

TPL/ S9M

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,

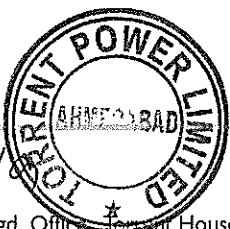
Sub: Clarification sought vide email dated 3rd November, 2016 on Outcome of the Board meeting dated 27th October, 2016

With reference to the clarification sought by the NSE vide email dated 3rd November, 2016 relating to the announcement made by the Company regarding outcome of the Board meeting on 27th October, 2016, we would like to clarify as under:

- The Board of Directors have, at their meeting held on 27th October, 2016 accorded their approval for seeking enabling consent of the Shareholders by way of Postal Ballot & E-voting for issuance of Secured, Redeemable, Non-Convertible Debentures ("NCDs") not exceeding Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only), at par, on a Private Placement Basis within the Overall Borrowing Limits of the Company as approved by the Shareholders.

Subsequently, the Company has made an announcement to the Stock Exchanges relating to the aforesaid matter on 27th October, 2016, in compliance with Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

- Further, the aforesaid consent to be sought from the Shareholders would be an enabling approval, which will *inter-alia* authorise the Board of Directors to issue the Secured, Redeemable, Non-Convertible Debentures (NCDs) not exceeding Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores Only) as per the aforesaid terms in one or more tranches during the period of one year from the date of passing of special resolution by the Shareholders, in accordance with Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

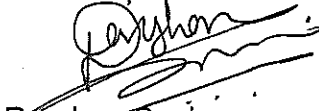
**TORRENT POWER LIMITED**

CIN : L31200GJ2004PLC044068

We hope that above clarifies the matter. We also like to inform you that the Company will comply with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September, 2015 and make necessary and applicable disclosure(s) to the Stock Exchanges at the time of actual issuance of the aforesaid NCDs.

Thanking you,

Yours faithfully,
For Torrent Power Limited


Darshan Soni
Company Secretary

