[By e-mail and Hand delivery]

TPL/ 403

6th August, 2015

To,	To,
Corporate Relationship Department BSE Limited, 14th Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400001 Scrip Code : **532779**	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 : Proceedings of the 11th Annual General Meeting of the Company held on Tuesday, 4th August, 2015.

Re : Clause 31(d) of the Listing Agreement

In terms of Clause 31(d) of the Listing Agreement, we hereby inform that the following business have been approved by the members of the Company with requisite majority by remote e-voting and poll at the 11th Annual General Meeting of the Company held on Tuesday, 4th August, 2015 by passing the resolutions as mentioned in the notice convening the said AGM.

Ordinary Business:

1. **Ordinary Resolution:**

   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, 2014, and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

2. **Ordinary Resolution:**

   Declared dividend of Rs. 1.50 per share on equity shares of the Company for the financial year ended 31st March, 2015.

3. **Ordinary Resolution:**

   Re-appointment of Shri Markand Bhatt, 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.

4. **Ordinary Resolution:**

Re-appointment of 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.

Special Business:

5. **Ordinary Resolution:**

Re-appointment of Shri Sudhir Mehta as Chairman of the Company for a period of 5 years effective from 1st August, 2015.

6. **Ordinary Resolution:**

Re-appointment of Shri Samir Mehta as Vice Chairman of the Company for a period of 5 years effective from 1st August, 2015.

7. **Ordinary Resolution:**

Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2015-16.

8. **Ordinary Resolution:**

Appointment Smt. Bhavna Doshi as Independent Director of the Company to hold office for a term of three consequent years effective from the conclusion of the 11th Annual General Meeting.

9. **Special Resolution:**

Adoption of new set of Articles of Association prepared in line with provisions of the Companies Act, 2013, in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

The remote e-voting and poll results have been uploaded on the website of the Company and have also been notified to the Stock Exchanges in the format prescribed under Clause 35A of the Listing Agreement.

Thanking you,

Yours faithfully,
For Torrent Power Limited

TORRENT POWER LIMITED AHMEDABAD

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