

14th ANNUAL GENERAL MEETING HELD ON 1st AUGUST, 2018

Declaration of Results of remote e-voting and poll

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Torrent Power Limited ("the Company") had provided remote e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 14th Annual General Meeting (AGM). The remote e-voting was open from 9.00 a.m. on Saturday, 28th July, 2018 up to 5.00 p.m. on Tuesday, 31st July, 2018.

Further, in line with the rule 20 (4) (xi) of the Companies (Management and Administrative) Rules, 2014, as amended, other applicable provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 14th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 31st July, 2018 and on poll at the 14th AGM and submitted his Consolidated Report, on 1st August, 2018. The Consolidated Report of Scrutinizer on remote e-voting and poll is attached herewith.

The Consolidated Result as per the Scrutinizer's Report is as follows:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
	Ordinary Businesses					
1.	Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2018, including reports of the Auditors and the Board of Directors thereon.	Ordinary	373050335	99.99	39523	0.01
2.	Declaration of dividend of Rs. 5.00 per share on equity shares of Rs. 10/- each of the Company for the financial year ended 31 st March, 2018.	Ordinary	373063157	99.99	39378	0.01
3.	Re-appointment of Shri Samir Mehta (DIN: 00061903), who retired by rotation and being eligible offered himself for re-appointment.	Ordinary	372827868	99.93	274766	0.07
4.	Modification to the resolution related to appointment of Statutory Auditors (M/s. Price Waterhouse Chartered Accountants LLP)	Ordinary	356062515	95.43	17040099	4.57
	Special Businesses					
5.	Appointment of Shri Samir Mehta (DIN: 00061903) as Executive Chairman of the Company for a period of Five years w.e.f. 1 st April, 2018 and approving his terms and conditions including remuneration.	Ordinary	373015464	99.98	87070	0.02
6.	Appointment of Shri Jinal Mehta (DIN: 02685284) as Managing Director of the Company for a period of Five years w.e.f. 1st April, 2018 and approving his terms and conditions including remuneration.	Ordinary	370731992	99.36	2370642	0.64
7.	Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2018-19.	Ordinary	373061431	99.99	41103	0.01
8.	Modification in remuneration of Shri Varun Mehta, Vice President holding office or place of profit.	Ordinary	370777989	99.38	2324645	0.62

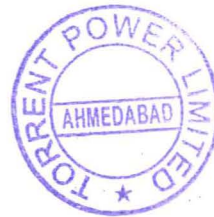
Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
9.	Enhancement of Borrowing Limits	Special	371617307	99.60	1485327	0.40
10.	Creation of Charge	Special	371617307	99.60	1485327	0.40
11.	Re- appointment of Smt. Bhavna Doshi (DIN: 00400508) as an Independent Director on the Board of the Company, for second and final term from 4 th August, 2018 to 30 th September, 2021 (both days inclusive).	Special	372338578	99.80	764056	0.20
12.	Re- appointment of Ms. Dharmishta N. Raval (DIN: 02792246) as an Independent Director on the Board of the Company, for second and final term from 16 th October, 2018 to 30 th September, 2021 (both days inclusive).	Special	360846787	96.72	12255847	3.28
13.	Re- appointment of Shri Samir Barua (DIN: 00211077) as an Independent Director on the Board of the Company, for second and final term from 1 st April, 2019 to 30 th September, 2022 (both days inclusive).	Special	368255376	98.70	4847258	0.30
14.	Re- appointment of Shri Keki Mistry (DIN: 00008886) as an Independent Director on the Board of the Company, for second and final term from 1 st April, 2019 to 31 st March, 2024.	Special	359087605	96.24	14015029	3.76
15.	Re- appointment of Shri Pankaj Patel (DIN: 00131852) as an Independent Director on the Board of the Company, for second and final term from 1 st April, 2019 to 31 st March, 2024.	Special	367882310	98.60	5219554	1.40

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 14th AGM have been duly approved by the Members with requisite majority.

For Torrent Power Limited



Samir Mehta
Chairman



Place: Ahmedabad
Date: 01.08.2018

Consolidated Report of Scrutinizer on remote e-Voting and Poll

[Pursuant to rule section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 (2) of the Companies (Management and Administration) Rules, 2014]

Date: 1st August, 2018

To,
The Chairman
Torrent Power Limited
'Samanvay',
600, Tapovan, Ambawadi,
Ahmedabad-3800015

Dear Sir,

Re: 14th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Wednesday, 1st August, 2018 at 9:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015.

