

## Disclosure of Postal Ballot results Torrent Cables Limited

Postal Ballot voting period : From 9.30 a.m. of 28<sup>th</sup> August, 2014 till 5.30 p.m. of 26<sup>th</sup> September, 2014 (i.e. 30 days)  
 Total No. of Shareholders on cut-off date (i.e. 18<sup>th</sup> July, 2014) : 63,265

Resolution	Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>A. Result of voting through electronic means (e-voting)</b>								
1) To authorise Board of Directors to Borrow upto Rs. 13,500 Crores (excluding Working Capital Facilities)	Promoter and Promoter Group	5245606	0	0.000	0	0	0.000	0.000
	Public – Institutional holders	896	0	0.000	0	0	0.000	0.000
	Public-Others	3351893	51348	1.532	46323	5025	90.214	9.786
	<b>Total</b>	<b>8598395</b>	<b>51348</b>	<b>0.597</b>	<b>46323</b>	<b>5025</b>	<b>90.214</b>	<b>9.786</b>
<b>B. Result of voting of Postal Ballot (Physical Voting)</b>								
To authorise Board of Directors to Borrow upto Rs. 13,500 Crores (excluding Working Capital Facilities)	Promoter and Promoter Group	5245606	5245606	100.000	5245606	0	100.000	0.000
	Public – Institutional holders	896	0	0.000	0	0	0.000	0.000
	Public-Others	3351893	62464	1.864	50847	11617	81.402	18.598
	<b>Total</b>	<b>8598395</b>	<b>5308070</b>	<b>61.733</b>	<b>5296453</b>	<b>11617</b>	<b>99.781</b>	<b>0.219</b>
<b>C. Total</b>								
To authorise Board of Directors to Borrow upto Rs. 13,500 Crores (excluding Working Capital Facilities)	Promoter and Promoter Group	5245606	5245606	100.000	5245606	0	0.000	0.000
	Public – Institutional holders	896	0	0.000	0	0	0.000	0.000
	Public-Others	3351893	113812	3.395	97170	16642	85.378	14.622
	<b>Total</b>	<b>8598395</b>	<b>5359418</b>	<b>62.330</b>	<b>5342776</b>	<b>16642</b>	<b>99.689</b>	<b>0.311</b>



Resolution	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100

2)

A. Result of voting through electronic means (e-voting)								
Creating charge on the Company's properties for securing the borrowings availed or to be availed within the above limits and working capital facilities.	Promoter and Promoter Group	5245606	0	0.000	0	0	0.000	0.000
	Public – Institutional holders	896	0	0.000	0	0	0.000	0.000
	Public-Others	3351893	51467	1.535	45900	5567	89.183	10.817
	<b>Total</b>	<b>8598395</b>	<b>51467</b>	<b>0.599</b>	<b>45900</b>	<b>5567</b>	<b>89.183</b>	<b>10.817</b>
	B. Result of voting of Postal Ballot (Physical Voting)							
Promoter and Promoter Group	5245606	5245606	100.000	5245606	0	0	100.000	0.000
Public – Institutional holders	896	0	0.000	0	0	0	0.000	0.000
Public-Others	3351893	61657	1.839	49930	11727	11727	80.980	19.020
<b>Total</b>	<b>8598395</b>	<b>5307263</b>	<b>61.724</b>	<b>5295536</b>	<b>11727</b>	<b>11727</b>	<b>99.779</b>	<b>0.221</b>
C. Total								
Promoter and Promoter Group	5245606	5245606	100.000	5245606	0	0	100.000	0.000
Public – Institutional holders	896	0	0.000	0	0	0	0.000	0.000
Public-Others	3351893	113124	3.375	95830	17294	17294	84.712	15.288
<b>Total</b>	<b>8598395</b>	<b>5358730</b>	<b>62.322</b>	<b>5341436</b>	<b>17294</b>	<b>17294</b>	<b>99.677</b>	<b>0.323</b>

For, TORRENT CABLES LIMITED

*Amit Agrawal*

Amit Agrawal  
Chief Financial Officer





**Report of Scrutinizer on Postal Ballot**

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014]**

To,  
The Chairman  
Torrent Cables Limited  
"Torrent House", Nr. Dinesh Hall,  
Ashram Road, Ahmedabad-380009

Dear Sir,

**Re: Passing of special resolutions through postal ballot including e-voting:**

I, Rajesh Parekh, Practicing Company Secretary, Ahmedabad, appointed as Scrutinizer by the Board of Directors of the Torrent Cables Limited ("the Company") with respect to the special resolutions proposed to be passed through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder; to process and scrutinize postal ballot forms received from shareholders and to scrutinize votes casted electronically using e-voting system of National Securities Depository Limited (NSDL) during the voting period as stated below, in fair and transparent manner, and to submit a report thereon. In this regard, I hereby submit my report as under:

1. The Company had completed on 26th August, 2014, the dispatch of the Postal Ballot Notice, dated 12<sup>th</sup> May, 2014 together with Postal Ballot Form ('Form') along with postage prepaid business envelopes and sending of e-mails for e-voting by electronic platform of NDSL to its shareholders whose name(s) appeared on the Register of Members as on 18<sup>th</sup> July, 2014, for seeking approval of following business by postal ballot.

