

E-mail & By Hand Delivery

TPL/ 476

28th October, 2015

To, Corporate Relationship Department BSE Limited, 14th Floor, P. J. Towers, Dalal Street, Fort, Mumbai-400001 SCRIP CODE: 532779	To, Listing Department National Stock Exchange of India Limited "Exchange Plaza", C – 1, Block G Bandra- Kurla Complex, Bandra (East), Mumbai 400051 SCRIP SYMBOL: TORNTPOWER
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Dear Sirs,

Re : Clause - 41 of the Listing Agreement
Unaudited Financial Results for the quarter ended 30th September, 2015

In terms of Clause – 41 of the Listing Agreement, we are enclosing the statement of unaudited financial results for the quarter and half year ended 30th September, 2015 as approved by the Board of Directors of the Company at its meeting held on 28th October, 2015.

Please find the same in order.

Thanking you,

Yours faithfully,
For Torrent Power Limited



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



Encl: As above.

TORRENT POWER LIMITED

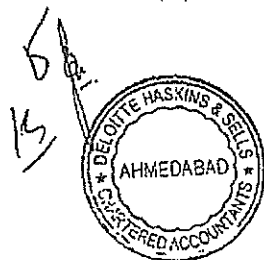
CIN : L31200GJ2004PLC044068

TORRENT POWER LIMITED							
Registered Office: Torrent House, Off Ashram Road, Ahmedabad - 380 009, Ph.: 079-26585090							
CIN: L31200GJ2004PLC044068; Website: www.torrentpower.com; E-mail: cs@torrentpower.com							
Part I				(₹ In Crore except per share data)			
STATEMENT OF STAND-ALONE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2015							
Particulars	For the quarter ended				For the half year ended		For the year ended
	30.09.2015	30.06.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	31.03.2015
	Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Audited
		as amended @	as reported *				
Income from operations							
(a) Net sales / income from operations (Net of excise duty)	3,047.03	2,921.34	2,784.62	2,592.47	5,868.37	5,085.37	9,839.22
(b) Other operating income	45.31	139.93	139.61	76.71	185.24	115.49	408.20
Total income from operations	3,092.34	3,061.27	2,924.13	2,669.18	6,153.61	5,200.86	10,247.42
Expenses							
(a) Power purchase	759.01	1,164.21	1,270.14	1,260.74	1,923.22	2,540.81	4,649.66
(b) Fuel cost	1,194.89	816.26	693.99	727.95	2,011.15	1,332.20	2,488.76
(c) Cost of materials consumed	61.46	62.25	-	-	123.71	-	-
(d) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.88	(6.05)	-	-	(3.07)	-	-
(e) Employee benefits expense	87.33	96.02	87.57	96.39	183.35	172.79	338.15
(f) Depreciation and amortisation expense	206.03	211.07	138.82	136.57	416.10	273.82	547.98
(g) Other expenses	235.05	195.15	172.62	191.09	430.20	362.14	734.17
Total expenses	2,545.75	2,538.91	2,363.14	2,412.74	5,084.66	4,681.76	8,758.72
Profit from operations before other income, finance costs & exceptional items	546.59	522.36	560.99	256.44	1,068.95	519.10	1,488.70
Other income	117.83	59.62	55.09	66.61	177.45	128.79	349.50
Profit from ordinary activities before finance costs & exceptional items	664.42	581.98	616.08	323.05	1,246.40	647.89	1,838.20
Finance costs	314.62	279.61	166.43	181.54	594.23	363.01	706.16
Profit / (Loss) from ordinary activities after finance costs but before exceptional items	349.80	302.37	449.65	141.51	652.17	284.88	1,132.04
Exceptional items	-	-	-	30.39	-	30.39	22.99
Profit / (Loss) from ordinary activities before tax	349.80	302.37	449.65	111.12	652.17	254.49	1,109.05
Tax expense							
- Current Tax	75.75	65.48	96.70	23.90	141.23	54.32	227.91
- Deferred tax	37.08	32.05	43.77	30.21	69.13	62.88	139.13
- Short / (-) excess provisions for current tax of earlier years	-	-	-	-	-	-	(0.05)
Net Profit / (Loss) from ordinary activities after tax	236.97	204.84	309.18	57.01	441.81	137.29	742.06
Extraordinary items	-	-	-	-	-	-	-
Net Profit / (Loss) for the period	236.97	204.84	309.18	57.01	441.81	137.29	742.06
Paid up equity share capital (F.V. ₹ 10/- per share) #	480.62	480.62	472.45	472.45	480.62	472.45	472.45
Reserves excluding revaluation reserves as per balance sheet							6,436.21
Earnings per share (before and after extraordinary items) (of ₹ 10/- each) (not annualised)							
(a) Basic (₹)	4.93	4.26	6.54	1.21	9.19	2.91	15.71
(b) Diluted (₹)	4.93	4.26	6.54	1.21	9.19	2.91	15.71
Debt Service Coverage Ratio	-	-	-	-	1.44	1.35	1.71
Interest Service Coverage Ratio	-	-	-	-	2.66	2.42	3.20

