

## GREEN to GO



Wind Power Plant at Kutch



Meghdhanush- The Residential Colony at DGEN



Green Belt at SUGEN



Wind Power Plant at Kutch

## GREEN ENERGY

### *Striking a balance between economic growth and environmental sustainability*

Acknowledging that green and growth can go hand in hand, our growth strategies are aligned with our environmental responsibilities.

Starting with a 50 MW wind power plant in 2012, we have continued our journey into environmentally benign and sustainable renewable energy space. Till date, a total of 265.6 MW Wind Power Projects and 138 MW Solar Power Projects have been commissioned. The picture depicts the recently commissioned 201.6 MW Wind Power Project at Kutch. The Project consists of 96 wind turbines of Suzlon make S97 DFIG-2.1 MW model in combination of tubular tower and hybrid lattice tower with hub height of 90 meters and 120 meters respectively and rotor diameter of 97 meters.

Another 96.8 MW Wind Power Projects are under various stages of construction. With the operational and under-construction projects, our total renewable power generation capacity has crossed the mark of 500 MW.

On the other hand, our state of the art 2730 MW Gas based Combined Cycle Power Plants with advanced class gas turbines are based on environmentally safe and energy efficient technology, thus making them have greater environmental value in terms of low emissions and comparatively less land footprint.



Solar Power Plant at Charanka



SUGEN Power Plant



DGEN Power Plant

# INDEX

|   |     |
|---|-----|
| Corporate Information .....   | 2   |
| Notice .....  | 3   |
| Board's Report .....  | 12  |
| Management Discussion and Analysis .....                                | 49  |
| Business Responsibility Report .....                                    | 58  |
| Report on Corporate Governance .....                                    | 68  |
| Independent Auditors' Report on Standalone Financial Statements .....   | 85  |
| Standalone Financial Statements .....                                   | 92  |
| Independent Auditors' Report on Consolidated Financial Statements ..... | 162 |
| Consolidated Financial Statements .....                                 | 166 |
| 5 Years' Highlights - Consolidated .....                                | 236 |

## CORPORATE INFORMATION

### Board of Directors

Sudhir Mehta  
*Chairman*  
Pankaj Patel  
Samir Barua  
Kiran Karnik  
Keki Mistry  
R. Ravichandran  
Bhavna Doshi  
Dharmishta Raval  
Pankaj Joshi, IAS  
Samir Mehta  
*Vice Chairman*  
Markand Bhatt  
*Whole-time Director*  
Jinal Mehta  
*Whole-time Director*

### Audit and Risk Management Committee

Keki Mistry  
*Chairman*  
Samir Barua  
Kiran Karnik  
Bhavna Doshi  
Dharmishta Raval

### Stakeholders Relationship Committee

Pankaj Patel  
*Chairman*  
Samir Mehta  
Markand Bhatt

### Nomination and Remuneration Committee

Kiran Karnik  
*Chairman*  
Sudhir Mehta  
Pankaj Patel  
Dharmishta Raval

### Corporate Social Responsibility Committee

Bhavna Doshi  
*Chairperson*  
Samir Barua  
Jinal Mehta

### Committee of Directors

Samir Mehta  
*Chairman*  
Markand Bhatt  
Jinal Mehta

### Executive Director (Corporate Affairs) & Chief Financial Officer

T. P. Vijayarathay

### Company Secretary

Darshan Soni

### Statutory Auditors

Deloitte Haskins & Sells, Ahmedabad  
*Chartered Accountants*

### Registered Office

“Samanvay”, 600,  
Tapovan, Ambawadi,  
Ahmedabad-380009,  
Gujarat, India.  
Phone: +91 79 2662 8300 / 2662 8000  
Fax: +91 79 2676 4159

### GENERATION

#### SUGEN, UNOSUGEN & GENSU

Off National Highway No. 8, Taluka Kamrej,  
District Surat-394155 (Gujarat)

### AMGEN

Ahmedabad-380005 (Gujarat)

### DGEN

Plot No. Z-9, Dahej SEZ, Taluka Vagra,  
Dist. Bharuch - 392130 (Gujarat)

### CABLES

Yoginagar, Mission Road,  
Nadiad-387002 (Gujarat)

### DISTRIBUTION

Torrent House, Station Road,  
Surat-395003 (Gujarat)

Old Agra Road, Anjur Phata,  
Bhiwandi-421302 (Maharashtra)

6, Raghunath Nagar, Suresh Plaza Market,  
M. G. Road, Agra-282002 (Uttar Pradesh)

### Website

[www.torrentpower.com](http://www.torrentpower.com)

### Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.  
Unit : Torrent Power Limited  
506-508, Amarnath Business Centre-1 (ABC-1),  
Besides Gala Business Centre, Near ST. Xavier's  
College Corner, Off. C. G. Road,  
Ellisbridge, Ahmedabad - 380006 (Gujarat)  
Phone : +91 79 2646 5179 / 86 / 87  
E-mail : [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)  
Website : [www.linkintime.co.in](http://www.linkintime.co.in)

### Investor Services Email Id

[cs@torrentpower.com](mailto:cs@torrentpower.com)

### Corporate Identity Number

L31200GJ2004PLC044068

## NOTICE

**NOTICE** is hereby given that the Thirteenth Annual General Meeting of the Members of **TORRENT POWER LIMITED** will be held on Tuesday, 1<sup>st</sup> August, 2017 at 2.30 p.m. at **J. B. Auditorium, Torrent - AMA Centre, Ahmedabad Management Association, Vastrapur, Ahmedabad - 380015\*** to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of the Financial Statements

To receive, consider and adopt the Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31<sup>st</sup> March, 2017, including Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss for the year ended on that date and reports of the Auditors and the Directors thereon.

#### 2. Declaration of dividend

To declare dividend of ₹2.20 per share on equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2017.

#### 3. Director retiring by rotation

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the vacancy caused by retirement of Shri R. Ravichandran (holding DIN: 06737497) at the 13<sup>th</sup> Annual General Meeting be not filled up.”

#### 4. Appointment of Statutory Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (FRN: 012754N/N500016) be and are hereby appointed as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting of the Company till conclusion of the 18<sup>th</sup> Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company, subject to ratification of such appointment by the shareholders at every Annual General Meeting.”

### SPECIAL BUSINESS

#### 5. Appointment of Shri Pankaj Joshi, IAS as Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Pankaj Joshi, IAS (holding DIN: 01532892), who was appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Article 114 of the Articles of Association of the Company and any other provisions if applicable and who holds office till commencement of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

#### 6. Ratification of Remuneration of Cost Auditors

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force (“Act”), M/s. Kirit Mehta & Co., Cost Accountants, Mumbai, the Cost Auditors appointed by the Board of Directors of the Company (except for Dahej Distribution and DGEN as both are in SEZ and exempt from

\* Please refer to page no. 238 for route map to the AGM venue.

the provisions of Cost Audit), to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018 be paid the remuneration of ₹12,00,000 /- plus applicable taxes and out of pocket expenses incurred by them during the course of the Audit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to take such actions as may be necessary for implementing the above resolution.”

By Order of the Board  
For Torrent Power Limited

Ahmedabad  
23<sup>rd</sup> May, 2017

**Registered Office:**

“Samanvay”, 600, Tapovan,  
Ambawadi,  
Ahmedabad-380015  
CIN: L31200GJ2004PLC044068  
Tel. No. +91 79 26628300  
Website: [www.torrentpower.com](http://www.torrentpower.com)  
Email: [cs@torrentpower.com](mailto:cs@torrentpower.com)

**T. P. Vijayasarathy**  
Executive Director (Corporate Affairs) & CFO



**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM” or “meeting”) OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
4. Members / proxies / authorised representatives are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 12<sup>th</sup> June, 2017 to Wednesday, 14<sup>th</sup> June, 2017 (both days inclusive) for determining the names of members for the purpose of the AGM.
7. The Statement pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of this Notice.
8. In terms of the Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of financial year 2009-10 of the erstwhile Torrent Cables Limited (since amalgamated with Torrent Power Limited) and the Company will be due for transfer to the said Fund in September 2017. The shareholders who have not encashed their dividend warrants for financial year 2009-10 of the erstwhile Torrent Cables Limited (since amalgamated with Torrent Power Limited) and the Company, are requested to approach the Company for payment.

Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), all shares on which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred to an IEPF Authority. The Company has sent intimation to all such shareholders who have not claimed their dividend for seven consecutive years. All such Shareholders are requested to claim their Unclaimed Dividend expeditiously failing which their shares shall be transferred to IEPF Authority and no claim shall lie against the Company. The Shareholders thereafter need to claim their shares from IEPF Authority by following such procedures as prescribed in the IEPF Rules (as may be amended from time to time).

