TPL/ 115

8th August, 2014

To,

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

Dear Sirs,

Re: Intimation of Postal Ballot - Clause 31 & Clause 35B of the Listing Agreement

Scrip Code: 532779	Scrip Symbol: TORNTPOWER

This is to inform you that pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35 B of the Listing Agreement the Company shall be conducting Postal Ballot for obtaining the approval of Shareholders for enhancement of borrowing limits and creation of charge on Company's properties for securing the borrowings.

In this connection, we attach herewith Postal Ballot Notice along with the Postal Ballot Form for your information and records.

Thanking you,
Yours faithfully,
For Torrent Power Limited

Srinivas Kotra
Company Secretary

TORRENT POWER LIMITED

Encl: as above

TORRENT POWER LIMITED

Corporate Identity Number (CIN): L31200GJ2004PLC044068
Registered Office: Torrent House, Off Ashram Road, Ahmedabad - 380 009, India
Phone: +91-79-2658 5090, 2658 3060, Fax: +91-79- 2658 2326
Website: www.torrentpower.com, E-mail: cs@torrentpower.com

Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, that the resolutions given below are proposed to be passed by Postal Ballot for approving the enhancement of borrowing limits from the existing ₹12,000 Crores (including non-fund based facilities) to ₹13,500 Crores (excluding working capital facilities) and creation of charge on Company's properties for securing the borrowings within the said limits and working capital facilities availed or to be availed.

The Company is, therefore, seeking your consent for the said proposals by special resolutions in compliance with the provisions of Sections 180 (1) (c) and 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013. Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 pertaining to the said Resolutions setting out the material facts as required under the said section is appended to the Notice. Said resolutions and Explanatory Statement thereto alongwith the Postal Ballot Form are being sent herewith for your consideration.

Electronic Voting (e-voting): In compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate for our Members which would enable you to cast your votes electronically, instead of through physical postal ballot form. For this purpose, the Company has obtained services of National Securities Depository Limited (NSDL). E-voting is optional for shareholders. Please carefully read and follow the instructions on e-voting printed in the Postal Ballot Form. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting) can download Postal Ballot Form from www.evoting.nsdl.com or http://www.torrentpower.com/investors/pdfs/2014/postal_ballot_notice_form.pdf.

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

You are requested to peruse the proposed Resolutions along with their Explanatory Statement and thereafter mark your assent or dissent by filling the necessary details and putting your signature at the marked place in the Postal Ballot Form and return the same **in the enclosed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5.30 p.m. on Tuesday, 9th September, 2014.** In respect of shareholders opting for e-voting mode as above, they should cast their vote online from **9.30 a.m. on Monday, 11th August, 2014 till 5.30 p.m. on Tuesday, 9th September, 2014** as per instructions provided in Postal Ballot Form. Your assent/dissent received after 5.30 p.m. on Tuesday, 9th September, 2014 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballots, the Scrutiziner shall submit his report to the Chairman of the Company. **The result of the Postal Ballot shall be announced on Wednesday, 10th September, 2014 at 4.00 p.m. at the registered office of the Company and shall also be displayed on the Company's website www.torrentpower.com** alongwith Scrutinizer's Reports besides communicating to the stock exchanges on which the shares of the Company are listed.

TORRENT POWER LIMITED

PROPOSED RESOLUTIONS:

Item No.1

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

ENHANCEMENT OF BORROWING LIMITS

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013, as amended from time to time and the Rules made there under, including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, and in supersession of the earlier resolution passed by the Company in this regard, the consent of the Company be and is hereby accorded 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, as may be required for the purpose of business of the Company, from one or more Banks, Financial Institutions and/or any other lending institutes, Government(s)/ Government Bodies, Company's bankers and /from any one or more other persons (including but not limited to the Company's shareholders), firms and body corporates, by way of term loans, debentures, or any other securities or otherwise, either in rupees or in such other foreign currencies as may be permitted by law from time to time, whether secured or unsecured provided that the total amount borrowed and outstanding at any time shall not exceed ₹13,500 Crores (Rupees Thirteen Thousand Five Hundred Crores Only), notwithstanding the fact that money to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid-up share capital of the Company and its free reserves (reserves not set apart for any specific purpose).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to delegate all or any of the above powers to the Committee of Directors."

