886	9.762	8805562	4324	99.951	0.049	
	Poll		71,46,542	7.919	7146168	374	99.995	0.005	
	Postal Ballot		0	0.000	0	0	0.000	0.000	
	Total		1,59,56,428	17.682	15951730	4698	99.971	0.029	
Total		48,06,16,784	35,02,54,610	72.876	35,01,52,926	1,01,684	99.9710	0.0290	



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: 2nd August, 2016

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

Dear Sir,

Re: 12th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Tuesday, 2nd August, 2016 at 09:30 a.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 12th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Tuesday, 2nd August, 2016 at 09:30 a.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, 26th July, 2016 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 12th AGM.
2. In accordance with the Notice of 12th Annual General Meeting sent to the shareholders the voting through electronic means/remote e-voting was started at 9.00 a.m. on Friday, 29th July, 2016 and ended at 5.00 p.m. on Monday, 1st August, 2016.
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. Nisha Meghrajani and Ms Priya Lohia on Tuesday, 2nd August, 2016 at 10:59 AM, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.



4. After the time fixed for closing 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, 2016, including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

	No. of Members	No. of Shares	% of total valid voting
In favour	247	34,98,81,364	99.9992
In against	5	2,959	0.0008
Invalid	2	1,182	–

Note : Three Shareholders have abstained from voting in respect of this resolution



Resolution No. 2.**Ordinary Resolution**

To confirm payment of interim dividend as final dividend on equity shares for the Financial Year ended 31st March, 2016.

	No. of Votes	No. of Shares	% of total valid voting
In favour	249	35,02,53,293	99.9992
In against	5	2,959	0.0008
Invalid	2	1,182	–

Note : One Shareholder has abstained from voting in respect of this resolution

Resolution No. 3.**Ordinary Resolution**

To appoint a Director in place of Shri Jinal Mehta (holding DIN: 02685284), who retires by rotation and being eligible offers himself for re-appointment.

	No. of Votes	No. of Shares	% of total valid voting
In favour	242	35,01,02,350	99.9585
In against	10	1,45,378	0.0415
Invalid	2	1,182	

Note : Three Shareholders have abstained from voting in respect of this resolution



Resolution No. 4**Ordinary Resolution**

To re-appoint M/s. Deloitte Haskins and Sells, Chartered Accountants, Ahmedabad as Statutory Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

	No. of Votes	No. of Shares	% of total valid voting
In favour	237	34,92,26,743	99.9302
In against	11	2,43,912	0.0698
Invalid	2	1,182	--

Note : Seven Shareholders have abstained from voting in respect of this resolution

Resolution No. 5**Ordinary Resolution**

To appoint Shri P. K. Taneja, IAS (holding DIN: 00010589) as Director of the Company, liable to retire by rotation.

	No. of Votes	No. of Shares	% of total valid voting
In favour	242	35,01,09,267	99.9585
In against	11	1,45,343	0.0415
Invalid	2	1,182	--

Note : Two Shareholders have abstained from voting in respect of this resolution



Resolution No. 6.**Special Resolution**

To re-appoint Shri Markand Bhatt (holding DIN:00061955) as the Whole-time Director of the Company for a period of 5 years w.e.f 1st April, 2016.

	No. of Votes	No. of Shares	% of total valid voting
In favour	169	33,70,15,737	96.2202
In against	84	1,32,38,873	3.7798
Invalid	2	1,182	-

Note : Two Shareholders have abstained from voting in respect of this resolution

Resolution No. 7**Ordinary Resolution**

To revise terms and conditions of appointment of Shri Jinal Mehta (holding DIN: 02685284) as Whole-time Director of the Company w.e.f 1st April, 2016

	No. of Votes	No. of Shares	% of total valid voting
In favour	158	33,50,97,589	96.0535
In against	87	1,37,67,861	3.9465
Invalid	2	1182	-

Note : Ten Shareholders have abstained from voting in respect of this resolution



Resolution No. 8,

Ordinary Resolution

To ratify remuneration of M/s. Kirit Mehta & Co., Cost Auditors of the Company for FY 2016-17.

	No. of Votes	No. of Shares	% of total valid voting
In favour	242	35,01,52,926	99.9710
In against	11	1,01,684	0.0290
Invalid	2	1,182	–

Note : Ten Shareholders have abstained from voting in respect of this resolution

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
Proprietor
Mem. No. 8073
C.O.P No. 2939



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

Anisha

1. Ms. Nisha Meghrajani

118/2/B, Karachi Bhavan,
Nr. New Railway Crossing,
Maninagar, Ahmedabad-380008.

2. Ms. Priya Lohia

C/204 Kalasagar Apartment,
Near BSNL Office,
Ghoda Camp Road,
Shaihibaug,
Ahmedabad-380004



Counter Signed by

Sudhir Mehta

**Sudhir Mehta
Chairman**

Torrent Power Limited