

# TORRENT POWER LIMITED

Registered Office : Torrent House, Off Ashram Road, Ahmedabad - 380009



## NOTICE OF VOTING BY POSTAL BALLOT

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 192A(2) of the Companies Act, 1956 ("the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 that the resolutions given below are proposed to be passed by Postal Ballot for approving amendment in the Objects Clause of the Memorandum of Association of the Company and commencement of new business.

The Company is, therefore, seeking your consent for the said proposals by Special Resolutions in compliance with the provisions of Section 17 and 149(2A) and other applicable provisions, if any, of the Act. Explanatory Statement pertaining to the said resolutions setting out the material facts and reasons therefor is annexed to the Notice. The Postal Ballot Notice containing the said resolutions and Explanatory Statement is being sent alongwith the Postal Ballot Form for your consideration.

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

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed, in the enclosed postage pre-paid business reply envelope so as to reach the Scrutinizer on or before the close of working hours of **Monday, 12<sup>th</sup> March, 2012**. Upon completion of scrutiny of the Postal Ballots, the Scrutinizer shall submit his report to the Chairman of the Company. The result of the Postal Ballot shall be announced on **Wednesday, 14<sup>th</sup> March, 2012** at 11.00 a.m. at the registered office of the Company and shall also be displayed on the Company's website [www.torrentpower.com](http://www.torrentpower.com).

### SPECIAL RESOLUTIONS

#### 1) Amendment of the Objects Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, the Objects Clause of the Memorandum of Association of the Company be and is hereby amended by inserting/ modifying the following clauses under the heading "Other Objects":

- A. Clause 79 under the heading "Other Objects" be replaced by the following clause:
- To prospect, explore, develop, drill, produce, acquire, store, process, refine, liquefy, regassify, transmit, transport, distribute, buy, supply, sell, market, import, export and / or trading in (whether as principal or agent) all forms of gases including Natural Gas (NG), Liquefied Natural Gas (LNG), Compressed Natural Gas (CNG), other forms of gases and associated gaseous / hydrocarbon substances, in India or abroad (together the "Gas Product/s")
  - To set-up, participate in setting-up, acquire, dispose of, operate and/ or maintain ports, plants, terminals, equipments, works and infrastructure/facilities for exporting, receiving, processing, storing, transporting, distributing, supplying Gas Product/s through vessels, tankers, pipelines or any other mode of transportation and to establish liquification / regassification, compression and / or other related processing plants in India or abroad for NG, LNG, CNG or other gaseous or liquid hydrocarbons and to carry on the above business for its own Gas Product/s or for any other companies.
  - To take on lease, charter, affreightment, hire and let out for hire or chartering or affreightment and otherwise acquire, own, obtain possession of and use, operate, maintain and dispose of and employ or turn to account ships, tanks, barges, tugs, launches, boats and vessels of all kinds for transportation of its own Gas Product/s or for any other companies to, from or within India or any other country and to provide services to other companies in the nature of accounting and financial management support, project management, construction supervision and technical advisory services in respect of infrastructure business of Gas Product/s.
- B. The following clause be inserted as Clause 125A:
- To subscribe for, purchase, acquire, take and hold by payment, exchange or otherwise, shares, stocks, debentures or securities of any company carrying on any business which can conveniently or advantageously be combined with the business of the Company and to sell, transfer or dispose of any such shares, stocks, debentures or securities of any such company and to subsidise or assist any such company.
- C. The following clause be inserted as Clause 129A:
- To prospect, explore, acquire, develop, operate and/ or maintain coal or any other mineral mines by purchase, lease, license, grant or otherwise in India or abroad and to mine, quarry or beneficiate coal or other minerals and their byproduct/s including manufacture of coke or other minerals and to produce, acquire, store, process, refine, transport, distribute, supply, sell, market, import, export and / or trading in (whether as principal or agent) all forms of minerals including coal and their by product/s in India or abroad (together the "Mineral Product/s").
  - To install / set-up, participate in installing / setting-up, acquire, dispose of, operate and/ or maintain all necessary plants, terminals, equipments, mines, establishment, works, etc. and infrastructure/facilities for exporting, receiving, processing, storing, transporting, distributing, supplying Mineral Product/s through vessels, conveyor belt system or any other mode of transportation and / or other related facilities in India or abroad for Mineral Product/s and to carry on the above business for its own Mineral Product/s or for any other companies.
  - To take on lease, charter, affreightment, hire and let out for hire or chartering or affreightment and otherwise acquire, own, obtain possession of and use, operate, maintain and dispose of and employ or turn to account ships, barges, tugs, launches, boats and vessels of all kinds for transportation of its own Mineral Product/s or for any other companies to, from or within India or any other country and to provide services to other companies in the nature of accounting and financial management support, project management, construction supervision and technical advisory services in respect of infrastructure business of Mineral Product/s.