Item No.2

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

CREATION OF CHARGES

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the Rules made there under, including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, and in supersession of the earlier resolution passed by the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage, hypothecate, pledge, assignment and/or charge, in addition to mortgage, hypothecation, pledge, assignment and/or charge already created, in such form, manner and ranking and on such terms as the Board may deem fit in the interest of the Company, on all or any of the immovable and/or movable properties of the Company, including intellectual property rights, licences, project documents, contracts and insurance policies wheresoever situated, 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 and to take over the business or take over the management of the business or any undertaking of the Company in case of certain events of default, in favour of the lender(s), agent(s) or trustee(s); for securing the borrowing including working capital facilities availed or to be availed by the Company or any of its subsidiaries, from time to time, by way of loans, debentures, cash credit, advances, deposits, bill discounting or any other securities or otherwise, in foreign currency or in Indian Rupees, in one or more tranches, alongwith interest, additional interest, accumulated interest, liquidated damages, commitment

TORRENT PHARMA LIMITED

charges or costs, expenses and all other monies payable by the Company or any of its subsidiaries in terms of respective loan agreement(s) or any other documents entered /to be entered into between the Company or any of its subsidiaries and the lenders/agents/investors and trustees as may be stipulated in that behalf and agreed to between the Board and the lenders, agents or trustees including any increase as a result of devaluation/ revaluation/fluctuations in the rate of exchange, from time to time, upto the limits approved under Section 180(1)(c) of the Companies Act, 2013 and for working capital facilities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to aforesaid resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to delegate all or any of the above powers to the Committee of Directors."

By order of the Board
For **Torrent Power Limited**

Ahmedabad
12th May, 2014

Srinivas Kotra
Company Secretary

Registered Office:
Torrent House,
Off Ashram Road,
Ahmedabad-380009
CIN: L31200GJ2004PLC044068
Tel. No. +91-79-26585090, 26583060
Website: www.torrentpower.com
Email: cs@torrentpower.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 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 18th July, 2014.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1 & 2

The shareholders had, at the 6th Annual General Meeting of the Company held on 31st July, 2010, by means of ordinary resolution authorised the Board of Directors to borrow upto ₹12,000 Crores (Rupees Twelve Thousand Crores Only) (including non-fund based facilities) and to secure the said borrowings by creating charge/mortgage/hypothecation/pledge/assignment on all or anyone of the moveable/immovable properties or other assets of the Company under Section 293 (1)(a) and (d) of the Companies Act, 1956.

Consequent to the implementation of Section 180 of the Companies Act, 2013 with effect from 12th September, 2013, the consent of the Company is required by way of a special resolution to borrow funds in excess of the paid-up capital and free reserves of the company and to create security on all or anyone of the moveable/immovable properties or such other assets of the company, to the extent of above approved limits and working capital

TORRENT POWER LIMITED

facilities. The Ministry of Corporate Affairs, vide General Circular No. 4/2014, dated 25th March, 2014 has clarified that the validity of the resolutions passed under Section 293 of the Companies Act, 1956 shall be valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013. Accordingly, the earlier resolution of shareholders for availing borrowing upto ₹12,000 Crores (Rupees Twelve Thousand Crores Only) (including non-fund based facilities) and for securing such borrowings is valid till 11th September, 2014.

The Board, in its meeting held on 12th May 2014, had approved the draft Scheme of Amalgamation of Torrent Energy Limited (TEL) and Torrent Cables Limited with the Company, along with re-organisation of long-term consolidated long- term financing arrangements of all three Companies with appropriate security structure as may be acceptable to the Board and fulfilment of required pre-disbursement conditions for such arrangements, subject to approval of shareholders, lenders, other regulatory approvals and such other approvals as may be required.

The long term borrowings and the working capital facilities availed by the Company and its subsidiary (TEL) as on 31st March, 2014 is approx. ₹9,300 Crores and ₹1,240 Crores respectively. The Company may further need to borrow from time to time, for the purpose of business of the Company including additional annual capex for meeting load growth, enhancing safety and reliability etc. and the pending disbursement of TEL.

With a view to re-validate such borrowings in terms of the Companies Act, 2013 as well as to meet the aforesaid re-organisation of long-term consolidated financial arrangements and additional annual capex, the Company may require to borrow from time to time by way of loans and/or issue of Bonds, Debentures or other securities; thereby necessitating the need to enhance the borrowing limits of the Company upto ₹13,500 Crores (Rupees Thirteen Thousand Five Hundred Crore Only).

The borrowing availed by the Company is generally required to be secured by mortgage/charge on immovable and/or movable properties of the Company in such form, manner and ranking as may be decided in consultation with the lenders. Mortgage/charge on movable and/or immovable properties of the Company and/or whole or part of the undertaking(s) to secure the borrowings of the Company and/ or its subsidiary companies may be regarded as disposal of the company's undertaking(s) within the meaning of Section 180(1) (a) of the Companies Act, 2013 requiring approval of shareholders of the Company by means of special resolution.

