(By e-mail, Fax and Hand delivery)

TPL/ 134 10th September, 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 Postal Ballot and e-voting

Re : Clause 35A of the Listing Agreement

We refer to our letter no. 115 dated 8th August, 2014 forwarding Postal Ballot Notice dated May 12, 2014, wherein consent of the shareholders was sought on the special resolutions as mentioned in the said Notice. In this respect, we enclose herewith the details regarding the voting results in respect of the special resolutions as set out in the Postal Ballot Notice dated May 12, 2014, in the format prescribed under Clause 35A of the Listing Agreements.

We wish to inform you that the said special resolutions have been approved by the shareholders with requisite majority. We enclose herewith the report dated September 10, 2014 of Shri Rajesh Parekh, Practicing Company Secretary, Scrutinizer appointed by the Board of Directors for conducting the Postal Ballot process.

Please take the same on the records.

Thanking you,

Yours faithfully,
For Torrent Power Limited

TORRENT POWER LIMITED AHMEDABAD

Srinivas Kotra
Company Secretary

Encl: Clause 35A Voting Results of Postal Ballot & Scrutinizer's Report

C.C. to National Securities Depository Limited

Voting Results of Postal Ballot
Torrent Power Limited

Postal Ballot/ E-voting voting period : From 9.30 a.m. of 11th August, 2014 till 5.30 p.m. of 9th September, 2014 (i.e. 30 days)

Total No. of Shareholders on cut-off date (i.e. 18th July, 2014) : 72,204

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
1)								
Enhancement of Borrowing limits from existing Rs. 12,000 Crores (including non-fund based facilities) to Rs. 13,500 Crores (excluding Working Capital facilities).	**A. Results of voting through electronic means (e-voting)**							
	Promoter and Promoter Group	252459993	0	0.000	0	0	0.000	0.000
	Public – Institutional holders	108663875	88495085	81.439	88237888	257197	99.709	0.291
	Public-Others	111324440	1692652	1.520	1688067	4585	99.729	0.271
	Total	**472448308**	**90187737**	**19.089**	**89925955**	**261782**	**99.710**	**0.290**
	B. Results of voting of Postal Ballot (Physical Voting)							
	Promoter and Promoter Group	252459993	252459993	100.000	252459993	0	100.000	0.000
	Public – Institutional holders	108663875	7057050	6.494	7057050	0	100.000	0.000
	Public-Others	111324440	47614860	42.771	47583825	31035	99.935	0.065
	Total	**472448308**	**307131903**	**65.009**	**307100868**	**31035**	**99.990**	**0.010**
	C. Total							
	Promoter and Promoter Group	252459993	252459993	100.000	252459993	0	100.000	0.000
	Public – Institutional holders	108663875	95552135	87.934	95294938	257197	99.731	0.269
	Public-Others	111324440	49307512	44.292	49271892	35620	99.928	0.072
	Total	**472448308**	**397319640**	**84.098**	**397026823**	**292817**	**99.926**	**0.074**

TORRENT POWER LIMITED AHMEDABAD

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
2)								
Creating charge on the Company's properties for securing the borrowings availed or to be availed within the above limits and working capital facilities.	**A. Results of voting through electronic means (e-voting)**							
	Promoter and Promoter Group	252459993	0	0.000	0	0	0.000	0.000
	Public – Institutional holders	108663875	88495085	81.439	88237888	257197	99.709	0.291
	Public-Others	111324440	1692665	1.520	1686911	5754	99.660	0.340
	Total	**472448308**	**90187750**	**19.089**	**89924799**	**262951**	**99.708**	**0.292**
	B. Results of voting of Postal Ballot (Physical Voting)							
	Promoter and Promoter Group	252459993	252459993	100.000	252459993	0	100.000	0.000
	Public – Institutional holders	108663875	7057050	6.494	7057050	0	100.000	0.000
	Public-Others	111324440	47563042	42.725	47523340	39702	99.917	0.083
	Total	**472448308**	**307080085**	**64.998**	**307040383**	**39702**	**99.987**	**0.013**
	C. Total							
	Promoter and Promoter Group	252459993	252459993	100.000	252459993	0	100.000	0.000
	Public – Institutional holders	108663875	95552135	87.934	95294938	257197	99.731	0.269
	Public-Others	111324440	49255707	44.245	49210251	45456	99.908	0.092
	Total	**472448308**	**397267835**	**84.087**	**396965182**	**302653**	**99.924**	**0.076**

