[By e-mail and Hand delivery]

TPL/ 402

6th August, 2015

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

Dear Sir/ Madam,

**Sub** : Disclosure pertaining to voting results of the 11th Annual General Meeting of the Company held on Tuesday, 4th August, 2015

**Re** : Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we are enclosing herewith the disclosure pertaining to the voting result, in prescribed format, of the 11th Annual General Meeting of the Company held on Tuesday, 4th August, 2015 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

TORRENT POWER LIMITED AHMEDABAD

T. P. Vijayasarathy
Executive Director (Corporate Affairs) & CFO

**Encl: 35A Disclosures & Scrutinizer's Consolidated Report**

**CC to :** Central Depository Services (India) Limited

## Voting Results of Remote E-voting and Poll at the 11th AGM of
# TORRENT POWER LIMITED

**Date of AGM** : 4th August, 2015
**Total No. of Shareholders as on cut-off date** : 69,070
**Cut-off date** : 28th July, 2015

**NO. OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY**

| Category | Present in person (Including Authorised Representative) | Present through proxy | Total |
|---|---|---|---|
| Promoters and Promoters Group | 4 | 0 | 4 |
| Public | 126 | 4 | 130 |
| **Total** | **130** | **4** | **134** |

**NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING**

| | |
|---|---|
| Promoters and Promoters Group | -Nil- |
| Public | -Nil- |

**DETAIL OF THE AGENDA AND VOTING RESULTS**

Resolution wise details of voting (i.e. vote cast by physical poll and e-voting) are as under :

TORRENT POWER LIMITED AHMEDABAD

## Resolution No. 1

| Ordinary Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2015, including Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252459993 | 100.0000 | 252459993 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 97355711 | 84.7668 | 97355711 | 0 | 100.0000 | 0.0000 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4364908 | 1873 | 99.9571 | 0.0429 |
| | **Total** | **472448308** | **354182485** | **74.9675** | **354180612** | **1873** | **99.9995** | **0.0005** |

## Resolution No. 2

| Ordinary Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To declare dividend of Rs. 1.50 per share on equity shares of the Company for the financial year ended 31st March, 2015. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252459993 | 100.0000 | 252459993 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 97355711 | 84.7668 | 97355711 | 0 | 100.0000 | 0.0000 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4364453 | 2328 | 99.9467 | 0.0533 |
| | **Total** | **472448308** | **354182485** | **74.9675** | **354180157** | **2328** | **99.9993** | **0.0007** |

TORRENT POWER LIMITED AHMEDABAD

## Resolution No. 3

| Ordinary Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To appoint a Director in place of Shri Markand Bhatt (holding DIN: 00061955), whose period of office is not liable to determination by retirement of Directors by rotation and who, pursuant to the applicable provisions of the Companies Act, 2013, retires by rotation and being eligible offers himself for re-appointment. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252459993 | 100.0000 | 252459993 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 97355711 | 84.7668 | 97355711 | 0 | 100.0000 | 0.0000 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4364068 | 2713 | 99.9379 | 0.0621 |
| | **Total** | **472448308** | **354182485** | **74.9675** | **354179772** | **2713** | **99.9992** | **0.0008** |

## Resolution No. 4

| Ordinary Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To re-appoint M/s. Deloitte Haskins and Sells, Chartered Accountants, Ahmedabad as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252459993 | 100.0000 | 252459993 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 97118794 | 84.5605 | 97064797 | 53997 | 99.9444 | 0.0556 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4363913 | 2868 | 99.9343 | 0.0657 |
| | **Total** | **472448308** | **353945568** | **74.9173** | **353888703** | **56865** | **99.9839** | **0.0161** |

TORRENT POWER LIMITED AHMEDABAD

## Resolution No. 5

| Ordinary Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To re-appoint Shri Sudhir Mehta (holding DIN: 00061871) as the Chairman of the Company for a period of 5 years effective from 1st August, 2015. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252438986 | 99.9917 | 252438986 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 92599225 | 80.6254 | 79929242 | 12669983 | 86.3174 | 13.6826 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4364368 | 2413 | 99.9447 | 0.0553 |
| | **Total** | **472448308** | **349404992** | **73.9562** | **336732596** | **12672396** | **96.3731** | **3.6269** |

## Resolution No. 6

| Ordinary Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To re-appoint Shri Samir Mehta (holding DIN: 00061903) as the Vice Chairman of the Company for a period of 5 years effective from 1st August, 2015. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252438986 | 99.9917 | 252438986 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 92599225 | 80.6254 | 80447813 | 12151412 | 86.8774 | 13.1226 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4363868 | 2913 | 99.9333 | 0.0667 |
| | **Total** | **472448308** | **349404992** | **73.9562** | **337250667** | **12154325** | **96.5214** | **3.4786** |

