



## TORRENT POWER LIMITED

CIN: L31200GJ2004PLC044068

**Regd Office:** "Samanvay", 600 Tapovan, Ambawadi, Ahmedabad-380015 (Gujarat)

**Phone:** +91 79 26628300, **Email:** cs@torrentpower.com

**Website:** www.torrentpower.com

### NCLT Convened Meeting of Equity Shareholders

<b>Day</b>	Tuesday
<b>Date</b>	September 15, 2020
<b>Time</b>	09:30 am
<b>Mode</b>	Through Video Conferencing or Other Audio Video Means



## TORRENT POWER LIMITED

CIN: L31200GJ2004PLC044068

**Regd Office:** "Samanvay", 600 Tapovan, Ambawadi, Ahmedabad-380015 (Gujarat)

**Phone:** +91 79 26628300, **Email:** cs@torrentpower.com

**Website:** www.torrentpower.com

### MEETING OF EQUITY SHAREHOLDERS OF TORRENT POWER LIMITED

Convened pursuant to Order dated July 21, 2020 read with Order dated June 30, 2020 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench at Ahmedabad

#### DETAILS OF THE MEETING

<b>Day</b>	Tuesday
<b>Date</b>	September 15, 2020
<b>Time</b>	09:30 am
<b>Mode</b>	Through Video Conferencing or Other Audio Video Means

#### REMOTE E-VOTING

<b>Commencing on</b>	Friday, September 11, 2020
<b>Ending on</b>	Monday, September 14, 2020

#### INDEX

Sr. No	Contents	Page No
1	Notice of meeting of Equity Shareholders of Torrent Power Limited ('Transferor Company') convened as per the directions of Hon'ble National Company Law Tribunal, Ahmedabad Bench	2
2	Explanatory Statement under Section 102 read with Sections 230 to 232 of Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	8
3	Scheme of Arrangement ( <b>Annexure I</b> )	24
4	Copy of Audit Committee Report of Transferor Company ( <b>Annexure II</b> )	38
5	Valuation Report ( <b>Annexure III</b> )	41
6	Fairness Opinion ( <b>Annexure IV</b> )	49
7	Observation letter dated February 17, 2020 and February 18, 2020 issued by BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') respectively ( <b>Annexure V</b> )	52
8	Complaint report dated January 3, 2020 and January 13, 2020 filed with BSE and NSE respectively ( <b>Annexure VI</b> )	56
9	Report adopted by the Board of Directors of the Transferor Company and TCL Cables Private Limited ('Transferee Company') pursuant to Section 232(2)(c) of the Companies Act, 2013 ( <b>Annexure VII</b> )	58
10	Audited Financial Statements of the Transferor Company and the Transferee Company for the year ended March 31, 2020 ( <b>Annexure VIII</b> )	66
11	Information pertaining to the Transferee Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ( <b>Annexure IX</b> )	80



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
AHMEDABAD BENCH  
C A (CAA) NO. 35 OF 2020**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement involving transfer and vesting of the Cable Business Undertaking of Torrent Power Limited to TCL Cables Private Limited.

**TORRENT POWER LIMITED.**

(CIN L31200GJ2004PLC044068)

a Company incorporated under the Companies Act, 1956,

and having its registered office at "Samanvay",

600 Tapovan, Ambawadi, Ahmedabad- 380015

in the state of Gujarat ...**Applicant Transferor Company**

**NOTICE CONVENING THE MEETING OF EQUITY SHAREHOLDERS OF  
TORRENT POWER LIMITED, APPLICANT TRANSFEROR COMPANY**

**To,**

**The Equity Shareholders of Applicant Transferor Company**

**TAKE NOTICE** that by the Order dated July 21, 2020 read with Order dated June 30, 2020 (collectively referred to as 'Orders'), the Hon'ble National Company Law Tribunal, Ahmedabad Bench ('NCLT' or 'Tribunal') has directed inter alia that a meeting of Equity Shareholders of the Applicant Transferor Company, be convened and held on Tuesday, September 15, 2020 at 09:30 am through Video Conferencing or Other Audio Visual Means ('VC/OAVM'), to consider and if thought fit, to approve the proposed Scheme of Arrangement between Torrent Power Limited (hereinafter referred to as 'TPL' or the 'Transferor Company') and TCL Cables Private Limited (hereinafter referred to as 'TCPL' or the 'Transferee Company') and their respective shareholders and creditors, for transfer and vesting of the Cable Business Undertaking of Torrent Power Limited to TCL Cables Private Limited by way of slump sale, under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme'). The Scheme, if approved by the Equity Shareholders, will be subject to the subsequent approval of the Hon'ble Tribunal.

**TAKE FURTHER NOTICE** that in pursuance of the Orders read with general circular issued by Ministry of Corporate Affairs ('MCA') viz. circular no. 14 of 2020 dated April 08, 2020, circular no. 17 of 2020 dated April 13, 2020 and circular no. 20 of 2020 dated May 05, 2020 (collectively referred to as 'MCA Circulars'), a meeting of Equity Shareholders of the Applicant Transferor Company will be held on Tuesday, September 15, 2020 at 09.30 am, through VC/OAVM.

**TAKE FURTHER NOTICE** that a copy of the Scheme, Notice alongwith Explanatory Statement and other annexures as stated in the Index are enclosed herewith. Copy of the Scheme and the said Explanatory Statement can be obtained free of charge from the Registered Office of Applicant Transferor Company and/or from the office of the Advocate Mrs. Swati Saurabh Soparkar, 301, Shivalik-10, Opp. SBI Zonal Office, S. M. Road, Ambavadi, Ahmedabad- 380015, during normal business hours (9:30 am to 6:30 pm) from Monday to Friday upto and including the date of the meeting.

**TAKE FURTHER NOTICE** that Applicant Transferor Company has appointed Central Depository Services Limited ('CDSL') for providing VC/OAVM facility and e-voting facility for the meeting of the Equity Shareholders to consider and approve the Scheme by passing the below mentioned resolution.

The Hon'ble Tribunal has appointed Shri Mahesh C. Gupta, an independent practicing Company Secretary and failing him Shri Ullas Shah, Chartered Accountant as Chairman of the said meeting including for any adjournment(s) thereof.

**Equity Shareholders are requested to consider, and if thought fit, to pass with requisite majority, the following resolution:**

**“RESOLVED THAT** pursuant to the directions of Hon’ble National Company Law Tribunal, Ahmedabad Bench (hereinafter referred to as ‘the Tribunal’) for convening the meeting of Equity Shareholders of Torrent Power Limited, the Transferor Company, vide its Order dated July 21, 2020 read with Order dated June 30, 2020, the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to the approval of the Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to mean and include any Committee thereof, constituted by the Board), the arrangement embodied in the proposed Scheme of Arrangement between Torrent Power Limited (the ‘Transferor Company’) and TCL Cables Private Limited (the ‘Transferee Company’) and their respective shareholders and creditors (‘Scheme’) placed before this meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Dated this July 27, 2020

**Registered Office:**

“Samanvay”, 600 Tapovan,  
Ambawadi, Ahmedabad-380015 (Gujarat), India  
Phone: +91 79 26628300  
Email: cs@torrentpower.com  
Website: www.torrentpower.com  
CIN: L31200GJ2004PLC044068

**Mahesh C. Gupta**

FCS: 2047

CP No: 1028

**Chairman appointed for the meeting**

**Notes:**

1. As per NCLT Orders dated July 21, 2020 and June 30, 2020 (collectively referred to as ‘Orders’) read with general circular issued by Ministry of Corporate Affairs (‘MCA’) viz. circular no. 14 of 2020 dated April 08, 2020, circular no. 17 of 2020 dated April 13, 2020 and circular no. 20 of 2020 dated May 05, 2020 (collectively referred to as ‘MCA Circulars’), meeting of Equity Shareholders of Transferor Company will be held through Video Conferencing/Other Audio Visual Means (‘VC/OAVM’). The detailed procedure for participation in the meeting through VC/OAVM is as per Note No. 18.
2. Since, the meeting is being held pursuant to NCLT Orders and MCA Circulars through VC/OAVM, physical attendance of the Equity Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Equity Shareholders will not be available for meeting.
3. The quorum for the meeting of the Equity Shareholders of the Applicant Transferor Company shall be 30 (Thirty) in number as fixed by the NCLT, Ahmedabad Bench. Equity Shareholders attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum.