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the purpose of the remote e-voting and poll taken on the below mentioned resolutions, at the 14th AGM of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Wednesday, 1st August, 2018 at 9:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. The Company had provided the e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Wednesday, 25th July, 2018 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the business specified in the Notice of 14th AGM.
2. In accordance with the Notice of 14th AGM sent to the shareholders the voting through electronic means/remote e-voting was started at 9.00 a.m. on Saturday, 28th July, 2018 and ended at 5.00 p.m. on Tuesday, 31st July, 2018.



3. The votes were unblocked from the remote e-voting website of the Central Depository Services (India) Limited (CDSL) (www.evotingindia.com) in the presence of Mr. Kamlesh Patel and Mr. Sharvil Suthar on Wednesday, 1st August, 2018 at 12:43 p.m., who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
5. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, the Registrar and Transfer Agents of the Company, and the authorisations/ proxies lodged with the Company.
6. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
7. The consolidated result of Remote e-voting and the Poll is as under:

Resolution No. 1.

Ordinary Resolution

Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018, including reports of the Auditors and the Board of Directors thereon.			
	Number of members	No. of Shares	% of total valid votes
In favour	252	373050335	99.99
In against	13	39523	0.01
Invalid	12	20120	-



Resolution No. 2.

Ordinary Resolution

Declaration of dividend of Rs. 5.00 per share on equity shares of Rs. 10/- each of the Company for the financial year ended 31st March, 2018.

	Number of members	No. of Shares	% of total valid votes
In favour	254	373063157	99.99
In against	11	39378	0.01
Invalid	12	7443	-

Resolution No. 3

Ordinary Resolution

Re-appointment of Shri Samir Mehta (DIN: 00061903), who retired by rotation and being eligible offered himself for re-appointment.

	Number of members	No. of Shares	% of total valid votes
In favour	247	372827868	99.93
In against	19	274766	0.07
Invalid	12	7344	-



Resolution No. 4**Ordinary Resolution**

Modification to the resolution related to appointment of Statutory Auditors (M/s. Price Waterhouse Chartered Accountants LLP).

	Number of members	No. of Shares	% of total valid votes
In favour	162	356062515	95.43
In against	102	17040099	4.57
Invalid	13	7364	-

Resolution No. 5**Ordinary Resolution**

Appointment of Shri Samir Mehta (DIN: 00061903) as Executive Chairman of the Company for a period of Five years w.e.f. 1st April, 2018 and approving his terms and conditions including remuneration.

	Number of members	No. of Shares	% of total valid votes
In favour	250	373015464	99.98
In against	14	87070	0.02
Invalid	13	7444	-



Resolution No. 6**Ordinary Resolution**

Appointment of Shri Jinal Mehta (DIN: 02685284) as Managing Director of the Company for a period of Five years w.e.f. 1st April, 2018 and approving his terms and conditions including remuneration.

	Number of members	No. of Shares	% of total valid votes
In favour	243	370731992	99.36
In against	22	2370642	0.64
Invalid	12	7344	-

Resolution No. 7**Ordinary Resolution**

Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2018-19.

	Number of members	No. of Shares	% of total valid votes
In favour	250	373061431	99.99
In against	14	41103	0.01
Invalid	13	7444	-



Resolution No. 8**Ordinary Resolution**

Modification in remuneration of Shri Varun Mehta, Vice President holding office or place of profit.

	Number of members	No. of Shares	% of total valid votes
In favour	244	370777989	99.38
In against	21	2324645	0.62
Invalid	12	7344	-

Resolution No. 9**Special Resolution**

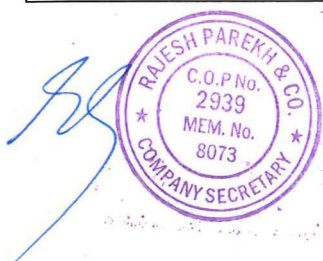
Enhancement of Borrowing Limits

	Number of members	No. of Shares	% of total valid votes
In favour	246	371617307	99.60
In against	20	1485327	0.40
Invalid	12	7344	-

Resolution No. 10**Special Resolution**

Creation of Charge

	Number of members	No. of Shares	% of total valid votes
In favour	246	371617307	99.60
In against	20	1485327	0.40
Invalid	12	7344	-



Resolution No. 11**Special Resolution**

Re-appointment of Smt. Bhavna Doshi (DIN: 00400508) as an Independent Director on the Board of the Company, for second and final term from 4th August, 2018 to 30th September, 2021 (both days inclusive).

