

4th February, 2020

The Dy. General Manager (Listing Dept.)
BSE Limited
Corporate Relationship Dept.,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street, Fort,
Mumbai - 400 001
(BSE Scrip Code: 500420)

The Manager – Listing Dept.,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G. Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai – 400 051
(NSE Scrip Code: TORNTPHARM)

Dear Sir,

Sub.: Notice of Postal Ballot

In furtherance of our intimation dated 27th January, 2020 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of Notice of Postal Ballot along with Postal Ballot Form.

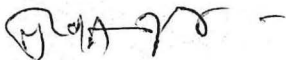
The Postal Ballot Notice is being sent to members whose names appear on the Register of Members or in the list of beneficial owners, received from National Securities Depository Limited and Central Depository Services (India) Ltd as on Friday, 24th January, 2020.

Kindly take note of the above.

Thanking you,

Yours Sincerely,

For TORRENT PHARMACEUTICALS LIMITED



MAHESH AGRAWAL
VP (LEGAL) & COMPANY SECRETARY

Encl.: A/a



TORRENT PHARMACEUTICALS LIMITED

(CIN: L24230GJ1972PLC002126)

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

Phone: + 91 79 26599000 Fax: + 91 79 26582100

Website: www.torrentpharma.com, Email Id: investorservices@torrentpharma.com

POSTAL BALLOT NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

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 & Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) and other applicable provisions, if any, that the resolutions given below are proposed to be passed by Postal Ballot:

1. 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 ₹ 5000 crores;
2. Re-appointment of Shri Samir Mehta as Executive Chairman and fixation of remuneration; and
3. Appointment of Shri Jinesh Shah as Director and Whole time Director and fixation of remuneration.

The Company is, therefore, seeking your consent for the said proposals by Special / Ordinary Resolutions in compliance with the provisions of the Act read with rules made thereunder and other applicable provisions, if any, of the Act or any other statutory enactments. Explanatory Statements pursuant to applicable provisions of the Act pertaining to the said resolutions setting out the material facts and reasons thereof is annexed to the Notice. Said Resolutions and Explanatory Statement thereto along with the Postal Ballot Form are being sent herewith for your consideration.

Electronic Voting (e-voting): In compliance with the provisions of Section 108 of the Act read with Rule 20 of Companies (Management & Administration) Rules, 2014, (including any statutory modifications or re-enactments thereof, for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) the Company is pleased to offer the option of e-voting facility to all the shareholders of the Company to enable them to cast their votes electronically. For this purpose, the Company has obtained the services of Central Depository Services (India) Limited (“CDSL”). E-voting is optional for shareholders. The detailed procedure for e-voting is enumerated in Note no. 3 of this Notice. The shareholders who wish to obtain the printed Postal Ballot Form or a duplicate, he or she may send an e-mail to einward.ris@kfintech.com. The Registrar and Transfer Agent i.e. KFIN Technologies Private Limited shall forward the same along with postage pre-paid self-addressed business reply envelope to the shareholder.

The Company has appointed Shri Rajesh Parekh, Practising Company Secretary as a Scrutinizer and Shri Jitesh 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 Statements 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 5.00 pm on Friday, 6th March, 2020.** In respect of shareholders opting for e-voting mode as above, they should cast their vote online from 9.00 am on 6th February, 2020 till 5.00 pm on 6th March, 2020 as per instructions provided in Postal Ballot Form. Your assent / dissent received after 5.00 pm on 6th March, 2020 would be strictly treated as if Postal Ballot Form has not been received from you. 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 or before Wednesday, 11th March, 2020 at the registered office of the Company and shall also be displayed on the Company's website www.torrentpharma.com** besides communicating to the stock exchanges on which the shares of the Company are listed.

