

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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice for Postal Ballot and E-voting dated 12th January, 2017 (including proposed Special Resolution and Explanatory Statement setting out the material facts pertaining to the said resolution pursuant to and as required under Section 102 and other applicable provisions of the Act, rules made thereunder and applicable Listing requirements) had been circulated to the Members of the Company for seeking their consent on Special Resolution pursuant to Sections 42, 71 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules 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 Special Resolution proposed in the Notice. The voting (by means of Postal Ballot and E-voting) was open from 9.30 a.m. on Wednesday, 25th January, 2017 till 5.00 p.m. on Thursday, 23rd February, 2017.

The Board of Directors of the Company had appointed Shri Rajesh Parekh, Practicing Company Secretary as a Scrutinizer failing him, Shri Kamlesh Patel, Practicing 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 Wednesday, 25th January, 2017 till 5.00 p.m. on Thursday, 23rd February, 2017. The Report of Scrutinizer is enclosed 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 issuance of Secured, Redeemable, Non-Convertible Debentures (NCDs) not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only), at par, on a Private Placement basis within the overall Borrowing Limits of the Company	Special	35,80,33,382	99.9999	489	0.0001

Based on the Report of the Scrutinizer, the Special Resolution as set out in the Notice of Postal Ballot and E-voting dated 12th January, 2017 has been duly approved by the Members with requisite majority.

Date: 24-02-2017

For, Torrent Power Limited


Sudhir Menta

Chairman

DIN: 00061871

ENCL: Report of Scrutinizer

TORRENT POWER LIMITED

CIN : L31200GJ2004PLC044068

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
"Tapovan", 600,
Tapovan, Ambawadi,
Ahmedabad-380015

Dear Sir,

Re: Passing of Special Resolution through Postal Ballot and E-voting

I, Rajesh Parekh, Practicing Company Secretary, appointed as Scrutinizer by 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 ("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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to process and scrutinize Postal Ballot forms received from members and 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 24th January, 2017, the dispatch of the Notice of Postal Ballot and E-voting dated 12th January, 2017 together with Postal Ballot Form ('Form') along with self-addressed postage prepaid business reply envelope by way of courier and additionally, on 24th January, 2017 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 31st December, 2016 for seeking approval of following business by Postal Ballot and E-voting:

Type of Resolution	Particulars
Special	To approve issuance of Secured, Redeemable, Non-Convertible Debentures (NCDs) not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only), at par, on a Private Placement basis within the overall Borrowing Limits of the Company



2. The voting by Postal Ballot and E-voting commenced 9.30 a.m. on Wednesday, 25th January, 2017 and ended at 5.00 p.m. on Thursday, 23rd February, 2017. (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. Nidhi Parikh and Ms. Priya Lohia. The E-voting results/list was unblocked and downloaded from the CDSL website (www.evotingindia.com) at 5.05 p.m. on 23rd February, 2017 in the presence of two witnesses viz. Ms. Nidhi Parikh and Ms. Priya Lohia.
4. All Postal Ballot (including E-voting) received up to 5.00 p.m. on 23rd February, 2017, 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 31st December, 2016. In case of voting by companies, institutions, trusts, societies etc., I have verified the requisite documents authorizing 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 defected 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 issuance of Secured, Redeemable, Non-Convertible Debentures (NCDs) not exceeding Rs. 1500 Crores(Rupees One Thousand Five Hundred Crores only), at par, on a Private Placement basis within overall Borrowing Limits of the Company	
		No. of postal ballot (including e-voting)	No. of Equity Shares (votes including e-voting)
1.	Total postal ballot forms/votes (including e-voting) received	289	35,80,52,968
2.	Less: Invalid postal ballot forms/ votes(including e-	10	19,097



	e-voting) received		
2.	Less: Invalid postal ballot forms/ votes(including e-voting) received (as per register)	10	19,097
3.	Net valid postal ballot forms/ votes (including e-voting) received (as per register)	279	35,80,33,871
4.	No. of Valid Postal Ballot Forms/Valid votes (including e-voting) cast in favour of the resolution and its %	271	35,80,33,382 (99.9999)
5.	No. of Valid Postal Ballot Forms/Valid votes cast (including e-voting) against the resolution and its %	8	489 (0.0001)


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.

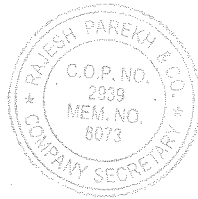
You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Thanking you,

Yours Faithfully,

For Rajesh Parekh & Co.
Company Secretary


Rajesh Parekh
Proprietor
Mem. No. 8073
Cert. No. 2939



Date: 24th February, 2017

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) in our presence at 5.05 p.m. on 23rd February, 2017 at the office of Shri Rajesh Parekh, the Scrutinizer.

Date: 24th February, 2017

Place: Ahmedabad



Nidhi
Witness 1:

Ms. Nidhi Parikh

D/1, Sundaram Apartment,
27, Jagabhai Park Maninagar,
Ahmedabad-380008

Priya Lohia
Witness 2:

Ms. Priya Lohia

C-204, Kalasagar Appt.
Nr, BSNL Office
Shahibaug, Ahmedabad-
380004

COUNTERSIGNED BY ME

For Torrent Power Limited

Sudhir Mehta
Sudhir Mehta
Chairman
DIN: 00061871

3