

TORRENT POWER LIMITED

INVESTOR PRESENTATION - Q3 2014-15

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GLOSSARY

AMGEN	422 MW Coal based Power Plant
AT&C loss	Aggregate Technical and Commercial loss
CDM	Clean Development Mechanism
CERC	Central Electricity Regulatory Commission
DGEN	1200 MW Gas based Mega Power Plant
DVVNL	Dakshinanchal Vidyut Vitran Nigam Limited
GAIL	Gas Authority of India Limited
GERC	Gujarat Electricity Regulatory Commission
GETCO	Gujarat Electricity Transmission Corporation Limited
ISO	International Organisation for Standardization ISO 9001:2008: Quality Management ISO 14001:2004 : Environmental Management BS OHSAS 18001:2007: Occupational Health and Safety Management ISO 50001:2011: Energy Management
KG	Krishna Godavari

LNG/RLNG	Liquefied Natural Gas / Regasified Liquefied Natural Gas
LTSC/LTMC	Long Term Supply Contract / Long Term Maintenance Contract
MMBTU	Million Metric British Thermal Unit
MSEDCL	Maharashtra State Electricity Distribution Company Limited
NHV/GHV	Net Heating Value/Gross Heating Value
PAF	Plant Availability Factor
PGCIL	Power Grid Corporation of India Limited
PLF	Plant Load Factor
PMT	Panna-Mukta-Tapti
MPPMC	MP Power Management Company
SEZ	Special Economic Zone
SUGEN	1530 MW Gas based Mega Power Plant
T&D loss	Transmission and Distribution loss
UNFCCC	United Nations Framework Convention on Climate Change

OUTLINE



CORE VALUES

INTEGRITY - When truth is paramount

PASSION FOR EXCELLENCE - When best is not enough

PARTICIPATIVE DECISION MAKING - Involvement that engenders effectiveness

CONCERN FOR SOCIETY & ENVIRONMENT - When every smile matters

FAIRNESS WITH CARE - Harnessing equality

TRANSPARENCY - Openness that builds enduring trust

CORPORATE STRATEGY

- Providing end-to-end solutions in order to better serve the end user is the mark of a company dedicated towards its customers.
- Torrent Power, through its seamless integration of services, continually strives to light up the lives of people, in the truest sense of the word.
- From establishing a prominent presence in the generation sector through thermal and renewable generation - to creating a link to the distribution utilities through an effective transmission network - to reaching the end consumer with uninterrupted power supply and 24X7 customer care initiatives through its distribution network, Torrent Power has proven its mettle as an integrated power utility.

TORRENT GROUP - SNAPSHOT



TORRENT POWER LIMITED SNAPSHOT

Torrent Power, the US\$1.45 billion integrated power utility of the Torrent Group, is one of the largest private sector players in India having interests in power generation, transmission and distribution.

Power Generation	 3202 MW capacity with a mix of coal, gas and renewable energy 51 MW solar power project, under- construction 	 Mega Power Plant status to SUGEN and DGEN by Ministry of Power Status of Co-developer at Dabai SEZ by Ministry
Power Transmission	 A 145 km 400 kV double circuit line to evacuate power from its SUGEN power plant. A 400 kV double circuit line from DGEN to PGCIL's Navsari sub-station 	at Dahej SEZ by Ministry of Commerce & Industry to Torrent Energy Limited, a wholly owned subsidiary of the
Power Distribution	 Distributes power to nearly 3 million customers in Ahmedabad, Gandhinagar, Surat, Bhiwandi, Agra and Dahej SEZ 	Company One of the lowest T&D losses in the country in the Ahmedabad and

Surat Distribution license

First Company in India to

be awarded Distribution

areas

Franchisee

TORRENT POWER LIMITED STRUCTURE

Shareholding Pattern as on 31.12.2014



Subsidiaries of Torrent Power Limited: Torrent Energy Limited –

- implemented the 1200 MW Combined Cycle Gas based power project (DGEN)
- distributing power at Dahej SEZ in Bharuch district of Gujarat
- Torrent Power Grid Limited joint venture between Torrent Power Limited and PGCIL for setting up and operating 400 kV transmission system for evacuation of power from SUGEN
- Torrent Solargen Limited (formerly known as Torrent Power Bhiwandi
 Ltd.) – 51 MW solar power project at Charanka Solar park, Patan, Gujarat, under construction

