

(By e-mail, Fax)

TPL/ 457

16<sup>th</sup> October, 2015

|                                                                                                                                                                                                                |                                                                                                                                                                                                                                               |
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| <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. 412 dated 15<sup>th</sup> September, 2015 forwarding the Notice for Postal Ballot and e-voting dated 4<sup>th</sup> August, 2015, wherein consent of the members was sought on the resolution as mentioned in the said Notice. In this context, we enclose herewith the details regarding the voting results in respect of the resolution, in the format prescribed under Clause 35A of the Listing Agreements.

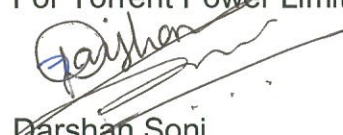
We wish to inform you that the said resolution have been approved by the Members with requisite majority. We enclose herewith the report dated 16<sup>th</sup> October, 2015 of Shri Rajesh Parekh, Practicing Company Secretary, Scrutinizer appointed by the Company for conducting the Postal Ballot and e-voting process.

Please take the same on the records.

Thanking you,

Yours faithfully,

For Torrent Power Limited



Darshan Soni

Company Secretary

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

**C.C. to CDSL**

# Voting Results of Postal Ballot and E-voting

## Torrent Power Limited

Postal Ballot/ E-voting voting period : 9.30 a.m. on Wednesday, 16<sup>th</sup> September, 2015 till 5.00 p.m. on Thursday, 15<sup>th</sup> October, 2015 (i.e. 30 days)  
 Total No. of Shareholders on cut-off date : 66,735  
 (i.e. 21<sup>st</sup> August, 2015)

### Resolution No. 1

| 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 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------------|----------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company for a term of 3 consecutive years effective from the date of approval by the members. | <b>A. Results of voting through electronic means (e-voting)</b> |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
|                                                                                                                                                                        | Promoter and Promoter Group                                     | 25,24,59,993              | 0                          | 0.000                                                        | 0                               | 0                             | 0.000                                                     | 0.000                                                   |
|                                                                                                                                                                        | Public – Institutional holders                                  | 16,59,73,129              | 7,86,06,518                | 47.361                                                       | 7,85,52,521                     | 53,997                        | 99.931                                                    | 0.069                                                   |
|                                                                                                                                                                        | Public-Others                                                   | 5,40,15,186               | 43,63,764                  | 8.079                                                        | 43,57,565                       | 6,199                         | 99.858                                                    | 0.142                                                   |
|                                                                                                                                                                        | <b>Total</b>                                                    | <b>47,24,48,308</b>       | <b>8,29,70,282</b>         | <b>17.562</b>                                                | <b>8,29,10,086</b>              | <b>60,196</b>                 | <b>99.927</b>                                             | <b>0.073</b>                                            |
|                                                                                                                                                                        | <b>B. Results of voting of Postal Ballot (Physical Voting)</b>  |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
|                                                                                                                                                                        | Promoter and Promoter Group                                     | 25,24,59,993              | 25,24,59,993               | 100.000                                                      | 25,24,59,993                    | 0                             | 100.000                                                   | 0.000                                                   |
|                                                                                                                                                                        | Public – Institutional holders                                  | 16,59,73,129              | 0                          | 0.000                                                        | 0                               | 0                             | 0.000                                                     | 0.000                                                   |
|                                                                                                                                                                        | Public-Others                                                   | 5,40,15,186               | 39,858                     | 0.074                                                        | 39,648                          | 210                           | 99.473                                                    | 0.527                                                   |
|                                                                                                                                                                        | <b>Total</b>                                                    | <b>47,24,48,308</b>       | <b>25,24,99,851</b>        | <b>53.445</b>                                                | <b>25,24,99,641</b>             | <b>210</b>                    | <b>100.000</b>                                            | <b>0.000</b>                                            |
|                                                                                                                                                                        | <b>C. Total</b>                                                 |                           |                            |                                                              |                                 |                               |                                                           |                                                         |
|                                                                                                                                                                        | Promoter and Promoter Group                                     | 25,24,59,993              | 25,24,59,993               | 100.000                                                      | 2,52,459,993                    | 0                             | 100.000                                                   | 0.000                                                   |
|                                                                                                                                                                        | Public – Institutional holders                                  | 16,59,73,129              | 786,06,518                 | 47.361                                                       | 785,52,521                      | 53,997                        | 99.931                                                    | 0.069                                                   |
|                                                                                                                                                                        | Public-Others                                                   | 540,15,186                | 44,03,622                  | 8.153                                                        | 43,97,213                       | 6,409                         | 99.854                                                    | 0.146                                                   |
|                                                                                                                                                                        | <b>Total</b>                                                    | <b>47,24,48,308</b>       | <b>33,54,70,133</b>        | <b>71.007</b>                                                | <b>33,54,09,727</b>             | <b>60,406</b>                 | <b>99.982</b>                                             | <b>0.018</b>                                            |