@ As reported in 30th June, 2015 financial results published on 4th August, 2015 and amended for the effect of amalgamation vide note no. 1

* As reported in 30th June, 2015 financial results published on 4th August, 2015 and excludes effect of amalgamation vide note no. 1

includes 81,68,476 shares allotted on 23rd October, 2015 consequent to the amalgamation.



Part II Select Information for the quarter and half year ended 30th September 2015							
Particulars	For the quarter ended				For the half year ended		For the year ended
	30.09.2015	30.06.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	31.03.2015
PARTICULARS OF SHAREHOLDING							
1. Public Shareholding							
Number of Shares (in Lacs)	2,199.88	2,199.88	2,199.88	2,199.88	2,199.88	2,199.88	2,199.88
Percentage of Shareholding	46.56%	46.56%	46.56%	46.56%	46.56%	46.56%	46.56%
2. Promoters and Promoter Group Shareholding							
a) Pledged / Encumbered							
- Number of shares (in Lacs)	-	-	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-	-
b. Non-encumbered							
- Number of shares (in Lacs)	2,524.60	2,524.60	2,524.60	2,524.60	2,524.60	2,524.60	2,524.60
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the company)	53.44%	53.44%	53.44%	53.44%	53.44%	53.44%	53.44%

Post amalgamation (see note 1) the shareholding will be as follows :

Particulars	Public Shareholding		Promoters and Promoter Group Shareholding	
	No. of shares (in lacs)	% of holding	No. of shares (in lacs)	% of holding
Shareholding	2,231.73	46.43%	2,574.43	53.57%

Particulars	Quarter ended 30.09.2015
INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	4
Disposed of during the quarter	4
Remaining unresolved at the end of the quarter	NIL

Notes:

- The Honourable High Court of Gujarat vide its Order dated 13th August 2015, has sanctioned the Composite Scheme of Amalgamation of Torrent Energy Limited (TEL) and Torrent Cables Limited (TCL) with Torrent Power Limited (TPL) and their respective shareholders and creditors ("Scheme") under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("the Act") with effect from Appointed Date of 1st April 2014. In compliance with the provisions of the Companies Act, the certified copy of the Order sanctioning the Scheme has been filed with Registrar of Companies (Gujarat) on 1st October 2015. Accordingly, the Scheme has become operational on 1st October 2015 with effect from 1st April 2014, being the Appointed Date.

The Scheme has accordingly been given effect to in the financial statements with effect from Appointed Date. All the assets and liabilities, including reserves, of the TEL and TCL have been transferred to the Company at the book value as recorded in books of transferor companies. The Company has followed Pooling of Interest Method of accounting as per the accounting standard 14 "Accounting for Amalgamations" as notified under section 211(3C) of the Companies Act, 1956 and as per Scheme approved by the Honourable High Court of Gujarat. As the Honourable High Court Order dated 13th August, 2015 was received during the current year, the figures for the quarter ended 30th June, 2015, quarter ended 30th September, 2015 & half year ended 30th September, 2015 are after giving effect to the said amalgamation in the books of accounts, while the figures for the corresponding periods & previous year ended on 31st March 2015 are before giving effect to the said amalgamation in the books of accounts. Hence, the figures for the corresponding periods & previous year are not comparable with the figures of the current periods. The figures for the quarter ended June 30, 2015 (as reported) in the financial results have been shown in a separate column to facilitate comparison.