*General Insurance Corporation of India ** Governor of Gujarat with Gujarat State Investments Limited

Torrent Power, along with its subsidiaries, has a portfolio of coal based, gas based and renewable power projects with an aggregate generation capacity of 3198 MW. These projects comprise of:

- □ 1530 MW Gas based SUGEN Mega Power Plant near Surat
- □ 1200 MW Gas based DGEN Mega Power Plant at Dahej SEZ, near Bharuch
- □ 422 MW Coal based AMGEN Power Plant at Ahmedabad
- □ 49.6 MW Wind Power plant at Lalpur, District Jamnagar

51 MW solar power project at Charanka Solar Park near Patan district is also being developed by Torrent Power through its wholly owned subsidiary "Torrent Solargen Limited" (formerly known as Torrent Power Bhiwandi Ltd.).

1530 MW Gas based SUGEN Mega Power Plant

	Commissioning	Three units commissioned in 2009, fourth unit in 2013	
	Location	Near Surat in South Gujarat. Close to all required infrastructure, fuel supply sources and power off-take markets.	I too
	Technology	A combined cycle gas based power plant consisting of four power blocks of 382.5 MW capacity each comprising of one advanced class gas turbine, one steam turbine and common generator connected in single shaft configuration along with Heat Recovery Steam Generator.	
	Fuel Supply	Natural Gas for three units has been sourced from the KG basin fields of Reliance, PMT gas fields and RasGas, Qatar. Fourth Unit is yet to be allocated gas by the Government	Awarded the prestigious "2012 Sword of Honour" by the British Safety Council, U.K. in recognition of its exemplary performance in health and safety management.
	Power Offtake	835 MW (contracted capacity) and 278 MW (pending adoption of tariff by Hon'ble GERC) by Torrent Power Limited's Distribution business in Ahmedabad and Surat 100 MW by MPPMC Limited Balance capacity on merchant basis	
	Accolades	 Largest private sector gas-based power project and also amongst the first mega power projects in the country Distinction of having one of the lowest per MW capital cost Registered under CDM with UNFCCC. Certified with ISO 9001:2008, ISO 14001:2004 BS OHSAS 18001:2007 and ISO 50001:2011 	

1200 MW Gas based DGEN Mega Power Plant

Implemented by To	Implemented by Torrent Energy Limited, the wholly owned subsidiary of Torrent Power Limited			
Commissioning	Q3 14-15	I.		
Location	 At Dahej SEZ near Bharuch in South Gujarat. Close proximity to the industrial towns of Bharuch & Ankleshwar, the Delhi Mumbai Industrial Corridor notified Petroleum, Chemicals and Petrochemicals Investment Region Petronet LNG Limited's R-LNG terminal at Dahej 	Status of Co-		
Technology	A combined cycle gas based power plant consisting of three power blocks of 400 MW capacity each comprising of one advanced class gas turbine, one steam turbine and a common generator connected in single shaft configuration along with a Heat Recovery Steam Generator.	developer of Dahej SEZ granted to Torrent Energy Limited by Ministry of Commerce & Industry		
Fuel Supply	 Yet to be allocated domestic gas by the Government Connectivity with the Gujarat State Petronet Limited's grid network. Dedicated gas pipeline connectivity with Petronet LNG terminal 			
Power Offtake	Expected to meet 387 MW demand of Torrent Power Limited's Distribution business at Ahmedabad and Surat (subject to approval of PPA by GERC), 150 MW - PTC Limited, Balance capacity - Dahej SEZ and on merchant basis			
Accolades	 Provisional Mega Power status granted by Ministry of Power Registered under CDM with UNFCCC. 			

