(By e-mail, Fax and Hand delivery)

TPL/ 102

29th July, 2014

The General Manager, BSE Limited, Corporate Relationship Department 14th Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code : **532779**	The Manager, 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 the 10th Annual General Meeting of the Company held on Monday, 28th July, 2014

Re : Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we enclose herewith the disclosure pertaining to the voting result, in prescribed format, of the 10th Annual General Meeting of the Company held on Monday, 28th July, 2014 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

Srinivas Kotra
Company Secretary

TORRENT POWER LIMITED AHMEDABAD

Encl: 35A Disclosures & Scrutinizer's Reports

C.c. to: National Security Depository Limited

Name of the Company : **Torrent Power Limited**
Date of AGM : 28th July, 2014
Total No. of Shareholders on record date : 70,891

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	94	18	112
Total	**98**	**18**	**116**

NO. OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING

Promoters and Promoters Group	**-Nil-**
Public	**-Nil-**

DETAIL OF THE AGENDA AND VOTING RESULTS

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
1) To receive, consider and adopt the Financial Statement of the Company for the year ended 31st March, 2014, including Audited Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.	**Result of voting through electronic means (e-voting)**							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39834071	35.1670	39834071	0	100.0000	0.0000
	Public-Others	106717108	1745443	1.6356	1745143	300	99.9828	0.0172
	Total	**472448308**	**41579514**	**8.8009**	**41579214**	**300**	**99.9993**	**0.0007**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979342	44.0223	46979297	45	99.9999	0.0001
	Total	**472448308**	**354035959**	**74.9364**	**354035914**	**45**	**100.0000**	**0.0000**

TORRENT POWER LIMITED AHMEDABAD

2)

To declare dividend on equity shares.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39862571	0	100.0000	0.0000
	Public-Others	106717108	1745448	1.6356	1745148	300	99.9828	0.0172
	Total	**472448308**	**41608019**	**8.8069**	**41607719**	**300**	**99.9993**	**0.0007**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979242	44.0222	46978834	408	99.9991	0.0009
	Total	**472448308**	**354035859**	**74.9364**	**354035451**	**408**	**99.9999**	**0.0001**

3)

To appoint a Director in place of Shri Samir Mehta, who retires by rotation and being eligible offers himself for re-appointment								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39788117	74454	99.8132	0.1868
	Public-Others	106717108	1745023	1.6352	1743818	1205	99.9309	0.0691
	Total	**472448308**	**41607594**	**8.8068**	**41531935**	**75659**	**99.8182**	**0.1818**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54172668	423956	99.2235	0.7765
	Public-Others	106717108	46979242	44.0222	46979197	45	99.9999	0.0001
	Total	**472448308**	**354035859**	**74.9364**	**353611858**	**424001**	**99.8802**	**0.1198**

TORRENT POWER LIMITED AHMEDABAD

4)

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.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39801844	60727	99.8477	0.1523
	Public-Others	106717108	1744868	1.6350	1743560	1308	99.9250	0.0750
	Total	**472448308**	**41607439**	**8.8068**	**41545404**	**62035**	**99.8509**	**0.1491**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979242	44.0222	46979021	221	99.9995	0.0005
	Total	**472448308**	**354035859**	**74.9364**	**354035638**	**221**	**99.9999**	**0.0001**

5)

To appoint Shri R. Ravichandran as Director of the Company.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	36530328	3332243	91.6407	8.3593
	Public-Others	106717108	1745253	1.6354	1744119	1134	99.9350	0.0650
	Total	**472448308**	**41607824**	**8.8069**	**38274447**	**3333377**	**91.9886**	**8.0114**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54172668	423956	99.2235	0.7765
	Public-Others	106717108	46979242	44.0222	46979197	45	99.9999	0.0001
	Total	**472448308**	**354035859**	**74.9364**	**353611858**	**424001**	**99.8802**	**0.1198**

TORRENT POWER LIMITED AHMEDABAD

6)

To appoint Shri Pankaj Patel as Independent Directors of the Company for a term of five years.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39853171	9400	99.9764	0.0236
	Public-Others	106717108	1745253	1.6354	1744146	1107	99.9366	0.0634
	Total	**472448308**	**41607824**	**8.8069**	**41597317**	**10507**	**99.9747**	**0.0253**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979242	44.0222	46979197	45	99.9999	0.0001
	Total	**472448308**	**354035859**	**74.9364**	**354035814**	**45**	**100.0000**	**0.0000**

7)

To appoint Shri Samir Barua as Independent Director of the Company for a term of five years.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39801844	60727	99.8477	0.1523
	Public-Others	106717108	1745175	1.6353	1743797	1378	99.9210	0.0790
	Total	**472448308**	**41607746**	**8.8068**	**41545641**	**62105**	**99.8507**	**0.1493**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979242	44.0222	46979197	45	99.9999	0.0001
	Total	**472448308**	**354035859**	**74.9364**	**354035814**	**45**	**100.0000**	**0.0000**



