

# TORRENT POWER LIMITED

CIN: L31200GJ2004PLC044068

**Regd. Office:** Torrent House, Off Ashram Road, Ahmedabad, 380009 (Gujarat), India

**Phone:** +91-79-2658 5090, 2658 3060, **Fax:** +91-79-2658 2326

**Website:** www.torrentpower.com **Email:** cs@torrentpower.com

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## NOTICE FOR POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("THE RULES"), OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND CLAUSE 35B OF THE EQUITY LISTING AGREEMENT EXECUTED BY THE COMPANY WITH BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Dear Member(s),

The Board of Directors of the Company, had at its meeting held on 4<sup>th</sup> August, 2015, resolved to obtain the approval of the members of the Company through Postal Ballot and e-voting for the proposal for appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company for a term of 3 (three) consecutive years effective from the date of approval by members.

Accordingly, the following are being sent to you alongwith the Postal Ballot Form for your consideration:

- (a) Proposed Resolution and
- (b) Explanatory Statement setting out the material facts pertaining to the said Resolution pursuant to and as required under Section 102 and other applicable provisions of the Act and Clause 49 of the Equity Listing Agreement.

The Company has appointed Shri Rajesh Parekh, Practising Company Secretary as a Scrutinizer, failing him, Shri Kamlesh Patel, Practising Company Secretary, as an Alternate Scrutinizer for conducting the Postal Ballot and e-voting in fair and transparent manner.

The Company seeks your approval/assent for the said proposal by way of ordinary resolution in compliance with Sections 149, 150 & 152 read with Schedule IV and other applicable provisions, if any, of the Act and the rules made thereunder.

You are requested to peruse the proposed Resolution alongwith Explanatory Statement, read the instructions printed in the accompanying Postal Ballot Form and return the Postal Ballot Form duly filled and signed (at the marked place in the Postal Ballot Form) alongwith **Assent (FOR) or Dissent (AGAINST)** for the said resolution, in the **self-addressed postage pre-paid business reply envelope**, enclosed with this Notice, so as to reach the Scrutinizer on or before **5.00 p.m. on Thursday, 15<sup>th</sup> October, 2015**. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not having been received. No other form is permitted.

Members who wish to vote by physical mode i.e. by filling the Postal Ballot Form (instead of e-voting) can also download Postal Ballot Form from [www.evotingindia.com](http://www.evotingindia.com) or [www.torrentpower.com](http://www.torrentpower.com).

### Electronic voting (e-voting)

In compliance with Clause 35B of the Equity Listing Agreement and Section 110 of the Act read with the Rules, the Company is pleased to provide the e-voting facility as an alternate to its members holding shares in physical or dematerialised form, as on the cut-off date i.e. **Friday, 21<sup>st</sup> August, 2015**, which would enable them to exercise their right to vote by electronic means (the "e-voting") on the business specified in this Notice instead of physical Postal Ballot Form. For this purpose, the Company has obtained services of Central Depository Services (India) Limited (CDSL). 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 e-voting. Members opting for e-voting are requested to carefully read and follow the instructions regarding e-voting, forming part of this Notice and cast their vote online from **9.30 a.m. on Wednesday, 16<sup>th</sup> September, 2015 till 5.00 p.m. on Thursday, 15<sup>th</sup> October, 2015** as per such instructions. E-voting shall not be allowed beyond 5.00 p.m. on **Thursday, 15<sup>th</sup> October, 2015**.

Only members entitled to vote may fill in the Postal Ballot Form and send the same to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. Results of the Postal Ballot and e-voting will be announced by the Chairman of the Company or person authorised by him in writing on **Friday, 16<sup>th</sup> October, 2015 at 4.00 p.m.** at the Registered Office of the Company. The resolution will be considered to be passed at a meeting of the members as per the provisions of the Act & applicable rules thereunder and Equity Listing Agreement on the date of announcement of results of the Postal Ballot and e-voting by the Chairman of the Company or person authorised by him in writing. After the above declaration, the results of the Postal Ballot and e-voting alongwith Scrutinizer's Report will be posted on the website of the Company viz. [www.torrentpower.com](http://www.torrentpower.com) and will also be communicated to the Stock Exchanges, where the shares of the Company are listed.

**PROPOSED RESOLUTION:**

To consider and, if thought fit, to pass the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, and Clause 49 of the Equity Listing Agreement, Ms. Dharmishta N. Raval (holding DIN: 02792246), being eligible to be appointed as an Independent Director of the Company, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years effective from the date of approval by the members.”