The net profit / loss of the transferor companies from the appointed date, i.e. 1st April, 2014, till 31st March, 2015 has been transferred to the surplus in statement of profit and loss in the books of the company upon amalgamation. The net impact in respect of the above aggregating Rs. 306.82 crores has been adjusted in the opening reserves.

The swap ratio for the merger was 20:19 i.e. every 20 shares of Rs. 10 each at par of Torrent Cables Limited entitled their holders to 19 shares of Rs. 10 each at par of Torrent Power Limited. In accordance with the swap ratio, the Company has allotted 81,68,476 shares of Rs.10/- each to the shareholders of Torrent Cables Limited. The shares were allotted on 23rd October, 2015 ("Date of Allotment"). Torrent Energy Limited, being the wholly owned subsidiary of the Company, the entire share capital of Torrent Energy Limited has been cancelled.

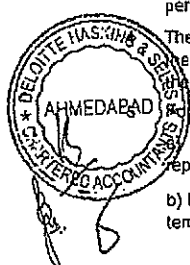
- The Company's primary business segment is Generation, Transmission and Distribution of Electricity. Based on the guiding principles given in Accounting Standard on "Segment Reporting" (AS-17), this activity falls within a single primary business segment and accordingly the disclosure requirements of AS-17 in this regard are not applicable. The Company's Cables Business, in terms of revenue, results and assets employed, is not a reportable segment as per AS 17.
- The figures for the previous periods have been regrouped / reclassified, wherever necessary, to make them comparable with the figures for the current periods.

The Audit & Risk Management Committee has reviewed the above results and the same have been subsequently approved by the Board of Directors in their respective meetings held on 28th October, 2015. The statutory auditors of the Company have carried out a Limited Review of the financial results for the quarter ended on 30th June, 2015 (as amended) & 30th September, 2015.

Formulas for the computation of the Ratios :

a) Debt Service Coverage Ratio = (Profit after tax + deferred tax + depreciation & amortisation + Interest on term & working capital debt) / (Principal repayment of debt less pre-payments + Interest on term & working capital debt)

b) Interest Service Coverage Ratio = (Profit after tax + deferred tax + depreciation & amortisation + Interest on term & working capital debt) / (Interest on term & working capital debt)



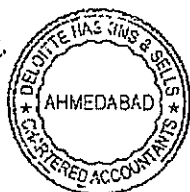
Standalone Statement of Assets and Liabilities

(₹ in Crore)

Particulars	As at 30th Sept., 2015	As at 31st March, 2015
	Un-audited *	Audited
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share capital	472.45	472.45
Share capital suspense	8.17	-
Reserves and surplus	6,798.55	6,436.21
Sub-total - Shareholders' Funds	7,279.17	6,908.66
Non-Current Liabilities		
Long-term borrowings	7,320.27	5,018.94
Deferred tax liability (net)	916.97	838.47
Other long-term liabilities	1,093.61	1,058.98
Long-term provisions	83.24	71.28
Sub-total - Non-Current Liabilities	9,414.09	6,987.67
Current Liabilities		
Short-term borrowings	24.68	-
Trade payables	929.79	821.08
Other current liabilities	1,511.74	1,109.47
Short-term provisions	84.59	228.84
Sub-total - Current Liabilities	2,550.80	1,959.39
Total - Equity and Liabilities	19,244.06	15,855.72
ASSETS		
Non-Current Assets		
Fixed assets	14,593.18	9,266.49
Non-current investments	209.19	2,195.44
Long-term loans and advances	39.81	14.18
Other non-current assets	1.73	1.89
Sub-total - Non-Current Assets	14,843.91	11,478.00
Current Assets		
Current investments	851.54	482.17
Inventories	403.80	253.10
Trade receivables	1,155.07	874.31
Cash and bank balances	748.85	1,580.34
Short-term loans and advances	527.97	774.12
Other current assets	713.12	433.68
Sub-total-Current Assets	4,400.15	4,377.72
Total - Assets	19,244.06	15,855.72

* After giving effect of amalgamation vide note no. 1, the figures as at 30th September, 2015 are not comparable with the figures of assets and liabilities as at 31st March, 2015

Place : Ahmedabad
Date : 28th October, 2015



For, TORRENT POWER LIMITED

Samir Mehta
Vice Chairman

**INDEPENDENT AUDITORS' REVIEW REPORT
TO THE BOARD OF DIRECTORS OF
TORRENT POWER LIMITED**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **TORRENT POWER LIMITED** ("the Company") for Quarter and Half year ended 30th September 2015 ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 5 below. Further we have also examined Unaudited financial results for the quarter ended 30th June, 2015 (as amended), appearing in the said Statement, which has been amended for the effect of the amalgamation scheme referred to in note 1 of the said Statement. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. (i) We draw attention to Note 1 to the Accompanying Statement, which describes the scheme of amalgamation and its effect given in the results for the quarter ended 30th June, 2015 (as amended) and quarter and half year ended 30th September, 2015.