PROPOSED RESOLUTIONS:

Item No. 1

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

ISSUANCE OF EQUITY SHARES INCLUDING CONVERTIBLE BONDS / DEBENTURES

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules made thereunder (the “Companies Act”), Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreements entered into by the Company with the stock exchanges where equity shares

of the Company of face value ₹ 5 each are listed, enabling provisions of the Memorandum and Articles of Association of the Company, the Depository Receipts Scheme, 2014, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations, rules and schemes and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI"), Ministry of Corporate Affairs, Regional Director, Registrar of Companies ("RoC") and all other appropriate and / or competent authorities or bodies whether in India or abroad to the extent applicable and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as "Board" which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the members be and is hereby accorded to create, issue, offer and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("QIB"), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Foreign Currency Convertible Bonds ("FCCBs") and/or Fully Convertible Debentures and/or Partly Convertible Debentures and/ or Optionally Convertible Debentures and/ or Non convertible Debentures with Warrants and/ or Debentures and/ or other securities convertible into equity shares at the option of the Company and/ or holder(s) of such securities or with or without detachable warrants with a right exercisable by the warrant holders to subscribe to the equity shares or otherwise ("Securities") representing either Equity Shares or a combination of any other Securities through one or more public or private offering in domestic and / or one or more international market(s), with or without green shoe option, or a Qualified Institutional Placement ("QIP") in accordance with Chapter VI of the SEBI Regulations, as the Board may deem appropriate, in terms of SEBI Regulations or by one or more combination of the above or otherwise and at such time or times in one or more tranches, whether rupee denominated or denominated in foreign currency, at such price or prices, at market price or at a discount or premium to market price in terms of applicable regulations, to any eligible investors, including residents and/or non-residents and/or qualified institutional buyers and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agents or otherwise, whether or not such investors are members of the Company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations ("Investors"), for an amount not exceeding ₹ 5000 crores (Rupees Five Thousand Crores), inclusive of such premium as may be fixed on such Securities at such a time or times, in Indian Rupees or an equivalent amount in any foreign currency, as the Board may determine, where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and / or Legal Advisors, Depositories, Registrars and other agencies and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible and the number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring."

"RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws."

"RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2017 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof, for the time being in force)"

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law."

"RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VI of SEBI Regulations, the pricing shall be determined in compliance with principles and provisions set out in the regulation 176 of Chapter VI of the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations, the Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Securities shall not exceed 60 (sixty) months from the date of allotment) or such other period as may be permitted under said SEBI Regulations."

“RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VI of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue or such other date as may be prescribed under applicable laws, and in the event that convertible securities (as defined under the SEBI Regulations) are issued to QIBs under Chapter VI of the SEBI Regulations, the “relevant date” for the purpose of pricing of such convertible securities, shall be the date of the meeting in which the Board or a duly authorized Committee thereof decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, 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 without limitation, the determination of the terms thereof, finalization and approval of the offer documents, private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to 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 Securities to be created, issued, allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall be issued in dematerialized form.”

“RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company’s existing equity shares are listed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering and all such Equity Shares shall rank pari passu with the existing Equity Shares in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to any of the aforesaid or otherwise in relation to the issue of Securities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.”

Item No. 2

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

RE-APPOINTMENT OF SHRI SAMIR MEHTA AS EXECUTIVE CHAIRMAN AND FIXATION OF REMUNERATION

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and subject to the provisions of Section 152(6) of the Companies Act, 2013 and any other applicable laws (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other

approval as may be required, the consent of the Company be and is hereby accorded for re-appointment of Shri Samir Mehta (holding DIN 00061903) as Executive Chairman of the Company for the period of five years effective from 1st April, 2020 till 31st March, 2025 on the following terms and conditions:

1.	COMMISSION	:	At a rate such that the total remuneration does not exceed percentage limit of net profits of the Company as specified in the Companies Act, 2013, calculated in accordance with Section 198, subject to the overall ceiling prescribed under Section 197 read with Section I of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force)
2.	PERQUISITES	:	shall be allowed in addition as under:
	A.	(i)	The Company shall reimburse annual fees for two clubs.
		(ii)	The Company shall pay the premium on personal accident insurance policy as per the Company rules.
		(iii)	The Company shall pay the premium on medical insurance for self and family as per the Company rules.
	B.	(i)	The Company shall provide a car with driver for official and personal use.
		(ii)	The Company shall provide telephones at his residence, the cost of which will be borne by the Company.
3.	OTHER TERMS	:	(i) Such re-appointment shall not be considered as a break in his service as managerial personnel of the Company.
		(ii)	The total remuneration for any year shall not exceed percentage limit of net profits of the Company as specified in the Companies Act, 2013, calculated in accordance with Section 198, subject to the overall ceiling prescribed under Section 197 read with Section I of Part II of Schedule V of the Companies Act, 2013 as existing or modified or re-enacted.
		(iii)	He shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a committee thereof.