By order of the Board of Directors  
For Torrent Power Limited

Ahmedabad  
4<sup>th</sup> August, 2015

Darshan Soni  
Company Secretary

**Registered Office:**

Torrent House,  
Off Ashram Road,  
Ahmedabad - 380 009, Gujarat, India

CIN: L31200GJ2004PLC044068  
Tel. No. +91-79-26585090, 26583060  
Fax No. +91-79-26582326  
Email: [cs@torrentpower.com](mailto:cs@torrentpower.com)  
Website: [www.torrentpower.com](http://www.torrentpower.com)

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts is appended hereto.
2. The Notice is being sent to all the Equity Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 21<sup>st</sup> August, 2015.
3. Resolution passed by the members through Postal Ballot and e-voting is deemed to have been passed at a General Meeting of the members.
4. The material documents referred to in the accompanying Explanatory Statement shall be open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays (between 3.00 p.m. to 5.00 p.m.) up to the last date for receipt of the Postal Ballot Form i.e. Thursday, 15<sup>th</sup> October, 2015.
5. Kindly note that the members can opt for only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot and vice versa. However, in case a member has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical Ballot and physical Ballot will be treated as invalid.

## VOTING PROCESS AND OTHER INSTRUCTIONS REGARDING 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 their 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 dematerialised 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 or have incorrect PAN with depository shall be provided with an Alphanumerical Value as an alternate to PAN, separately, alongwith the notice of the Postal Ballot.

- 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 Bank details (account number) as recorded in your demat account or registered with the Company or Depository Participants for the said demat account or folio. #  
#Please enter either the DOB or 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 Bank details 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 resolution contained in this Notice.

- Step 7: Click on the EVSN of the Company i.e. 150907011 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 out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.

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

- (I) The e-voting period shall commence on Wednesday, 16<sup>th</sup> September, 2015 at 9.30 a.m. and end on Thursday, 15<sup>th</sup> October, 2015 at 5.00 p.m. During this period, members of the Company, holding shares either in physical form or in dematerialised 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:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which user wishes to vote on.
  - The list of accounts linked to the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- (iii) Institutional Shareholders (i.e. members other than Individuals, HUF, NRI etc.) are required to upload the following in PDF format in the system for the scrutinizer to verify the same:
- Copy of Board resolution (where institution itself is voting), or;
  - Power of Attorney (PoA) issued in favour of the custodian (if PoA is not uploaded earlier) as well as Board Resolution of custodian.
- (iv) **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.**
- (v) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (vi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Ms. Dharmishta N. Raval (holding DIN:02792246), 59, has a varied and rich experience of more than 35 years, in the matters relating to various laws, such as Company Laws, SEBI Act & Regulations, Labour Laws, Banking Laws and Tax Laws. Ms. Raval has also worked extensively with Late Shri Kirit N. Raval, former Solicitor General of India. As a partner of Raval and Raval, Advocates, her valuable advices and opinions have been looked upon for guidance by many.

She has also held various senior and important positions in her entire career, some of which are:

- Executive Director in SEBI till May, 2003
- Senior Standing Counsel for the Central Government for the Gujarat High Court till June, 2004
- Member of the Advisory Committee on “Fostering Fair Trade and Competition in downstream Petroleum & Natural Gas Sector” by Petroleum and Natural Gas Regulatory Board
- Member of the Governing Council at BSE Ltd.
- Member of Advisory Committee of SEBI – Mutual Funds
- Member of Advisory Board at Multi Commodity Exchange of India Ltd.
- Member and Vice Chairperson of the Executive Committee of the NSDL before demerger and as a Member of Executive Committee of the NSDL post demerger

**Details of her directorship in other companies and membership in committees of these companies are given below :**

Sr. No.	Directorship in Companies	Name of the Committees
1	Gujarat Themis Biosyn Ltd	Remuneration & Audit Committee - Member
2	Ace Derivatives and Commodity Exchange Limited	-
3	Cadila Healthcare Limited	Audit Committee - Member Nomination & Remuneration Committee - Member Corporate Social Responsibility Committee - Member
4	NOCIL Limited	-
5	Themis Medicare Limited	Corporate Social Responsibility Committee - Member
6	NSDL e-Governance Infrastructure Limited	Remuneration Committee - Member Investment Committee - Member
7	Adani Enterprises Limited	-

Ms. Dharmishta N. Raval does not hold any shares in the Company. She is not related to any Director of the Company. None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is in any way concerned or interested in the resolution.

