

TORRENT POWER LIMITED

CIN: L31200GJ2004PLC044068

Regd. Office: Torrent House, Off Ashram Road, Ahmedabad-380 009 (Gujarat), India

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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 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. / DP ID & Client ID (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 Resolutions to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice dated 12th March, 2015 of the Company by sending my/our assent (for) or dissent (against) to the said Resolutions (please refer notice for text of full resolutions) by placing the tick () mark at the appropriate box below:

Item No. of the Notice	Description	No. of Equity Share(s) held	I / We assent (agree) to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1@	To approve the proposed Composite Scheme of Amalgamation of Torrent Energy Limited ("TEL" or "Transferor Company-1") and Torrent Cables Limited ("TCL" or "Transferor Company-2") with Torrent Power Limited ("TPL" or "Company" or "Transferee Company") and their respective shareholders and creditors ("Scheme of Amalgamation")			
2	To approve the revision in terms of appointment of Shri Jinal Mehta, Whole-time Director of the Company			

@Item No. 1 of the notice has to be voted by public shareholders only.

Place :

Date :

Signature of the Shareholder/
Authorised Representative

Particulars for E-voting

E-Voting Event Number (EVEN)	User ID	Password

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

2. Last date for receipt of Postal Ballot Form is Tuesday, 5th May, 2015 (before 05.30 p.m.).

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 05.30 p.m. on Tuesday, 5th May, 2015. Postal Ballot Form received after this time (i.e. 05:30 p.m. on Tuesday, 5th May, 2015) will be strictly treated as if the reply from such shareholder has not been received.
5. 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/2015/postal.ballot_notice_form.pdf. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than 05.30 p.m. on Tuesday, 5th May, 2015.
6. The exercise of vote through Postal Ballot is not permitted through a proxy.
7. 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.
8. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
9. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.

INSTRUCTIONS FOR E-VOTING

1. Shareholders can cast their vote online from Monday, 6th April, 2015 (09.30 a.m.) till Tuesday, 5th May, 2015 (05:30 p.m.). E-voting shall not be allowed beyond this time.
2. For casting your vote electronically, open internet browser by typing URL: <https://www.evoting.nsd.com>.
3. Click on "Shareholder -Login".
4. Enter your User ID and initial password/PIN as provided with this Postal Ballot Form. 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.
5. Password Change Menu appears. Change the password/ PIN with new password for your choice with minimum 8 digits/characters or combination thereof. Note new password. If you have lost/ forgotten your existing password/ PIN, you can re-generate the same by registering necessary details in the section of "Forgot User Details/ Password" (in case you are holding the shares in demat mode) and "Physical User Reset Password" (in case you are holding the shares in physical mode) on the "Shareholder-Login". **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
6. Home page of "e-voting" opens. Click on e-voting: Active Voting Cycles.
7. Select "EVEN" (Electronic Voting Event Number) of Torrent Power Limited. 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. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
9. Upon confirmation, the message, "Vote cast successfully" will be displayed.
10. 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).
11. You can also update your mobile number and e-mail id in the user profile details of the folio / DP ID & Client ID, 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.
12. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.

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. 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. 27th February, 2015.
3. The date of declaration of results of the Postal Ballot (i.e. on 8th May, 2015) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
4. 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 physical ballot shall prevail over e-voting and e-voting will be treated as invalid.
5. The Scrutinizer's decision on the validity of the Postal Ballot Form/E-voting would be final and binding.
6. **Kindly note that Item No. 1 of the Notice has to be voted by Public Shareholders only.**

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.nsd.com or call NSDL on 022-24994600 for any further clarifications.