(ii) The Institute of Chartered Accountants of India ("ICAI") has issued the Guidance Note on Accounting for Rate Regulated Activities ("Guidance Note") in February 2015 for accounting periods beginning on or after 1st April, 2015 (early adoption is permitted). As the Company is required to adopt the Indian Accounting Standards (IND AS) with effect from 1st April 2016, the accounting policies followed in FY 2015-16 will be considered as previous GAAP for the purpose of IND AS 114 "Regulatory Deferral Accounts". The IND AS 114 permits an entity to elect or not elect to follow the requirement stated therein; such election being possible only if the entity has followed such accounting policy in its financial statements in accordance with its previous GAAP. The preface to the Guidance Note refers to IND AS 114 and explains the purpose of this Guidance Note which, inter-alia, provides for smooth transition to those electing for IND AS 114. In this context, the Company has represented that they will not be electing to follow IND AS 114 from FY 2016-17 (as permitted by IND AS 114) and expects to continue its current accounting

W. J. [unclear] [unclear]

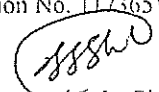
policy of not recognising such deferral account balances. Further, the Guidance Note is only recommendatory in nature. Therefore, the Company has chosen not to follow the requirements of this Guidance Note for the FY 2015-16 for the reasons stated herein.

Our review opinion on the above referred financial results is not qualified in respect of this matter.

5. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the Quarter and Half year ended 30th September 2015 of the Statement, from the details furnished by the Management.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm's Registration No. 117365W)


Hemendra L. Shah

Partner
(Membership No. 33590)

 Ahmedabad, 28th October, 2015

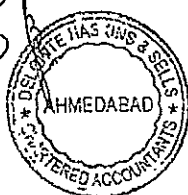


TORRENT POWER LIMITED							
Registered Office: Torrent House, Off Ashram Road, Ahmedabad - 380 009, Ph.: 079-26585090							
CIN: L31200GJ2004PLC044068; Website: www.torrentpower.com; E-mail: cs@torrentpower.com							
Part I				(₹ in Crore except per share data)			
STATEMENT OF CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30TH SEPTEMBER, 2015							
Particulars	For the quarter ended				For the half year ended		For the year ended
	30.09.2015	30.06.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	31.03.2015
	Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Audited
		as amended @	as reported *				
Income from operations							
(a) Net sales / income from operations (Net of excise duty)	3,060.96	2,935.12	2,863.22	2,624.32	5,996.08	5,148.19	9,986.98
(b) Other operating Income	45.31	140.02	139.75	76.72	185.33	116.52	409.05
Total Income from operations	3,106.27	3,075.14	3,002.97	2,701.04	6,181.41	5,263.71	10,396.03
Expenses							
(a) Power purchase	741.73	1,140.86	1,140.86	1,274.29	1,882.59	2,565.08	4,704.03
(b) Fuel cost	1,194.89	816.26	814.18	727.95	2,011.15	1,332.20	2,490.30
(c) Cost of materials consumed	81.46	82.25	-	-	123.71	-	-
(d) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.98	(6.05)	-	-	(3.07)	-	-
(e) Employee benefits expense	87.72	96.35	93.08	98.71	184.07	174.77	348.38
(f) Depreciation and amortisation expense	213.36	219.36	217.89	159.86	432.72	302.53	720.50
(g) Other expenses	237.44	197.47	191.94	196.34	434.91	389.39	773.42
Total expenses	2,539.58	2,526.50	2,457.95	2,457.15	5,066.08	4,743.97	9,036.63
Profit from operations before other Income, finance costs & exceptional items	566.69	548.64	545.02	243.89	1,115.33	519.74	1,359.40
Other Income	115.18	60.35	60.14	71.65	175.53	137.93	368.24
Profit from ordinary activities before finance costs & exceptional items	681.87	608.99	605.16	315.54	1,290.86	657.67	1,725.64
Finance cost	318.58	284.22	283.92	205.27	602.80	394.39	962.29
Profit / (Loss) from ordinary activities after finance costs but before exceptional items	363.29	324.77	321.24	110.27	688.06	263.28	763.35
Exceptional items	-	-	-	30.39	-	30.39	22.89
Profit / (Loss) from ordinary activities before tax	363.29	324.77	321.24	79.88	688.06	232.89	740.36
Tax expense							
- Current tax	79.49	70.32	101.54	24.82	149.81	56.15	232.85
- Deferred tax	37.54	32.92	45.34	31.33	70.46	66.11	144.89
- Short / (excess) provisions for current tax of earlier years	(0.01)	-	-	-	(0.01)	-	(0.05)
Net Profit / (Loss) from ordinary activities after tax	246.27	221.53	174.36	23.73	467.80	110.63	362.67
Extraordinary items	-	-	-	-	-	-	-
Minority Interest	1.08	0.88	0.88	0.66	1.96	1.32	2.98
Net Profit / (Loss) after tax and minority Interest	245.19	220.65	173.48	23.07	465.84	109.31	359.69
Paid up equity share capital (F.V. ₹ 10/- per share) #	480.62	480.62	472.45	472.45	480.62	472.45	472.45
Reserves excluding revaluation reserves as per balance sheet							6,083.21
Earnings per share (EPS)							
Earnings per share (before and after extraordinary items) (of ₹ 10/- each) (not annualised)							
(a) Basic (₹)	5.10	4.59	3.67	0.49	9.69	2.31	7.61
(b) Diluted (₹)	5.10	4.59	3.67	0.49	9.69	2.31	7.61

