

(By e-mail, Fax)

TPL/285

8<sup>th</sup> May, 2015

|                                                                                                                                                                                                                |                                                                                                                                                                                                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The General Manager,<br/>BSE Limited,<br/>Corporate Relationship Department<br/>14<sup>th</sup> Floor, P. J. Towers,<br/>Dalal Street, Fort,<br/><u>Mumbai-400001</u></p> <p>Scrip Code : <b>532779</b></p> | <p>The Manager,<br/>Listing Department,<br/>National Stock Exchange of India Limited<br/>"Exchange Plaza", C – 1, Block G<br/>Bandra- Kurla Complex,<br/>Bandra ( East),<br/><u>Mumbai 400051</u></p> <p>Scrip Symbol : <b>TORNTPOWER</b></p> |
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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. 253 dated 2<sup>nd</sup> April, 2015 forwarding Postal Ballot and e-voting Notice dated 12<sup>th</sup> March, 2015, wherein consent of the shareholders was sought on the resolutions as mentioned in the said Notice. In this respect, we enclose herewith the details regarding the voting results in respect of the resolutions as set out in the Postal Ballot and e-voting Notice dated 12<sup>th</sup> March, 2015, in the format prescribed under Clause 35A of the Listing Agreements.

We wish to inform you that the said resolutions have been approved by the shareholders with requisite majority. We enclose herewith the report dated 8<sup>th</sup> May, 2015 of Shri Rajesh Parekh, Practicing Company Secretary, Scrutinizer appointed by the Board of Directors for conducting the Postal Ballot and e-voting process.

Please take the same on the records.

Thanking you,

Yours faithfully,  
For Torrent Power Limited

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



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

**C.C. to** National Securities Depository Limited

# Voting Results of Postal Ballot and E-voting

## Torrent Power Limited

Postal Ballot/ E-voting voting period : From 9.30 a.m. of 6<sup>th</sup> April, 2015 till 5.30 p.m. of 5<sup>th</sup> April, 2015 (i.e. 30 days)  
 Total No. of Shareholders on cut-off date : 70,118  
 (i.e. 27<sup>th</sup> February, 2015)

### Resolution No. 1

| *                                                                                                                                                                                                                                                                                                                                    | Promoter/Public                                          | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| To approve the proposed Composite Scheme of Amalgamation of Torrent Energy Limited ("TEL" or "Transferor Company-1") and Torrent Cables Limited ("TCL" or "Transferor Company-2") with Torrent Power Limited ("TPL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("Scheme of Amalgamation") | 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                           | 115705055                 | 96523973                   | 83.422                                                       | 96523973                        | 0                             | 100.000                                                   | 0.000                                                   |
|                                                                                                                                                                                                                                                                                                                                      | Public-Others                                            | 104283260                 | 6023366                    | 5.776                                                        | 6008923                         | 14443                         | 99.760                                                    | 0.240                                                   |
|                                                                                                                                                                                                                                                                                                                                      | Total                                                    | 472448308                 | 102547339                  | 21.706                                                       | 102532896                       | 14443                         | 99.986                                                    | 0.014                                                   |
|                                                                                                                                                                                                                                                                                                                                      | B. Results of voting of Postal Ballot (Physical Voting)  |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
|                                                                                                                                                                                                                                                                                                                                      | Promoter and Promoter Group                              | 252459993                 | 0                          | 0.000                                                        | 0                               | 0                             | 0.000                                                     | 0.000                                                   |
|                                                                                                                                                                                                                                                                                                                                      | Public – Institutional holders                           | 115705055                 | 4218624                    | 3.646                                                        | 4218624                         | 0                             | 100.000                                                   | 0.000                                                   |
|                                                                                                                                                                                                                                                                                                                                      | Public-Others                                            | 104283260                 | 2013712                    | 1.931                                                        | 1992503                         | 21209                         | 98.947                                                    | 1.053                                                   |
|                                                                                                                                                                                                                                                                                                                                      | Total                                                    | 472448308                 | 6232336                    | 1.319                                                        | 6211127                         | 21209                         | 99.660                                                    | 0.340                                                   |
|                                                                                                                                                                                                                                                                                                                                      | C. Total                                                 |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
|                                                                                                                                                                                                                                                                                                                                      | Promoter and Promoter Group                              | 252459993                 | 0                          | 0.000                                                        | 0                               | 0                             | 0.000                                                     | 0.000                                                   |
| Public – Institutional holders                                                                                                                                                                                                                                                                                                       | 115705055                                                | 100742597                 | 87.068                     | 100742597                                                    | 0                               | 100.000                       | 0.000                                                     |                                                         |
| Public-Others                                                                                                                                                                                                                                                                                                                        | 104283260                                                | 8037078                   | 7.707                      | 8001426                                                      | 35652                           | 99.556                        | 0.444                                                     |                                                         |
| Total                                                                                                                                                                                                                                                                                                                                | 472448308                                                | 108779675                 | 23.025                     | 108744023                                                    | 35652                           | 99.967                        | 0.033                                                     |                                                         |

