11TH ANNUAL GENERAL MEETING HELD ON 4TH AUGUST, 2015
Declaration of Results of remote e-voting and poll

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Clause 35B of the Listing Agreement, Torrent Power Limited ("the Company") had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 11th Annual General Meeting (AGM). The remote e-voting was open from 9.30 a.m. on 1st August, 2015 up to 5.00 p.m. on 3rd August, 2015.

Further, in line with the rule 20 (4) (xi) of the Companies (Management and Administrative) Rules, 2014, as amended, other provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 11th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 3rd August, 2015 and on poll at the 11th AGM and submitted his Consolidated Report, on 4th August, 2015. The Report of Scrutinizer is attached herewith.

The consolidated Result as per the Scrutinizer's above mentioned Report is as follows:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
1.	Adoption of 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.	Ordinary	35,41,80,612	99.9995	1,873	0.0005
2.	Declaration of dividend of Rs. 1.50 per share on equity shares of the Company for the financial year ended 31st March, 2015.	Ordinary	35,41,80,157	99.9993	2,328	0.0007
3.	Appointment of 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	Ordinary	35,41,79,772	99.9992	2,713	0.0008
4.	Re-appointment of 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.	Ordinary	35,38,88,703	99.9839	56,865	0.0161
5.	Re-appointment of Shri Sudhir Mehta (holding DIN: 00061871) as the Chairman of the Company for a period of 5 years effective from 1st August, 2015.	Ordinary	33,67,32,596	96.3731	1,26,72,396	3.6269
6.	Re-appointment of Shri Samir Mehta (holding DIN: 00061903) as the Vice Chairman of the Company for a period of 5 years effective from 1st August, 2015.	Ordinary	33,72,50,667	96.5214	1,21,54,325	3.4786
7.	Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2015-16.	Ordinary	35,41,26,160	99.9841	56,325	0.0159
8.	Appointment of 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.	Ordinary	35,41,78,934	99.9990	3,551	0.0010
9.	Approval and Adoption of new set of Articles of Association, prepared in line with provisions of the Companies Act, 2013, in substitution of the existing Articles of Association.	Special	35,36,50,095	99.8497	5,32,390	0.1503

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 11th AGM have been duly approved by the Members with requisite majority.

Place: Ahmedabad
Date: 04.08.2015

TORRENT POWER LIMITED AHMEDABAD

For Torrent Power Limited

Sudhir Mehta
Chairman

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:

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

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. 8873 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