@ As reported in 30th June, 2015 financial results published on 4th August, 2015 and amended for the effect of amalgamation vide note no. 1

* As reported in 30th June, 2015 financial results published on 4th August, 2015 and excludes effect of amalgamation vide note no. 1

includes 81,68,476 shares allotted on 23rd October, 2015 consequent to the amalgamation.



Part II

Select information for the quarter and half year ended 30th September 2015							
Particulars	For the quarter ended				For the half year ended		For the year ended
	30.09.2015	30.06.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	31.03.2015
PARTICULARS OF SHAREHOLDING							
1. Public Shareholding							
Number of Shares (in Lacs)	2,199.88	2,199.88	2,199.88	2,199.88	2,199.88	2,199.88	2,199.88
Percentage of Shareholding	46.56%	46.56%	46.56%	46.56%	46.56%	46.56%	46.56%
2. Promoters and Promoter Group Shareholding							
a. Pledged / Encumbered							
- Number of shares (in Lacs)	-	-	-	-	-	-	-
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-	-	-	-
- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-	-	-	-
b. Non-encumbered							
- Number of shares (in Lacs)	2,524.60	2,524.60	2,524.60	2,524.60	2,524.60	2,524.60	2,524.60
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
- Percentage of shares (as a % of the total share capital of the company)	53.44%	53.44%	53.44%	53.44%	53.44%	53.44%	53.44%

Post amalgamation (see note 1) the shareholding will be as follows :

Particulars	Public Shareholding		Promoters and Promoter Group Shareholding	
	No. of shares (in lacs)	% of holding	No. of shares (in lacs)	% of holding
Shareholding	2,231.73	46.43%	2,574.43	53.57%

Stand-alone Information

Particulars	For the quarter ended				For the half year ended		For the year ended
	30.09.2015	30.06.2015	30.06.2015	30.09.2014	30.09.2015	30.09.2014	31.03.2015
	Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Un-audited	Audited
		as amended @	as reported *				
Income from operations	3,092.34	3,061.27	2,924.13	2,669.18	6,153.61	5,200.86	10,247.42
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Profit / (Loss) after tax	236.97	204.84	309.18	57.01	441.81	137.29	742.06

Particulars	Quarter ended 30.09.2015
INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	NIL
Received during the quarter	4
Disposed of during the quarter	4
Remaining unresolved at the end of the quarter	NIL

Notes:

- 1 The Honourable High Court of Gujarat vide its Order dated 13th August 2015, has sanctioned the Composite Scheme of Amalgamation of Torrent Energy Limited (TEL) and Torrent Cables Limited (TCL) with Torrent Power Limited (TPL) and their respective shareholders and creditors ("Scheme") under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 ("the Act") with effect from Appointed Date of 1st April 2014. In compliance with the provisions of the Companies Act, the certified copy of the Order sanctioning the Scheme has been filed with Registrar of Companies (Gujarat) on 1st October 2015. Accordingly, the Scheme has become operational on 1st October 2015 with effect from 1st April 2014, being the Appointed Date.