422 MW Coal based AMGEN Power Plant

Commissioning	C station – 1961, D station – 1978, E station – 1984, F station – 1988	
Location	Ahmedabad	
Technology	 Currently consists of four stations running on domestic as well as imported coal C station - 60 MW, D station - 120 MW, E station - 121 MW, F station - 121 MW Each station has passed through several phases of capacity addition, up-gradation and modernization. All necessary supporting systems and facilities in the Station have been upgraded and strengthened from time to time to comply with statutory requirements and also to meet the growing requirements of the plant. 	Completed 100 years of successful operations by the erstwhile Ahmedabad Electricity Company
Fuel Supply	Long term Fuel Supply Agreement with South Eastern Coalfields Ltd., a subsidiary of Coal India Ltd., for domestic coal linkage for a period of 20 years. Imported coal is being sourced from Indonesia.	Limited, the merged constituent of the Torrent Power
Power Offtake	By Torrent Power Limited's Distribution business to cater to the power requirements of the cities of Ahmedabad and Gandhinagar	Limited, currently comprising AMGEN Power Plant and
Accolades	 One of the oldest operating power stations in the country. One of the highest operational parameters in comparison with the plants of similar age group, fleet and technology. Certified with ISO 9001:2008, ISO 14001:2004 BS OHSAS 18001:2007 and ISO 50001:2011 	Ahmedabad Distribution.

49.6 MW Wind Power plant

Commissioning	2012
Location	Spread across three talukas - Lalpur, Jamjodhpur and Bhanvad at a distance of 40 km from Jamnagar in the state of Gujarat.
Technology	Consists of 62 Nos. 800 kW gearless wind turbines with synchronous generator
Power Offtake	By Torrent Power Limited's Distribution business in Ahmedabad and Surat
Revenue Model	100% REC (Renewable Energy Certificate)
Accolades	Registered under CDM with UNFCCC.



Scripts the successful foray of Torrent into environmentally benign and sustainable renewable energy space.

51 MW Solar Power Project

Being implemented by Torrent Solargen Limited (formerly known as Torrent Power Bhiwandi Ltd.), the wholly owned subsidiary of Torrent Power Limited

CommissioningUnder constructionLocationAt Charanka Solar Park, Patan district in the state of GujaratTechnologyPolycrystalline technology with fixed tiltPower OfftakeBy Torrent Power Limited's Distribution business in Ahmedabad
and Surat

Continuation of Torrent's journey in renewable energy space

TORRENT POWER LIMITED TRANSMISSION

Transmission System from Generation to Various Off takers / Grid

SUGEN to Ahmedabad Distribution Area	400 kV transmission system with length of 249 km implemented through Torrent Power Grid Limited, a Joint venture with PGCIL in which Torrent has 74% stake.	
SUGEN to Surat Distribution Area and to GETCO	 Torrent Power Limited has laid 3 x 220 KV dedicated transmission lines to cater to power requirements of Surat distribution area 220 KV line to Kim substation of GETCO 	
DGEN to PGCIL's Navsari sub-station	400 kV Double Circuit line, developed by Torrent Energy Limited in lieu of PGCIL.	Receive
Other transmission networks	220/132 kV transmission system in Ahmedabad distribution area	Transm from Central



Received Transmission License from the Hon'ble Central Electricity Regulatory Commission

TORRENT POWER LIMITED DISTRIBUTION

Distribution Licensee

Area	Ahmedabad and Surat admeasuring an area of total 408 sq. km.
Peak Demand	At Ahmedabad 1409 MW and at Surat 589 MW during FY 13-14
Sale of Units	9,235 MUs of power during FY 13-14
No. of Consumers	2.28 million consumers as on 31 st March, 2014
Distribution License validity	Till 2025 for Ahmedabad distribution area Till 2028 for Surat distribution area
Accolades	 T&D loss of 6.54% in these distribution circles, amongst the lowest in the country. Almost entire distribution network undergrounded in Ahmedabad and Surat Continuously upgrades its T&D System to cater to the load growth in its license area. Focused attention on safety, theft detection, vigilance inspections, slum electrification, etc.

