

18th ANNUAL GENERAL MEETING (AGM) HELD ON MONDAY, AUGUST 08, 2022

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 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 18th 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 Thursday, August 04, 2022 up to 5:00 pm on Sunday, August 07, 2022 and thereafter remote e-voting was disabled by CDSL.

The Company had also provided e-voting facility to the Members present at the AGM through Video Conferencing or Other Audio Video Means and who had not casted their vote earlier.

The Board of Directors had appointed Rajesh Parekh, 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 08, 2022. 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
Ordinary Business						
1.	Adoption of the Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, including reports of the Auditor's and the Board's Report thereon.	Ordinary	435798139	100.00	275	0.00
2.	Adoption of the Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, including report of the Auditor's thereon.	Ordinary	435798137	100.00	277	0.00
3	Confirmation of payment of interim dividend of ₹ 9.00 per equity share as the Final Dividend for the Financial Year ended March 31, 2022.	Ordinary	435937201	100.00	277	0.00
4	Re-appointment of Samir Mehta (DIN: 00061903), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	425407965	97.61	10430024	2.39
5	Re-appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditor of the Company.	Ordinary	435678903	99.96	165220	0.04
Special Business						
6	Appointment of Mamta Verma, IAS (DIN: 01854315) as Director of the Company.	Ordinary	425398331	97.60	10445783	2.40
7	Re-appointment of Samir Mehta (DIN: 00061903) as Chairman of the Company for a period of 5 years w.e.f. April 01, 2023.	Ordinary	397518009	95.21	20005702	4.79
8	Re-appointment of Jinal Mehta (DIN: 02685284) as Managing Director of the Company for a period of 5 years w.e.f. April 01, 2023.	Ordinary	396228244	94.90	21293592	5.10

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
9	Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2022-23.	Ordinary	435842003	100.00	2120	0.00
10	Appointment of Radhika Haribhakti (DIN: 02409519) as an Independent Director of the Company for a term of 5 consecutive years commencing from August 07, 2021 till August 06, 2026 (both days inclusive).	Special	424366202	97.37	11477837	2.63
11	Appointment of Ketan Dalal (DIN: 00003236) as an Independent Director of the Company for a term of 5 consecutive years commencing from May 11, 2022 till May 10, 2027 (both days inclusive).	Special	435842002	100.00	2027	0.00
12	Issuance of Non-Convertible Debentures on a private placement basis upto ₹ 2,000 Crore in one or more tranches.	Special	435841857	100.00	2166	0.00

Based on the Consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 18th AGM have been duly approved by the Members with requisite majority.

For, Torrent Power Limited

Place: Ahmedabad
Date: August 08, 2022

Samir Mehta
Chairperson

RPAP & Co.

Company Secretaries

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

Phone: (O) 40045660

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Consolidated Report of Scrutinizer on remote e-voting and e-voting during 18th 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 08, 2022

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

Dear Sir,

**Re: 18th AGM of the Equity Shareholders of Torrent Power Limited (the "Company")
held on Monday, August 08, 2022 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 18th AGM of the Company, held on Monday, August 08, 2022 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. Monday, August 01, 2022 to exercise their right to vote on any or all of the business specified in the Notice of 18th 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
131893	480616784

3. In accordance with the Notice of 18th AGM sent to the Members, the voting through remote e-voting was started on Thursday, August 04, 2022 at 9:00 am and ended on Sunday, August 07, 2022 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 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
62	0

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) in the presence of Ms. Aishwarya Parekh and Mr. Jay Surti on Monday, August 08, 2022 at 11:00 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, 2022, 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	420	435798139	100.00
E-voting during AGM	0	0	0.00
Total	420	435798139	100.00

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	1	275	0.00
E-voting during AGM	0	0	0.00
Total	1	275	0.00

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 2, Ordinary Resolution:

Adoption of the Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, 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	419	435798137	100.00
E-voting during AGM	0	0	0.00
Total	419	435798137	100.00

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	2	277	0.00
E-voting during AGM	0	0	0.00
Total	2	277	0.00