TORRENT POWER LIMITED AHMEDABAD

## Resolution No. 7

| Ordinary Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To ratify remuneration of M/s. Kirit Mehta & Co., Cost Auditors of the Company for FY 2015-16. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252459993 | 100.0000 | 252459993 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 97355711 | 84.7668 | 97301714 | 53997 | 99.9445 | 0.0555 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4364453 | 2328 | 99.9467 | 0.0533 |
| | **Total** | **472448308** | **354182485** | **74.9675** | **354126160** | **56325** | **99.9841** | **0.0159** |

## Resolution No. 8

| Ordinary Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To appoint Smt. Bhavna Doshi (holding DIN: 00400508) as an Independent Director of the Company for a term of three consecutive years effective from the conclusion of the 11th Annual General Meeting. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252459993 | 100.0000 | 252459993 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 97355711 | 84.7668 | 97355711 | 0 | 100.0000 | 0.0000 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4363230 | 3551 | 99.9187 | 0.0813 |
| | **Total** | **472448308** | **354182485** | **74.9675** | **354178934** | **3551** | **99.9990** | **0.0010** |

TORRENT POWER LIMITED AHMEDABAD

## Resolution No. 9

| Special Resolution | Promoter/Public | 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 |
|---|---|---|---|---|---|---|---|---|
| To adopt new set of Articles of Association, prepared in line with provisions of the Companies Act, 2013, in substitution of the existing Articles of Association. | **Consolidated Voting** | | | | | | | |
| | Promoter and Promoter Group | 252459993 | 252459993 | 100.0000 | 252459993 | 0 | 100.0000 | 0.0000 |
| | Public – Institutional holders | 114851254 | 97355711 | 84.7668 | 96825194 | 530517 | 99.4551 | 0.5449 |
| | Public-Others | 105137061 | 4366781 | 4.1534 | 4364908 | 1873 | 99.9571 | 0.0429 |
| | **Total** | **472448308** | **354182485** | **74.9675** | **353650095** | **532390** | **99.8497** | **0.1503** |

For Torrent Power Limited

T. P. Vijayasarathy
Executive Director (Corporate Affairs) & CFO

TORRENT POWER LIMITED AHMEDABAD

Rajesh Parekh & Co.
Company Secretary

B.Com., A.C.S., LL.B.

# 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]

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

4th August, 2015

Re: 11th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Tuesday, 4th August, 2015 at 09:30 a.m.at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015.

Dear Sir,

I, Rajesh Parekh, Practicing Company Secretary, 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad – 380009, appointed as Scrutinizer for the purpose of the remote e-voting and poll voting on the below mentioned resolutions, at the 11th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Tuesday, 4th August, 2015 at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, Gujarat, 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. 28th July, 2015 to exercise their right to vote by electronic means on any or all of the business specified in the Notice of 11th AGM (the "**Remote e-voting**").

2. In accordance with the Notice of 11th Annual General Meeting sent to the members the voting through electronic means was started on at 9.30 a.m. on 1st August, 2015 and ended at 5.00 p.m. on 3rd August, 2015.

3. At the 11th AGM, after the declaration of the poll, the Boxes kept for the polling were locked in the presence of the members and marked with due identification marks by me.

RAJESH PAREKH & CO. C.O.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

4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Sharepro Services (India) Private Limited, the Registrar and Transfer Agents of the Company, and the authorisations/ proxies lodged with the Company.

   Appropriate arrangement was made / actions were taken to eliminate duplicate voting i.e. remote e-voting as well as on poll. Details of Name and Folio No./ DP ID Client ID of the shareholders who had participated in remote e-voting through CDSL were obtained in advance and blocked for the purpose of issuing poll papers. Poll papers were issued only to those members present at the Annual General Meeting, who had not voted through e-voting.

5. The votes cast through remote e-voting were unblocked after counting of votes cast by poll at the AGM on 4th August, 2015 in the presence of Mr. Parthil Shah and Ms. Aayushi Soni who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.

6. Shareholders who have voted through remote e-voting as well as in poll taken at AGM, in such case, the voting by remote e-voting were treated as valid and poll voting has been considered as ineligible for scrutiny and counting.