4. **Corporate Shareholders intending to authorise their representatives to participate and vote through e-voting on their behalf during the meeting are requested to send a certified copy of the Board Resolution/authorization letter together with attested specimen signature of the duly authorised signatory who are authorised to vote, 48 hours before the meeting to the Company at [cs@torrentpower.com](mailto:cs@torrentpower.com).**
5. The Equity Shareholders can join the meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation during the meeting through VC/OAVM will be made available for 1000 Equity Shareholders on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc, who are allowed to attend the meeting without restriction on account of first come first serve basis.
6. The Explanatory Statement pursuant to Section 102 read with Sections 230 to 232 of the Companies Act, 2013 ('Act') and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out above is annexed hereto.
7. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Statutory Registers maintained by the Company will be available for inspection by the Equity Shareholders at the Registered Office of the Applicant Transferor Company during normal business hours (9:30 am to 6:30 pm) from Monday to Friday upto and including the date of the meeting.
8. Electronic Copy of Notice is being sent to all the Equity Shareholders of Applicant Transferor Company as on March 31, 2020 and June 30, 2020, whose e-mail addresses are registered with the Company/Depository Participants, for communication purpose. Equity Shareholders who have not registered their email addresses, physical copy is being sent by courier at their registered addresses. In case e-mail addresses of any Equity Shareholder is not registered with the Company/Depository Participant may register the same by following below process:

<b>Physical Holding</b>	<p>By clicking on the below link, Shareholders may register his/her email address, mobile number and bank details <a href="https://linkintime.co.in/EmailReg/Email_Register.html">https://linkintime.co.in/EmailReg/Email_Register.html</a></p> <p>After clicking the above link, Shareholders have to fill the relevant details in the respective fields and attach self attested copy of PAN, address proof/share certificate and cancelled cheque leaf.</p>
<b>Demat Holding</b>	<p>By clicking on the below link, Shareholders may register his/her email address and mobile number <a href="https://linkintime.co.in/EmailReg/Email_Register.html">https://linkintime.co.in/EmailReg/Email_Register.html</a>.</p> <p>For registration of bank details, Shareholders are requested to visit their respective Depository Participants.</p>

9. This Notice will also be available on the Company's website i.e. [www.torrentpower.com](http://www.torrentpower.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Central Depository Services Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
10. The Notice convening the meeting will be published through an advertisement in 'India Express', Ahmedabad and Vadodara edition in English language and 'Sandesh', Ahmedabad edition in Gujarati language.
11. Pursuant to NCLT Orders read with MCA Circulars, the Company is pleased to provide e-voting facility through CDSL to its Equity Shareholders as on Tuesday, September 08, 2020 ('cut-off date'). It is hereby clarified that it is mandatory for Equity Shareholders to vote using the e-voting facility only, subject to compliance with the instructions for e-voting. The voting right may be exercised either by remote e-voting within prescribed period OR by e-voting during the meeting being convened through VC/OAVM.

Any person who becomes a Shareholder of the Applicant Transferor Company after dispatch of the Notice and holds shares of the Applicant Transferor Company as on the cut-off date may cast his vote by following the instructions of remote e-voting and voting during the meeting provided in this Notice.

The information and other instructions regarding remote e-voting and e-voting during the meeting are detailed in Note No. 17.



As directed by Hon'ble Tribunal, Rajesh Parekh, Practicing Company Secretary (Membership No. A8073) has been appointed as the Scrutinizer to scrutinize the e-voting during the meeting and remote e-voting process in a fair and transparent manner.

12. The Scrutinizer shall, immediately after and not later than 48 hours from conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour and against the resolution and invalid votes, if any, to the Chairman of the meeting, in writing, who shall countersign the same.
13. The result of the voting shall be announced by the Chairman of the meeting in writing upon receipt of the Scrutinizer's Report. The results announced, along with the Scrutinizer's Report, shall be displayed at the Registered Office of the Applicant Transferor Company and its website viz. [www.torrentpower.com](http://www.torrentpower.com) and on the website of CDSL, immediately after declaration. The results shall also be immediately forwarded to the stock exchanges where the Company's equity shares are listed i.e. BSE Limited and National Stock Exchange of India Limited.
14. The voting rights of the Equity Shareholders shall be in proportion to their shareholding in the Applicant Transferor Company as on cut-off date.
15. The Scheme shall be considered approved by the Equity Shareholders of the Applicant Transferor Company if the resolution mentioned above in the notice has been approved by majority of persons representing three-fourths in value of the Equity Shareholders in terms of Sections 230 to 232 of the Act.
16. Since the meeting will be held through VC/OAVM in accordance with the NCLT Order and MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
17. **Voting Process and other instructions regarding e-voting:**

**Section A: Remote e-voting process**

The voting period begins on Friday, September 11, 2020 at 9.00 am and shall end on Monday, September 14, 2020 at 5.00 pm. During this period, Equity Shareholders of the Applicant Transferor Company as on September 08, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Equity Shareholders should follow the following steps to cast their votes electronically.

- Step 1: Open your web browser during the voting period and log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
- Step 2: Click on 'Shareholders/Members' to cast your vote(s).
- Step 3: Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 character DP ID followed by 8 digits Client ID,
  - c. Shareholders 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- Step 6: If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in demat form and physical form</b>
PAN	Enter your 10 digit alpha-numeric PAN (applicable for both demat as well as physical Members) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository are requested to use the sequence number as printed on the Address Sticker in case of physical copy and as mention in covering email in case of soft copy.</li></ul>

Dividend Bank details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or DoB (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the Depository or the Company please enter the Member ID/folio number in the Dividend Bank details field as mentioned in Step 3.</li> </ul>
--	--

- Step 7: After entering these details appropriately, click on 'SUBMIT' tab.
- Step 8: Shareholders holding shares in physical form will then directly reach the Company selection screen. However, Shareholders 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. **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 Shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- Step 10: Click on the EVSN for TORRENT POWER 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. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution. Select the option YES or NO as desired for casting your vote.
- Step 12: Click on 'RESOLUTION FILE LINK' if you wish to view the Notice.
- 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 print-out of the voting done by you by clicking on 'CLICK HERE TO PRINT' option on the voting page.
- Step 15: If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m-voting. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**Note for Non – Individual Shareholders and Custodian**

- Step 1: Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- Step 2: A scanned copy of the Registration form bearing the stamp and sign of the entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- Step 3: After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- Step 4: The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- Step 5: A scanned copy of the Board resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



Step 6: Alternatively, Non Individual Shareholder are required to send the relevant Board resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, atleast 48 hours before the meeting to the Company at [cs@torrentpower.com](mailto:cs@torrentpower.com), if voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

**Section B: Process of e-voting during the meeting**

- Step 1: The procedure for e-voting on the day of meeting is same as the instructions mentioned above for remote e-voting.
- Step 2: Only those Equity Shareholders, who will be present in the meeting through VC/OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the meeting.
- Step 3: If any votes are casted by the Equity Shareholders through e-voting available during the meeting and if the same Equity Shareholder have not participated in the meeting through VC/OAVM facility, then the votes casted by such Equity Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Equity Shareholders participating in the meeting.
- Step 4: Equity Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote during the meeting.

