

10th ANNUAL GENERAL MEETING HELD ON 28TH JULY, 2014

Declaration of Results of e-voting and poll

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Torrent Power Limited ("the Company") had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 10th Annual General (AGM). The e-voting was open from 9.00 a.m. on 21st July, 2014 up to 6.00 p.m. on 23rd July, 2014.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 10th AGM, voting was conducted by means of poll.

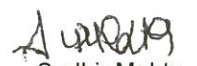
The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 6.00 p.m. on 23rd July, 2014 and on poll at the 10th AGM and submitted his Reports, on 25th July, 2014 and 28th July, 2014, respectively. The Reports of Scrutinizer are attached herewith.

The consolidated Results as per the Scrutinizer's above mentioned Reports are 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
1.	To receive, consider and adopt the Financial Statement of the Company for the year ended 31 st March, 2014, including Audited Balance Sheet as at 31 st March, 2014, and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.	Ordinary	395615128	99.999	345	0.001
2.	To declare dividend on equity shares.	Ordinary	395643170	99.999	708	0.001
3.	To appoint a Director in place of Shri Samir Mehta, who retires by rotation and being eligible offers himself for re-appointment	Ordinary	395143793	99.873	499660	0.127
4.	To re-appoint M/s. Deloitte Haskins and Sells, Chartered Accountants, Ahmedabad as Statutory Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.	Ordinary	395581042	99.984	62256	0.016
5.	To appoint Shri R. Ravichandran as Director of the Company.	Ordinary	391886305	99.050	3757378	0.950
6.	To appoint Shri Pankaj Patel as Independent Directors of the Company for a term of five years.	Ordinary	395633131	99.997	10552	0.003
7.	To appoint Shri Samir Barua as Independent Director of the Company for a term of five years.	Ordinary	395581455	99.984	62150	0.016
8.	To appoint Shri Kiran Karnik as Independent Director of the Company for a term of five years.	Ordinary	395581604	99.984	62079	0.016
9.	To appoint Shri Keki M. Mistry as Independent Director of the Company for a term of five years.	Ordinary	390716851	98.754	4926294	1.245
10.	To appoint Smt. Renu Challu as Independent Director of the Company for a term of three years.	Ordinary	395641944	99.999	831	0.001
11.	To appoint Shri Jinal Mehta as Whole-time Director of the Company for a period of 5 years effective from 5 th April, 2014.	Ordinary	395508296	99.965	135371	0.035
12.	To consider appointment of Shri Varun Mehta under Section 188 of the Companies Act, 2013.	Special	395621000	99.999	1660	0.001
13.	To consider appointment of Shri Aman Mehta under Section 188 of the Companies Act, 2013	Special	395620453	99.999	1642	0.001
14.	To consider remuneration of M/s. Kirit Mehta & Co., Cost Auditors.	Ordinary	395641650	99.999	1658	0.001
15.	To consider payment of commission to directors (other than the Managing Directors, Whole-time Directors or Manager) for a period of five years effective from 1st April, 2014.	Ordinary	395606092	99.999	3330	0.001

Based on the Reports of the Scrutinizer, all Resolutions as set out in the Notice of 10th AGM have been duly approved by the Members with requisite majority.

For Torrent Power Limited


 Sudhir Mehta
 Chairman

Date : 28.07.2014



Rajesh Parekh & Co.
Company Secretary

104, Ashwamegh Avenue, Nr. Mithakhali Underbridge,
Navrangpura, Ahmedabad - 380 009.
Phone : (O) 26440731, 99988 96776 Mobile : 98797 92252
E:mail : contact@csrajeshparekh.in,rajeshgparekh@yahoo.co.in

FORM NO. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

10th Annual General Meeting of the Equity Shareholders of Torrent Power Limited held on Monday, 28th July, 2014 at 09:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015.

Dear Sir,

I, Rajesh Parekh, Practicing Company Secretary, 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad - 380009, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 10th Annual General Meeting of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Monday, 28th July, 2014 at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, Gujarat, submit my report as under:

1. After the declaration of the poll, the Boxes kept for the polling were locked in the presence of the members and marked with due identification marks by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Sharepro Services (India) Private Limited, the Registrar and Transfer Agents of the Company, and the authorisations/ proxies lodged with the Company.



