

### Declaration of results of Postal Ballot and E-voting

Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement with Stock Exchanges and SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 and CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013, the notice of Postal Ballot and e-voting dated 12<sup>th</sup> March, 2015 had been circulated to the shareholders of the Company for seeking their consent for resolutions as stated herein below on the matters set out therein.

The Company had also provided e-voting facility to the shareholders to enable them to cast their votes electronically on the resolutions proposed in the Notice of Postal Ballot and e-voting. The voting (by means of Postal Ballot and e-voting) was open from 9.30 a.m. on 6<sup>th</sup> April, 2015 up to 5.30 p.m. on 5<sup>th</sup> May, 2015.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and e-voting in a fair and transparent manner. Shri Rajesh Parekh, Scrutinizer has carried out the scrutiny of all the postal ballot forms received and votes casted by means of e-voting from 9.30 a.m. on 6<sup>th</sup> April, 2015 up to 5.30 p.m. on 5<sup>th</sup> May, 2015 and submitted his Report on 8<sup>th</sup> May, 2015. The Report of Scrutinizer is attached herewith.

The Results as per the Scrutinizer's above mentioned Report is as follows:

Item No. of Notice	Matter	Type of Resolution	No. of Votes in favour	% of Votes in Favour	No. of Votes Against	% of Votes Against
1.	To approve the proposed Composite Scheme of Amalgamation of Torrent Energy Limited ("TEL" or "Transferor Company-1") and Torrent Cables Limited ("TCL" or "Transferor Company-2") with Torrent Power Limited ("TPL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("Scheme of Amalgamation")	*	10,87,44,023	99.967	35,652	0.033
2.	To approve the revision in terms of appointment of Shri Jinal Mehta, Whole-time Director of the Company.	Ordinary	34,98,39,242	96.940	1,10,44,140	3.060

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

Based on the Report of the Scrutinizer, both the Resolutions as set out in the Notice of Postal Ballot and e-voting dated 12<sup>th</sup> March, 2015 have been duly approved by the shareholders with requisite majority.

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

**For Torrent Power Limited**

  
**Sudhir Mehta**  
 Chairman  
 DIN: 00061871



Encl: Report of Scrutinizer



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

### [Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

### **Re: Passing of resolutions through postal ballot and e-voting**

I, Rajesh Parekh, Practicing Company Secretary, 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad – 380009, appointed as Scrutinizer by the Board of Directors of the Torrent Power Limited ("the Company") with respect to the resolutions to be passed through Postal Ballot and e-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement with Stock Exchanges and SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February, 2013 and CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May, 2013; to process and scrutinize postal ballot forms received from shareholders and to scrutinize votes cast electronically using e-voting system of National Securities Depository Limited (NSDL) during the voting period as stated herein below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company had completed on 1<sup>st</sup> April, 2015, the dispatch of the Notice of Postal Ballot and e-voting dated 12<sup>th</sup> March, 2015 together with Postal Ballot Form ('Form') along with self-addressed postage prepaid business reply envelopes by way of Registered Post and additionally, on 4<sup>th</sup> April, 2015, sending of e-mails of Notice for voting by electronic platform of NSDL to its shareholders whose name(s) appeared on the Register of Members as on 27<sup>th</sup> February, 2015, for seeking approval of following business by postal ballot and e-voting:

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

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

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



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

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

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



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

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

Thanking you,

Yours faithfully,

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

  
**Rajesh Parekh  
Proprietor**

**Mem. No. 8073**

**Cert. No. 2939**



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

Place: Ahmedabad

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

We, the undersigned witnesseth that:

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

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

Place: Ahmedabad



**Witness 1:**

**Mr. Sunit Kumar Darjee**

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



**Witness 2 :**

**Mr. Parthil Shah**

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

**COUNTERSIGNED BY ME  
For Torrent Power Limited**





**Sudhir Mehta  
Chairman**

**DIN: 00061871**