For all grievances connected with the facility for voting by electronic means, please contact Rakesh Dalvi-022-23058542, Nitin Kunder-022-23058738 and Mehboob lakhani-022-23058543, or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**18. Instruction for Equity Shareholders for attending the meeting through VC/OAVM:**

- a) Equity Shareholders will be provided with a facility to attend the meeting through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVSN of Company will be displayed.
- b) Shareholders are encouraged to join the meeting through Laptops/Desktops for better experience. Further, the Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- c) Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d) Shareholders who would like to express their views/have questions may send their views/questions 7 days prior to meeting mentioning their name, email id, mobile number, folio/DC ID/Client ID at [cs@torrenttower.com](mailto:cs@torrenttower.com) and register themselves as a speaker. Only those Shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.





**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,  
AHMEDABAD BENCH  
C A (CAA) NO. 35 OF 2020**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement involving transfer and vesting of the Cable Business Undertaking of Torrent Power Limited to TCL Cables Private Limited.

**TORRENT POWER LIMITED.**

(CIN L31200GJ2004PLC044068)

a Company incorporated under the Companies Act, 1956,

and having its registered office at "Samanvay",

600 Tapovan, Ambawadi, Ahmedabad- 380015

in the state of Gujarat ...**Applicant Transferor Company**

**EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTION 230  
TO 232 OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES  
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016**

1. Pursuant to the Order dated July 21, 2020 read with Order dated June 30, 2020 (collectively referred to as 'Orders'), passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench (the 'NCLT'/Tribunal'), in Company Application No. CA (CAA) No. 35 of 2020, a meeting of Equity Shareholders of Applicant Transferor Company is being convened on Tuesday, September 15, 2020 at 09:30 am through VC/OAVM facility, for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement between Torrent Power Limited (hereinafter referred to as 'TPL' or the 'Transferor Company') and TCL Cables Private Limited (hereinafter referred to as 'TCPL' or the 'Transferee Company') and their respective shareholders and creditors for transfer and vesting of the Cable Business Undertaking of Torrent Power Limited to TCL Cables Private Limited by way of slump sale under Sections 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme').
2. A copy of the Scheme, which has been, inter alia, unanimously approved by the Board of Directors of the Applicant Transferor Company and Transferee Company at their respective meetings held on November 05, 2019, is enclosed herewith as **Annexure I**.
3. The Scheme was placed before the Audit Committee of the Applicant Transferor Company at its meetings held on November 05, 2019. The Audit Committee of the Applicant Transferor Company took into account the recommendations on the Valuation Report by Sujal A. Shah, Independent Chartered Accountant and Registered Valuer and the fairness opinion by Kotak Mahindra Capital Company Limited, Category I Merchant Banker. The Audit Committee Report is annexed herewith as **Annexure II**.
4. The Scheme provides for transfer and vesting of Cable Business Undertaking of the Applicant Transferor Company to the Transferee Company, on a going concern basis by way of slump sale, for a consideration amount payable by the Transferee Company to the Applicant Transferor Company pursuant to the terms of the Scheme, with effect from the Appointed Date as provided in the Scheme, and as per the terms and conditions mentioned in the Scheme.
5. **PARTICULARS OF TORRENT POWER LIMITED (TPL/TRANSFEROR COMPANY/ THE COMPANY)**
  - 5.1 Torrent Power Limited is a listed public limited company, registered under the Companies Act, 1956, having its Registered Office at "Samanvay", 600 Tapovan, Ambawadi, Ahmedabad- 380015 in the state of Gujarat. It was originally incorporated as Torrent Power Trading Private Limited on April 29, 2004 under the Companies Act, 1956 with Registrar of Companies, Gujarat. The

name was subsequently changed to Torrent Power Private Limited wef January 25, 2006 pursuant to the fresh certificate of incorporation obtained from the Registrar of Companies, Gujarat. It was then converted to a Public Limited Company vide Certificate dated February 8, 2006 and consequently, name of the Company was changed to its present name. It is primarily engaged in the business of electricity generation, transmission and distribution with operations in the states of Gujarat, Maharashtra, Uttar Pradesh and Karnataka. The CIN and PAN of the Company are L31200GJ2004PLC044068 and AACCT0294J respectively.

#### 5.2 Main Objects of the Transferor Company:

- *To generate, transmit, distribute, purchase, procure, sell, import, export or accumulate or otherwise deal in all forms of electrical power in all aspects, to own, promote, set up, establish, develop, maintain, run, operate, manage and acquire generating company, generating station or stations of every kind and description, and to own, promote, set up, establish, develop, maintain, run, operate and manage transmission and distribution networks or systems and to acquire, in any manner, these networks or systems and to act as agent or representative of any person engaged in the planning, development, generation, transmission, distribution, supply or financing of power and to investigate, research, design and prepare feasibility, appraisal or project reports and to build and execute projects for generation, transmission, distribution, supply, purchase, sale, import, export, storage and accumulation of all forms of electrical power and to engage in all activities incidental thereto.*
- *To carry on the business of establishment and management of fuel systems and to search for, obtain, acquire, mine, explore, buy, sell, import, export or otherwise deal in oils, gases, coals, naphtha, liquefied natural gas, raw petroleum stock or any other fuel in solid, liquid or gas form, whether found in natural state or obtained by processing from other substances and to carry on the production, storage, processing and manufacturing of these products and any related materials.*
- *To carry on the business of manufacturers, sellers and distributors of electrical apparatuses and appliances, electric, magnetic, galvanic and other articles and things of all kinds including electric wires and cables of all descriptions, insulators, conductors, tapes, ropes, poles, galvanisers, switch gears, distribution accessories and all other kinds of electrical goods and materials and the business of electrical, mechanical, civil, sanitary, railway, nautical, aeronautical and general engineers in all their respective branches.*
- *To carry on business as manufacturers, importers, exporters, wholesalers, retailers, repairers, buyers and sellers of and dealers in all kinds of goods, substances, preparations, materials, articles, things, apparatuses, fittings, appliances, accessories and component parts for or in connection with the civil, electrical, mechanical and textile engineering, electrical and cable industries, made wholly or in part out of rubber, synthetic rubber, cork, plastics, asphalt, glass and any other natural and synthetic materials of all descriptions and to compound, fabricate, mould, extrude or otherwise process goods made wholly or partially from thermoplastic and thermosetting substances or other materials of any nature.*

5.3 There is no change in name of the Transferor Company in last five years. The Registered Office of the Transferor Company has been shifted from Torrent House, Off Ashram Road, Ahmedabad - 380009, Gujarat to "Samanvay", 600 Tapovan, Ambawadi, Ahmedabad-380015, Gujarat wef December 1, 2016. Consequent to amalgamation of Torrent Energy Limited and Torrent Cables Limited with Torrent Power Limited, the object clause of the Transferor Company has been changed, wef April 1, 2014.

5.4 The share capital of the Transferor Company as on March 31, 2020 is as under:-

Share Capital	Rupees (₹)
<b>Authorized Share Capital</b>	
4,37,00,00,000 Equity shares of ₹ 10/- each	
<b>Total</b>	<b>43,70,00,00,000</b>
<b>Issued, subscribed and paid-up Share Capital</b>	
48,06,16,784 Equity shares of ₹ 10/- each fully paid up	
<b>Total</b>	<b>4,80,61,67,840</b>

There is no change in the capital structure of the Transferor Company since the above referred date.

