

15th ANNUAL GENERAL MEETING (AGM) HELD ON 5TH AUGUST, 2019

Declaration of Results of remote 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Torrent Power Limited ("the Company") had provided remote e-voting facility to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 15th AGM. The remote e-voting was open from 9.00 a.m. on Thursday, 1st August, 2019 up to 5.00 p.m. on Sunday, 4th August, 2019.

Further, in line with the Companies (Management and Administrative) Rules, 2014 and other applicable provisions of the Companies Act, 2013, as amended from time to time, and in terms of the clarification issued by Ministry of Corporate Affairs, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 15th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri Rajesh Parekh, Practicing Company Secretary as the Scrutinizer for remote e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 4th August, 2019 and on poll at the 15th AGM and submitted his Consolidated Report, on 5th August, 2019. The Consolidated Report of Scrutinizer on remote e-voting and poll 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
	Ordinary Businesses					
1.	Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2019, including reports of the Auditors and the Board of Directors thereon.	Ordinary	384891633	100.00	1223	0.00
2.	Declaration of dividend of ₹ 5.00 per equity share of ₹ 10/- each for the financial year ended 31 st March, 2019.	Ordinary	384930111	100.00	522	0.00
3.	Re-appointment of Shri Jinal Mehta (DIN: 02685284), who retired by rotation and being eligible offered himself for re-appointment.	Ordinary	383638151	99.66	1292432	0.34
	Special Businesses					
4.	Commission to Non-Executive Director	Ordinary	384448556	99.87	482082	0.13
5.	Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 20.	Ordinary	384929360	100.00	1173	0.00
6.	Commission to Shri Sudhir Mehta, Non-Executive Director and Chairman Emeritus, for FY 19.	Special	381901730	99.21	3028903	0.79
7.	Issuance of Non-Convertible Debentures on a private placement basis.	Special	384929305	100.00	1229	0.00

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 15th AGM have been duly approved by the members with requisite majority.

Place: Ahmedabad
Date: 05.08.2019



For Torrent Power Limited

Samir Mehta
Chairman

TORRENT POWER LIMITED

CIN : L31200GJ2004PLC044068

E-mail: cs@torrentpower.com

Regd. Office : "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India Phone: 079-26628300 www.torrentpower.com



Report of Scrutinizer on Remote e-voting Results

**[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the
Companies (Management and Administration) Rules, 2014]**

Date: 5th August, 2019

To,
The Chairman
Torrent Power Limited
"Samanvay", 600 Tapovan,
Ambawadi, Ahmedabad-380015

Dear Sir,

Re: 15th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Monday, 5th August, 2019 at 09:30 am at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad - 380015

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the purpose of scrutinizing remote e-voting process on the below mentioned resolutions proposed at the 15th AGM of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Monday, 5th August, 2019 at 09:30 am at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. The Company had provided the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Monday, 29th July, 2019 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the businesses specified in the Notice of 15th AGM.
2. In accordance with the Notice of 15th AGM sent to the shareholders, the voting through electronic means/remote e-voting was commenced on Thursday, 01st August, 2019 at 9:00 am and ended on Sunday, 4th August, 2019 at 5:00 pm.



3. The votes were unblocked from the remote e-voting website of the Central Depository Services (India) Limited (CDSL) (www.evotingindia.com), in the presence of Mr. Jay Surti and Mr. Sharvil Suthar on 5th August, 2019 at 11:16 am, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. The result of the remote e-voting is as under:

Resolution No. 1, Ordinary Resolution:

Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2019, including reports of the Auditors and the Board of Directors thereon

(i) Voted in favour of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
236	377757779	100

(ii) Voted against the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
07	872	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
03	46909398



Resolution No. 2, Ordinary Resolution:

Declaration of dividend of ₹ 5.00 per share on equity shares of the Company for the Financial Year ended 31st March, 2019

(i) Voted in favour of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
240	377796257	100.00

(ii) Voted against the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
05	171	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	46871621

Resolution No. 3, Ordinary Resolution:

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

(i) Voted in favour of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
233	376504297	99.66



(ii) Voted against the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
11	1292081	0.34

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	46871671

Resolution No. 4, Ordinary Resolution:

Commission to Non – Executive Directors

(i) Voted in favour of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
222	377314702	99.87

(ii) Voted against the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
23	481726	0.13

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	46871621



Resolution No. 5, Ordinary Resolution:

Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 20

(i) Voted in favour of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
237	377795506	100.00

(ii) Voted against the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
07	822	0.00