For Torrent Power Limited

Srinivas Kotra
Company Secretary

TORRENT POWER LIMITED AHMEDABAD

Date: 10th September, 2014
Place: 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

Report of Scrutinizer on Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 and Sub-Rule 13 of Rule (XXII) of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

Re: Passing of special resolutions through postal ballot including e-voting:

I, Rajesh Parekh, Practicing Company Secretary, 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad – 380009, appointed as Scrutinizer by the Board of Directors of the Torrent Power Limited ("the Company") with respect to the special resolutions proposed to be passed through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 and rules made thereunder; to process and scrutinize postal ballot forms received from shareholders and to scrutinize votes casted electronically using e-voting system of National Securities Depository Limited (NSDL) during the voting period as stated below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company had completed on 9th August, 2014, the dispatch of the Postal Ballot Notice, dated 12th May, 2014 together with Postal Ballot Form ('Form') along with postage prepaid business envelopes and sending of e-mails for e-voting by electronic platform of NDSL to its shareholders whose name(s) appeared on the Register of Members as on 18th July, 2014, for seeking approval of following business by postal ballot.

Item No.	Type of Resolutions	Particulars
1	Special	Enhancement of Borrowing limits from existing Rs. 12,000 Crores (including non-fund based facilities) to Rs. 13,500 Crores (excluding Working Capital facilities).
2	Special	Creating charge on the Company's properties for securing the borrowings availed or to be availed within the above limits and working capital facilities.

2. In accordance with the Postal Ballot Notice dated 12th May, 2014 sent to the shareholders, the voting (by means of postal ballot and e-voting) was started on at 9.30 a.m. on 11th August, 2014 and ended at 5.30 p.m. on 9th September, 2014 (Voting Period).

3. The postal ballot forms received during the Voting Period were kept in my custody and that the e-voting results/list was unblocked and downloaded from the NSDL website (www.evoting.nsdl.com) at 5.35 p.m. on 9th September, 2014 in the presence of two witnesses, viz., Mr. Kamlesh Patel and Ms. Pooja Soni.

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

4. All postal ballot forms (including e-voting data) received upto 5.30 p.m. on 9th September, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.

5. The postal ballot forms received and e-voting details downloaded from NSDL website were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company as on 18th July, 2014.

6. I did not find any defaced or mutilated Postal Ballot Form.

7. The summary of the Postal Ballot and E-voting is as under:

Sr. No.	Particulars	Special Resolution No. 1 for Enhancement of Borrowing Limits from existing Rs.12,000 Crores (including non-fund based facilities) to Rs.13,500 Crores (excluding Working Capital facilities)		Special Resolution No. 2 for Creating charge on the Company's properties for securing the borrowings availed or to be availed within the said limits and working capital facilities	
		No. of postal ballot forms	No. of Equity Shares (votes)	No. of postal ballot forms	No. of Equity Shares (votes)
1.	Total postal ballot forms / votes (including e-voting) received	1,145	39,73,55,411	1,111	39,73,03,606
2.	Less : Invalid postal ballot forms / votes received (as per register)	87	35,771	87	35,771
3.	Net valid postal ballot forms / votes (including e-voting) received (as per register)	1,058	39,73,19,640	1,024	39,72,67,835
4.	Valid votes cast in favour of the resolution and its %	976 (92.250%)	39,70,26,823 (99.926%)	927 (90.527%)	39,69,65,182 (99.924%)
5.	Valid votes cast against the resolution and its %	82 (7.750%)	2,92,817 (0.074%)	97 (9.473%)	3,02,653 (0.076%)

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

8. The postal ballot forms received and e-voting results/list downloaded from the website of NSDL and other related documents shall be handed over to the Company Secretary of the Company, authorised by the Board to conduct the postal ballot process after the minutes of the Postal Ballot have been signed by the Chairman.

You may accordingly declare the result of the voting by Postal Ballot.

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

Date: 10th September, 2014
Place: Ahmedabad

Declaration by witness for e-voting results

We, the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (www.evoting.nsdl.com) in our presence at 5.35 p.m. on 9th September, 2014 at the office of Shri Rajesh Parekh, the Scrutinizer.

Date: 10th September, 2014
Place: Ahmedabad

Witness 1:
Mr. Kamlesh Patel
2, Umiya Bunglows,
Science City Road, Sola,
Ahmedabad-380060

Witness 2 :
Ms. Pooja Soni
3, Mangal Mira Flat,
Sterling Park Society,
Gurukul, Ahmedabad-380052

COUNTERSIGNED BY ME
For Torrent Power Limited

Sudhir Mehta
Chairman
DIN: 00061871