“RESOLVED FURTHER THAT in view of provisions contained in Regulation 17(1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which are scheduled to be effective from 1st April, 2022 (“Listing Regulation Amendment”) and upon the Listing Regulation Amendment coming into effect, either on 1st April, 2022 or later at such extended date as may be determined by SEBI, Shri Samir Mehta shall cease to be the Executive Chairman of the Company from the date of coming into effect of Listing Regulation Amendment.”

“RESOLVED FURTHER THAT Shri Samir Mehta shall exercise substantial powers of management subject to superintendence, control and direction of the Board of Directors of the Company.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay Shri Samir Mehta, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors or any Committee thereof specifically authorized for this purpose be and is hereby authorised to decide the amount of Commission to be paid to Shri Samir Mehta and the periodicity of such payment, subject to the overall limit as specified above, notwithstanding the limits stated in the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof specifically authorised for this purpose, be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient and desirable in order to give effect to this resolution.”

Item No. 3

To consider and give assent / dissent to following resolution as an Ordinary Resolution:

APPOINTMENT OF SHRI JINESH SHAH AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder and any other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Articles of Association of the Company, Shri Jinesh Shah (holding DIN 00406498), who was appointed as an Additional Director by the Board of Directors with effect from 1st August, 2019 and who holds office till the conclusion of the next Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the Office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and any other applicable laws (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other approval as may be required, the consent of the Company be and is hereby accorded for appointment of Shri Jinesh Shah as Whole-time Director designated as Director (Operations) of the Company for the period of five years with effect from 1st August, 2019 on the following terms and conditions:

1	SALARY	:	₹ 24,38,800 /- per month with effect from 1 st August, 2019. Salary may be increased within the range of ₹ 24,38,800 per month to ₹ 50,00,000 per month during the period of appointment, in such increments as may be reviewed and recommended by the Nomination and Remuneration Committee or such other committee as authorised by the Board for this purpose and finally approved by the Board of Directors.
2	PERFORMANCE	:	The Company shall pay, in addition to Salary, Performance Pay at a rate not exceeding 40% of the salary, payable annually at the end of the year. The actual amount shall be reviewed and recommended by the Nomination and Remuneration Committee or such other committee as authorised by the Board for this purpose and finally approved by the Board of Directors.
3	COMMISSION	:	In any situation of extra ordinary nature and/ or a significant development having a positive long term impact on the business and operations of the Company, he may be paid commission, subject to the provisions of the Companies Act, 2013. The actual amount shall be reviewed and recommended by the Nomination and Remuneration Committee or such other committee as authorised by the Board for this purpose and finally approved by the Board of Directors.
4	PERQUISITES	:	The appointee will be also allowed the perquisites as under:
	A.	(i)	The Company shall pay House Rent Allowance @ 20% of the salary.
		(ii)	The Company shall reimburse annual fees for two clubs.
		(iii)	The Company shall pay the premium on personal accident insurance policy as per Company rules.
		(iv)	The Company shall pay the premium on medical insurance for self and family as per the Company rules.
	B.	(i)	The Company shall provide a car with driver for official and personal use.
		(ii)	The Company shall provide telephones at his residence, the cost of which will be borne by the Company.
	C.	(i)	Company's contribution to the provident fund will be as per applicable laws and rules of the Company.
		(ii)	Company's contribution to Pension / Superannuation fund will be as per applicable laws and rules of the Company.
		(iii)	Gratuity shall be payable as per applicable laws and rules of the Company.
5	OTHER TERMS	:	(i) His entitlement for leave and its accumulation and encashment shall be as per prevailing Company rules. (ii) The total remuneration for any year shall not exceed 5% of the profits of the Company as calculated in accordance with Section 198 of the Companies Act, 2013, as existing or modified or re-enacted from time to time.