It is thus proposed to obtain approval of shareholders by way of special resolution for the resolutions contained in Item No.1 & 2 of the accompanying Notice.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is/are in any way concerned or interested in the resolutions.

The Board of Directors recommends the Resolutions at Item No. 1 and 2 for your approval as Special Resolutions by way of Postal Ballot.

By order of the Board
For **Torrent Power Limited**

Srinivas Kotra
Company Secretary

Ahmedabad
12th May, 2014

Registered Office:
Torrent House,
Off Ashram Road,
Ahmedabad-380009
CIN: L31200GJ2004PLC044068
Tel. No. +91-79-26585090, 26583060
Website: www.torrentpower.com
Email: cs@torrentpower.com

TORRENT POWER LIMITED

For, Torrent Power Limited

Torrent Power Limited

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Registered Office: Torrent House, Off Ashram Road, Ahmedabad - 380 009, India
Phone: +91-79-2658 5090, 2658 3060, Fax: +91-79- 2658 2326
Website: www.torrentpower.com, E-mail: cs@torrentpower.com

POSTAL BALLOT FORM

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

Postal Ballot No.

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

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice dated 12th May, 2014 of the Company by sending my/our assent (for) or dissent (against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held	I / We assent (agree) to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Enhancement of Borrowing limits from existing ₹12,000 Crores (including non-fund based facilities) to ₹13,500 Crores (excluding Working Capital facilities).			
2.	Creating charge on the Company's properties for securing the borrowings availed or to be availed within the above limits and working capital facilities.			

Place :
Date :

Signature of the Shareholder
OR
Authorized Representative

Particulars for E-voting

E-Voting Event Number (EVEN)	User ID	Password

Note : i. Please read the instructions printed overleaf carefully before filling the form.
ii. Last date for receipt of Postal Ballot Form is Tuesday, 9th September, 2014 (before 5:30 p.m.).

TORRENT POWER LIMITED

For, Torrent Power Limited

Company Secretary

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. Shareholder(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. Postage charges will be borne by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier or registered / speed post at the expense of the shareholder(s) will also be accepted.
2. This form should be duly completed and signed (as per the specimen signature registered with the Company/NSDL/CDSL) by the shareholder. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
3. Unsigned/Incomplete/Incorrect Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5:30 p.m. on Tuesday, 9th September, 2014. Postal Ballot Form received after this time (i.e. 5:30 p.m. on 9th September, 2014) will be strictly treated as if the reply from such shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the shareholders as on the cut-off date i.e. 18th July, 2014.
6. A shareholder 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/investors/pdfs/2014/postal.ballot_notice_form.pdf. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5.30 p.m. on Tuesday, 9th September, 2014.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final and binding.
9. Shareholders are requested not to send any other paper/documents along with 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.
10. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.

INSTRUCTIONS FOR E-VOTING

1. Launch internet browser by typing URL: https://www.evoting.nsdl.com
2. Click on "Shareholder – Login".
3. Enter your User ID and initial password/PIN as provided with this letter. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and password/PIN for casting your vote.
4. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
5. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
6. Select "EVEN" of Torrent Power Limited.
7. Now you are ready for e-voting as "Cast Vote" page opens.
8. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the resolution(s).
12. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s). You may also enter the secret question and answer of your choice to retrieve your password in case you forget it.
13. Last date for voting electronically is **Tuesday, 9th September, 2014 (before 5:30 p.m.).**

OTHER INSTRUCTIONS

1. In case of shares held by companies, Institutions, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors / Authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013. Shareholders voting through e-voting mode should send a scanned copy (PDF/JPG Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail on torrentpowerscrutinizer14@gmail.com with a copy marked to evoting@nsdl.co.in.
2. The date of declaration of results of the postal ballot **(i.e. on 10th September, 2014)** shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
3. Kindly note that the shareholders can opt 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 shareholder 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.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600 for any further clarifications.

SPECIMEN

BUSINESS REPLY ENVELOPE

POSTAGE WILL BE PAID BY THE ADDRESSEE

B. R. PERMIT NO. AM - 438
NAVRANGPURA POST OFFICE - HO
AHMEDABAD - 380009.

NO POSTAGE STAMP NECESSARY IF POSTED IN INDIA

SPECIMEN

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

SPECIMEN

TORRENT POWER LIMITED