8)

To appoint Shri Kiran Karnik as Independent Director of the Company for a term of five years.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39801844	60727	99.8477	0.1523
	Public-Others	106717108	1745253	1.6354	1743946	1307	99.9251	0.0749
	Total	**472448308**	**41607824**	**8.8069**	**41545790**	**62034**	**99.8509**	**0.1491**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979242	44.0222	46979197	45	99.9999	0.0001
	Total	**472448308**	**354035859**	**74.9364**	**354035814**	**45**	**100.0000**	**0.0000**

9)

To appoint Shri Keki M. Mistry as Independent Director of the Company for a term of five years.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	34937498	4925073	87.6449	12.3551
	Public-Others	106717108	1745253	1.6354	1744077	1176	99.9326	0.0674
	Total	**472448308**	**41607824**	**8.8069**	**36681575**	**4926249**	**88.1603**	**11.8397**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46978704	44.0217	46978659	45	99.9999	0.0001
	Total	**472448308**	**354035321**	**74.9363**	**354035276**	**45**	**100.0000**	**0.0000**

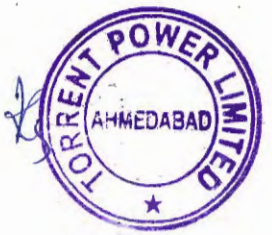
TORRENT POWER LIMITED AHMEDABAD

10)

To appoint Smt. Renu Challu as Independent Director of the Company for a term of three years.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39862571	0	100.0000	0.0000
	Public-Others	106717108	1744883	1.6351	1744097	786	99.9550	0.0450
	Total	**472448308**	**41607454**	**8.8068**	**41606668**	**786**	**99.9981**	**0.0019**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46978704	44.0217	46978659	45	99.9999	0.0001
	Total	**472448308**	**354035321**	**74.9363**	**354035276**	**45**	**100.0000**	**0.0000**

11)

To appoint Shri Jinal Mehta as Whole-time Director of the Company for a period of 5 years effective from 5th April, 2014.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39728658	133913	99.6641	0.3359
	Public-Others	106717108	1745253	1.6354	1743840	1413	99.9190	0.0810
	Total	**472448308**	**41607824**	**8.8069**	**41472498**	**135326**	**99.6748**	**0.3252**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979226	44.0222	46979181	45	99.9999	0.0001
	Total	**472448308**	**354035843**	**74.9364**	**354035798**	**45**	**100.0000**	**0.0000**



12)

To consider appointment of Shri Varun Mehta under Section 188 of the Companies Act, 2013.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39862571	0	100.0000	0.0000
	Public-Others	106717108	1745253	1.6354	1743638	1615	99.9075	0.0925
	Total	**472448308**	**41607824**	**8.8069**	**41606209**	**1615**	**99.9961**	**0.0039**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252438986	99.9917	252438986	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979226	44.0222	46979181	45	99.9999	0.0001
	Total	**472448308**	**354014836**	**74.9320**	**354014791**	**45**	**100.0000**	**0.0000**

13)

To consider appointment of Shri Aman Mehta under Section 188 of the Companies Act, 2013								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39862571	0	100.0000	0.0000
	Public-Others	106717108	1744688	1.6349	1743091	1597	99.9085	0.0915
	Total	**472448308**	**41607259**	**8.8067**	**41605662**	**1597**	**99.9962**	**0.0038**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252438986	99.9917	252438986	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979226	44.0222	46979181	45	99.9999	0.0001
	Total	**472448308**	**354014836**	**74.9320**	**354014791**	**45**	**100.0000**	**0.0000**

TORRENT POWER LIMITED AHMEDABAD

14)

To consider remuneration of M/s. Kirit Mehta & Co., Cost Auditors.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39862571	0	100.0000	0.0000
	Public-Others	106717108	1744878	1.6351	1743281	1597	99.9085	0.0915
	Total	**472448308**	**41607449**	**8.8068**	**41605852**	**1597**	**99.9962**	**0.0038**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54596624	48.1999	54596624	0	100.0000	0.0000
	Public-Others	106717108	46979242	44.0222	46979181	61	99.9999	0.0001
	Total	**472448308**	**354035859**	**74.9364**	**354035798**	**61**	**100.0000**	**0.0000**

15)

