TPL/

24th January, 2017

To,

BSE Limited Corporate Relationship Department 14th Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400001 **Scrip Code:** 532779	National Stock Exchange of India Limited Corporate Relationship Department "Exchange Plaza", C-1, Block G Bandra - Kurla Complex, Bandra (East), Mumbai 400051 **Scrip Symbol:** TORNTPOWER

Dear Sir,

Sub: Notice of Postal Ballot and E-voting

We would like to inform you that pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obliagtions and Disclosure Requirements) Regulations, 2015, the Postal Ballot and E-voting for seeking approval/assent of Members for the following Resolution as 'Special Resolution' in accordance with Section 42 and 71 and other applicable provisions of the Act, is being conducted by the Company:

Item No.	Particulars
1	Approval for issuance of Secured, Redeemable, Non-Convertible Debentures (NCDs) not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores Only), at par, on a Private Placement basis within the overall borrowing limits of the Company.

We enclose herewith the Notice of Postal Ballot & E-voting (including postal ballot and E-voting instructions and Explanatory Statement pursuant to Section 102 of the Act) and Postal Ballot Form for your kind records.

Please find the same in order.

Thanking you,

Yours faithfully,

For Torrent Power Limited

Darshan Soni
Company secretary
Encl: as above

TORRENT POWER LIMITED AHMEDABAD

TORRENT POWER LIMITED

CIN: L31200GJ2004PLC044068

Regd. Office: "Tapovan", 600, Tapovan, Ambawadi, Ahmedabad - 380015 (Gujarat), India
Phone: +91-79-26628000
Website: www.torrentpower.com Email: cs@torrentpower.com

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH RULE 22 OF 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 REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to consider and give assent / dissent to the resolution appended hereto as '**Special Resolution'** by way of Postal Ballot and E-voting. The said resolution pursuant to Section 42 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and 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 the rules made thereunder is annexed hereto along with the Postal Ballot form (the "Form") for your consideration.

The Board of Directors of the Company ("the Board") 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 a fair and transparent manner.

You are requested to peruse the proposed resolution alongwith Explanatory Statement, read the instructions forming part of this Notice and return the Form duly filled and signed (at the marked places in the 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, 23rd February, 2017.** Please note that any Form(s) received after the said date and time will be treated as not having been received. No other form is permitted.

Electronic voting (E-voting)

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Act read with the rules made thereunder, the Company is pleased to provide the E-voting facility as an alternate to its Shareholders holding shares in physical or dematerialised form, as on the cut–off date i.e. 31st December, 2016, 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 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 facility are requested to carefully read and follow the instructions on E-voting forming part of this Notice and cast their vote online from **9.30 a.m. on Wednesday, 25th January, 2017 till 5.00 p.m. on Thursday, 23rd February, 2017** as per the instructions. E-voting shall not be allowed beyond **5.00 p.m. on Thursday, 23rd February, 2017.**

Members who wish to vote by physical mode i.e. by filling the Form (instead of E-voting) can also download the Form from www.evotingindia.com or www.torrentpower.com.

Only Members entitled to vote may fill in the 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 any other person authorised by him in writing on **Friday, 24th February, 2017, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the date of announcement of results of Postal Ballot and E-voting by the Chairman of the Company or any other 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 and will also be communicated to the Stock Exchanges, where the shares of the Company are listed.

PROPOSED RESOLUTION:

To approve issuance of Secured, Redeemable, Non-Convertible Debentures (NCDs) not exceeding Rs.1500 Crores (Rupees One Thousand Five Hundred Crores only), at par, on a Private Placement basis within the overall Borrowing Limits of the Company

To consider and, if thought fit, give assent / dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable SEBI regulations and guidelines, Foreign Exchange Management Act, 1999 and relevant RBI Guidelines, and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations and rules, clarifications issued thereon from time to time and subject to such other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad, the Memorandum of Association and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "Board", which term shall include any Committee thereof which the Board may have constituted from time to time) to offer, invite, issue, allot, raise funds by means of Secured, Redeemable, Non-Convertible Debentures ("NCDs") not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only), at par, on a private placement basis to eligible investors (whether residents, non-residents, institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees, stabilizing agents, insurance companies, provident funds, gratuity funds, pension funds or otherwise and whether or not such investors are Members of the Company), in one or more series / tranches during the period of one year from the date of passing of Special Resolution by the Members on such terms and conditions as the Board may from time to time deem proper and beneficial, within the overall borrowing limits approved by Shareholders of the Company under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, invitation, issue, allotment, raising funds by means of Secured, Redeemable, Non-Convertible Debentures ("NCDs") not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only), at par, on a private placement basis, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including but not limited to,