9. The Companies Act provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant.

10. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends by registering their bank account details with the Company. For further information, you are requested to approach the Registrar and Share Transfer Agent of the Company.
11. Trading in equity shares of the Company is compulsorily in dematerialised mode by all the investors. Members are therefore advised to convert their shareholding in dematerialised form in case they wish to trade their equity shares.
12. Members seeking any information or clarification on the accounts are requested to send written queries to the Company, atleast 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
13. Annual Report for FY 2016-17 of the Company has been uploaded on website of the Company i.e. [www.torrentpower.com](http://www.torrentpower.com).
14. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the Company during normal business hours (9.30 AM to 6.30 PM) on all working days, (except Saturday) upto and including the date of the Annual General Meeting of the Company and also will be available for inspection by the members at the AGM.
15. Electronic copy of the Notice of the 13<sup>th</sup> Annual General Meeting of the Company along with Annual Report, inter-alia, including the Remote e-voting instructions, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has specifically requested for a hard copy of the same. For members, who have not registered their email address, physical copy of the Notice of the 13<sup>th</sup> Annual General Meeting of the Company alongwith Annual Report, inter-alia, including the Remote e-voting instructions, Attendance Slip and Proxy Form is being sent by the permitted mode.
16. With a view to conserve natural resources, we request members to update and register their email addresses with their Depository Participants or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
17. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company, for consolidation of such multiple folios into a single folio.
18. **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Tuesday, 25<sup>th</sup> July, 2017.**
19. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the e-voting facility through Central Depository Services Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice (the "Remote e-voting"). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail the facility at his / her discretion, subject to compliance with the instructions for Remote e-voting.

In case of Members who are entitled to vote, amongst members present in person at the meeting, but have not exercised their right to vote by electronic means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20 (4) (xi) of the said Rules for the business specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting.

The information and other instructions regarding Remote e-voting are detailed in Note No. 23.

Shri Rajesh Parekh, Practicing Company Secretary (Membership No. A8073) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.



20. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorised by him in writing, who shall countersign the same.
21. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website [www.torrentpower.com](http://www.torrentpower.com) and on the website of CDSL and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited.
- 22. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.**

**23. Voting Process and other instructions regarding Remote e-voting:**

**Section A: Voting Process**

The members should follow the following steps to cast their votes electronically:

Step 1 : Open your web browser during the voting period and log on to the e-voting Website: [www.evotingindia.com](http://www.evotingindia.com)

Step 2 : Click on "Shareholders" to cast your vote(s).

Step 3 : Please enter User ID -

- a. For account holders in CDSL: Your 16 digits beneficiary ID.
- b. For account holders in NSDL: Your 8 Character DP ID followed by 8 Digits Client ID.
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4 : Enter the Image Verification as displayed and Click on "LOGIN"

Step 5 : If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the password, then Enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

Step 6 : Follow the steps given below, if you are:

- a. holding shares in physical form, or
- b. holding shares in dematerialised form and are a first time user,

- 6.1 (a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both, members holding shares in physical or dematerialized form)

Members holding shares in physical form and who have not updated their PAN with the Company are requested to enter the last 7 digits of their Share Certificate No. prefixed by "TPL". In case the certificate number is less than 7 digits enter the required number of 0's before the number. In case you are holding more than one share certificate under the same folio, enter the details of the share certificate which is higher in number.

Eg. If you are holding 3 share certificates under the same folio having certificate nos. 50111, 50112, 50113, then enter TPL0050113 in the PAN field.

Members who are holding shares in dematerialized form and who have not updated their PAN with depository are requested to use the Sequence Number as printed on the Address Sticker in case of the dispatch of the Annual Report through physical mode and as mentioned in covering e-mail in case of dispatch of soft copy.

- 6.1 (b) Enter the Date of Birth (DOB) as recorded in your demat account or registered with the Company for the said demat account or folio in dd/mm/yyyy format.#

- 6.1 (c) Enter the Dividend Bank Details (account number) as recorded in your demat account or registered with the Company for the said demat account or folio.#

# Please enter either the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in Step 3.

- 6.2 After entering these details appropriately, click on “SUBMIT” tab.

- 6.3 For Demat holding:

Members holding shares in demat form will now reach “PASSWORD CREATION” menu wherein they are required to create their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

For Physical holding:

Members holding shares in physical form will then directly reach the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 7 : Click on the EVSN of the Company i.e. 170627009 to vote.

Step 8 : On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired for casting your vote.

Step 9 : Click on Resolution File link if you wish to view the Notice.

Step 10 : After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step 11 : Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take print-out of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.

#### **Section B: Other instructions regarding Remote e-voting**

- i. The Remote e-voting period shall commence on Saturday, 29<sup>th</sup> July, 2017 at 9.00 A.M. and end on Monday, 31<sup>st</sup> July, 2017 at 5:00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.
- ii. Institutional Shareholders (i.e. members other than Individuals, HUF, NRI, etc.) are additionally requested to note and follow the instructions mentioned below, if they are first time user.
  - Institutional Shareholders and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:evoting@cdslindia.com).
  - After receiving the login details, user would be able to link the account(s) for which user wishes to vote on.