To consider payment of commission to directors (other than the Managing Directors, Whole-time Directors or Manager) for a period of five years effective from 1st April, 2014.								
	Result of voting through electronic means (e-voting)							
	Promoter and Promoter Group	252459993	0	0.0000	0	0	0.0000	0.0000
	Public – Institutional holders	113271207	39862571	35.1921	39862571	0	100.0000	0.0000
	Public-Others	106717108	1744943	1.6351	1741806	3137	99.8202	0.1798
	Total	**472448308**	**41607514**	**8.8068**	**41604377**	**3137**	**99.9925**	**0.0075**
	Result of voting of Poll (at the AGM)							
	Promoter and Promoter Group	252459993	252459993	100.0000	252459993	0	100.0000	0.0000
	Public – Institutional holders	113271207	54562673	48.1699	54562673	0	100.0000	0.0000
	Public-Others	106717108	46979242	44.0222	46979049	193	99.9996	0.0004
	Total	**472448308**	**354001908**	**74.9292**	**354001715**	**193**	**99.9999**	**0.0001**

For Torrent Power Limited

Srinivas Kotra
Company Secretary

TORRENT POWER LIMITED AHMEDABAD

Rajesh Parekh & Co.
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

FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

10th Annual General Meeting of the Equity Shareholders of Torrent Power Limited held on Monday, 28th July, 2014 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 poll taken on the below mentioned resolutions, at the 10th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Monday, 28th July, 2014 at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, Gujarat, submit my report as under:

1. 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.

2. 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.

RAJESH PAREKH & Co. C. P. No. 2939 COMPANY SECRETARY

Appropriate arrangement was made / actions were taken to eliminate duplicate voting i.e. e-voting as well as on poll. Details of the shareholders who had voted on e-voting through NSDL 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.

3. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.

4. The result of the Poll is as Under:

Resolution No. 1, Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including Audited Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

(i) Voted in favour of the resolution:

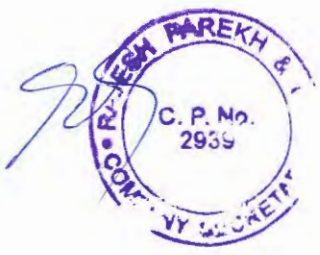
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
91	354035914	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 2, Ordinary Resolution

To declare dividend on equity shares.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	354035451	99.999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	408	0.001

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 3, Ordinary Resolution

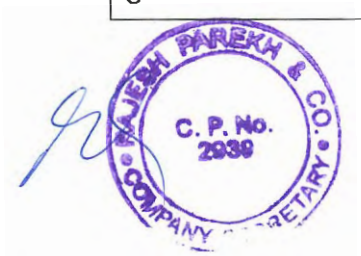
To appoint a Director in place of Shri Samir Mehta, who retires by rotation and being eligible offers himself for re-appointment

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	353611858	99.880

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	424001	0.120



(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

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.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	354035638	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	221	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 5, Ordinary Resolution

To appoint Shri R. Ravichandran as Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	353611858	99.880

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	424001	0.120

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 6, Ordinary Resolution

To appoint Shri Pankaj Patel as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	354035814	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

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(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 7, Ordinary Resolution

To appoint Shri Samir Barua as Independent Director of the Company for a term of five years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	354035814	99.999

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) **Invalid** votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 8, Ordinary Resolution

To appoint Shri Kiran Karnik as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	354035814	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 9, Ordinary Resolution

To appoint Shri Keki M. Mistry as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	354035276	99.999



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 10, Ordinary Resolution

To appoint Smt. Renu Challu as Independent Director of the Company for a term of three years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	354035276	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 11, Ordinary Resolution

To appoint Shri Jinal Mehta as Whole-time Director of the Company for a period of 5 years effective from 5th April, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	354035798	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 12, Special Resolution

To consider appointment of Shri Varun Mehta under Section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
86	354014791	99.999



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 13, Special Resolution

To consider appointment of Shri Aman Mehta under Section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
86	354014791	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 14, Ordinary Resolution

To consider remuneration of M/s. Kirit Mehta & Co., Cost Auditors.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	354035798	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	61	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 15, Ordinary Resolution

To consider payment of commission to the directors (other than the Managing Directors, Whole-time Directors or Manager) for a period of five years effective from 1st April, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	354001715	99.999



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	193	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Thanking you.

Yours faithfully.
For Rajesh Parekh & Co.
Company Secretary

Date: 28.07.2014
Place: Ahmedabad

RAJESH PAREKH & CO. C.P. No. 2939 COMPANY SECRETARIES

Rajesh Parekh
Proprietor
Mem No. 8073
Cert No. 2939

COUNTER-SIGNED BY

TORRENT POWER LIMITED AHMEDABAD

CHAIRMAN
TORRENT POWER LTD.,

Rajesh Parekh & Co.
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

Report of Scrutinizer on e-voting results

[Pursuant to Section 108 of the Companies Act, 2013 and Rule (xi) of the Companies (Management and Administration) Rules, 2014]

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

Date: 25th July, 2014

Dear Sir,

Re: 10th Annual General Meeting of the Equity Shareholders of Torrent Power Limited to be held on Monday, 28th July, 2014 at 09:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015.

