

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

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") 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), the Notice for Postal Ballot and E-voting (including proposed Special Resolution and Explanatory Statement setting out the material facts pertaining to the said resolution pursuant and as required under Section 102 and other applicable provisions of the Act, rules made thereunder and applicable Listing requirements) dated 20<sup>th</sup> November, 2015 had been circulated to the Members of the Company for seeking their consent for Special Resolution pursuant to section 62(3) of the Act, 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 Tuesday, 1<sup>st</sup> December, 2015 till 5.00 p.m. on Wednesday, 30<sup>th</sup> December, 2015.

The Board of Directors of the Company had appointed Shri Rajesh Parekh, Practising Company Secretary as a Scrutinizer failing him, Shri Kamlesh Patel, Practising Company Secretary, as an Alternate 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 Tuesday, 1<sup>st</sup> December, 2015 till 5.00 p.m. on Wednesday, 30<sup>th</sup> December, 2015 and submitted his Report on Thursday, 31<sup>st</sup> December, 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 availing of the Financial Assistance, having an option available to the Lenders for conversion of such Financial Assistance into Equity Shares of the Company upon occurrence of certain events.	Special	34,46,67,913	94.031	2,18,78,030	5.969

Based on the Report of the Scrutinizer, the Special Resolution as set out in the Notice of Postal Ballot and E-voting dated 20<sup>th</sup> November, 2015 has been duly approved by the members with requisite majority.

**Date:** 31<sup>st</sup> December, 2015



**For Torrent Power Limited**

*A. Mehta*

**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 Special Resolution through Postal Ballot and E-voting**

I, Rajesh Parekh, Practicing Company Secretary of Ahmedabad, appointed as Scrutinizer by Torrent Power Limited ("the Company") with respect to the special resolution to be passed through Postal Ballot and E-voting in accordance with the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") 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 with Stock Exchanges; 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 30<sup>th</sup> November, 2015, the dispatch of the Notice of Postal Ballot and E-voting dated 20<sup>th</sup> November, 2015 together with Postal Ballot Form ('Form') along with self-addressed postage prepaid business reply envelope by way of Courier and additionally, on 30<sup>th</sup> November, 2015, sending of e-mails of Notice for voting through Postal Ballot & E-voting facility provided by CDSL to the Members whose name(s) appeared on the Register of Members as on 20<sup>th</sup> November, 2015, for seeking approval of following business by Postal Ballot and E-voting:

Type of Resolution	Particulars
Special	To approve availing of the Financial Assistance, having an option available to the Lenders for conversion of such Financial Assistance into Equity Shares of the Company upon occurrence of certain events

2. The voting by Postal Ballot and E-voting commenced at 9.30 a.m. on Tuesday, 1<sup>st</sup> December, 2015 and ended at 5.00 p.m. on Wednesday, 30<sup>th</sup> December, 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. Nisha Meghrajani and Ms. Priyanka Gohel. The E-voting results/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) at 5.05 p.m. on 30<sup>th</sup> December, 2015 in the presence of two witnesses, viz., Ms. Nisha Meghrajani and Ms. Priyanka Gohel.
4. All Postal Ballot Forms (including E-voting) received up to 5.00 p.m. on 30<sup>th</sup> December, 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 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 20<sup>th</sup> November, 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	To approve availing of the Financial Assistance, having an option available to the Lenders for conversion of such Financial Assistance into Equity Shares of the Company upon occurrence of certain events	
		No. of postal ballot forms/ votes (including e-voting)	No. of Equity Shares (votes)
1.	Total postal ballot forms / votes (including e-voting) received	272	36,65,47,516
2.	Less : Invalid postal ballot forms / votes (including e-voting) received (as per register)	13	1,573
3.	Net valid postal ballot forms / votes (including e-voting) received (as per register)	259	36,65,45,943
4.	Valid votes (including e-voting) cast in favour of the resolution and its %	176	34,46,67,913 (94.031)
5.	Valid votes cast (including e-voting) against the resolution and its %	83	2,18,78,030 (5.969)


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: 31<sup>st</sup> December, 2015

Place: Ahmedabad

### Declaration by witness for postal ballot and e-voting

We, the undersigned witnesseth that:

1. the Postal Ballot Forms received were opened in our presence;
2. the E-voting results/list was unblocked and downloaded from the CDSL website ([www.evotingindia.com](http://www.evotingindia.com)) in our presence at 5.05 p.m. on 30<sup>th</sup> December, 2015 at the office of Shri Rajesh Parekh, the Scrutinizer.

Date: 31<sup>st</sup> December, 2015

Place: Ahmedabad



Witness 1: 

**Ms. Nisha Meghrajani**  
118/2/B, Kranchi Bhavan,  
Nr. New Railway Crossing,  
Maninagar, Ahmedabad -  
380008

Witness 2 : 

**Priyanka Gohel**  
6/5, Tulsi Shyam Flats,  
Bhimjipura, Nava Vadaj  
Ahmedabad-380013

**COUNTERSIGNED BY ME**  
**For Torrent Power Limited**



**Sudhir Mehta**  
**Chairman**  
**DIN: 00061871**