5.5 The shareholding pattern of the Transferor Company as on March 31, 2020 is as under:

Sr. No.	Category of shareholder	No. of equity shares held	Shareholding as a % of total no. of shares
<b>A</b>	<b>Statement showing shareholding pattern of the Promoter and Promoter Group</b>		
<b>1</b>	<b>Indian</b>		
A	Individuals/Hindu undivided Family	21,007	0
B	Central Government/ State Government(s)	—	—
C	Financial Institutions/ Banks	—	—
D	Any Other (specify)	25,74,22,311	53.56
	Bodies Corporate	25,74,22,311	53.56
	<b>Sub-Total (A)(1)</b>	<b>25,74,43,318</b>	<b>53.57</b>
<b>2</b>	<b>Foreign</b>		
	<b>Sub-Total (A)(2)</b>	<b>—</b>	<b>—</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>25,74,43,318</b>	<b>53.57</b>
<b>B</b>	<b>Statement showing shareholding pattern of the Public shareholder</b>		
<b>1</b>	<b>Institutions</b>		
A	Mutual Funds	7,30,44,049	15.20
B	Venture Capital Funds	—	—
C	Alternate Investment Funds	1,31,309	0.03
D	Foreign Venture Capital Investors	—	—
E	Foreign Portfolio Investors	4,20,76,508	8.75
F	Financial Institutions/Banks	24,94,052	0.52
G	Insurance Companies	1,13,09,490	2.35
H	Provident Funds/Pension Funds	—	—
I	Any Other (specify)	—	—
	<b>Sub-Total (B)(1)</b>	<b>12,90,55,408</b>	<b>26.85</b>
<b>2</b>	<b>Central Government/State Government(s) / President of India</b>		
		70,57,951	1.47
	<b>Sub-Total (B)(2)</b>	<b>70,57,951</b>	<b>1.47</b>
<b>3</b>	<b>Non-institutions</b>		
a(i)	“Individuals - I. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.”	2,64,52,383	5.50
a(ii)	“Individuals - ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.”	74,11,223	1.54
(b)	NBFCs registered with RBI	1,975	0
(c)	Employee Trusts	6,786	0
(d)	Overseas Depositories (holding DRS) (balancing figure)	—	—
(e)	Any Other (specify)	<b>5,31,87,740</b>	<b>11.07</b>
	Body Corporate	4,88,51,936	10.16
	Others	43,35,804	0.91
	<b>Sub-Total (B)(3)</b>	<b>8,70,60,107</b>	<b>18.11</b>
	<b>Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>22,31,73,466</b>	<b>46.43</b>
<b>C</b>	<b>Statement showing shareholding pattern of the Non Promoter- Non Public shareholder</b>		
	<b>Total (A+B+C)</b>	<b>48,06,16,784</b>	<b>100</b>

5.6 The equity shares of the Transferor Company are listed on the BSE Limited ('BSE') and the National Stock Exchange of India Limited ('NSE'). The Debt securities of Transferor Company are listed on NSE.

5.7 The details of the Promoters (including Promoter Group) of the Transferor Company are as under:

Sr. No	Name of Promoter	Address	No of Shares held
1	Torrent Investments Private Limited (Formerly known as Torrent Private Limited) CIN: U67120GJ1985PTC007573	Torrent House, Off Ashram Road, Ahmedabad 380009.	25,74,22,311
2	Sudhir Uttamlal Mehta DIN: 00061871	Akalpya, Opp Jain Temple, Sarkhej Gandhinagar Highway, Ahmedabad 380058	6,882
3	Samir Uttamlal Mehta DIN: 00061903	Akalpya, Opp Jain Temple, Sarkhej Gandhinagar Highway, Ahmedabad 380058	6,125
4	Jinal Sudhirbhai Mehta DIN: 02685284	Akalpya, Opp Jain Temple, Sarkhej Gandhinagar Highway Ahmedabad 380058	8,000
<b>TOTAL</b>			<b>25,74,43,318</b>

5.8 The details of the Directors of the Transferor Company as on March 31, 2020 are as under:

Sr. No	Name of Director	Address	No of Shares held	Category
1	Sudhir Uttamlal Mehta DIN: 00061871	Akalpya, Opp Jain Temple, Sarkhej Gandhinagar Highway, Ahmedabad 380058	6,882	Chairman Emeritus
2	Samir Uttamlal Mehta DIN: 00061903	Akalpya, Opp Jain Temple, Sarkhej Gandhinagar Highway, Ahmedabad 380058	6,125	Chairperson
3	Pankaj Ramanbhai Patel DIN: 00131852	Shri Udhyan, Near Iskon Temple, Bopal Road, Bopal, Ahmedabad 380058	—	Independent Director
4	Keki Minoo Mistry DIN: 00008886	Flat No. 2603, B Wing, Vivarea Sane Guruji Marg, Mahalaxmi (East), Mumbai 400011	—	Independent Director
5	Samir Kumar Barua DIN: 00211077	B-203, Samay Apartments, B/H Azad Society, Telephone Exchange, Near Bima Nagar, Ambawadi, Ahmedabad 380015	—	Independent Director
6	Bhavna Gautam Doshi DIN: 00400508	C-191 19 <sup>th</sup> Floor, Grand Paradi, August Kranti Marg, Kemps Corner, Mumbai 400036	950 (Holding Jointly with Spouse)	Independent Director

Sr. No	Name of Director	Address	No of Shares held	Category
7	Dharmishta Narendraprasad Raval DIN: 02792246	25, Saurabh Society, Manav Mandir Road, Near Sima Society, Drive In Raod, Ahmedabad 380009	—	Independent Director
8	Jinal Sudhirbhai Mehta DIN: 02685284	Akalpya, Opp Jain Temple, Sarkhej Gandhinagar Highway, Ahmedabad 380058	8,000	Managing Director
9	Sunaina Tomar DIN: 03435543	A-2, Satyam Flats, Nr. Gujarat College, Ellisbridge, Ahmedabad 380006	—	Director

#### 6. PARTICULARS OF TCL CABLES PRIVATE LIMITED (TCPL/TRANSFEEE COMPANY)

6.1 TCL Cables Private Limited is a private company incorporated on October 23, 2019 under the provisions of Companies Act, 2013 having its registered office at Yoginagar, Mission Road, Nadiad-387001, Dist. Kheda in the state of Gujarat. The Transferee Company has been incorporated with an object to, inter alia, carry on the business of manufacturing and supply of power cables. The Transferee Company is a wholly owned subsidiary of the Transferor Company and CIN and PAN of Transferee Company are U31904GJ2019PTC110468 and AAHCT5675Q respectively.

#### 6.2 Main Objects of the Transferee Company:

*To carry on the business of manufacture, sale, purchase, import, export, repair, any other type of dealing and distribution of electrical apparatuses and appliances, electric, magnetic, galvanic and such other articles and things of all kinds, electric wires and cables of all descriptions, insulators, conductors, tapes, ropes, poles, galvanisers, switch gears, distribution accessories and all other kinds of electrical goods, substances, preparations, materials, articles, things, fittings, appliances, accessories and component parts for or in connection with the civil, electrical, mechanical engineering, electrical and cable industries, made wholly or in part out of rubber, synthetic rubber, cork, plastics, asphalt, glass and any other natural and synthetic materials of all descriptions and to compound, fabricate, mould, extrude or otherwise process goods made wholly or partially from thermoplastic and thermosetting substances or other materials of any nature in branches of electrical, mechanical, civil, sanitary, railway, nautical, aeronautical and general engineers.*

6.3 There is no change in name, registered office address and object of the Transferee Company since its incorporation.

6.4 The share capital of the Transferee Company as on March 31, 2020 is as under:-

Share Capital	Rupees (₹)
<b>Authorized Share Capital</b>	
20,00,000 Equity shares of ₹ 10/- each	
<b>Total</b>	<b>2,00,00,000</b>
<b>Issued, subscribed and paid-up Share Capital</b>	
20,00,000 Equity shares of ₹ 10/- each fully paid up	
<b>Total</b>	<b>2,00,00,000</b>

There is no change in the capital structure of the Transferee Company since the above referred date. Shares of the Transferee Company are not listed on any of the Stock Exchange.

