

**19<sup>th</sup> ANNUAL GENERAL MEETING (“AGM”) HELD ON THURSDAY, AUGUST 10, 2023**

**DECLARATION OF RESULTS OF REMOTE E-VOTING AND E-VOTING DURING THE AGM**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time read with circulars dated December 28, 2022, May 05, 2022, January 13, 2021, May 05, 2020, April 13, 2020 and April 08, 2020 issued by Ministry of Corporate Affairs, Torrent Power Limited (“the Company”) had provided remote e-voting facility and e-voting facility during the Meeting (“e-voting”), to its Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 19<sup>th</sup> AGM. For providing e-voting facility, the Company has appointed Central Depository Services (India) Limited (“CDSL”). The remote e-voting was open from 9:00 am on Sunday, August 06, 2023 up to 5:00 pm on Wednesday, August 09, 2023 and thereafter remote e-voting was disabled by CDSL.

Further, the Members who had not cast their votes earlier through remote e-voting were provided the facility to cast their vote electronically during the course of the AGM and till 15 minutes after completion of AGM.

The Board of Directors had appointed Rajesh Parekh, Partner, RPAP & Co., Practicing Company Secretary (Membership No. A8073) and failing him Jitesh Patel, Practicing Company Secretary (Membership No. A20400), as the Scrutinizer to scrutinize the remote e-voting process and e-voting, in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes received during the voting period and submitted his Consolidated Report, on August 10, 2023. The Consolidated Report of Scrutinizer on remote e-voting and e-voting during AGM 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
<b>Ordinary Business</b>						
1.	Adoption of the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, including reports of the Auditor’s and the Board’s Report thereon.	Ordinary	435843172	100.00	138	0.00
2.	Adoption of the Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, including report of the Auditor’s thereon.	Ordinary	435843172	100.00	138	0.00
3.	Confirmation of payment of interim dividend of ₹ 22.00 per equity share and Approval of Final Dividend ₹ 4.00 per equity share for the Financial Year ended March 31, 2023.	Ordinary	435821452	99.99	21858	0.01
4.	Re-appointment of Jinal Mehta (DIN: 02685284), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	434920803	99.79	914504	0.21
<b>Special Business</b>						
5.	Commission to Non-Executive Directors.	Ordinary	434729798	99.74	1113472	0.26
6.	Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Accountants for FY 2023-24.	Ordinary	435841129	100.00	2181	0.00
7.	Enhancement of Borrowing Limits upto ₹ 25,000 Crore.	Special	435840646	100.00	2598	0.00
8.	Creation of Charges.	Special	435840467	100.00	2727	0.00
9.	Issuance of Non-Convertible Debentures on a private placement basis upto ₹ 3,000 Crore in one or more tranches.	Special	435840525	100.00	2745	0.00



Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 19<sup>th</sup> AGM have been duly approved by the Members with requisite majority.

**For, Torrent Power Limited**

Place: Ahmedabad  
Date: August 10, 2023

**Samir Mehta**  
**Chairperson**

# RPAP & Co.

## Company Secretaries

104 Ashwamegh Avenue  
Nr. Mithakhali Underbridge,  
Navrangpura, Ahmedabad - 380 009.

Phone: (O) 40045660

Mobile: 98797 92252; 8511000719

E: mail: [rpap@csrajeshparekh.in](mailto:rpap@csrajeshparekh.in); [support@csrajeshparekh.in](mailto:support@csrajeshparekh.in)

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### Consolidated Report of Scrutinizer on remote e-voting and e-voting during 19<sup>th</sup> Annual General Meeting ("AGM") of Torrent Power Limited

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies  
(Management and Administration) Rules, 2014 and amendment thereof]

Date: August 10, 2023

To,  
The Chairperson  
Torrent Power Limited  
"Samanvay", 600 Tapovan,  
Ambawadi, Ahmedabad - 380 015.