Torrent Energy Limited has also commenced distribution operation in Dahej SEZ from 4th April, 2010 as a distribution licensee and has distributed 85.07 MUs during FY 2013-14



Consumers enjoy an enviable power availability of 99.9% in distribution license areas of Torrent, which is among the highest in the country

TORRENT POWER LIMITED DISTRIBUTION

Distribution Franchisee

	Commencement of Operations	Bhiwandi Circle of MSEDCL from 26 th Jan, 2007 Agra Circle of DVVNL from 1 st Apr, 2010	1
	Area	Bhiwandi, Agra admeasuring an area of total 942 sq. km.	
	Peak Demand	At Bhiwandi 571 MVA and at Agra 409 MVA during FY 13-14	
	Sale of Units	4,043 MUs of power during FY 13-14	The second second
	No. of Consumers	5.94 lac consumers as on 31 st March, 2014	Bhiwandi franchisee
	Distribution Franchise validity	Till Jan 2017 for Bhiwandi distribution franchise area Till March 2030 for Agra distribution franchise area	model is a unique public-private
	Accolades	 Forayed into the Distribution Franchisee business in 2006 by entering into the country's first distribution franchisee agreement with MSEDCL for Bhiwandi Circle. A testimony of the Company's operational efficiency is Reduction in AT&C losses in Bhiwandi from 58% at the time of takeover to 22.68% in FY 2013-14 Reduction in AT&C losses in Agra from 58.77% at the time of takeover to 43.47% in FY 2013-14. 	partnership and is a role model for distribution reforms in the country.

Income Statement – Consolidated (Un-audited) (Rs. Cr.)	Q3 2014-15	Q3 2013-14	YTD 2014-15	YTD 2013-14
Income from Operations	2543	2005	7807	6478
Fuel & Power Purchase Cost	1702	1439	5599	4806
Staff cost and other exp.	272	291	816	838
Total Expenditure	1974	1730	6415	5644
EBIDTA	569	275	1392	834
Other Income	75	63	213	171
Depreciation and amortisation	205	140	508	414
Finance cost	281	195	676	518
Profit before exceptional items	158	3	421	73
Exceptional item*		-	30	-
Profit before tax	158	3	391	73
Tax Expense	88	38	211	144
Minority Interest	1	0	2	1
Profit After Tax and minority interest	69	(35)	178	(72)

*Difference between Net Book Value of fixed assets and estimated Realisable value of 100 MW Vatva gas based plant has been written off 31 Jan 2015

The following are major reasons for variation of Q3 FY 2014-15 results in relation to Q3 FY 2013-14 results:

- □ Tariff orders of regulatory commission enabling recovery of costs which are more aligned to actual costs in Q3 FY 2014-15 than in Q3 FY 2013-14, though not necessarily resulting in full recovery of such costs.
- □ Loss of incentive and sharing of savings in controllable parameters in Sugen due to applicability of CERC (Terms and Conditions of Tariff) Regulations, 2014
- Expenses including depreciation & interest cost pertaining to DGEN mega power project on its commissioning.





5 YEAR KEY HIGHLIGHTS



TORRENT POWER LIMITED 5 YEAR KEY HIGHLIGHTS



TORRENT POWER LIMITED 5 YEAR KEY HIGHLIGHTS



TORRENT POWER LIMITED GAS SCENARIO

New Domestic Gas Price

□ The Government on 18th Oct, 2014 announced the revised domestic natural gas pricing effective 1st Nov ,2014.

- New price \$5.05/mmbtu on GHV basis, effective 1st Nov 2014, an increase of 33%
- The price of \$5.05/MMBTU has been determined on the basis of price prevailing at Henry Hub, NBP, Alberta Canada and Russia, between 1st July, 2013 and 30th June, 2014
- Price will be revised 6-monthly on 1st April & 1st Oct every year.
- A price premium will be offered for gas from newly explored ultra deep sea & such difficult areas

□ Price of PMT gas (being sourced by SUGEN) will however not change.

TORRENT POWER LIMITED GAS SCENARIO

Status of Gas Pooling

Govt. is reportedly working on a gas pooling mechanism of domestic gas and LNG

- To augment the availability of gas for gas-based power plants
- Ensure minimum operation at about 40% PLF
- □ The landed cost of gas in the gas pool is expected to be reduced by following interventions by the Central / State Govt. & other stakeholders
 - Waiver of VAT / CST on supply of gas
 - Streamline the customs duty exemption on import of LNG
 - Reduction in pipeline tariff by 20%
 - Reduction in marketing margin by 50%
 - Subsidy from National Clean Energy Fund
- □ The power plants will get Rs. 1.30/kwh as fixed cost which is intended to enable the power plants to pay for their O&M costs and interest costs, and also to cap the power cost at Rs.5.50/kwh
- □ Separately Finance Ministry is working on a proposal for restructuring of bank loans to stranded / stressed power projects with a view to restore long term viability