“RESOLVED FURTHER THAT, in the event of loss or inadequacy of profit in any financial year, the Company shall pay Shri Jinesh Shah, in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit, subject to the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT, the Board of Directors or any Committee thereof specifically authorised for this purpose, be and is hereby authorised to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, expedient and desirable in order to give effect to this resolution.”

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

Mumbai
27th January, 2020

By Order of the Board of Directors
For **TORRENT PHARMACEUTICALS LIMITED**

MAHESH AGRAWAL
VP (Legal) & Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed 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 the cut-off date i.e. 24th January, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Voting process and instructions regarding e-voting:
Step 1: Open the 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
 - (i) For account holders in CDSL: Your 16 digits beneficiary ID.
 - (ii) For account holders in NSDL: Your 8 Character DP ID followed by 8 Digits Client ID.
 - (iii) Members holding shares in Physical Form should enter 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 first time user:
 - (i) holding shares in physical form
 - (ii) holding shares in demat form.

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The sequence number is printed on the Postal Ballot Form in case of the dispatch of Postal Ballot Notice through physical mode and mentioned in the covering e-mail in case of dispatch of soft copy.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio no. in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio number. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the DP ID and Client ID / folio number in the Dividend Bank details field as mentioned in Step 3.

- Step 7:** After entering these details appropriately, click on “SUBMIT” tab.
- Step 8:** Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter 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.
- Step 9:** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Step 10:** Click on the EVSN for the TORRENT PHARMACEUTICALS LIMITED on which you choose to vote.
- Step 11:** 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. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Step 12:** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

Step 13: 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 14: Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.

Other instruction regarding e-voting:

1. The voting period begins on 6th February, 2020 from 9:00 am and ends on 6th March, 2020 upto 5:00 pm. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 24th January, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Non – Individual Shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.) are additionally required to note and follow the instructions mentioned below:
 - They 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, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
3. Non-Individual shareholders (i.e. 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:
 - a) Copy of Board resolution (where institution itself is voting)
 - b) Power of Attorney issued in favour of the Custodian as well as the Board resolution of the Custodian.
4. The last date for the receipt of duly completed Postal Ballot Forms or e-voting i.e. 6th March, 2020 shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
5. 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.
6. 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 contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or write an email to helpdesk.evoting@cdslindia.com or calling on Toll free No. 1800225533 during working hours on all working days.

EXPLANATORY STATEMENT
{Pursuant to Section 102 of Companies Act, 2013}

Item No. 1

The Company has been pursuing, both organic process and inorganic opportunities, for its growth. Further, there is ongoing requirement of working capital and capex for upgradation/ expansion of Company's existing manufacturing facilities and ongoing projects. The generation of internal funds may not 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 of its organic and inorganic growth, capital expenditure, long term working capital, refinancing the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities, primarily those relating to inorganic growth, as and when available.

The requirement of funds is proposed to be met from both equity and debt from issuance of appropriate securities and from both domestic and international markets. Prudence would require the funding to be structured with an appropriate mix of equity and debt to meet with the objective of optimization of the cost as well as conservative financial management.

Purpose/ objects of the fund raise: In order to meet the additional fund requirements of the Company for the aforesaid purposes and pursuant to Section 62(1)(c) of the Companies Act, 2013 (“the Act”) and rules made thereunder, as amended in case the Company proposes to issue equity shares to any persons other than existing shareholders, whether or not such persons are shareholders, approval of shareholders through a special resolution is required.

Basis or Justification of Price in case of issue of Qualified Institutions Placement (“QIP”): The pricing of the Securities shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under Chapter VI of the , Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI Regulations”). The “Relevant Date”

for this purpose, will be the date when the Board or a duly authorized Committee thereof decides to open the issue, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares as provided under Chapter VI of the SEBI Regulations. The resolution enables the Board to offer such discount not exceeding 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under applicable law on the price determined pursuant to the SEBI Regulations.