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 3, Ordinary Resolution:

Confirmation of payment of interim dividend of ₹ 9.00 per equity share as the Final Dividend for the Financial Year ended March 31, 2022

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	435937201	100.00
E-voting during AGM	0	0	0.00
Total	428	435937201	100.00

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	2	277	0.00
E-voting during AGM	0	0	0.00
Total	2	277	0.00

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 4, Ordinary Resolution:

Re-appointment of Samir Mehta (DIN: 00061903), 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	350	425407965	97.61
E-voting during AGM	0	0	0.00
Total	350	425407965	97.61

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	72	10430024	2.39
E-voting during AGM	0	0	0.00
Total	72	10430024	2.39

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 5, Ordinary Resolution:

Re-appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditor of the Company

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	417	435678903	99.96
E-voting during AGM	0	0	0.00
Total	417	435678903	99.96

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	5	165220	0.04
E-voting during AGM	0	0	0.00
Total	5	165220	0.04

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 6, Ordinary Resolution:

Appointment of Mamta Verma, IAS (DIN: 01854315) as Director of the Company

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	319	425398331	97.60
E-voting during AGM	0	0	0.00
Total	319	425398331	97.60

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	105	10445783	2.40
E-voting during AGM	0	0	0.00
Total	105	10445783	2.40

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 7, Ordinary Resolution:

Re-appointment of Samir Mehta (DIN: 00061903) as Chairman of the Company for a period of 5 years w.e.f. April 01, 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	297	397518009	95.21
E-voting during AGM	0	0	0.00
Total	297	397518009	95.21

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	122	20005702	4.79
E-voting during AGM	0	0	0.00
Total	122	20005702	4.79

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting during AGM	0	0
Total	0	0

Resolution No. 8, Ordinary Resolution:

Re-appointment of Jinal Mehta (DIN: 02685284) as Managing Director of the Company for a period of 5 years w.e.f. April 01, 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	294	396228244	94.90
E-voting during AGM	0	0	0.00
Total	294	396228244	94.90

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	125	21293592	5.10
E-voting during AGM	0	0	0.00
Total	125	21293592	5.10

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	0	0
E-voting during AGM	0	0
Total	0	0

Resolution No. 9, Ordinary Resolution:

Ratification of remuneration of M/s. Kirit Mehta & Co., Cost Auditors for FY 2022-23

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	415	435842003	100.00
E-voting during AGM	0	0	0.00
Total	415	435842003	100.00

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	7	2120	0.00
E-voting during AGM	0	0	0.00
Total	7	2120	0.00

3. Invalid Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 10, Special Resolution:

Appointment of Radhika Haribhakti (DIN: 02409519) as an Independent Director of the Company for a term of 5 consecutive years commencing from August 07, 2021 till August 06, 2026 (both days inclusive)

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	321	424366202	97.37
E-voting during AGM	0	0	0.00
Total	321	424366202	97.37

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	100	11477837	2.63
E-voting during AGM	0	0	0.00
Total	100	11477837	2.63

3. Invalid Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 11, Special Resolution:

Appointment of Ketan Dalal (DIN: 00003236) as an Independent Director of the Company for a term of 5 consecutive years commencing from May 11, 2022 till May 10, 2027 (both days inclusive)

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	412	435842002	100.00
E-voting during AGM	0	0	0.00
Total	412	435842002	100.00

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	7	2027	0.00
E-voting during AGM	0	0	0.00
Total	7	2027	0.00

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

Resolution No. 12, Special Resolution:

Issuance of Non-Convertible Debentures on a private placement basis upto ₹ 2,000 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	412	435841857	100.00
E-voting during AGM	0	0	0.00
Total	412	435841857	100.00

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	8	2166	0.00
E-voting during AGM	0	0	0.00
Total	8	2166	0.00

3. **Invalid** Votes:

Type of voting	Number of Members whose votes were declared invalid	Total number of invalid votes
Remote e-voting	1	3562435
E-voting during AGM	0	0
Total	1	3562435

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: A008073D000759901
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**