The Scheme has accordingly been given effect to in the financial statements with effect from Appointed Date. All the assets and liabilities, including reserves, of the TEL and TCL have been transferred to the Company at the book value as recorded in books of transferor companies. The Company has followed Pooling of Interest Method of accounting as per the accounting standard 14 "Accounting for Amalgamations" as notified under section 211(3C) of the Companies Act, 1956 and as per Scheme approved by the Honourable High Court of Gujarat. As the Honourable High Court Order dated 13th August, 2015 was received during the current year, the figures for the quarter ended 30th June, 2015, quarter ended 30th September, 2015 & half year ended 30th September, 2015 are after giving effect to the said amalgamation in the books of accounts, while the figures for the corresponding periods & previous year ended on 31st March 2015 are before giving effect to the said amalgamation in the books of accounts. Hence, the figures for the corresponding periods & previous year are not comparable with the figures of the current periods. The figures for the quarter ended June 30, 2015 (as reported) in the financial results have been shown in a separate column to facilitate comparison.

The net profit / loss of the transferor companies from the appointed date, i.e. 1st April, 2014, till 31st March, 2015 has been transferred to the surplus in statement of profit and loss in the books of the company upon amalgamation. The net impact in respect of the above aggregating Rs. 81.66 crores has been included in the opening reserves.

The swap ratio for the merger was 20:19 i.e. every 20 shares of Rs. 10 each at par of Torrent Cables Limited entitled their holders to 19 shares of Rs. 10 each at par of Torrent Power Limited. In accordance with the swap ratio, the Company has allotted 81,68,476 shares of Rs.10/- each to the shareholders of Torrent Cables Limited. The shares were allotted on 23rd October, 2015 ("Date of Allotment"). Torrent Energy Limited, being the wholly owned subsidiary of the Company, the entire share capital of Torrent Energy Limited has been cancelled.

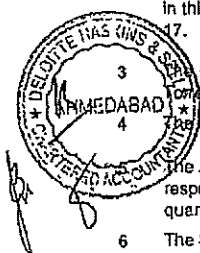
- 2 The Company's primary business segment is Generation, Transmission and Distribution of Electricity. Based on the guiding principles given in Accounting Standard on "Segment Reporting" (AS-17), this activity falls within a single primary business segment and accordingly the disclosure requirements of AS-17 in this regard are not applicable. The Company's Cables Business, in terms of revenue, results and assets employed, is not a reportable segment as per AS 17.

- 3 consolidated financial results include the financial results of three subsidiaries: Torrent Power Grid Limited, Torrent Pipavav Generation Limited and Torrent Solargen Limited.

- 4 The figures for the previous periods have been regrouped / reclassified, wherever necessary, to make them comparable with the figures for the current periods.

- 5 The Audit & Risk Management Committee has reviewed the above results and the same have been subsequently approved by the Board of Directors in their respective meetings held on 28th October, 2015. The statutory auditors of the Company have carried out a Limited Review of the financial results for the quarter ended on 30th June, 2015 (as amended) & 30th September, 2015.

- 6 The Stand-alone financial results for the quarter ended 30th September, 2015 are available on Company's website at www.torrentpower.com.