7. The votes, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.

8. 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, 2015, including Audited Balance Sheet as at 31st March, 2015 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 Votes** | **No. of Shares** | **% of total valid voting** |
| In favour | 192 | 354180612 | 99.9995 |
| In against | 6 | 1873 | 0.0005 |
| Invalid | 5 | 797 | - |

**Resolution No. 2.**

**Ordinary Resolution**

| **To declare dividend of Rs. 1.50 per share on equity shares of the Company for the financial year ended 31st March, 2015.** | | | |
|---|---|---|---|
| | **No. of Votes** | **No. of Shares** | **% of total valid voting** |
| In favour | 192 | 354180157 | 99.9993 |
| In against | 6 | 2328 | 0.0007 |
| Invalid | 5 | 797 | - |

**Resolution No. 3.**

**Ordinary Resolution**

| **To appoint a Director in place of Shri Markand Bhatt (holding DIN: 00061955), whose period of office is not liable to determination by retirement of Directors by rotation and who, pursuant to the applicable provisions of the Companies Act, 2013, retires by rotation and being eligible offers himself for re-appointment.** | | | |
|---|---|---|---|
| | **No. of Votes** | **No. of Shares** | **% of total valid voting** |
| In favour | 190 | 354179772 | 99.9992 |
| In against | 8 | 2713 | 0.0008 |
| Invalid | 5 | 797 | - |

RAJESH PAREKH & CO. C.O.P. NO. 2939 MEM. NO. 8073 COMPANY SECRETARY

**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 a nd to fix their remuneration.** | | | |
|---|---|---|---|
| | **No. of Votes** | **No. of Shares** | **% of total valid voting** |
| In favour | 187 | 353888703 | 99.9839 |
| In against | 9 | 56865 | 0.0161 |
| Invalid | 5 | 797 | - |

**Resolution No. 5.**

**Ordinary Resolution**

| **To re-appoint Shri Sudhir Mehta (holding DIN: 00061871) as the Chairman of the Company for a period of 5 years effective from 1st August, 2015.** | | | |
|---|---|---|---|
| | **No. of Votes** | **No. of Shares** | **% of total valid voting** |
| In favour | 136 | 336732596 | 96.3731 |
| In against | 58 | 12672396 | 3.6269 |
| Invalid | 5 | 797 | - |

**Resolution No. 6.**

**Ordinary Resolution**

| **To re-appoint Shri Samir Mehta (holding DIN: 00061903) as the Vice Chairman of the Company for a period of 5 years effective from 1st August, 2015.** | | | |
|---|---|---|---|
| | **No. of Votes** | **No. of Shares** | **% of total valid voting** |
| In favour | 141 | 337250667 | 96.5214 |
| In against | 53 | 12154325 | 3.4786 |
| Invalid | 5 | 797 | - |

RAJESH PAREKH & CO. C.O.P. NO. 2939 MEM. NO. 8073 COMPANY SECRETARY

**Resolution No. 7,**
**Ordinary Resolution**

| To ratify remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2015-16. | | | |
|---|---|---|---|
| | No. of Votes | No. of Shares | % of total valid voting |
| In favour | 191 | 354126160 | 99.9841 |
| In against | 7 | 56325 | 0.0159 |
| Invalid | 5 | 797 | - |

**Resolution No. 8,**
**Ordinary Resolution**

| To appoint Smt. Bhavna Doshi (holding DIN: 00400508) as an Independent Director for a term of three consecutive years effective from the conclusion of the 11th Annual General Meeting. | | | |
|---|---|---|---|
| | No. of Votes | No. of Shares | % of total valid voting |
| In favour | 189 | 354178934 | 99.9990 |
| In against | 9 | 3551 | 0.0010 |
| Invalid | 5 | 797 | - |

**Resolution No. 9.**
**Special Resolution**

| To approve and adopt new set of Articles of Association, prepared in line with provisions of the Companies Act, 2013, in substitution of the existing Articles of Association. | | | |
|---|---|---|---|
| | No. of Votes | No. of Shares | % of total valid voting |
| In favour | 185 | 353650095 | 99.8497 |
| In against | 13 | 532390 | 0.1503 |
| Invalid | 5 | 797 | - |

9. 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.

RAJESH PAREKH & CO. C.O.P. NO. 2939 MEM. NO. 8073 COMPANY SECRETARY

10. 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
Cert. No. 2939

RAJESH PAREKH & CO. C.O.P. NO. 2939 MEM. NO. 8073 COMPANY SECRETARY

We the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Service (India) Limited. (www.evotingindia.com) in our presence after the conclusion of the AGM at 11.20 a.m. on 4th August, 2015 at the venue of AGM.

**Name and Address of Witness**

**1. Mr. Parthil Shah**

B-1, Samet Flats,
Keshvnagar, Subhashbridge,
Ahmedabad-380027.

**Name and Address of Witness**

**2. Ms. Aayushi Soni**

G-3, Vishramnagar Society,
Gurukul Main road, Memnagar,
Ahmedabad-380052.

Counter Signed by

TORRENT POWER LIMITED AHMEDABAD

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