Dear Sir,

**Re: 19<sup>th</sup> AGM of the Equity Shareholders of Torrent Power Limited (the "Company")  
held on Thursday, August 10, 2023 at 9:30 am through Video Conferencing /  
Other Audio Visual Means ("VC / OAVM").**

I, Rajesh Parekh, Practicing Company Secretary had been appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the remote e-voting and e-voting process in respect of the below mentioned resolutions proposed at 19<sup>th</sup> AGM of the Company, held on Thursday, August 10, 2023 at 9:30 am through VC / OAVM.

I hereby submit my report as under:

1. Notice in relation to the aforesaid Meeting was sent by the Company by email to those Members whose emails are registered with the Company.
2. The Company had provided the remote e-voting and e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical and dematerialized form, as on the cut-off date i.e. Thursday, August 03, 2023 to exercise their right to vote on any or all of the businesses specified in the Notice of 19<sup>th</sup> AGM.

The details of the Members as on cut-off date and number of total shares of the Company on cut-off date as under:

No. of Members on cut-off date	No. of total shares of the Company on cut-off date
123738	480616784

3. In accordance with the Notice of 19<sup>th</sup> AGM sent to the Members, the voting through remote e-voting was started on Sunday, August 06, 2023 at 9:00 am and ended on Wednesday, August 09, 2023 at 5:00 pm. Thereafter, e-voting module was disabled by the CDSL.
4. The facility of e-voting during AGM through VC / OAVM was provided by CDSL pursuant to Circular dated January 13, 2021, May 05, 2020 read with Circulars dated December 28, 2022, May 05, 2022, April 13, 2020 and April 08, 2020 issued by Ministry of Corporate Affairs.
5. The Members who were present at the AGM through VC/ OAVM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
6. Details of Members attended the Meeting and number of Members who casted their vote at the Meeting is as under:

No. of Members attended AGM	No. of Members casted vote during AGM
57	03

7. After the closure of e-voting during AGM, the votes casted through remote e-voting and through e-voting during AGM were unblocked from the website of the CDSL ([www.evotingindia.com](http://www.evotingindia.com)) in the presence of Ms. Aishwarya Parekh and Mr. Jay Surti on Thursday, August 10, 2023 at 10:51 am, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
8. The consolidated results of remote e-voting and the e-voting during AGM are as under:

**Resolution No. 1, Ordinary Resolution:**

**Adoption of the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, including reports of the Auditor's and the Board's Report thereon**

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	437	435841132	100.00
E-voting during AGM	03	2040	100.00
<b>Total</b>	<b>440</b>	<b>435843172</b>	<b>100.00</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	04	138	0.00
E-voting during AGM	00	00	0.00
<b>Total</b>	<b>04</b>	<b>138</b>	<b>0.00</b>

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>

**Resolution No. 2, Ordinary Resolution:**

**Adoption of the Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, including report of the Auditor's thereon**

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	437	435841132	100.00
E-voting during AGM	03	2040	100.00
<b>Total</b>	<b>440</b>	<b>435843172</b>	<b>100.00</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	04	138	0.00
E-voting during AGM	00	00	0.00
<b>Total</b>	<b>04</b>	<b>138</b>	<b>0.00</b>

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>

**Resolution No. 3, Ordinary Resolution:**

**Confirmation of payment of interim dividend of ₹ 22.00 per equity share and Approval of Final Dividend ₹ 4.00 per equity share for the Financial Year ended March 31, 2023**

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	437	435819412	99.99
E-voting during AGM	03	2040	100.00
<b>Total</b>	<b>440</b>	<b>435821452</b>	<b>99.99</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	04	21858	0.01
E-voting during AGM	00	00	0.00
<b>Total</b>	<b>04</b>	<b>21858</b>	<b>0.01</b>

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>

**Resolution No. 4, Ordinary Resolution:**

**Re-appointment of Jinal Mehta (DIN: 02685284), who retires by rotation and being eligible offers himself for re-appointment**

