

Declaration of results of Postal Ballot and E-voting

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), 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), the Notice for Postal Ballot and e-voting (including proposed Resolution and Explanatory Statement setting out the material facts pertaining to the said resolution pursuant and as required under Section 102 of the Act, other applicable provisions of the Act and Clause 49 of the Equity Listing Agreement) dated 4th August, 2015 had been circulated to the members of the Company for seeking their consent for resolution as stated herein below on the matters set out therein.

The Company had also provided e-voting facility to its members to enable them to cast their votes electronically on the resolution proposed in the Notice for Postal Ballot and e-voting. The voting (by means of Postal Ballot and e-voting) was open from 9.30 a.m. on Wednesday, 16th September, 2015 till 5.00 p.m. on Thursday, 15th October, 2015.

The Board of Directors of the Company 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 cast by means of e-voting from 9.30 a.m. on Wednesday, 16th September, 2015 till 5.00 p.m. on Thursday, 15th October, 2015 and submitted his Report on 16th October, 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.	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.	Ordinary	33,54,09,727	99.982	60,406	0.018

Based on the Report of the Scrutinizer, the Resolution as set out in the Notice of Postal Ballot and e-voting dated 4th August, 2015 have been duly approved by the members with requisite majority.

Date: 16th October, 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 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 15th September, 2015, the dispatch of the Notice of Postal Ballot and e-voting dated 4th August, 2015 together with Postal Ballot Form ('Form') along with self-addressed postage prepaid business reply envelope by way of Courier and additionally, on 15th 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 21st 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, 16th September, 2015 and ended at 5.00 p.m. on Thursday, 15th 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) at 5.05 p.m. on 15th 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 15th 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 21st 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 (99.982%)
5.	Valid votes cast (including e-voting) against the resolution and its %	18	60,406 (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: 16th 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) in our presence at 5.05 p.m. on 15th October, 2015 at the office of Shri Rajesh Parekh, the Scrutinizer.

Date: 16th 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