(i) determination of terms of NCDs, (including but not limited to, number of NCDs to be allotted in each series / tranche, issue price, class of investors to whom the NCDs are to be allotted, redemption period, terms and coupon rate);
(ii) finalise the Information Memorandum / Private Placement documents / Offer Letter etc.;
(iii) appoint Lead Managers, Arrangers, Underwriters, Debenture Trustees, Credit Rating Agencies, Transfer Agents and other agencies, as required;
(iv) decide on the allotees to whom the NCDs would be issued ;
(v) offer and create the appropriate mortgages, hypothecation, pledges, assignments and/ or charges in addition to mortgage, hypothecation, pledge, assignment and/or charge already created, in such form, manner and ranking as may be required for the purpose of business of the Company, on all or any of the properties of the Company, both present and future, and/or the whole or part of the undertaking of the Company together with or without the power to enter upon and to take possession of any such asset business or management of the business or any undertaking of the Company or to exercise such other remedies permitted by applicable law in favour of the debenture holder(s), agent(s) or trustee(s); in accordance with the approval of the shareholders under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013;

(vi) list the NCDs on Stock Exchange(s), allot Debentures and issue Debenture Certificates to the investor(s);
(vii) execute and sign the required Deeds, Agreements, Undertakings, Security Creation documents, Information Memorandum, Private Placement Offer Letter, other required documents etc. under the Common Seal of the Company, if necessary, provided that the Common Seal shall be affixed in the presence of any of the Directors/ Authorised Officers or Company Secretary of the Company;
(viii) pay any fees, remuneration, expenses relating thereto and for other related matters on behalf of the Company;
(ix) settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby also authorised to delegate all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person(s), as it may in its absolute discretion deem fit in order to give effect to this resolution."

Place: Ahmedabad
Date: 12th January, 2017

By order of the Board of Directors
For Torrent Power Limited

Jinal Mehta
Whole-time Director
(DIN-02685284)

Registered Office:
"Tapovan", 600,
Tapovan, Ambawadi,
Ahmedabad - 380 015, Gujarat, India

CIN: L31200GJ2004PLC044068
Tel. No. +91-79-26628000
Email: cs@torrentpower.com
Website: 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 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 31st December, 2016.
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. Kindly note that the Members can opt for only one mode of voting i.e. either 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.

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 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 or have incorrect 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 certificate 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, along with 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. 170117003 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 printout 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 9:30 a.m on Wednesday, 25th January, 2017 and end on 5:00 p.m. on Thursday, 23rd February, 2017. 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 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.
- 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 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).
- 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

INSTRUCTIONS REGARDING VOTING BY PHYSICAL MODE

1. Members holding shares as on cut-off date i.e. 31st December, 2016 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 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, 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 Forms will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on Thursday, 23rd February, 2017. Postal Ballot Form received after this time (i.e. 5.00 p.m. on Thursday, 23rd February, 2017) 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/pdf/investors/17-01-2017_Postal_Ballot_notice.pdf. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Thursday, 23rd February, 2017.
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 along with the Postal Ballot Form, unless requested specifically, 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 (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) along with 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.

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

1. Section 42 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that a company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations.

2. Further, second proviso to Rule 14(2)(a) of Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that in case of offer or invitation for Non-Convertible Debentures, it shall be sufficient if the company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

3. Pursuant to the Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the shareholders of the Company, had by way of Postal Ballot (results of which were declared on 10th September, 2014) accorded their consent to the Board of Directors to borrow any sum or sums of monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, by way of term loans, debentures, or any other securities or otherwise, such that the total amount borrowed and outstanding at any time shall not exceed Rs. 13,500 Crores (Rupees Thirteen Thousand Five Hundred Crores only) and to create charges on the Company's properties for securing the borrowings within the above limits and working capital facilities availed or to be availed by the Company.

4. The Company currently have three renewable projects under implementation. The Company is working towards further expanding its generation capacity including renewable energy portfolio. Moreover, the Company from time to time is required to incur routine capital expenditure to strengthen its transmission and distribution network in the area of its operations. Further, the Company requires funds for general corporate purposes. These would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements, inter-alia, for existing and future projects, capital expenditure, refinancing the existing borrowings and also such other corporate purposes.

5. Considering the above and in order to provide the necessary flexibility in borrowings of the Company, depending on the prevailing market conditions, it is proposed to obtain enabling consent of Shareholders of the Company by way of Special Resolution, to offer / invite / issue / raise funds by means of Secured, Redeemable, Non-Convertible Debentures ("NCDs") on a private placement basis not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only) to eligible investors, as specified, within overall limits approved by shareholders under Section 180 (1)(a) and (c) of the Companies Act, 2013. The NCDs will be secured by appropriate mortgages, hypothecation, pledges, assignments and/ or charges. The proposed issuance of NCDs will be in accordance with the provisions of the Companies Act, 2013, Memorandum of Association and Articles of Association of the Company, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended, ("SEBI Regulations") and other applicable laws.

6. Accordingly, pursuant to Sections 42 and 71 read with Section 179 of the Companies Act, 2013 and rules made thereunder, the Board, at its meeting held on 27thOctober, 2016 recommended the said resolution for consent of the Shareholders by Special Resolution so as to offer / invite / issue / raise funds by means of NCDs on a private placement basis, not exceeding Rs. 1500 Crore (Rupees One Thousand Five Hundred Crores only) . Such approval shall be valid for all offers and invitations for such NCDs to be made in one or more series / tranches, during the period of one year from the date of passing of the Special Resolution by the Shareholders.