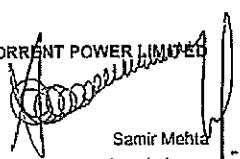
Statement of Assets and Liabilities

(₹ in Crore)

Particulars	As at 30th Sept., 2015	As at 31st March, 2015
	Un-audited *	Audited
EQUITY AND LIABILITIES		
Shareholders' Funds		
Share capital	472.45	472.45
Share capital suspense	8.17	-
Reserves and surplus	6,837.60	6,083.21
Sub-total - Shareholders' Funds	7,318.22	6,555.66
Minority Interest	31.45	30.83
Non-Current Liabilities		
Long-term borrowings	7,432.47	8,255.89
Deferred tax liability (net)	930.03	857.58
Other long-term liabilities	1,093.61	1,085.88
Long-term provisions	83.29	72.60
Sub-total - Non-Current Liabilities	9,539.40	10,271.95
Current Liabilities		
Short-term borrowings	24.68	109.57
Trade payables	919.21	633.88
Other current liabilities	1,537.31	1,802.21
Short-term provisions	84.88	228.38
Sub-total - Current Liabilities	2,566.08	2,774.05
Total - Equity and Liabilities	19,455.15	19,632.49
ASSETS		
Non Current Assets		
Fixed Assets	15,128.25	15,311.27
Goodwill on consolidation	10.00	10.00
Non-current investments	5.02	3.67
Long-term loans and advances	212.23	159.24
Other non-current assets	1.74	1.90
Sub-total - Non-Current Assets	15,357.24	15,486.08
Current Assets		
Current Investments	864.03	602.90
Inventories	404.13	259.71
Trade receivables	1,163.63	892.38
Cash and bank balances	751.70	1,770.28
Short-term loans and advances	196.94	181.86
Other current assets	717.48	439.28
Sub-total-Current Assets	4,097.91	4,146.41
Total - Assets	19,455.15	19,632.49

* After giving effect of amalgamation vide note no. 1, the figures as at 30th September, 2015 are not comparable with the figures of assets and liabilities as at 31st March, 2015

For, TORRENT POWER LIMITED


 Samir Mehta
 Vice Chairman

 Place : Ahmedabad
 Date : 28th October, 2015


**INDEPENDENT AUDITORS' REVIEW REPORT
TO THE BOARD OF DIRECTORS OF
TORRENT POWER LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **TORRENT POWER LIMITED** ("the Company") and its subsidiaries (the Company and its subsidiaries constitute "the Group") for the quarter and half year ended 30th September 2015 ("the Statement"), being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 6 below. Further we have also examined unaudited financial results for the quarter ended 30th June, 2015 (as amended), appearing in the said Statement, which has been amended for the effect of the amalgamation scheme referred to in note 1 of the said Statement. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the results of the following entities:
 - a. Torrent Power Grid Limited.
 - b. Torrent Solargen Limited.
 - c. Torrent Pipavav Generation Limited.
4. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. (i) We draw attention to Note 1 to the Accompanying Statement, which describes the scheme of amalgamation and its effect given in the results for the quarter ended 30th June, 2015 (as amended) and quarter and half year ended 30th September, 2015.

(ii) The Institute of Chartered Accountants of India ("ICAI") has issued the Guidance Note on Accounting for Rate Regulated Activities ("Guidance Note") in February 2015 for accounting periods beginning on or after 1st April, 2015 (early adoption is permitted). As the Company is required to adopt the Indian Accounting Standards (IND AS) with effect from 1st April 2016, the accounting policies followed in FY 2015-16 will be considered as previous GAAP for the purpose of IND AS 114 "Regulatory Deferral Accounts". The IND AS 114 permits an entity to elect or

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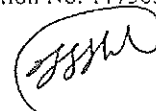
not elect to follow the requirement stated therein; such election being possible only if the entity has followed such accounting policy in its financial statements in accordance with its previous GAAP. The preface to the Guidance Note refers to IND AS 114 and explains the purpose of this Guidance Note which, inter-alia, provides for smooth transition to those electing for IND AS 114. In this context, the Company has represented that they will not be electing to follow IND AS 114 from FY 2016-17 (as permitted by IND AS 114) and expects to continue its current accounting policy of not recognising such deferral account balances. Further, the Guidance Note is only recommendatory in nature. Therefore, the Company has chosen not to follow the requirements of this Guidance Note for the FY 2015-16 for the reasons stated herein.

Our review opinion on the above referred financial results is not qualified in respect of these matters.

6. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges and the particulars relating to investor complaints disclosed in Part II - Select Information for the quarter and half year ended 30th September 2015 of the Statement, from the details furnished by the Management.

For DELOITTE HASKINS & SELLS

Chartered Accountants
(Firm's Registration No. 117365W)



Hemendra L. Shah
Partner

(Membership No. 33590)

Ahmedabad, 28th October, 2015