Item No.	Type of Resolutions	Particulars
1	Special	To authorise Board of Directors to Borrow upto Rs. 13,500 Crores (excluding Working Capital Facilities)
2	Special	Creating charge on the Company's properties for securing the borrowings availed or to be availed within the above limits and working capital facilities.

2. In accordance with the Postal Ballot Notice dated 12<sup>th</sup> May, 2014 sent to the shareholders, the voting (by means of postal ballot and e-voting) was started on at 9.30 a.m. on 28<sup>th</sup> August, 2014 and ended at 5.30 p.m. on 26<sup>th</sup> September, 2014 (Voting Period).
3. The postal ballot forms received during the Voting Period were kept in my custody and that the e-voting results/list was unblocked and downloaded from the NSDL website ([www.evoting.nsd.com](http://www.evoting.nsd.com)) at 5.30 p.m. on 26<sup>th</sup> September, 2014 in the presence of two witnesses, viz., Mr. Sunit Kumar Darjee and Mr. Parthil Shah.



4. All postal ballot forms (including e-voting data) received up to 5.35 p.m. on 26<sup>th</sup> September, 2014, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
5. The postal ballot forms received and e-voting details downloaded from NSDL website were scrutinized and the signatures on the postal ballot forms were verified by Registrar and Share Transfer Agent, M/s. MCS Limited, Ahmedabad. Thereafter the shareholding was matched/ confirmed with the Register of Members of the Company as on 18<sup>th</sup> July, 2014.
6. I did not find any defaced or mutilated Postal Ballot Form.
7. The summary of the Postal Ballot and E-voting is as under:

Sr. No.	Particulars	Special Resolution No. 1 To authorise Board of Directors to Borrow upto Rs. 13,500 Crores (excluding Working Capital Facilities)		Special Resolution No. 2 For Creating charge on the Company's properties for securing the borrowings availed or to be availed within the said limits and working capital facilities	
		No. of postal ballot forms	No. of Equity Shares (votes)	No. of postal ballot forms	No. of Equity Shares (votes)
1.	Total postal ballot forms / votes (including e-voting) received	571	53,60,906	540	53,60,218
2.	Less : Invalid postal ballot forms / votes received (as per register)	59	1,488	59	1,488
3.	Net valid postal ballot forms / votes (including e-voting) received (as per register)	512	53,59,418	481	53,58,730
4.	Valid votes cast in favour of the resolution and its %	465	53,42,776 (99.689%)	427	53,41,436 (99.677%)
5.	Valid votes cast against the resolution and its %	47	16642 (0.311%)	54	17,294 (0.323%)



8. The postal ballot forms received and e-voting results/list downloaded from the website of NSDL and other related documents shall be handed over to the Chief Financial Officer of the Company, authorised by the Board to conduct the postal ballot process after the minutes of the Postal Ballot have been signed by the Chairman.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,  
Yours faithfully,

**For Rajesh Parekh & Co.  
Company Secretary**

  
**Rajesh Parekh**  
**Proprietor**  
**Mem. No. 8073**  
**Cert. No. 2939**

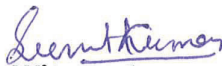


Date: 27<sup>th</sup> September, 2014  
Place: Ahmedabad

**Declaration by witness for e-voting results**

We, the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) in our presence at 5.35 p.m. on 26<sup>th</sup> September, 2014 at the office of Shri Rajesh Parekh, the Scrutinizer.

Date: 27<sup>th</sup> September, 2014  
Place: Ahmedabad

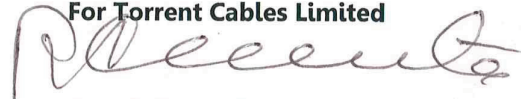


**Witness 1:**  
**Mr. Sunit Kumar Darjee**  
29, Parshwanagar Society,  
Gitanjali, D-Cabin,  
Ahmedabad-380019



**Witness 2 :**  
**Mr. Parthil Shah**  
B-1, Samet Flats,  
Keshavnagar, Subhashbridge,  
Ahmedabad-380027

**COUNTERSIGNED BY ME**  
**For Torrent Cables Limited**



**ROHIT C. MEHTA**  
**Chairman**  
**DIN: 00050173**