6.5 The shareholding pattern of the Transferee Company as on March 31, 2020 is as under:

Sr. No.	Category of Shareholder	No. of equity Shares held	Shareholding as a % of total no. of Shares
<b>A</b>	<b>Statement showing shareholding pattern of the Promoter and Promoter Group</b>		
A	Individuals/Hindu undivided Family *	1	0.00
B	Central Government/ State Government(s)	-	-
C	Financial Institutions/ Banks	-	-
D	Any Other (specify)		
	Bodies Corporate	19,99,999	100
	<b>Sub-Total (A)</b>	<b>19,99,999</b>	<b>100</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)</b>	<b>20,00,000</b>	<b>100</b>
<b>B</b>	<b>Statement showing shareholding pattern of the Public shareholder</b>	—	—
<b>C</b>	<b>Statement showing shareholding pattern of the Non Promoter- Non Public shareholder</b>	—	—
	<b>Total (A+B+C)</b>	<b>20,00,000</b>	<b>100</b>

\* Nominee of Torrent Power Limited

6.6 The details of the Promoters of the Transferee Company are as under:

Sr. No	Name of Promoter	Address	No of Shares held
1	Torrent Power Limited CIN: L31200GJ2004PLC044068	"Samanvay", 600 Tapovan, Ambawadi, Ahmedabad,- 380015, Gujarat	20,00,000

6.7 The details of the Directors of the Transferee Company as on March 31, 2020 are as under:

Sr. No	Name of Director	Address	Category	No of Shares held
1	Jayesh Narendrakumar Desai DIN: 02295309	337/B, Devendra Park, Nr. West Zone Municipal Office, Bodakdev, Ahmedabad 380054	Director	—
2	Varun Sudhir Mehta DIN: 07862034	Akalpya, Opp Jain Temple, Sarkhej Gandhinagar Highway, Ahmedabad 380058	Director	—

#### 7. RELATIONSHIP SUBSISTING BETWEEN THE APPLICANT TRANSFEROR COMPANY AND THE TRANSFEREE COMPANY

The Transferee Company is a wholly owned subsidiary of the Applicant Transferor Company. The Transferee Company is a related party of the Applicant Transferor Company as per the Companies Act, 2013. There are no common Directors on the Board of the Applicant Transferor Company and the Transferee Company. Apart from the above, there is no other relationship between the Applicant Transferor Company and the Transferee Company.

#### 8. PURPOSE AND RATIONALE OF THE SCHEME

The Applicant Transferor Company and the Transferee Company are part of the same group ('Torrent Group') and are owned, controlled and managed by the management of the Torrent Group. To streamline the current business structure, the management of the said companies desired of entering into Scheme of Arrangement.

The Applicant Transferor Company is inter alia engaged in business of generation, transmission and distribution of electricity and in business of manufacturing and supply of power cables. The proposed arrangement will enable the Applicant Transferor Company to provide greater business attention and focus on the business of generation, transmission and distribution of electricity. In addition, the Cable Business Undertaking will be transferred into the Transferee Company to unlock value of the Cable business. The transfer of the Cable Business Undertaking from the Applicant Transferor Company to the Transferee Company would *inter alia* achieve the following benefits:

- Facilitate each business to be effectively integrated for achieving growth & expansion of each of the verticals independently;
- Enhances management focus and operational flexibility; and
- Attribution of appropriate risk and valuation to different businesses based on their respective risk-return profile and cash flows;

In view of the aforesaid advantages, the Board of Directors of both the Companies have considered the proposed Scheme of Arrangement under the provisions of Sections 230 to 232 of the Companies Act 2013. The present Scheme of Arrangement is proposed for the transfer and vesting of the Cable Business Undertaking of the Applicant Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the Income-tax Act, 1961.

## 9. MATERIAL PROVISIONS OF THE SCHEME

The material provisions of the proposed Scheme of Arrangement are as under:

### **1. "Definitions:**

1.3 **"Appointed Date"** means 01<sup>st</sup> April, 2020.

1.7 **"Cable Business Undertaking"** means the Cable Business of the Transferor Company on a going concern basis comprising of assets & liabilities relating thereto (as identified by the Board or Committee of Directors of the Transferor Company), and shall include (without limitation):

- a. *All the present, future and contingent assets and properties, whether movable and /or immovable (if any) (whether freehold, leasehold or otherwise), tangible or intangible (excluding Torrent trademark and Torrent trade name), including all rights, title and interest in connection with land and buildings thereon whether corporeal or incorporeal, leasehold or otherwise, plant and machinery, fixed or movable, and whether leased or otherwise, capital work-in-progress including expenses incurred to be capitalised and advances for assets, contracts with any party, letters of intent, registrations, engagements, arrangements etc. as on the Appointed Date pertaining to Cable Business of Transferor Company;*
- b. *All the debts, liabilities, duties and obligations including contingent liabilities, past or future, whether secured or unsecured, pertaining to Cable Business of Transferor Company;*
- c. *All agreements, memoranda of agreements/understandings, contracts, arrangements, understandings, engagements, deeds and instruments including lease/license agreements, joint development agreements, tenancy rights, equipment purchase agreements, and other agreements with the customers, purchase and other agreements/contracts with the supplier/manufacturer of goods/service providers and all rights, title, interests, claims and benefits thereunder of the Cable Business of Transferor Company;*
- d. *All applications (including hardware, software, licenses, source codes, parameterizations, scripts, registrations, approvals, certificates, permits, entitlements, concessions, exemptions, subsidies, authorizations, trademarks, trade names, patents, patent rights, copyrights, goodwill, and other intellectual properties (excluding Torrent trademark and Torrent trade name) and rights of any nature whatsoever including know-how, domain names, assignments, rights, import quotas, right to use, income tax benefits and any other exemptions as available under the IT Act and other rights, receivables and liabilities related thereto, privileges, advantages and all other facilities of every kind, nature and description whatsoever pertaining to Cable Business of Transferor Company;*

- e. *All rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Company and exclusively and solely pertaining to or in connection with the Cable Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company and exclusively and solely pertaining to the Cable Business;*
- f. *All tax related assets, all the credits for taxes such as sales tax, CST, excise duty, customs duty, service tax, CENVAT, GST, tax deduction at source, accumulated losses and unabsorbed depreciation as per books if any as well as per the IT Act enjoyed by the Transferor Company pertaining to the Cable Business;*
- g. *All amounts claimed by the Transferor Company, whether or not so recorded in its books of accounts, from any Governmental Authority, under any law, act, scheme or rule, as refund of any tax, duty, cess or of any excess payment pertaining to Cable Business of Transferor Company;*
- h. *Without prejudice to the generality of the above, Cable Business Undertaking of Transferor Company shall include all movable and immovable assets (if any), cash balances with banks, investments, benefits under bank guarantees, claims, powers, allotments, leasehold rights, brands, sub-letting tenancy rights, with or without the consent of the landlord as may be required by law, loans, advances, contingent rights or benefits, receivables, earnest monies, advances, exemptions and approvals of whatsoever nature (including but not limited to benefits of tax relief including under the IT Act such as credit for advance tax, taxes deducted at source, minimum alternate tax, brought forward accumulated tax losses, unabsorbed depreciation, etc.), unutilized deposits or credits, right to use and avail telex, facsimile and other communication facilities and equipment, rights and benefits of all agreements, pending applications and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals etc. pertaining to Cable Business of Transferor Company;*
- i. *All employees engaged in or in relation to Cable Business of Transferor Company as on the Effective Date;*
- j. *All books, records, files, papers, engineering and process information, software licenses, test reports, catalogues, databases including databases for procurement, product registrations, dossiers, product master cards, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, other customer information, any pricing information and other records whether in physical or electronic form in connection with or relating to Cable Business of Transferor Company;*
- k. *all legal or other proceedings of whatsoever nature relating to the Cable Business.*