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	46871721

Resolution No. 6, Special Resolution:

Commission to Shri Sudhir Mehta, Non-Executive Director and Chairman Emeritus, for FY 19

(i) Voted in favour of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
213	374767876	99.20



(ii) Voted against the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
32	3028552	0.80

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	46871621

Resolution No. 7, Special Resolution:

Issuance of Non-Convertible Debentures on a private placement basis

(i) Voted in favour of the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
236	377795451	100.00

(ii) Voted against the resolution:

Number of members voted through electronic means	Number of votes cast by them	% of total number of valid votes cast
09	977	0.00

(iii) Invalid votes :


Total number of members whose votes were declared invalid	Total number of votes cast by them
1	46871621



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you,
Yours faithfully,

For Rajesh Parekh & Co.
Company Secretary


Rajesh Parekh
Proprietor
Mem No. 8073
C.O.P No. 2939



Name and Address of Witnesses of unblocking of Remote e-voting

1. Mr. Jay Surti

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



2. Mr. Sharvil Suthar

D-36, Tulsikunj Society, B/h Vaibhav Hall,
Ghodasar, Ahmedabad - 380050



Counter Signed by



Samir Mehta

Chairman

Torrent Power Limited



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]

Date: 5th August, 2019

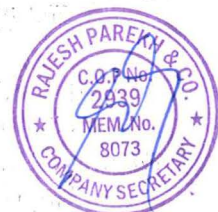
To,
The Chairman
Torrent Power Limited
"Samanvay", 600 Tapovan
Ambawadi, Ahmedabad-380015

Dear Sir,

Re: 15th Annual General Meeting (AGM) of the Equity Shareholders of Torrent
Power Limited held on Monday, 5th August, 2019 at 09:30 am at J. B.
Auditorium, Torrent-AMA Centre, Ahmedabad Management Association,
Vastrapur, Ahmedabad - 380015

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the
purpose of scrutinizing poll taken on the below mentioned resolutions, at the 15th
AGM of the Equity Shareholders of Torrent Power Limited (the "Company"), held
on Monday, 5th August, 2019 at 9:30 am at J. B. Auditorium, Torrent-AMA Centre,
Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my
report as under:

1. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the
polling was locked in my presence with due identification marks placed by me.
2. The locked Ballot Box was subsequently opened in my presence and poll papers
were diligently scrutinized. The poll papers were reconciled with the records
maintained by M/s. Link Intime India Private Limited, the Registrar and Transfer
Agents of the Company, and the authorizations / proxies lodged with the Company.
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:

Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2019, including reports of the Auditors and the Board of Directors thereon

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	7133854	100.00

(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	351	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	4916

Resolution No. 2, Ordinary Resolution:

Declaration of dividend of ₹ 5.00 per share on equity shares of the Company for the Financial Year ended 31st March, 2019

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	7133854	100.00



(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	351	0.00

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	4916

Resolution No. 3, Ordinary Resolution:

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

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	7133854	100.00

(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	351	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	4916



Resolution No. 4, Ordinary Resolution:**Commission to Non – Executive Directors**

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	7133854	100.00

(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
05	356	0.00

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	4916

Resolution No. 5, Ordinary Resolution:**Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 20**

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	7133854	100.00

(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	351	0.00



(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	4916

Resolution No. 6, Special Resolution:

Commission to Shri Sudhir Mehta, Non-Executive Director and Chairman Emeritus, for FY 19

(i) Voted in favour of the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	7133854	100.00

(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	351	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	4916

Resolution No. 7, Special Resolution:

Issuance of Non-Convertible Debentures on a private placement basis

(i) Voted in favour of the resolution:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	Total number of members (in person or by proxy) whose votes were declared invalid
28	7133854	100.00



(ii) Voted against the resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
04	252	0.00

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
03	4916

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman of the Company.