\*In terms of SEBI Circular CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 read with SEBI Circular CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013, the Scheme of Amalgamation shall be acted upon only if the votes cast by the **Public Shareholders** of Company in favour (Assent) of the proposal are more than the number of votes cast by the Public Shareholders against (Dissent) it.





# Resolution No. 2

| Ordinary Resolution                                                                                      | Promoter/Public                                                 | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| To approve the revision in terms of appointment of Shri Jinal Mehta, Whole-time Director of the Company. | <b>A. Results of voting through electronic means (e-voting)</b> |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
|                                                                                                          | Promoter and Promoter Group                                     | 252459993                 | 0                          | 0.000                                                        | 0                               | 0                             | 0.000                                                     | 0.000                                                   |
|                                                                                                          | Public – Institutional holders                                  | 115705055                 | 96523973                   | 83.422                                                       | 85559543                        | 10964430                      | 88.641                                                    | 11.359                                                  |
|                                                                                                          | Public-Others                                                   | 104283260                 | 6023472                    | 5.776                                                        | 6003479                         | 19993                         | 99.668                                                    | 0.332                                                   |
|                                                                                                          | <b>Total</b>                                                    | <b>472448308</b>          | <b>102547445</b>           | <b>21.706</b>                                                | <b>91563022</b>                 | <b>10984423</b>               | <b>89.288</b>                                             | <b>10.712</b>                                           |
|                                                                                                          | <b>B. Results of voting of Postal Ballot (Physical Voting)</b>  |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
|                                                                                                          | Promoter and Promoter Group                                     | 252459993                 | 252438986                  | 99.992                                                       | 252438986                       | 0                             | 100.000                                                   | 0.000                                                   |
|                                                                                                          | Public – Institutional holders                                  | 115705055                 | 4062084                    | 3.511                                                        | 4062084                         | 0                             | 100.000                                                   | 0.000                                                   |
|                                                                                                          | Public-Others                                                   | 104283260                 | 1834867                    | 1.760                                                        | 1775150                         | 59717                         | 96.745                                                    | 3.255                                                   |
|                                                                                                          | <b>Total</b>                                                    | <b>472448308</b>          | <b>258335937</b>           | <b>54.680</b>                                                | <b>258276220</b>                | <b>59717</b>                  | <b>99.977</b>                                             | <b>0.023</b>                                            |
|                                                                                                          | <b>C. Total</b>                                                 |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
|                                                                                                          | Promoter and Promoter Group                                     | 252459993                 | 252438986                  | 99.992                                                       | 252438986                       | 0                             | 100.000                                                   | 0.000                                                   |
|                                                                                                          | Public – Institutional holders                                  | 115705055                 | 100586057                  | 86.933                                                       | 89621627                        | 10964430                      | 89.099                                                    | 10.901                                                  |
|                                                                                                          | Public-Others                                                   | 104283260                 | 7858339                    | 7.536                                                        | 7778629                         | 79710                         | 98.986                                                    | 1.014                                                   |
|                                                                                                          | <b>Total</b>                                                    | <b>472448308</b>          | <b>360883382</b>           | <b>76.386</b>                                                | <b>349839242</b>                | <b>11044140</b>               | <b>96.940</b>                                             | <b>3.060</b>                                            |