*Explanation: Whether any particular asset, liability or employee should be included as asset, liability or employee of Cable Business Undertaking of Transferor Company or otherwise shall be decided mutually by the Board of Directors or any committee thereof of the Transferor Company and the Transferee Company.*

- 1.10 **"Effective Date"** means *the last of the dates on which all conditions, matters and filings referred to in Clause 19 hereof have been fulfilled and necessary orders, approvals and consents referred to therein have been obtained. References in this Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective Date;*
- 1.16 **"Remaining Business"** means *all the undertakings, businesses, activities, operations, assets and liabilities of the Transferor Company, other than those comprised in the Cable Business Undertaking;*
- 1.17 **"Scheme" or "the Scheme" or "this Scheme" or "Scheme of Arrangement"** means *this scheme of arrangement made under Section 230 to 232 and other relevant provisions of the Act between TPL and TCPL and their respective shareholders and creditors including any modification or amendment hereto, made in accordance with the terms hereof;*



- 1.20 **"Slump Sale"** means the transfer and vesting of Cable Business Undertaking (as defined here in above) of Transferor Company to Transferee Company on a going concern and "as-is-where-is" basis for a lump sum consideration, without values being assigned to the individual assets and liabilities;

## **5. TRANSFER AND VESTING OF CABLE BUSINESS UNDERTAKING**

### Transfer of Assets

- 5.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Cable Business Undertaking (including all the movable assets, government approvals, licenses, rights, claims, title, interest and authorities including accretions and appurtenances of the Cable Business Undertaking) shall, subject to the provisions of this Clause 5 in relation to the mode of transfer and vesting and pursuant to Section 232(4) of the Act and without any further act or deed, be transferred to and vested in the Transferee Company or be deemed to have been transferred to and vested in the Transferee Company as a going concern basis by way of a Slump Sale, so as to become as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Transferee Company.

Upon the coming into effect of this Scheme and with effect from the Appointed Date, all the immovable assets (if any) of the Cable Business Undertaking, leasehold rights (if any) shall, subject to the provisions of this Clause 5 in relation to the mode of transfer and vesting and pursuant to Section 232(4) of the Act and without any further act or deed, be transferred to and vested in the Transferee Company or be deemed to have been transferred to and vested in the Transferee Company as a going concern basis by way of a Slump Sale, so as to become as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Transferee Company.

- 5.2 In respect of such of the assets of the Cable Business Undertaking as are movable in nature or are otherwise capable of transfer by delivery of possession or by endorsement and delivery, the same shall be so transferred by the Transferor Company, upon the coming into effect of this Scheme, and shall become the property of the Transferee Company as an integral part of the Cable Business Undertaking with effect from the Appointed Date pursuant to the provisions of Section 232 of the Act without requiring any deed or instrument of conveyance for transfer of the same.
- 5.3 In respect of the movables other than those dealt with in Clause 5.2 above, including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority, quasi-governmental authority, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferee Company may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositor, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).
- 5.4 In respect of such of the assets belonging to the Cable Business Undertaking other than those referred to in Clauses 5.2 and 5.3 above, the same shall, as more particularly provided in Clause 5.1 above, without any further act, instrument or deed, be transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230-232 of the Act. For the purpose of giving effect to the vesting order passed under Section 232 of the Act in respect of the Scheme, the Transferee Company shall be entitled to exercise all the rights and privileges and be liable to pay all taxes and charges and fulfil all its obligations, in relation to or applicable to all such immovable properties (if any), including mutation and/or substitution of the title to, or interest in the immovable properties, if applicable, which shall be made and duly recorded by the Governmental Authority(ies) in favour of the Transferee Company pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof without any further act or deed to be done or executed by the Transferor Company and/or the Transferee Company. It is clarified that the Transferee Company shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution.

- 5.5 *Notwithstanding any provision to the contrary, from the Effective Date and until the owned properties, leasehold properties and related rights thereto, license/right to use the immovable property, tenancy rights, liberties and special status in relation to the Cable Business Undertaking are transferred, vested, recorded, effected and/or perfected, in the record of the Governmental Authority(ies), in favour of the Transferee Company, the Transferee Company is deemed to be authorised to carry on the business in the name and style of the Transferor Company under the relevant agreement, deed, lease and/or license, as the case may be, and the Transferee Company shall keep a record and/or account of such transactions.*
- 5.6 *All assets, rights, title, interest and investments of the Transferor Company in relation to the Cable Business Undertaking shall also, without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230-232 of the Act.*
- 5.7 *Without prejudice to the generality of the foregoing, upon the effectiveness of this Scheme, the Transferee Company will be entitled to all the intellectual property rights (excluding Torrent trademark and Torrent trade name) of the Transferor Company in relation to the Cable Business Undertaking. The Transferee Company may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of the Transferee Company.*
- 5.8 *Any assets acquired by the Transferor Company after the Appointed Date but prior to the Effective Date pertaining to the Cable Business Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the Transferee Company upon the coming into effect of this Scheme.*
- 5.9 *For the avoidance of doubt, upon the coming into effect of this Scheme, all the rights, title, interest and claims of the Transferor Company in any leasehold/licensed properties in relation to the Cable Business Undertaking shall, pursuant to Section 232 (4) of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company automatically without requirement of any further act or deed.*
- 5.10 *On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in relation to or in connection with the Cable Business Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in relation to or in connection with the Cable Business Undertaking of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Cable Business Undertaking to the Transferee Company under this Scheme have been formally given effect to under such contracts and/or transactions.*
- 5.11 *For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of the Transferor Company, in relation to or in connection with the Cable Business Undertaking, has been replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank account of the Transferor Company, in relation to or in connection with the Cable Business Undertaking, in the name of the Transferor Company in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, bills presented for discounting, which is in the name of the Transferor Company, in relation to or in connection with the Cable Business Undertaking, after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain bank accounts in the name of the Transferor Company for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Company, in relation to or in connection with the Cable Business Undertaking. It is hereby expressly clarified that any legal proceedings by or against the Transferor Company, in relation to or in connection with the Cable Business Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of the Transferor Company shall be instituted, or as the case may be, continued by or against and in the name of the Transferee Company after the coming into effect of this Scheme.*

- 5.12 All permits, licenses, permissions, approvals received from Governmental Authorities, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively and solely to the Transferor Company in relation to the Cable Business Undertaking, shall stand vested in the Transferee Company without any further act, instrument or deed, upon the sanction of the Scheme and upon this Scheme becoming effective.