	Number of members	No. of Shares	% of total valid votes
In favour	240	372338578	99.80
In against	26	764056	0.20
Invalid	12	7344	-

Resolution No. 12**Special Resolution**

Re-appointment of Ms. Dharmishta N. Raval (DIN: 02792246) as an Independent Director on the Board of the Company, for second and final term from 16th October, 2018 to 30th September, 2021 (both days inclusive).

	Number of members	No. of Shares	% of total valid votes
In favour	186	360846787	96.72
In against	79	12255847	3.28
Invalid	12	7344	-



Resolution No. 13**Special Resolution**

Re-appointment of Shri Samir Barua (DIN: 00211077) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 30th September, 2022 (both days inclusive).

	Number of members	No. of Shares	% of total valid votes
In favour	245	368255376	98.70
In against	20	4847258	0.30
Invalid	12	7344	-

Resolution No. 14**Special Resolution**

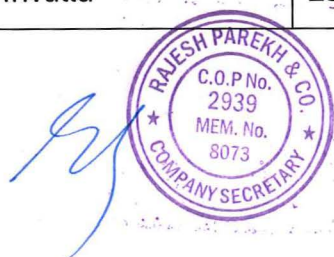
Re-appointment of Shri Keki Mistry (DIN: 00008886) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 31st March, 2024.

	Number of members	No. of Shares	% of total valid votes
In favour	181	359087605	96.24
In against	84	14015029	3.76
Invalid	12	7344	-

Resolution No. 15**Special Resolution**

Re-appointment of Shri Pankaj Patel (DIN: 00131852) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 31st March, 2024.

	Number of members	No. of Shares	% of total valid votes
In favour	239	367882310	98.60
In against	25	5219554	1.40
Invalid	13	8114	-

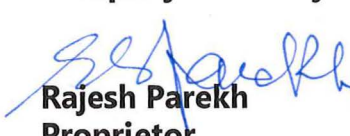


8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (for Poll voting and Remote e-voting) for each resolution is enclosed.
9. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking you,

Yours faithfully,

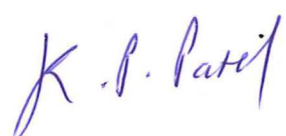
**For Rajesh Parekh & Co.
Company Secretary**


Rajesh Parekh
Proprietor
Mem. No. 8073
C.O.P No. 2939



Name and Address of Witness of unblocking of Remote e-voting

1. Mr. Kamlesh Patel
2, Umiya Bunglows, Opp.Divine Bunglows,
Science City Road, Ahmedabad-380060.
2. Mr. Sharvil Suthar
D-36, Tulsikunj Society, B/h Vaibhav Hall,
Ghodasar, Ahmedabad - 380050




Counter Signed by



Samir Mehta
Chairman
Torrent Power Limited

Report of Scrutinizer on Remote e-voting Results

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

Date: 1st August, 2018

To,
The Chairman
Torrent Power Limited
'Samanvay', 600, Tapovan
Ambawadi, Ahmedabad-380015

Dear Sir,

Re: 14th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Wednesday, 1st August, 2018 at 09:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad - 380015.

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the purpose of scrutinizing remote e-voting process on the below mentioned resolutions proposed at the 14th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Wednesday, 1st August, 2018 at 09:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. The Company had provided the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Wednesday, 25th July, 2018 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the businesses specified in the Notice of 14th AGM.
2. In accordance with the Notice of 14th AGM sent to the shareholders, the voting through electronic means/remote e-voting was started at 9.00 a.m. on Saturday, 28th July, 2018 and ended at 5.00 p.m. on Tuesday, 31st July, 2018.
3. The votes were unblocked from the remote e-voting website of the Central Depository Services (India) Limited (CDSL) (www.evotingindia.com), in the presence of Mr. Kamlesh Patel and Mr. Sharvil Suthar on 1st August, 2018 at 12:43 p.m., who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. The result of the remote e-voting is as under:



Resolution No. 1, Ordinary Resolution

Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018, including reports of the Auditors and the Board of Directors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
210	372975510	99.99

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
11	39178	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	12777

Resolution No. 2, Ordinary Resolution

Declaration of dividend of Rs. 5.00 per share on equity shares of Rs. 10/- each of the Company for the financial year ended 31st March, 2018.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
211	372988287	99.99

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
10	39078	0.01

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	100



Resolution No. 3, Ordinary Resolution

Re-appointment of Shri Samir Mehta (DIN: 00061903), who retired by rotation and being eligible offered himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
204	372752998	99.93

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
18	274466	0.07

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01

Resolution No. 4, Ordinary Resolution

Modification to the resolution related to appointment of Statutory Auditors (M/s. Price Waterhouse Chartered Accountants LLP).

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
120	355987665	95.43

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
101	17039799	4.57

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01



Resolution No. 5, Ordinary Resolution

Appointment of Shri Samir Mehta (DIN: 00061903) as Executive Chairman of the Company for a period of Five years w.e.f. 1st April, 2018 and approving his terms and conditions including remuneration.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
208	372940639	99.98

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
12	86725	0.02

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
02	101

Resolution No. 6, Ordinary Resolution

Appointment of Shri Jinal Mehta (DIN: 02685284) as Managing Director of the Company for a period of Five years w.e.f. 1st April, 2018 and approving his terms and conditions including remuneration.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
201	370657167	99.36

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
20	2370297	0.64

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01



Resolution No. 7, Ordinary Resolution

Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2018-19.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
208	372986606	99.99

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
12	40758	0.01

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
02	101

Resolution No. 8, Ordinary Resolution

Modification in remuneration of Shri Varun Mehta, Vice President holding office or place of profit.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
202	370703164	99.38

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
19	2324300	0.62

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01



Resolution No. 9, Special Resolution

Enhancement of Borrowing Limits

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
204	371542482	99.60

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
18	1484982	0.40

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01

Resolution No. 10, Special Resolution

Creation of Charge

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
204	371542482	99.60

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
18	1484982	0.40

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01



Resolution No. 11, Special Resolution

Re-appointment of Smt. Bhavna Doshi (DIN: 00400508) as an Independent Director on the Board of the Company, for second and final term from 4th August, 2018 to 30th September, 2021 (both days inclusive).

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
198	372263753	99.80

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
24	763711	0.20

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01

Resolution No. 12, Special Resolution

Re-appointment of Ms. Dharmishta N. Raval (DIN: 02792246) as an Independent Director on the Board of the Company, for second and final term from 16th October, 2018 to 30th September, 2021 (both days inclusive).

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
144	360771962	96.71

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
77	12255502	3.29

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01



Resolution No.13, Special Resolution

Re-appointment of Shri Samir Barua (DIN: 00211077) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 30th September, 2022 (both days inclusive).

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
203	368180551	98.70

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
18	4846913	1.30

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01

Resolution No. 14, Special Resolution

Re-appointment of Shri Keki Mistry (DIN: 00008886) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 31st March, 2024.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
139	359012780	96.24

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
82	14014684	3.76

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01



Resolution No. 15, Special Resolution

Re-appointment of Shri Pankaj Patel (DIN: 00131852) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 31st March, 2024.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
198	367808255	98.60

(ii) Voted **against** the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
23	5219209	1.40

(iii) **Invalid** votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
01	01

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you,
Yours faithfully,

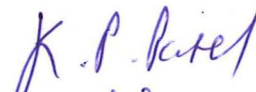
**For Rajesh Parekh & Co.
Company Secretary**


**Rajesh Parekh
Proprietor
Mem No. 8073
C.O.P No. 2939**



Name and Address of Witnesses of unblocking of Remote e-voting

- 1. Mr. Kamlesh Patel**
2, Umiya Bunglows, Opp.Divine Bunglows,
Science City Road, Ahmedabad-380060.
- 2. Mr. Sharvil Suthar**
D-36, Tulsikunj Society, B/h Vaibhav Hall,
Ghodasar, Ahmedabad - 380050




Counter Signed by


**Samir Mehta
Chairman
Torrent Power Limited**

FORM NO. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21 (2) of the
Companies (Management and Administration) Rules, 2014]

Date: 1st August, 2018

To,
The Chairman
Torrent Power Limited
'Samanvay', 600, Tapovan
Ambawadi, Ahmedabad-380015

Dear Sir,

Re: 14th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Wednesday, 1st August, 2018 at 09:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad - 380015.