For Torrent Power Limited

*(Signature)*

**T. P. Vijayasathya**  
Executive Director (Corporate Affairs) & CFO

Date: 8<sup>th</sup> May, 2015  
Place: Ahmedabad

## **Report of Scrutinizer on Postal Ballot and E-voting**

### **[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 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 resolutions through postal ballot and 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 resolutions to be passed through Postal Ballot and e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement with Stock Exchanges and SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 and CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013; to process and scrutinize postal ballot forms received from shareholders and to scrutinize votes cast electronically using e-voting system of National Securities Depository Limited (NSDL) during the voting period as stated herein 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 1<sup>st</sup> April, 2015, the dispatch of the Notice of Postal Ballot and e-voting dated 12<sup>th</sup> March, 2015 together with Postal Ballot Form ('Form') along with self-addressed postage prepaid business reply envelopes by way of Registered Post and additionally, on 4<sup>th</sup> April, 2015, sending of e-mails of Notice for voting by electronic platform of NDSL to its shareholders whose name(s) appeared on the Register of Members as on 27<sup>th</sup> February, 2015, for seeking approval of following business by postal ballot and e-voting:

| Item No. of the Notice | Type of Resolutions | Particulars                                                                                                                                                                                                                                                                                                                          |
|------------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                      | *                   | To approve the proposed Composite Scheme of Amalgamation of Torrent Energy Limited ("TEL" or "Transferor Company-1") and Torrent Cables Limited ("TCL" or "Transferor Company-2") with Torrent Power Limited ("TPL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("Scheme of Amalgamation") |
| 2                      | Ordinary            | To approve the revision in terms of appointment of Shri Jinal Mehta, Whole-time Director of the Company.                                                                                                                                                                                                                             |

\* In terms of SEBI Circular CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 read with SEBI Circular CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013, the Scheme of Amalgamation shall be acted upon only if the votes cast by the **Public Shareholders** of Company in favour (Assent) of the proposal are more than the number of votes cast by the Public Shareholders against (Dissent) it.

2. The voting by Postal Ballot and e-voting commenced at 9.30 a.m. on 6<sup>th</sup> April, 2015 and ended at 5.30 p.m. on 5<sup>th</sup> May, 2015 (Voting Period).



3. The postal ballot forms received during the Voting Period were kept in my custody and were opened by me in the presence of two witnesses, viz., Mr. Sunit Kumar Darjee and Mr. Parthil Shah. The e-voting results/list was unblocked and downloaded from the NSDL website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) at 5.35 p.m. on 5<sup>th</sup> May, 2015 in the presence of two witnesses, viz., Mr. Sunit Kumar Darjee and Mr. Parthil Shah.
4. All postal ballot forms (including e-voting) received up to 5.30 p.m. on 5<sup>th</sup> May, 2015, the last date and time fixed by the Company for receipt of the postal ballot forms and for casting the vote online were considered for my scrutiny.
5. The postal ballot forms received and e-voting details downloaded from NSDL website were scrutinized and the signatures on the postal ballot forms were verified by me. Thereafter the shareholding was matched/ confirmed with the Register of Members of the Company as on 27<sup>th</sup> February, 2015. In case of voting by companies, institutions, trusts, societies etc., I have verified the requisite documents authorising the person to vote, which were downloaded from the website of NSDL or received physically or by e-mail.
6. I did not find any defaced or mutilated Postal Ballot Form. However, some postal ballot forms were required to be treated as invalid, due to the following reasons:
  - i Unsigned postal ballot forms
  - ii Signature mismatch
  - iii Not voted i.e. no tick mark in favor or against
  - iv Voted in both options i.e. tick mark in favor as well as against
7. The summary of the results of Postal Ballot including E-voting is as under:

| Sr. No. | Particulars                                                                                       | Resolution at Item No. 1 of the Notice<br>To approve the proposed Composite Scheme of Amalgamation of Torrent Energy Limited ("TEL" or "Transferor Company-1") and Torrent Cables Limited ("TCL" or "Transferor Company-2") with Torrent Power Limited ("TPL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("Scheme of Amalgamation") |                              | Resolution at Item No. 2 of the Notice<br>To approve the revision in the terms of appointment of Shri Jinal Mehta, Whole-time Director of the Company |                              |
|---------|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|
|         |                                                                                                   | No. of postal ballot forms/ votes (including e-voting)                                                                                                                                                                                                                                                                                                                         | No. of Equity Shares (votes) | No. of postal ballot forms/ votes (including e-voting)                                                                                                | No. of Equity Shares (votes) |
| 1.      | Total postal ballot forms / votes (including e-voting) received                                   | 1,598                                                                                                                                                                                                                                                                                                                                                                          | 36,12,82,677                 | 1,598                                                                                                                                                 | 36,12,82,677                 |
| 2.      | Less : Invalid postal ballot forms / votes (including e-voting) received (as per register)        | 121                                                                                                                                                                                                                                                                                                                                                                            | 60,019                       | 121                                                                                                                                                   | 60,019                       |
| 3.      | Less: Postal Ballot forms/ votes (including e-voting) Abstain from / not participated in voting # | 13#                                                                                                                                                                                                                                                                                                                                                                            | 25,24,41,143#                | 296                                                                                                                                                   | 3,37,620                     |
| 4.      | Net valid postal ballot forms / votes (including e-voting) received (as per register)             | 1,464                                                                                                                                                                                                                                                                                                                                                                          | 10,87,79,675                 | 1,181                                                                                                                                                 | 36,08,83,382                 |
| 5.      | Valid votes (including e-voting) cast in favour of the resolution and its %                       | 1,407                                                                                                                                                                                                                                                                                                                                                                          | 10,87,44,023 (99.967%)       | 1,055                                                                                                                                                 | 34,98,39,242 (96.940%)       |
| 6.      | Valid votes cast (including e-voting) against the resolution and its %                            | 57                                                                                                                                                                                                                                                                                                                                                                             | 35,652 (0.033%)              | 126                                                                                                                                                   | 1,10,44,140 (3.060%)         |

*Note: Some shareholders have voted partially i.e. voted for lesser number of shares than their holding.  
# includes Non-Public Shareholding in respect of Resolution No. 1.*



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 Chief Financial Officer of the Company, authorised by the Board to conduct the postal ballot and e-voting process after the minutes of the Postal Ballot and e-voting have been signed by the Chairman.

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

Thanking you,

Yours faithfully,

**For Rajesh Parekh & Co.  
Company Secretary**

  
**Rajesh Parekh  
Proprietor**

**Mem. No. 8073**

**Cert. No. 2939**



Date: 8<sup>th</sup> May, 2015

Place: Ahmedabad

**Declaration by witness for postal ballot and e-voting results**

We, the undersigned witnesseth that:

1. the postal ballot forms received were opened in our presence;
2. the e-voting results/list was unblocked and downloaded from the NSDL website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) in our presence at 5.35 p.m. on 5<sup>th</sup> May, 2015 at the office of Shri Rajesh Parekh, the Scrutinizer.

Date: 8<sup>th</sup> May, 2015

Place: Ahmedabad



**Witness 1:**

**Mr. Sunit Kumar Darjee**

29, Parshwanagar Society,  
Gitanjali, D-Cabin,  
Ahmedabad-380019



**Witness 2 :**

**Mr. Parthil Shah**

B-1, Samet Flats,  
Keshavnagar, Subhashbridge,  
Ahmedabad-380027



**COUNTERSIGNED BY ME  
For Torrent Power Limited**

  
**Sudhir Mehta  
Chairman  
DIN: 00061871**