TORRENT POWER LIMITED COMPOSITE SCHEME OF AMALGAMATION

Background

- The Board of Torrent Power Limited (the Company) in its meeting on 29th October, 2013 had accorded its approval to carry out a Study and thereby evolve a suitable and optimum business model along with desirable capital structure for the power sector operations of the Torrent Group covering, inter alia, the possibility of appropriate re-organisation including merger, demerger, forward / backward integration, sale of any division, etc.
- Based on the outcome of the Study, the amalgamation of Torrent Energy Limited and Torrent Cables Limited with the Company along with appropriate re-organisation of consolidated long-term financing arrangements was found to be a suitable and optimum business model for the power sector operations of the Torrent Group.
- Torrent Energy Limited, wholly owned subsidiary of Torrent Power Limited is engaged in the similar business as that of Torrent Power Limited and Torrent Cables Limited is one of the major suppliers of power cables for the power transmission and distribution activities of Torrent Power Limited as well as Torrent Energy Limited. Besides, these companies being part of the Torrent Group, in view of similar business of Torrent Energy Limited and Torrent Power Limited and complementary business relationship between Torrent Cables Limited on one hand and Torrent Energy Limited & Torrent Power Limited on the other hand, it is proposed to consolidate the activities of the Torrent Cables Limited, Torrent Energy Limited and Torrent Power Limited by way of amalgamation.
- The proposed amalgamation is expected to benefit all the three companies and their stakeholders in terms of synergies of operations, higher integration, concentrated management focus, increased shareholders' value and enhanced reputation of Torrent Group.
- In this regard, a draft composite scheme of amalgamation of Torrent Energy Limited and Torrent Cables Limited with Torrent Power Limited (Scheme) under the provisions of Sections 391-394 of the Companies Act, 1956 including the share exchange ratio was recommended by the Audit Committee and approved by the Board of Directors of TEL, TCL and TPL at their respective meetings held on 12th May, 2014. The proposed Appointed Date of the Scheme is 1st April, 2014.

...contd. 31 Jan 2015

TORRENT POWER LIMITED COMPOSITE SCHEME OF AMALGAMATION

- □ The Share exchange ratio determined by the valuer, M/s. Price Waterhouse & Co. LLP, Chartered Accountants and the fairness opinion provided by M/s IDFC Securities Limited, Merchant Bankers, on the same, is as under:
 - Every shareholder holding 20 (Twenty) fully paid up equity shares of Rs.10/- each of Torrent Cables Limited, shall be entitled to receive 19 (Nineteen) fully paid up equity shares of Rs.10/- each of Torrent Power Limited.
 - Since Torrent Energy Limited is a wholly owned subsidiary of Torrent Power Limited, the investment of the Company in Torrent Energy Limited shall stand cancelled.
- The Scheme is conditional upon, inter alia, various regulatory and other necessary approvals and sanctions from the lenders on re-organisation of consolidated long term financing arrangements and fulfilling all predisbursement conditions for such arrangements.

Current Status

- The Company has received, in terms of Clause 24(f) of Listing Agreement, Observation Letters from National Stock Exchange of India Limited (NSE) and BSE Limited, dated 26th and 27th August, 2014 respectively, conveying their "No objection" to the Draft Scheme.
- □ Hon'ble CERC has accorded its approval to Torrent Energy Limited under section 17(1)(b) of Electricity Act, 2003 for merger with Torrent Power Limited.
- □ Hon'ble GERC has directed Torrent Energy Limited to issue a public notice inviting stakeholder's views on the Scheme.
- □ The Company is under discussions with lenders for finalizing the proposal for re-organization of consolidated long term financing arrangements.



THANK YOU

www.torrentpower.com

Contact details:

Company Secretary Torrent Power Limited Torrent House, Off Ashram Road, Ahmedabad – 380 009 Ph. No. (079) 2658 5090, 2658 3060 Fax No. (079) 2658 2326 Email: cs@torrentpower.com