I, Rajesh Parekh, Practicing Company Secretary, 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad - 380009, appointed as Scrutinizer for the purpose of scrutinizing e-voting process in fair and transparent manner in respect of the below mentioned resolutions proposed at the 10th Annual General Meeting of the Equity Shareholders of the Company, to be held on Monday, 28th July, 2014 at J.B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, Gujarat, hereby submit my report as under:

1. In accordance with the Notice of 10th Annual General Meeting sent to the shareholders, the voting through electronic means was started on at 9.00 a.m. on 21st July, 2014 and ended at 6.00 p.m. on 23rd July, 2014.

RAJESH PAREKH & CO. C. P. No. 2939 COMPANY SECRETARY

2. The equity shareholders holding shares as on cut-off date i.e. 14th June, 2014 were entitled to vote on the resolutions as stated in the Notice of the 10th Annual General Meeting of the Company.

3. The votes were unblocked at 6.05 p.m. on 23rd July, 2014 in the presence of Mr. Kamlesh Patel and Ms. Pooja Soni who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.

4. The e-voting results/list downloaded from the website of National Securities Depository Limited (www.evoting.nsdl.com) is being handed over to the Chairman alongwith this report.

5. The result of the e-voting is as Under:

Resolution No. 1, Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including Audited Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
143	4,15,79,214	99.999%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
1	300	0.001%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 2, Ordinary Resolution

To declare dividend on equity shares.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
145	4,16,07,719	99.999%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
1	300	0.001%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Shri Samir Mehta, who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
130	4,15,31,935	99.82%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
12	75,659	0.18%

RAJESH PAREKH & CO. C. P. No. 2939 COMPANY SECRETARY

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

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.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
132	4,15,45,404	99.85%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
11	62,035	0.15%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 5, Ordinary Resolution

To appoint Shri R. Ravichandran as Director of the Company.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
121	3,82,74,447	91.99%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
23	33,33,377	8.01%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 6, Ordinary Resolution

To appoint Shri Pankaj Patel as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
135	4,15,97,317	99.97%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
9	10,507	0.03%



(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 7, Ordinary Resolution

To appoint Shri Samir Barua as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
130	4,15,45,641	99.85%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
13	62,105	0.15%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 8, Ordinary Resolution

To appoint Shri Kiran Karnik as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
134	4,15,45,790	99.85%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
10	62,034	0.15%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 9, Ordinary Resolution

To appoint Shri Keki M. Mistry as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
126	3,66,81,575	88.16%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
18	49,26,249	11.84%

RAJESH PAREKH & CO. C. P. No. 2939 COMPANY SECRETARY

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 10, Ordinary Resolution

To appoint Smt. Renu Challu as Independent Director of the Company for a term of three years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
134	4,16,06,668	99.998%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
8	786	0.002%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 11, Ordinary Resolution

To appoint Shri Jinal Mehta as Whole-time Director of the Company for a period of 5 years effective from 5th April, 2014.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
135	4,14,72,498	99.67%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
9	1,35,326	0.33%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 12, Special Resolution

To consider appointment of Shri Varun Mehta under Section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
132	4,16,06,209	99.996%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
12	1615	0.004%



(iii) **Invalid** votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 13, Special Resolution

To consider appointment of Shri Aman Mehta under Section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
131	4,16,05,662	99.996%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
11	1597	0.004%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 14, Ordinary Resolution

To consider remuneration of M/s. Kirit Mehta & Co., Cost Auditors.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
131	4,16,05,852	99.996%

RAJESH [illegible] & COMPANY SECRETARIES C. P. No. 2830

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
12	1597	0.004%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 15, Ordinary Resolution

To consider payment of commission to the directors (other than the Managing Directors, Whole-time Directors or Manager) for a period of five years effective from 1st April, 2014.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
128	4,16,04,377	99.992%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
16	3137	0.008%



(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

For Rajesh Parekh & Co.
Company Secretary

RAJESH PAREKH & CO. C. P. No. 2939 COMPANY SECRETARY

Rajesh Parekh
Proprietor
Mem No. 8073
Cert No. 2939

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (http//www.evoting.nsdl.com) in our presence at 6.05 p.m. on 23rd July, 2014 at the office of the Scrutinizer.

K. P. Patel

Name and Address of Witness
1. Mr. Kamlesh Patel.
2, Umiya Bunglows,
Science City Road, Sola,
Ahmedabad-380060.

Poojasoni

Name and Address of Witness
2. Ms. Pooja Soni
3, Mangal Mira Flat,
Sterling Park Society,
Gurukul, Ahmedabad-380052.

Counter-signed by

TORRENT POWER LIMITED AHMEDABAD

CHAIRMAN
TORRENT POWER LTD.,