Transfer of Liabilities

- 5.13 Upon the coming into effect of this Scheme, all debts, liabilities, loans raised and used, obligations incurred, duties of any kind, nature or description (including contingent liabilities which arise out of the activities or operations of the Cable Business Undertaking) of the Transferor Company as on the Appointed Date and relating to the Cable Business Undertaking shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Transferee Company to the extent that they are outstanding as on the Effective Date and shall become the debts, liabilities, loans, obligations and duties of the Transferee Company which shall meet, discharge and satisfy the same.
- 5.14 Where any of the loans raised and used, debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date deemed to be transferred to the Transferee Company has been discharged by the Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 5.15 Upon the coming into effect of this Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by the Transferor Company for the operations of the Cable Business Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to the Transferee Company and shall become the loans, debts, liabilities, duties and obligations of the Transferee Company.
- 5.16 In so far as the existing Encumbrances in respect of the Cable Business Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Cable Business Undertaking which has been Encumbered in respect of the Cable Business Liabilities as transferred to the Transferee Company pursuant to this Scheme. Provided that if any of the assets comprised in the Cable Business Undertaking which are being transferred to the Transferee Company pursuant to this Scheme have not been Encumbered in respect of the Cable Business Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.
- 5.17 For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, the Encumbrances over such assets relating to the Cable Business Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrances relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Further, in so far as the assets comprised in the Cable Business Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with the Transferor Company), shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.
- 5.18 Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the registrar of companies to give formal effect to the above provisions, if required.
- 5.19 Upon the coming into effect of this Scheme, the Transferee Company alone shall be liable to perform all obligations in respect of the Cable Business Liabilities, which have been transferred to it in terms of this Scheme, and the Transferor Company shall not have any obligations in respect of such Cable Business Liabilities.

- 5.20 *It is expressly provided that, save as mentioned in this Clause, no other term or condition of the liabilities transferred to the Transferee Company as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.*
- 5.21 *The provisions of this Clause shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.*

## **6. CONSIDERATION**

- 6.1 *Upon the Scheme becoming effective and upon transfer and vesting of the Cable Business Undertaking of Transferor Company in Transferee Company pursuant to the Slump Sale as stated herein, Transferee Company shall discharge the lump sum consideration payable by it to Transferor Company as under:*

*INR 214.50 crores payable by way of cash consideration.*

*The aforesaid amount payable by way of cash consideration shall be subject to Working Capital Adjustments. For the purpose of this clause, "Working Capital Adjustments" shall be computed as under:*

- a. *If the Working Capital as on Appointed Date is more than the Working Capital as on Cut-off Date, then the difference shall be added to the amount of cash consideration*
- b. *If the Working Capital as on Appointed Date is less than the Working Capital as on Cut-off Date, then the difference shall be reduced from the amount of cash consideration*

*"Working Capital as on Cut-off Date" means ₹ 156.54 crores as on 30<sup>th</sup> September 2019.*

- 6.2 *Till such time the Transferee Company discharges its obligation to pay the consideration as per Clause 6.1, such amount shall remain as business consideration payable by the Transferee Company to the Transferor Company. The Transferee Company shall pay interest on the outstanding balance of such amount of business consideration payable at the rate of interest and the terms and conditions as may be determined from time to time by the Committee of Directors of the Transferor Company and the Board of Directors of the Transferee Company.*
- 6.3 *The approval of this scheme by the shareholders of the Transferor Company and the Transferee Company under Section 230 to 232 of the Act shall be deemed to be the approval under applicable provisions of the Act and any other consents and approvals required in this regard.*

## **7. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY**

*Notwithstanding anything to the contrary contained in any other clause in the Scheme, the Transferee Company shall account for the transfer of the Cable Business Undertaking in its books of accounts in accordance with Indian Accounting Standard 103, Business Combinations and other applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as notified under Section 133 of the Companies Act, 2013, as may be amended from time to time.*

## **8. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY**

*Notwithstanding anything to the contrary contained in any other clause in the Scheme, the Transferor Company shall account for the transfer of the Cable Business Undertaking in its books of accounts in accordance with applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as notified under Section 133 of the Companies Act, 2013, as may be amended from time to time. Further, transferor Company shall derecognise assets and liabilities of Cable Business Undertaking from the Appointed Date.*

## **11. LEGAL PROCEEDINGS**

- 11.1 *All legal proceedings, of whatsoever nature by or against the Transferor Company pending and/or arising after Appointed Date but before the Effective Date and relating to the Cable Business Undertaking, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against and be transferred in the name of the Transferee Company, in the same manner and to the same extent as would or might have been continued and enforced by or against the Cable Business Undertaking of Transferor Company.*
- 11.2 *It is hereby expressly clarified that any legal proceedings by or against the Transferor Company in relation to cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company and pertaining to the Cable Business Undertaking shall be instituted, or as the case may be, continued, by or against, the Transferee Company after the coming into effect of the Scheme.*
- 11.3 *The Transferee Company undertakes to have all respective legal or other proceedings initiated by or against the Transferor Company referred to in clause 11.1 above relating to Cable Business Undertaking, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company as the case may be, to the exclusion of the Transferor Company.*
- 11.4 *If any proceedings are initiated against the Transferor Company in respect of the matters referred to in Clause 11.1 above, it shall have the same transferred in the name of Transferee Company. If such transfer is not possible for any reason whatsoever, then the Transferor Company shall defend the same in accordance with the advice of the Transferee Company and at the cost of the Transferee Company, and the latter shall reimburse and indemnify the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof.*

## **14. TAXATION MATTERS**

*Notwithstanding anything to the contrary contained in this Scheme, upon effectiveness of this Scheme:*

- 14.1 *The Transferee Company will be the successor of the Transferor Company vis-à-vis the Cable Business Undertaking. Hence, it will be deemed that the benefits under Applicable Laws relating to Tax ("Tax Laws") availed vis-à-vis the Cable Business Undertaking and the obligations if any for payment under Tax Laws on any assets forming part of the Cable Business Undertaking shall be deemed to have been availed by the Transferee Company or deemed to be the obligations of the Transferee Company, as the case may be. Consequently, as the Scheme does not contemplate removal of any asset by Transferee Company from the premises in which it is installed, no reversal of any tax credit needs to be made or is required to be made by Transferor Company.*
- 14.2 *With effect from the Appointed Date and upon the Scheme becoming effective, all taxes, duties, cess payable/receivable by Transferor Company relating to the Cable Business Undertaking, including all or any refunds/credit/claims relating thereto shall be treated as the asset/liability or refunds/credit/claims, as the case may be, of the Transferee Company. Upon effectiveness of the Scheme, the payment of any Tax, whether by way of deduction at source, or otherwise howsoever, by the Transferor Company in respect of the activities or operations of the Cable Business Undertaking on and from the Appointed Date, shall be deemed to have been paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.*
- 14.3 *Any Tax incentives, subsidies, exemptions, special status, tax benefits (including but not limited to export incentives, credits/incentives in respect of income tax, sales tax, CST, value added tax, customs duty, excise duty, GST, turnover tax, excise duty, service tax etc.), duty drawbacks, and other benefits, credits, exemptions or privileges enjoyed, granted by a Governmental Authority or availed of by the Transferor Company shall, without any further act or deed, in so far as they relate to or are available for the operation and activities of the Cable Business Undertaking on or after the Appointed Date, vest with and be available to Transferee Company on the same terms and conditions, as if the same had been allotted and / or granted and / or sanctioned and / or allowed to the Transferee Company.*
- 14.4 *Notwithstanding anything contained in this clause, the Transferor Company shall be liable for any tax payable under the IT Act and shall be entitled to any refunds under the IT Act, which, in each case, arise from the operation or activities of the Cable Business Undertaking prior to the Appointed Date, regardless of whether such payments or receipts are provided or recorded in the books of the Transferor Company and whether such payments or receipts are due or realized on, before or after the Appointed Date and the Transferee Company shall be liable for any tax payable under the IT Act and shall be entitled to refunds under the IT Act, which, in each case, arise from the operation or activities of the Cable Business Undertaking on or after the Appointed Date, regardless of whether such payments or receipts are provided or recorded in the books of the Transferor Company and whether such payments or receipts are due or realized on, before or after the Appointed Date.*