Thanking you,

Yours faithfully,

For Rajesh Parekh & Co.
Company Secretary



Rajesh Parekh
Proprietor
Mem No. 8073
C.O.P No. 2939



Counter Signed by



Samir Mehta
Chairman
Torrent Power Limited



Consolidated Report of Scrutinizer on remote e-Voting and Poll

[Pursuant to rule section 108 and 109 of the Companies Act, 2013 and rule 20 and 21 (2) of the Companies (Management and Administration) Rules, 2014]

Date: 5th August, 2019

To,
The Chairman
Torrent Power Limited
"Samanvay", 600 Tapovan,
Ambawadi, Ahmedabad-3800015

Dear Sir,

Re: 15th Annual General Meeting (AGM) of the Equity Shareholders of Torrent Power Limited held on Monday, 5th August, 2019 at 9:30 am at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015

I, Rajesh Parekh, Practicing Company Secretary appointed as Scrutinizer for the purpose of the remote e-voting and poll taken on the below mentioned resolutions, at the 15th AGM of the Equity Shareholders of Torrent Power Limited (the "Company"), held on Monday, 5th August, 2019 at 9:30 am at J. B. Auditorium, Torrent-AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad-380015, submit my report as under:

1. The Company had provided the e-voting facility through Central Depository Services (India) Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Monday, 29th July, 2019 to exercise their right to vote by electronic means (the "Remote e-voting") on any or all of the business specified in the Notice of 15th AGM.



2. In accordance with the Notice of 15th AGM sent to the shareholders the voting through electronic means/remote e-voting was started on Thursday, 01st August, 2019 at 9:00 am and ended on Sunday, 4th August, 2019 at 5:00 pm.
3. The votes were unblocked from the remote e-voting website of the Central Depository Services (India) Limited (CDSL) (www.evotingindia.com) in the presence of Mr. Jay Surti and Mr. Sharvil Suthar on Monday, 5th August, 2019 at 11:16 am, who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. After the time fixed for closing of the poll by the Chairman, Ballot Box kept for the polling was locked in my presence with due identification marks placed by me.
5. The locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. Link Intime India Private Limited, the Registrar and Transfer Agents of the Company, and the authorisations/ proxies lodged with the Company.
6. The poll papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately.
7. The consolidated result of Remote e-voting and the Poll is as under:

Resolution No. 1, Ordinary Resolution:

Adoption of the Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2019, including reports of the Auditors and the Board of Directors thereon			
	Number of Members	No. of Shares	% of total valid votes
In favour	264	384891633	100.00
In against	11	1223	0.00
Invalid	6	46914314	-



Resolution No. 2, Ordinary Resolution:

Declaration of dividend of ₹ 5.00 per share on equity shares of the Company for the Financial Year ended 31 st March, 2019			
	Number of Members	No. of Shares	% of total valid votes
In favour	268	384930111	100.00
In against	9	522	0.00
Invalid	4	46876537	-

Resolution No. 3, Ordinary Resolution:

Re-appointment of Shri Jinal Mehta (DIN: 02685284), who retired by rotation and being eligible offers himself for re-appointment			
	Number of Members	No. of Shares	% of total valid votes
In favour	261	383638151	99.66
In against	15	1292432	0.34
Invalid	5	46876587	-

Resolution No. 4, Ordinary Resolution:

Commission to Non - Executive Directors			
	Number of Members	No. of Shares	% of total valid votes
In favour	250	384448556	99.87
In against	28	482082	0.13
Invalid	4	46876537	-



Resolution No. 5, Ordinary Resolution:

Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 20			
	Number of Members	No. of Shares	% of total valid votes
In favour	265	384929360	100.00
In against	11	1173	0.00
Invalid	5	46876637	-

Resolution No. 6, Special Resolution:

Commission to Shri Sudhir Mehta, Non-Executive Director and Chairman Emeritus, for FY 19			
	Number of Members	No. of Shares	% of total valid votes
In favour	241	381901730	99.21
In against	36	3028903	0.79
Invalid	4	46876537	-

Resolution No. 7, Special Resolution:


Issuance of Non-Convertible Debentures on a private placement basis			
	Number of Members	No. of Shares	% of total valid votes
In favour	264	384929305	100.00
In against	13	1229	0.00
Invalid	4	46876537	-



8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid (for Poll voting and Remote e-voting) for each resolution is enclosed.
9. The poll papers and all other relevant records were sealed and handed over to the Chairman for safe keeping.

Thanking you,
Yours faithfully,

For Rajesh Parekh & Co.
Company Secretary



Rajesh Parekh
Proprietor
Mem. No. 8073
C.O.P No. 2939



Name and Address of Witnesses of unblocking of Remote e-voting

1. Mr. Jay Surti

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

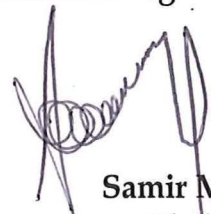


2. Mr. Sharvil Suthar

D-36, Tulsikunj Society, B/h Vaibhav Hall,
Ghodasar, Ahmedabad - 380050



Counter Signed by



**Samir Mehta
Chairman
Torrent Power Limited**