The Board of Directors, accordingly, at their meeting held on 27th January, 2020 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Foreign Currency Convertible Bonds ("FCCBs") and/or Convertible Bonds / Debentures or any equity linked instrument/s ("Securities") as may be appropriate to persons who may or may not be the existing shareholders through private placement and / or Qualified Institutional Placement and / or any other permitted modes at a price to be determined as per the SEBI Regulations or as per other applicable rules and regulations, upto an amount not exceeding ₹ 5000 crores (Rupees Five Thousand Crores) in Indian Rupees and / or an equivalent amount in any foreign currency under Section 62 read with Section 179 of the Act, as amended or other applicable laws. While no specific instrument or instruments of Securities has been identified at this stage, the Board may opt for an appropriate instrument in the best interest of the Company. Such issue shall be subject to the provisions of the Act, as amended and rules made there under from time to time, Articles of Association of the Company, SEBI Regulations and other applicable laws.

Pursuant to Sections 42 and 62 of the Act, as amended read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, a company offering or making an invitation to subscribe aforesaid Securities is required to obtain prior approval of the shareholders by way of the special resolution. If approved by shareholders, QIP issue shall be completed within 365 days from the date of passing of special resolution and in case of issue by way other than QIP, provisions as applicable to the proposed issue shall be applicable. Equity Shares, proposed to be issued, shall in all respects rank pari passu with the existing equity shares of the Company.

In view of the above, it is proposed to seek approval from the Shareholders of the Company through postal ballot to offer, create, issue and allot above Securities, in one or more tranches, to investors inter alia through QIP by way of private placement or otherwise and to authorise the Board of Directors (including any Committee thereof authorised for the purpose) to do all such acts, deeds and things on the matter. The Board may offer a discount of not more than 5% on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations.

The resolution contained in Item no. 1 of the accompanying Notice, accordingly, seek shareholders' approval through special resolution for raising funds as above through issue of Securities in one or more tranches and authorizing the Board of Directors (including any Committee thereof authorised for the purpose) of the Company to complete all the formalities in connection with the issue of Securities.

The Company has not allotted any securities on a preferential basis in the current year.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the Resolution to the extent of their shareholding in the Company.

The Board commends this resolution as set out in the Notice for your approval as Special Resolution by way of Postal Ballot.

Item No. 2

The existing term of Shri Samir Mehta as Executive Chariman will expire on 31st March, 2020. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 27th January, 2020, re-appointed Shri Mehta as Executive Chairman of the Company for the period of five years effective from 1st April, 2020 till 31st March, 2025, subject to approval of the shareholders. Such re-appointment will not be considered as a break in his service with the Company.

As per the provisions of the Regulation 17(1B) of the revised SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations Amendment"), the top 500 listed companies are mandated to ensure that the Chairman, inter-alia, is a non-executive director and such amendment as it currently stands is scheduled to come into effect from 1st April, 2022. Accordingly upon the Listing Regulations Amendment coming into effect either on 1st April, 2022 or later at such extended date as may be determined by SEBI, Shri Samir Mehta shall cease to be Executive Chairman of the Company.

Particulars of his qualification, brief resume, area of expertise and other details are provided in the Annexure attached to this Notice.

As per the revised Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual remuneration payable to the executive directors who are promoters or members of promoter group, shall be subject to approval of shareholders by special resolution in general meeting, if –

- (i) the annual remuneration payable to such executive director exceeds ₹ 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

Such approval of the shareholders shall be valid till the expiry of the term of such director. In this context, the said appointment along with the terms of the remuneration is proposed for approval by the Shareholders as a Special Resolution.

Shri Samir Mehta is also the Executive Chairman of Torrent Power Limited, a Group company. He would therefore, draw remuneration from one or both companies, provided that the total remuneration drawn from the companies does not exceed the higher of the maximum limit admissible from any one of the companies of which he is a managerial person, in accordance with the provisions of Schedule V to the Companies Act, 2013. Shri Samir Mehta shall be a Director liable to retire by rotation.

As the Executive Chairman, he will exercise substantial powers of the management, subject to superintendence, control and direction of the Board of Directors of the Company.

Your Board considers that the Company will benefit from Shri Mehta's valuable experience, knowledge and counsel.