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the purpose of scrutinizing poll taken on the below mentioned resolutions, at the 14th AGM of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Wednesday, 1st August, 2018 at 9.30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, the Registrar and Transfer Agents of the Company, and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
4. The result of the Poll is as under:



Resolution No. 1, Ordinary Resolution

Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018, including reports of the Auditors and the Board of Directors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343

Resolution No. 2, Ordinary Resolution

Declaration of dividend of Rs. 5.00 per share on equity shares of Rs. 10/- each of the Company for the financial year ended 31st March, 2018.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
43	74870	99.60

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	300	0.40

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343



Resolution No. 3, Ordinary Resolution

Re-appointment of Shri Samir Mehta (DIN: 00061903), who retired by rotation and being eligible offered himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
43	74870	99.60

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	300	0.40

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343

Resolution No. 4, Ordinary Resolution

Modification to the resolution related to appointment of Statutory Auditors (M/s. Price Waterhouse Chartered Accountants LLP).

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	74850	99.60*

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
01	300	0.40

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
12	7363



Resolution No. 5, Ordinary Resolution

Appointment of Shri Samir Mehta (DIN: 00061903) as Executive Chairman of the Company for a period of Five years w.e.f. 1st April, 2018 and approving his terms and conditions including remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343

Resolution No. 6, Ordinary Resolution

Appointment of Shri Jinal Mehta (DIN: 02685284) as Managing Director of the Company for a period of Five years w.e.f. 1st April, 2018 and approving his terms and conditions including remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343



Resolution No. 7, Ordinary Resolution

Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2018-19.

(i) Voted **in favour** of the resolution:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	Total number of members (in person or by proxy) whose votes were declared invalid
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343

Resolution No. 8, Ordinary Resolution

Modification in remuneration of Shri Varun Mehta, Vice President holding office or place of profit.

(i) Voted **in favour** of the resolution:

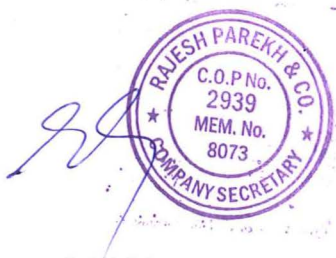
Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343



Resolution No. 9, Special Resolution

Enhancement of Borrowing Limits

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343

Resolution No. 10, Special Resolution

Creation of Charge

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of members present and voting (in person or by proxy)	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343



Resolution No. 11, Special Resolution

Re-appointment of Smt. Bhavna Doshi (DIN: 00400508) as an Independent Director on the Board of the Company, for second and final term from 4th August, 2018 to 30th September, 2021 (both days inclusive).

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of members present and voting (in person or by proxy)	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343

Resolution No. 12, Special Resolution

Re-appointment of Ms. Dharmishta N. Raval (DIN: 02792246) as an Independent Director on the Board of the Company, for second and final term from 16th October, 2018 to 30th September, 2021 (both days inclusive).

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of members present and voting (in person or by proxy)	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343



Resolution No.13, Special Resolution

Re-appointment of Shri Samir Barua (DIN: 00211077) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 30th September, 2022 (both days inclusive).

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of members present and voting (in person or by proxy)	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343

Resolution No. 14, Special Resolution

Re-appointment of Shri Keki Mistry (DIN: 00008886) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 31st March, 2024.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of members present and voting (in person or by proxy)	% of total number of valid votes cast
42	74825	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	7343



Resolution No. 15, Special Resolution

Re-appointment of Shri Pankaj Patel (DIN: 00131852) as an Independent Director on the Board of the Company, for second and final term from 1st April, 2019 to 31st March, 2024.

(i) Voted **in favour** of the resolution:

Number of members present and voted (in person or by proxy)	Number of members present and voting (in person or by proxy)	% of total number of valid votes cast
41	74055	99.54

(ii) Voted **against** the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
02	345	0.46

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
12	8113

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company.

Thanking you,
Yours faithfully,

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

**Rajesh Parekh
Proprietor
Mem No. 8073
C.O.P No. 2939**



Counter Signed by

**Samir Mehta
Chairman
Torrent Power Limited**