



# TORRENT PHARMACEUTICALS LIMITED

(CIN: L24230GJ1972PLC002126)

Registered Office: Torrent House, Off Ashram Road, Ahmedabad – 380 009, Gujarat, India

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## POSTAL BALLOT FORM

Postal Ballot No. \_\_\_\_\_

Sr. No.	Particulars	Details of Shareholder(s)
1.	Name(s) of Shareholder(s) (in block letters)	
2.	Registered Address of sole / first named Shareholder (in block letters)	
3.	Registered Folio No. / DP & Client ID No.	
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 Businesses stated in the Notice of Postal Ballot dated 28<sup>th</sup> January, 2015 of the Company by sending my / our assent or dissent 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.	Special Resolution for issuance of Equity Shares including Convertible Bonds / Debentures through Qualified Institutional Placement (QIP) and / or Depository Receipts or any other modes for an amount not exceeding ₹ 3,000 crores.			
2.	Special Resolution for enhancement in borrowing limits from ₹ 5,000 crores to ₹ 10,000 crores.			
3.	Special Resolution for creation of charge on Company's properties / assets.			
4.	Special Resolution for issuance of Unsecured / Secured Redeemable Non-Convertible Debentures / Bonds by way of Private Placement for an amount not exceeding ₹ 7,500 crores, subject to the aforesaid overall borrowing limits of ₹ 10,000 crores.			
5.	Special Resolution for increase in the foreign institutional investors ("FII") / foreign portfolio investors ("FPI") / non-resident indians ("NRI") shareholding limits in the paid up share capital of the Company.			

Place : \_\_\_\_\_  
Date : \_\_\_\_\_

Signature of the Shareholder \_\_\_\_\_

### Particulars for E-Voting

E- Voting Event Number (EVEN)	User ID	Password

**NOTE:** Please read the instructions printed overleaf carefully before exercising your vote.

### **INSTRUCTIONS FOR VOTING BY PHYSICAL MODE**

1. A 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. However, envelopes containing Postal Ballots, if sent by courier at the expense of the shareholder(s) will also be accepted.
2. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by NSDL / CDSL to the Company, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
3. Unsigned / Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 p.m. on 6<sup>th</sup> March, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e. 23<sup>rd</sup> January, 2015.
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.torrentpharma.com/Postal\\_Ballot\\_Notice\\_&\\_Form.php](http://www.torrentpharma.com/Postal_Ballot_Notice_&_Form.php). However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5.00 p.m. on 6<sup>th</sup> March, 2015.
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.
9. Shareholders are requested not to send any other paper / documents along with the Postal Ballot Form. If sent, the same paper / documents will not be acted upon.
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. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the Login credentials (i.e., User Id & Password) mentioned on the Postal Ballot Form.

<b>User-ID</b>	For Members holding Shares in Demat Form (Electronic Mode): a) For NSDL: 8 Character DP-ID (Starts with "IN") followed by 8 Digits Client ID. b) For CDSL: 16 Digits beneficiary ID. For Members holding Shares in Physical Form: c) Event Number followed by Folio Number registered with the Company.
<b>Password</b>	Your Unique Password is printed on the Postal Ballot Form / forwarded via email through the Electronic Notice.
<b>Captcha</b>	Enter the Verification Code (please enter the alphabets and numbers in the exact way as they are displayed).

3. Please contact Karvy toll free No. 1-800-34-54-001 for any further clarifications.
4. Members can cast their vote online from 9.00 a.m., Wednesday, 4<sup>th</sup> February, 2015 to Friday, 6<sup>th</sup> March, 2015 till 5:00 p.m.
5. After entering the above details appropriately, click on "LOGIN".
6. Members holding shares in Demat / Physical form will now reach Password Change Menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that such company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the Secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. You need to login again with the new credentials.
8. On successful login, system will prompt to select the "EVENT" i.e., Torrent Pharmaceuticals Limited.
9. On the voting page, you will see Resolution Description and against the same the option "FOR / AGAINST / ABSTAIN" for voting. 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. Once you have voted on the resolution, you will not be allowed to modify your vote.
10. In case you are already registered with Karvy, you can use your existing User ID and Password for casting your vote.

### **OTHER INSTRUCTIONS**

1. In case of shares held by companies, 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. Shareholder 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 [einward.ris@karvy.com](mailto:einward.ris@karvy.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
2. The date of declaration of results of the postal ballot (i.e. on 9<sup>th</sup> March, 2015) 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 <https://evoting.karvy.com> or toll free No. 1-800-34-54-001 for any further clarifications.

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