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

## 2) Commencement of New Business

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, approval of the Company be and is hereby accorded to commence and undertake all or any of the business mentioned at Clause 79, 125A and 129A under the heading "Other Objects" of the Objects Clause of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any committee of the Board of Directors) of the Company 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

21<sup>st</sup> January, 2012  
Ahmedabad  
**Registered Office:**  
Torrent House,  
Off Ashram Road,  
Ahmedabad-380009

**Rajiv Shah**  
Company Secretary

### Explanatory Statement pursuant to Section 173(2) and 192A(2) of the Companies Act, 1956

The Company is engaged in transmission and distribution of power in the cities of Ahmedabad, Gandhinagar and Surat. In addition to these cities, the Company acts as Distribution Franchisee in Bhiwandi and Agra. Thus, the Company has in depth knowledge of the distribution segment in the Power business which would be of value in gas transmission and distribution business.

The Company has installed generation capacity of 1647.5 MW; 1247.5 MW being gas-based and the remaining 400 MW being coal-based. The Company is also poised to add significant generation capacity, both gas-based and coal-based, to its portfolio.

The Company sources natural gas and coal for its existing business and has thus gained considerable knowledge of these markets. The Company would also be sourcing significant volumes of natural gas and coal for its ongoing/proposed power projects. Thus in view of synergy in sourcing of natural gas and coal for its power plants, it is felt that gas and coal business can be conveniently and advantageously added to the present business of the Company.

For facilitating the gas and coal business, the Company also intends to set up, acquire, operate and maintain necessary infrastructure/ facilities like plants, terminals, works, equipments including ships, vessels, etc.

The Company, therefore, intends to enter into the business of Gas Product/s and Mineral Product/s either directly or through acquisition of securities of a company engaged in the said business.

The existing Objects Clause of the Memorandum of Association of the Company permits dealing in and distribution of gas, subject to approval of the shareholders of the Company. However, the Objects Clause does not permit activities relating to transmission/ transportation of gas. Further, the existing Objects Clause does not permit acquisition/ exchange of shares of any company carrying on any business which the Company is not entitled to carry on. It is, therefore, proposed to suitably amend the Objects Clause of Memorandum of Association of the Company.

Section 17 of the Companies Act, 1956 ("the Act") entitles a company to undertake a new business which can conveniently or advantageously be combined with the business of the Company. It is, therefore, proposed to amend the Objects Clause of the Memorandum of Association of the Company by addition/ modification of the object clauses under the heading of "Other Objects". The said amendment would require approval of the shareholders by Special Resolution. Amendment of the Objects Clause shall be effective upon registration of the resolution by the Registrar of Companies. Approval of the shareholders is also sought by Special Resolution under Section 149(2A) of the Act for commencing the business stated in the object clauses proposed to be inserted/ modified.

Draft copy of the Memorandum of Association of the Company showing the proposed amendment to the Objects Clause is available for inspection at the registered office of the Company on all working days upto Monday, 12<sup>th</sup> March, 2012 from 10.00 a.m. to 6.00 p.m.

None of the Directors of the Company is in any way concerned or interested in the resolutions.

The Board recommends the resolutions forming part of the Postal Ballot Notice for your approval as Special Resolutions.

By order of the Board  
For Torrent Power Limited

21<sup>st</sup> January, 2012  
Ahmedabad  
**Registered Office:**  
Torrent House,  
Off Ashram Road,  
Ahmedabad-380009

**Rajiv Shah**  
Company Secretary

# TORRENT POWER LIMITED

Registered Office : Torrent House, Off Ashram Road, Ahmedabad - 380009



## POSTAL BALLOT FORM

Serial No.:

(1)	Name(s) of the Shareholder(s) including Joint Holder(s), if any	
(2)	Registered Address of the Sole/ First named Shareholder	
(3)	Registered Folio No. / Depository Participant ID No. & Client ID No. (in case of shareholders holding shares in demat form)	
(4)	No. of Shares held	
(5)	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 Notice of the Company by sending my / our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:	

Resolution No.	Description	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1	Special Resolution under the provisions of Section 17 of the Companies Act, 1956 for amendment of Clause 79 and insertion of Clause 125A and 129A in the Objects Clause of the Memorandum of Association of the Company for undertaking the business mentioned in the said clauses.			
2	Special Resolution under the provisions of Section 149(2A) of the Companies Act, 1956 for commencement of new business mentioned in Clause 79, 125A and 129A of the Objects Clause of the Memorandum of Association of the Company.			

Place:

Date:

Signature of the Shareholder

(For instructions, please turn overleaf)

**Instructions:**

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier at the expense of the shareholder shall also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder (as per the specimen signature registered with the Company / Depository Participant). 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 shareholder.
4. Unsigned / blank / incomplete Postal Ballot Forms will be rejected. Decision of the Scrutinizer on the validity of Postal Ballot shall be final.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours of **Monday, 12<sup>th</sup> March, 2012**. Postal Ballot Forms received after this date will be strictly treated as if reply from the shareholder has not been received.
6. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of authorisation / resolution of the Board of Directors. If the same is / are already registered with the Company, please quote the registration number alongwith the signature.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders on the date of despatch of Notice.
8. Shareholders are requested not to send any other papers alongwith the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signature.

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