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	423	434918763	99.79
E-voting during AGM	03	2040	100.00
<b>Total</b>	<b>426</b>	<b>434920803</b>	<b>99.79</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	21	914504	0.21
E-voting during AGM	00	00	0.00
<b>Total</b>	<b>21</b>	<b>914504</b>	<b>0.21</b>

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>



**Resolution No. 5, Ordinary Resolution:**

<b>Commission to Non-Executive Directors</b>
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1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	422	434729758	99.74
E-voting during AGM	02	40	1.96
<b>Total</b>	<b>424</b>	<b>434729798</b>	<b>99.74</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	19	1111472	0.26
E-voting during AGM	01	2000	98.04
<b>Total</b>	<b>20</b>	<b>1113472</b>	<b>0.26</b>

3. **Invalid Votes:**

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>

**Resolution No. 6, Ordinary Resolution:**

**Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Accountants for FY 2023-24**

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	432	435839089	100.00
E-voting during AGM	03	2040	100.00
<b>Total</b>	<b>435</b>	<b>435841129</b>	<b>100.00</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	09	2181	0.00
E-voting during AGM	00	00	0.00
<b>Total</b>	<b>09</b>	<b>2181</b>	<b>0.00</b>

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>

**Resolution No. 7, Special Resolution:**

**Enhancement of Borrowing Limits upto ₹ 25,000 Crore**

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	431	435838606	100.00
E-voting during AGM	03	2040	100.00
<b>Total</b>	<b>434</b>	<b>435840646</b>	<b>100.00</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	10	2598	0.00
E-voting during AGM	00	00	0.00
<b>Total</b>	<b>10</b>	<b>2598</b>	<b>0.00</b>

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>

**Resolution No. 8, Special Resolution:**

**Creation of Charges**

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	428	435838427	100.00
E-voting during AGM	03	2040	100.00
<b>Total</b>	<b>431</b>	<b>435840467</b>	<b>100.00</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	12	2727	0.00
E-voting during AGM	00	00	0.00
<b>Total</b>	<b>12</b>	<b>2727</b>	<b>0.00</b>

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>

**Resolution No. 9, Special Resolution:**

**Issuance of Non-Convertible Debentures on a Private Placement basis upto ₹ 3000 Crore in one or more tranches**

1. Voted **in favour** of the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	430	435838485	100.00
E-voting during AGM	03	2040	100.00
<b>Total</b>	<b>433</b>	<b>435840525</b>	<b>100.00</b>

2. Voted **against** the resolution:

Type of voting	Number of Members who voted	Number of votes casted by them	% of total number of valid votes casted
Remote e-voting	11	2745	0.00
E-voting during AGM	00	00	0.00
<b>Total</b>	<b>11</b>	<b>2745</b>	<b>0.00</b>

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	03	1737710
E-voting during AGM	00	00
<b>Total</b>	<b>03</b>	<b>1737710</b>

9. All electronic records containing a list of equity shareholders who voted through remote e-voting and voting at the AGM segregated into "For", "Against" and "Invalid" for each resolution is submitted.

Accordingly, the resolutions proposed at the AGM have been approved by the Members of the Company with requisite majority.

Thanking you,

Yours faithfully,

**For RPAP & Co.  
Company Secretaries**

**Rajesh Parekh  
Partner  
Mem. No. 8073  
C.O.P No. 2939  
UDIN: A008073E000779250  
Peer review No: 1305/2021**

**Name and Address of Witnesses of unblocking of remote e-voting and e-voting during AGM:**

**1. Ms. Aishwarya Parekh**

C/4 Archana Park,  
Hotel President Lane,  
Navrangpura,  
Ahmedabad- 380009

**2. Mr. Jay Surti**

R - 2, Vikram Appartment,  
Nr. Shreyas Crossing, Ambawadi,  
Ahmedabad - 380015

**Counter Signed by**

**Samir Mehta  
Chairperson  
Torrent Power Limited**