Appropriate arrangement was made / actions were taken to eliminate duplicate voting i.e. e-voting as well as on poll. Details of the shareholders who had voted on e-voting through NSDL were obtained in advance and blocked for the purpose of issuing poll papers. Poll papers were issued only to those members present at the Annual General Meeting, who had not voted through e-voting.

3. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
4. The result of the Poll is as Under:

Resolution No. 1, Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including Audited Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
91	354035914	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 2, Ordinary Resolution

To declare dividend on equity shares.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	354035451	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	408	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Shri Samir Mehta, who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	353611858	99.880

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	424001	0.120



(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 4, Ordinary Resolution

To re-appoint M/s. Deloitte Haskins and Sells, Chartered Accountants, Ahmedabad as Statutory Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	354035638	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	221	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 5, Ordinary Resolution

To appoint Shri R. Ravichandran as Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	353611858	99.880

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	424001	0.120

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 6, Ordinary Resolution

To appoint Shri Pankaj Patel as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	354035814	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001



(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 7, Ordinary Resolution

To appoint Shri Samir Barua as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	354035814	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 8, Ordinary Resolution

To appoint Shri Kiran Karnik as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	354035814	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 9, Ordinary Resolution

To appoint Shri Keki M. Mistry as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	354035276	99.999



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 10, Ordinary Resolution

To appoint Smt. Renu Challu as Independent Director of the Company for a term of three years.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	354035276	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 11, Ordinary Resolution

To appoint Shri Jinal Mehta as Whole-time Director of the Company for a period of 5 years effective from 5th April, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	354035798	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 12, Special Resolution

To consider appointment of Shri Varun Mehta under Section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
86	354014791	99.999



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 13, Special Resolution

To consider appointment of Shri Aman Mehta under Section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
86	354014791	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385



Resolution No. 14, Ordinary Resolution

To consider remuneration of M/s. Kirit Mehta & Co., Cost Auditors.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
89	354035798	99.999

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	61	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Resolution No. 15, Ordinary Resolution

To consider payment of commission to the directors (other than the Managing Directors, Whole-time Directors or Manager) for a period of five years effective from 1st April, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	354001715	99.999



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	193	0.001

(iii) Invalid votes :

Number of members present and voting (in person or by proxy)	Number of votes cast by them
5	385

Thanking you.

Date: 28.07.2014

Place: Ahmedabad


Yours faithfully.

For Rajesh Parekh & Co.
Company Secretary




Rajesh Parekh
Proprietor
Mem No. 8073
Cert No. 2939

COUNTER-SIGNED BY


CHAIRMAN
TORRENT POWER LTD.,



Rajesh Parekh & Co.
Company Secretary

104, Ashwamegh Avenue, Nr. Mithakhali Underbridge,
Navrangpura, Ahmedabad - 380 009.
Phone : (O) 26440731, 99988 96776 Mobile : 98797 92252
E:mail : contact@csrajeshparekh.in,rajeshgparekh@yahoo.co.in

Report of Scrutinizer on e-voting results

[Pursuant to Section 108 of the Companies Act, 2013 and Rule (xi) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Torrent Power Limited
Torrent House, Off Ashram Road,
Ahmedabad-380009

Date: 25th July, 2014

Dear Sir,

Re: 10th Annual General Meeting of the Equity Shareholders of Torrent Power Limited to be held on Monday, 28th July, 2014 at 09:30 a.m. at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015.

I, Rajesh Parekh, Practicing Company Secretary, 104, Ashwamegh Avenue, Nr. Mithakhali Underbridge, Navrangpura, Ahmedabad - 380009, appointed as Scrutinizer for the purpose of scrutinizing e-voting process in fair and transparent manner in respect of the below mentioned resolutions proposed at the 10th Annual General Meeting of the Equity Shareholders of the Company, to be held on Monday, 28th July, 2014 at J.B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, Gujarat, hereby submit my report as under:

1. In accordance with the Notice of 10th Annual General Meeting sent to the shareholders, the voting through electronic means was started on at 9.00 a.m. on 21st July, 2014 and ended at 6.00 p.m. on 23rd July, 2014.