7. The Board recommends the Resolution as set out in the Notice for your approval as Special Resolution.

8. None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in the proposed resolution.

By order of the Board of Directors
For Torrent Power Limited

Place: Ahmedabad
Date: 12th January, 2017

Jinal Mehta
Whole-time Director
(DIN-02685284)

Registered Office:
"Tapovan", 600,
Tapovan, Ambawadi,
Ahmedabad - 380 015, Gujarat, India

CIN: L31200GJ2004PLC044068
Tel. No. +91-79-26628000
Email: cs@torrentpower.com
Website: www.torrentpower.com

TORRENT POWER LIMITED

CIN: L31200GJ2004PLC044068
Regd. Office: "Tapovan", 600, Tapovan, Ambawadi, Ahmedabad-380 015, Gujarat, India
Phone: +91-79-26628000
Website: www.torrentpower.com • **Email:** cs@torrentpower.com

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 Special Resolution to be passed through Postal Ballot and E-voting for the Business stated in the Postal Ballot Notice dated 12th January, 2017 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 to the Resolution (FOR)	I / We Dissent to the Resolution (AGAINST)
Approval for issuance of Secured, Redeemable, Non- Convertible Debentures (NCDs) not exceeding Rs. 1500 Crores (Rupees One Thousand Five Hundred Crores only), at par on a Private Placement basis within the overall borrowing limits of the Company.			

Place :

Date :

Email ID :

Signature of the Member / Authorised Representative

Note: 1. Please read the instructions regarding voting by Physical Mode which forms part of the Notice of Postal Ballot and E-voting before filling the Form.

2. Also, request you to fill the forms (ECS/NECS Mandate registration and/or E-Mail registration) given over leaf and send the same to the Company if you wish to receive:

a)any Dividend declared by the Company in future through direct credit to your registered Bank Account and/or

b)further communication including Annual Report and Notice from the Company in electronic form.

ECS/NECS MANDATE REGISTRATION

Torrent Power Limited
"Tapovan", 600,
Tapovan, Ambawadi,
Ahmedabad, 380 015

Date :

Dear Sir(s),

Sub: Registration of ECS/NECS Mandate

Ref.:Folio No.or DP ID/ Client ID _____

I / We, ……....., holding shares of the Company under the above folio, do hereby authorize TORRENT POWER LIMITED to

* Credit my Dividend amount/ other payments, if any, directly to my Bank Account through Electronic Clearing Service (ECS) / National Electronic Clearing Service (NECS) as per details furnished below – ECS Mandate

OR

* Print the details of my Bank Account, on my Dividend Warrant which will be mailed to me as per details furnished below – Bank Mandate

(* Strike out whichever is not applicable)

A	Name of the First holder (in Block Letters)	
B	Bank Name	
C	Branch Name	
D	Bank Address (for ECS Mandate only)	
E	Bank Account Number	
F	Account Type	
G	9 Digit Code number of the bank & branch (appearing on the MICR cheque)	
H	11 Digit IFSC Code	
I	Permanent Account Number (PAN) (Please attach a photocopy of PAN Card)	
J	Mobile No./ Telephone number with STD Code	

I/We hereby declare that the particulars given above are correct and complete. I/We undertake to inform you of any subsequent changes in the above particulars. If any transaction is delayed or not effected for any reasons beyond the control of the Company, I/We would not hold the Company responsible.

_____

Signature of Member (s)/
Authoried Representatives

Place :

Note :
Please enclose a blank cancelled cheque or a photocopy of a cheque issued by your bank relating to your above account for verifying the accuracy of the MICR Code, Transaction ID, A/C No etc.

EMAIL REGISTRATION FORM

Torrent Power Limited
"Tapovan", 600,
Tapovan, Ambawadi,
Ahmedabad, 380 015

Date :

Dear Sir(s),

Sub: Request for Registration of E-mail ID (For receiving communication in Electronic Form)

Ref: Folio No. or DPID/ Client ID: _____

I/We, as shareholder(s), would request you to register E-mail ID given below for the above folio or DPID/ Client ID. Hence forth I/We wish to receive all the communications including Annual Report and Notice from the Company to be sent in Electronic Form to this E-mail ID.

I/We acknowledge that receipt of such communications in electronic form to the below mentioned E-mail ID would be sufficient and valid receipt of such communications by me / us.

Name of Shareholder	
Name of Joint holders	
E-mail Id	
Mobile No.	

Thanking you,
Yours faithfully,

_____

Signature of Member(s)
Authorised Representative

BUSINESS REPLY ENVELOPE

POSTAGE WILL BE PAID BY THE ADDRESSEE

B. R. PERMIT NO. AM - 473
ELLISBRIDGE POST OFFICE
AHMEDABAD - 380006.

NO POSTAGE STAMP NECESSARY IF POSTED IN INDIA

To,
Shri Rajesh Parekh
Scrutinizer
C/o. Link Intime India Private Limited
Unit: Torrent Power Limited
5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1),
Beside Gala Business Centre,
Near St. Xavier's College Corner,
Off CG Road, Ellisbridge,
Ahmedabad - 380006.