Date: 16<sup>th</sup> October, 2015  
 Place: Ahmedabad

For Torrent Power Limited

  
 Darshan Soni  
 Company Secretary

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

**[Pursuant to Section 110 of the Companies Act, 2013 and 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 resolution 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 resolution to be passed through Postal Ballot and e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 read with 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) and Clause 35B of the Equity Listing Agreement executed by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE); to process and scrutinize postal ballot forms received from members and to scrutinize votes cast electronically using e-voting system of Central Depository Services (India) Limited (CDSL) 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 15<sup>th</sup> September, 2015, the dispatch of the Notice of Postal Ballot and e-voting dated 4<sup>th</sup> August, 2015 together with Postal Ballot Form ('Form') along with self-addressed postage prepaid business reply envelope by way of Courier and additionally, on 15<sup>th</sup> September, 2015, sending of e-mails of Notice for voting by electronic platform of CDSL to its shareholders whose name(s) appeared on the Register of Members as on 21<sup>st</sup> August, 2015, for seeking approval of following business by postal ballot and e-voting:

| Type of Resolutions | Particulars                                                                                                                                                            |
|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Ordinary            | Appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company for a term of 3 consecutive years effective from the date of approval by the members. |





2. The voting by Postal Ballot and e-voting commenced at 9.30 a.m. on Wednesday, 16<sup>th</sup> September, 2015 and ended at 5.00 p.m. on Thursday, 15<sup>th</sup> October, 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., Ms. Aayushi Soni and Ms. Priyanka Gohel. The e-voting results/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) at 5.05 p.m. on 15<sup>th</sup> October, 2015 in the presence of two witnesses, viz., Ms. Aayushi Soni and Ms. Priyanka Gohel.
4. All postal ballot forms (including e-voting) received up to 5.00 p.m. on 15<sup>th</sup> October, 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 in my scrutiny.
5. The postal ballot forms received and e-voting details downloaded from CDSL 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 21<sup>st</sup> August, 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 CDSL 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 Signature mismatch
  - ii Not voted i.e. no tick mark in favor or against
7. The summary of the results of Postal Ballot including E-voting is as under:

| Sr. No. | Particulars                                                                                | Appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company for a term of 3 consecutive years effective from the date of approval by the members |                              |
|---------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|
|         |                                                                                            | No. of postal ballot forms/ votes (including e-voting)                                                                                                                | No. of Equity Shares (votes) |
| 1.      | Total postal ballot forms / votes (including e-voting) received                            | 242                                                                                                                                                                   | 33,54,74,018                 |
| 2.      | Less : Invalid postal ballot forms / votes (including e-voting) received (as per register) | 16                                                                                                                                                                    | 3,855                        |
| 3.      | *Net valid postal ballot forms / votes (including e-voting) received (as per register)     | 226                                                                                                                                                                   | 33,54,70,163                 |
| 4.      | Valid votes (including e-voting) cast in favour of the resolution and its %                | 208                                                                                                                                                                   | 33,54,09,727<br>(99.982%)    |
| 5.      | Valid votes cast (including e-voting) against the resolution and its %                     | 18                                                                                                                                                                    | 60,406<br>(0.018%)           |

\*Note: One shareholder has voted partially i.e. voted for lesser number of shares than his holding.



8. The postal ballot forms received and e-voting results/list downloaded from the website of CDSL and other related documents shall be handed over to the Company Secretary 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: 16<sup>th</sup> October, 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 CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 5.05 p.m. on 15<sup>th</sup> October, 2015 at the office of Shri Rajesh Parekh, the Scrutinizer.

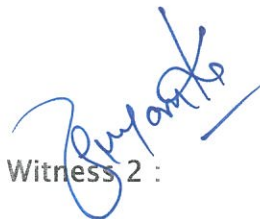
Date: 16<sup>th</sup> October, 2015

Place: Ahmedabad



Witness 1:

Ms. Aayushi P. Soni  
G-3, Vishramnagar  
Society,  
Gurukul Main Road,  
Memnagar,  
Ahmedabad-380052.



Witness 2 :

Ms. Priyanka H. Gohel  
6/5, Tulsishyam Flats,  
Bhimjipura,  
Nava Vadaj,  
Ahmedabad-380013.

COUNTERSIGNED BY ME  
For Torrent Power Limited



Sudhir Mehta

Chairman

DIN: 00061871