Except Shri Samir Mehta himself, Shri Sudhir Mehta, relative of Shri Samir Mehta and their relatives, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The copy of relevant resolution of the Board with respect to the re-appointment is available for inspection by members at the registered office of the Company during working hours on any working day upto the last date for receipt of Postal Ballot Forms / e-voting.

The Board commends this resolution as set out in the Notice for your approval as Special Resolution by way of Postal Ballot.

Item No. 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 23rd July, 2019, appointed Shri Jinesh Shah as an Additional Director on the Board of the Company with effect from 1st August, 2019 to hold office till conclusion of the next Annual General Meeting of the Company and as Whole-time Director designated as Director (Operations) of the Company for the period of five years with effect from 1st August, 2019 subject to the approval of shareholders.

The Company has received a Notice in writing from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Shri Shah has furnished his consent / declaration for his appointment as required under the Companies Act, 2013 and the rules made thereunder.

Particulars of his qualification, brief resume, area of expertise and other details are provided in the Annexure attached to this Notice.

Your Board considers that the Company will benefit from Shri Shah's valuable experience, knowledge and counsel.

It is proposed to seek member's approval for appointment of and remuneration payable to Shri Shah as Whole-time Director in terms of applicable provisions of the Companies Act, 2013.

He fulfills all the conditions prescribed in Part I of Schedule V of the Companies Act, 2013. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The copy of relevant resolution of the Board with respect to the appointment is available for inspection by members at the registered office of the Company during working hours on any working day upto the last date for receipt of Postal Ballot Forms / e-voting.

Except Shri Jinesh Shah himself and his relatives, none of the other Directors / Key Managerial Personnel of the Company and their relatives (except as covered under Shri Jinesh Shah relatives) are, in any way, concerned or interested, financially or otherwise, in the proposed resolution

The Board commends this resolution as set out in the Notice for your approval as an Ordinary Resolution by way of Postal Ballot.

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

Mumbai
27th January, 2020

By Order of the Board of Directors
For **TORRENT PHARMACEUTICALS LIMITED**

MAHESH AGRAWAL
VP (Legal) & Company Secretary

ANNEXURE TO THE NOTICE

INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT

Shri Samir Mehta

Shri Samir Mehta, 56, is the Vice Chairman of ₹ 21,000 Crore Torrent Group and Chairman of Torrent Pharmaceuticals Ltd and Torrent Power Ltd.

Under his leadership, Torrent Pharma took several strategic initiatives, including forays into new therapies and geographies, large investments in product development infrastructure and capabilities, building state-of-the-art manufacturing facilities and well-planned strategic acquisitions, thus establishing Torrent as one of India's fast growing and well respected Pharma majors. His emphasis on organisation design, right execution and operational efficiencies has built a strong and globally competitive business platform in Torrent Pharma.

Shri Mehta has also guided the Group's entry and growth of the Power business. Torrent Power has systematically improved its performance on all efficiency parameters and ranks amongst the best run power utilities in the country. His emphasis on efficiency, reliability and quality has led the Company to demonstrate exemplary operational capabilities and high customer orientation thus, setting new benchmarks in the sector and attracting many accolades.

Equally conscious of his responsibilities towards society, Shri Mehta has been practicing the conduct of business in a socially responsible way, thus giving a new dimension to the traditional meaning of CSR. He has emphasised on environment responsibility in industrial operations and creation of local livelihoods in the influence areas of Torrent establishments. His belief that improving community health and primary education of the underprivileged class are powerful instruments for social empowerment and upliftment, has driven much of the Group's CSR activities.

A fine blend of business acumen and entrepreneurial optimism, Shri Mehta has positively influenced all spheres of the Group with his contemporary outlook and innovative ideas. Torrent Group, having a diverse workforce, has earned a reputation for being employee-centric due to Shri Mehta's emphasis on fairness and humaneness.