A notice has been received from a member proposing her candidature for the office of Independent Director of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, if any, Ms. Dharmishta N. Raval, is proposed to be appointed, pursuant to the recommendations of Nomination and Remuneration Committee to the Board, as an Independent Director of the Company to hold office for a term of three consecutive years effective from the date of approval of the members.

In the opinion of the Board, Ms. Dharmishta N. Raval fulfils the conditions as specified in the Companies Act, 2013 and the Rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Dharmishta N. Raval as an Independent Director setting out the terms and conditions would be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours on any working day, except Saturdays, Sundays and Public Holidays.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Dharmishta N. Raval as an Independent Director of the Company. Accordingly, the Board recommends the resolution, in relation to appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company, for your approval as an Ordinary Resolution.

By order of the Board of Directors  
For Torrent Power Limited

Ahmedabad  
4<sup>th</sup> August, 2015

Darshan Soni  
Company Secretary

**Registered Office:**

Torrent House,  
Off Ashram Road,  
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## POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.

Sr. No.	Particulars	Details of Member(s)
1.	Name(s) of Member(s) including joint holder(s), if any. (in block letters)	
2.	Registered Address of sole / first named Member (in block letters)	
3.	Registered Folio No. / DP ID & Client ID (applicable only to members holding equity shares in demat form)	
4.	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice dated 4<sup>th</sup> August, 2015 of the Company by sending my/our assent (for) or dissent (against) to the said Resolution (please refer notice for text of full resolution) by placing the tick (✓) mark at the appropriate box below:

Description	No. of Equity Share(s) held	I / We assent (agree) to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Appointment of Ms. Dharmishta N. Raval as an Independent Director of the Company for a term of 3 consecutive years effective from the date of approval by the members.			

Place :

Date :

Email ID :

Signature of the Member /  
Authorised Representative

Note: 1. Please read the instructions printed overleaf carefully before filling the form.

2. Last date for receipt of Postal Ballot Form is Thursday, 15<sup>th</sup> October, 2015 (before 5.00 p.m.)

# INSTRUCTIONS REGARDING VOTING BY PHYSICAL MODE

1. Members holding shares as on cut-off date i.e. Friday, 21<sup>st</sup> August, 2015 can only exercise their right to cast their vote by physical Postal Ballot Form.
2. Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballots, if deposited in person or sent by courier or registered / speed post at the expense of the member(s) will also be accepted.
3. This form should be duly completed and signed (as per the specimen signature registered with the Company/NSDL/CDSL) by the member. In case of joint holding, this form should be completed and signed by the first named holder and in his absence, by the next named joint holder.
4. Unsigned/Incomplete/Incorrect Postal Ballot Form(s) will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on Thursday, 15<sup>th</sup> October, 2015. Postal Ballot Form received after this time (i.e. 5.00 p.m. on Thursday, 15<sup>th</sup> October, 2015) will be strictly treated as if the reply from such member has not been received.
6. A member may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the link <http://www.torrentpower.com/pdfs/postal-ballot-notice-form15.pdf>. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Thursday, 15<sup>th</sup> October, 2015.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. Members are requested not to send any other paper/documents alongwith the Postal Ballot Form, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
9. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
10. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
11. Institutional Shareholders and Corporate Shareholders (i.e. members other than Individuals, HUF, NRI etc.) intending to cast their votes through physical Postal Ballot Form are requested to send the following document(s) alongwith the physical Postal Ballot Form:
  - Copy of Board Resolution (where Corporate or Institution itself is voting), or ;
  - Power of Attorney (PoA) issued in favour of the custodian (if PoA is not provided earlier) as well as Board Resolution of custodian.

## **BUSINESS REPLY ENVELOPE**

POSTAGE  
WILL BE  
PAID BY THE  
ADDRESSEE

B. R. PERMIT NO. AM - 449  
ELLISBRIDGE POST OFFICE  
AHMEDABAD - 380006.



**To,  
Shri Rajesh Parekh  
Scrutinizer  
C/o. Sharepro Services (India) Private Limited  
Unit: Torrent Power Limited  
Devnandan Mega Mall, Office No. 416-420,  
4<sup>th</sup> Floor, Opp. Sanyas Ashram,  
Ashram Road, Ahmedabad - 380 006.**