2. The equity shareholders holding shares as on cut-off date i.e. 14th June, 2014 were entitled to vote on the resolutions as stated in the Notice of the 10th Annual General Meeting of the Company.
3. The votes were unblocked at 6.05 p.m. on 23rd July, 2014 in the presence of Mr. Kamlesh Patel and Ms. Pooja Soni who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list downloaded from the website of National Securities Depository Limited (www.evoting.nsdl.com) is being handed over to the Chairman alongwith this report.
5. The result of the e-voting is as Under:

Resolution No. 1, Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014, including Audited Balance Sheet as at 31st March, 2014, and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
143	4,15,79,214	99.999%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
1	300	0.001%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 2, Ordinary Resolution

To declare dividend on equity shares.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
145	4,16,07,719	99.999%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
1	300	0.001%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 3, Ordinary Resolution

To appoint a Director in place of Shri Samir Mehta, who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
130	4,15,31,935	99.82%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
12	75,659	0.18%



(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 4, Ordinary Resolution

To re-appoint M/s. Deloitte Haskins and Sells, Chartered Accountants, Ahmedabad as Statutory Auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
132	4,15,45,404	99.85%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
11	62,035	0.15%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 5, Ordinary Resolution

To appoint Shri R. Ravichandran as Director of the Company.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
121	3,82,74,447	91.99%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
23	33,33,377	8.01%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 6, Ordinary Resolution

To appoint Shri Pankaj Patel as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
135	4,15,97,317	99.97%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
9	10,507	0.03%



(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 7, Ordinary Resolution

To appoint Shri Samir Barua as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
130	4,15,45,641	99.85%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
13	62,105	0.15%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 8, Ordinary Resolution

To appoint Shri Kiran Karnik as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
134	4,15,45,790	99.85%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
10	62,034	0.15%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 9, Ordinary Resolution

To appoint Shri Keki M. Mistry as Independent Director of the Company for a term of five years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
126	3,66,81,575	88.16%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
18	49,26,249	11.84%



(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 10, Ordinary Resolution

To appoint Smt. Renu Challu as Independent Director of the Company for a term of three years.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
134	4,16,06,668	99.998%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
8	786	0.002%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL



Resolution No. 11, Ordinary Resolution

To appoint Shri Jinal Mehta as Whole-time Director of the Company for a period of 5 years effective from 5th April, 2014.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
135	4,14,72,498	99.67%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
9	1,35,326	0.33%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 12, Special Resolution

To consider appointment of Shri Varun Mehta under Section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
132	4,16,06,209	99.996%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
12	1615	0.004%



(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 13, Special Resolution

To consider appointment of Shri Aman Mehta under Section 188 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
131	4,16,05,662	99.996%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
11	1597	0.004%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 14, Ordinary Resolution

To consider remuneration of M/s. Kirit Mehta & Co., Cost Auditors.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
131	4,16,05,852	99.996%



(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
12	1597	0.004%

(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Resolution No. 15, Ordinary Resolution

To consider payment of commission to the directors (other than the Managing Directors, Whole-time Directors or Manager) for a period of five years effective from 1st April, 2014.

(i) Voted in favour of the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
128	4,16,04,377	99.992%

(ii) Voted against the resolution:

Number of members voting through electronic means	Number of votes cast by them	% of total number of valid votes cast
16	3137	0.008%



(iii) Invalid votes :

Total number of members whose votes declared invalid	Number of votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

For Rajesh Parekh & Co.
Company Secretary



Rajesh Parekh
Proprietor
Mem No. 8073
Cert No. 2939



We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 6.05 p.m. on 23rd July, 2014 at the office of the Scrutinizer.



Name and Address of Witness

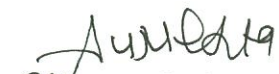
1. Mr. Kamlesh Patel.
2, Umiya Bunglows,
Science City Road, Sola,
Ahmedabad-380060.



Name and Address of Witness

2. Ms. Pooja Soni
3, Mangal Mira Flat,
Sterling Park Society,
Gurukul, Ahmedabad-
380052.

Counter-signed by


CHAIRMAN
TORRENT POWER LTD.,