Companies (other than Torrent Pharmaceuticals Limited) in which Shri Mehta holds directorship and committee membership:

Sr. No.	Directorship in Companies	Name of Committees
1.	Torrent Power Ltd	Stakeholder's Relationship Committee - Member Committee of Directors - Chairman
2.	Torrent Private Ltd	CSR Committee – Chairman
3.	Tornascent Care Institute	—
4.	UNM Foundation	—

Shri Mehta holds 200 Equity Shares (including 100 shares held in the name of Samir Mehta HUF) of your Company. Shri Mehta, a B-School graduate, is on the Board of your Company from 20th August, 1986. He has attended all the four meetings of the Board held during the financial year 2019-20. Shri Samir Mehta is the brother of Shri Sudhir Mehta, Chairman Emeritus. Shri Mehta was paid commission of ₹15 crores for the FY 2018-19. He will be paid the remuneration in accordance with the Resolution No. 2 of the accompanying Notice.

Shri Jinesh Shah

Shri Jinesh Shah, 42, is a Science graduate and MBA in International Business from USA. He started his professional career with the Company in 2001 as management trainee and since then he has not only played a key role in development of businesses in Russia and Europe markets but also acquired good insights in areas of manufacturing, supply chain management, product development & regulatory affairs. He had played a very important role in the successful acquisition of business from Elder Pharmaceuticals Ltd. as well as Unichem Laboratories Ltd. He is an excellent team player and has ensured effective coordination among various plants and R&D centre resulting in increased productivity for the organisation.

He was elevated as Executive Director (Operations) wef 1st April, 2014.

He has displayed affirmative management approach coupled with a positive leadership role. He is result oriented with strong focus on planning and implementation. An ardent believer in Torrent's values and philosophies, he imbibes them in all his thoughts and actions.

Companies (Other than Torrent Pharmaceuticals Limited) in which Shri Shah holds directorship and committee memberships are as under:

Sr. No.	Directorship in Companies	Name of Committees
1	Zeal Pharma Chem India Pvt. Ltd	—
2	Torrel Cosmetics Pvt. Ltd	—

Shri Shah holds 2,41,276 shares of your Company (including 6996 shares held as the second holder). He is not related to any other Directors and Key Managerial Personnel of the Company. He will be paid the remuneration in accordance with the resolution no. 3 of the accompanying Notice. Post his appointment, he has attended all the two meetings of the Board of Directors for the financial year 2019-20.



TORRENT PHARMACEUTICALS LIMITED

(CIN: L24230GJ1972PLC002126)

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

Phone: + 91 79 26599000 Fax: + 91 79 26582100,

Website: www.torrentpharma.com, Email Id: investorservices@torrentpharma.com

POSTAL BALLOT FORM

Postal Ballot No.

Sr. No.	Particulars	Details of Shareholder(s)
1	Name(s) of Shareholder(s) (including joint holders, if any)	
2	Registered address of the sole / first named Shareholder(s)	
3	Registered Folio No. / DP & Client ID No.	
4	No. of Share(s) held	
5	Sequence No.	

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the Businesses stated in the Notice of Postal Ballot dated 27th January, 2020 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 ₹ 5000 crores.			
2	Special Resolution for re-appointment of Shri Samir Mehta as Executive Chairman and fixation of remuneration.			
3	Ordinary Resolution for appointment of Shri Jinesh Shah as Director and Whole-time Director and fixation of remuneration.			

Place :

Date :

Signature of the Shareholder

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. In case of shares held by Non-Individual shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.), the duly completed postal ballot form should be accompanied by a copy of Board resolution / Power of attorney issued in favour of the custodian as well as the Board resolution of the custodian.
4. Unsigned / Incomplete / Defaced / Mutilated / incorrectly ticked Postal Ballot Forms etc. will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.00 pm on 6th March, 2020. Postal Ballot Form received after this time and date will be strictly treated as if the Form from the shareholder has not been received.
6. 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. 24th January, 2020. A person who is not a Shareholder as on the cut-off date should treat this Notice for information purposes only.
7. A shareholder may request for a duplicate Postal Ballot Form, if so required from our Registrar and Transfer Agent M/s. KFIN Technologies Private Limited. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5.00 p m on 6th March, 2020.
8. The exercise of vote through Postal Ballot is not permitted through a proxy.
9. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other Form shall not be considered valid.
10. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
11. 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. Shareholders are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and affixing their signatures.
12. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium like pencil).
13. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