- 14.5 *The Transferor Company and the Transferee Company shall be entitled to, amongst others, file/ revise its income-tax returns, TDS certificates, TDS / TCS returns, GST returns, wealth tax returns, service tax returns, sales tax returns, value added tax returns, excise duty returns, customs duty returns, CST returns, entry tax, cess, professional tax and other statutory returns, if required, claim credit for tax deducted at source, claim for sum prescribed under section 43B of the IT Act on payment basis, claim for deduction of provisions written back by the Transferor Company and the Transferee Company previously disallowed in the hands of the Transferor Company and the Transferee Company (relating to the Cable Business Undertaking) respectively under the IT Act, credit of foreign taxes paid/withheld, if any, pertaining to the Transferor Company and the Transferee Company (relating to the Cable Business Undertaking) as may be required consequent to implementation of this Scheme and wherever necessary to give effect to this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on the Transferor Company or Transferee Company. The Transferor Company and the Transferee Company shall also be entitled to, amongst others, obtain TDS certificates, including TDS certificates relating to transactions between or amongst the Transferor Company and the Transferee Company and shall have the right to claim refunds, advance Tax credits, input Tax credit, CENVAT credits, credits of all Taxes paid/ withheld, if any, as may be required consequent to implementation of this Scheme.*
- 14.6 *Any actions taken by the Transferor Company to comply with Applicable Laws (including payment of taxes, maintenance of records, payments, returns, Tax filings, etc.) in respect of the Cable Business Undertaking on and from the Appointed Date up to the Effective Date shall be considered as adequate compliance by the Transferor Company with such requirements under Tax Laws and such actions shall be deemed to constitute adequate compliance by the Transferee Company with the relevant obligations under such Tax Laws.*
- 14.7 *Any unutilized GST credits pertaining to the Cable Business Undertaking and available in the electronic input GST credit ledger of Transferor Company maintained by GSTN duly reconciled with Transferor Company's books of accounts, shall, notwithstanding anything contained in this Clause, be transferred by the Transferor Company to the Transferee Company in accordance with Applicable Laws. The Transferor Company and Transferee Company shall take such actions as may be necessary under Applicable Law to effect such transfer. GST credits and GST Liability pertaining to the activities or operations of the Cable Business Undertaking between the Appointed Date and the Effective Date shall, notwithstanding anything contained in this Clause be dealt with in accordance with Applicable Laws.*
- 14.8 *If the Transferor Company makes any payment to discharge any liabilities under Applicable Law that relate exclusively or predominantly to the activities or operations of the Cable Business Undertaking on or after the Appointed Date, the Transferee Company shall promptly pay or reimburse the Transferor Company for such payment.*

#### **15. TREATMENT OF THE SCHEME FOR THE PURPOSES OF IT ACT**

*The Scheme has been drawn up to comply with the conditions relating to "Slump Sale" as specified under Section 2(42C) of the IT Act. If any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section at a later date including resulting from an amendment of Applicable Law or for any other reason whatsoever, the provisions of the said section shall prevail and the Scheme shall stand modified to the extent necessary to comply with the Section 2(42C) of the IT Act. Such modification will however not affect other parts of the Scheme."*

**The material provisions set out above being only the salient features of the Scheme of Arrangement, the Equity Shareholders are requested to read the entire text of the Scheme as attached hereto to get fully acquainted with the provisions thereof.**

#### **10. VALUATION REPORT AND FAIRNESS OPINION**

The Valuation Report dated November 05, 2019, provided by Sujal A. Shah, Independent Chartered Accountant and Registered Valuer, attached herewith as **Annexure III**, recommends the Value of the Cable Business Undertaking for the proposed transfer under the slump sale of the Cable Business undertaking of the Applicant Transferor Company to the Transferee Company, under the present Scheme. The Fairness Opinion dated November 05, 2019, provided by Kotak Mahindra Capital Company Limited, Category I Merchant Banker, attached herewith as **Annexure IV**, confirms the said Valuation of the Cable Business Undertaking to be fair.

#### 11. APPROVALS TAKEN/PENDING IN RELATION TO THE SCHEME

- BSE was appointed as the designated stock exchange by the Applicant Transferor Company for the purpose of coordinating with the SEBI, pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and amendment thereof (the 'SEBI Circular').
- The Applicant Transferor Company has received no observation letter regarding the Scheme from both BSE and NSE on February 17, 2020 and February 18, 2020 respectively, attached hereto as **Annexure V**.
- As required by the SEBI Circular, the Applicant Transferor Company has filed Nil complaint report with both BSE and NSE on January 3, 2020 and January 13, 2020 respectively, attached hereto as **Annexure VI**.
- Both the Applicant Transferor Company and the Transferee Company or any of them would obtain such necessary approvals/sanctions/no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, if so required.
- The application along with the requisite annexures thereto were filed by the Companies with NCLT, on March 13, 2020.

#### 12. PRE AND POST SCHEME CAPITAL STRUCTURE OF THE APPLICANT TRANSFEROR COMPANY AND THE TRANSFEEE COMPANY DISCLOSED PURSUANT TO SEBI CIRCULAR

The Scheme contemplates the transfer of the Cable Business Undertaking of the Applicant Transferor Company to the Transferee Company on a slump sale basis. As there is no issue of shares of the Applicant Transferor Company and the Transferee Company contemplated in the Scheme, there would be no change in the capital structure of the Applicant Transferor Company and the Transferee Company solely pursuant to the Scheme coming into effect. The detailed capital structure of the Applicant Transferor Company and the Transferee Company can be referred to at clause no. 5.4, 5.5, 6.4 and 6.5 respectively.

13. There are no proceedings/investigation pending against any of the Applicant Transferor Company and Transferee Company under Sections 210 – 217, 219, 220, 223, 224, 225, 226 & 227 of the Companies Act, 2013 ("Act") and/or Sections 235 to 251 of the Companies Act, 1956 and the like. No winding up proceedings have been filed or are pending against the Applicant Transferor Company and the Transferee Company under the Act or the corresponding provisions of the Act of 1956.
14. As per the books of accounts of the Applicant Transferor Company as on March 31, 2020 and as on June 30, 2020, the amount due to the Unsecured Creditors of Cable Business Undertaking are ₹ 12.71 crores and ₹ 10.10 crores respectively. The amounts due/working capital facility towards the Secured Creditors as on March 31, 2020 and as on June 30, 2020 are ₹ 11,987.80 crores and ₹ 11,499.31 crores respectively.
15. A copy of the Scheme has been filed by the Applicant Transferor Company and Applicant Transferee Company with the Registrar of Companies, Gujarat on July 09, 2020.
16. As far as the equity shareholders of the Applicant Transferor Company and the Transferee Company are concerned (promoter shareholders as well as non-promoter shareholders), there will be no dilution in their shareholding in their respective companies and their rights and interests would not be prejudicially affected by the Scheme. The Scheme is not expected to have any adverse effect on the KMPs, Directors, Promoters, Non-Promoter Members, Depositors, Creditors, Debenture Holders, Debenture Trustees and employees of the Transferor Company and the Transferee Company, wherever relevant.

Report adopted by the Board of Directors of the Applicant Transferor Company and the Transferee Company, at their respective meetings held on May 18, 2020 and May 15, 2020, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 explaining the effect of Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and Non-Promoter Shareholders are enclosed herewith as **Annexure VII**.

17. The standalone and consolidated Audited Financial Statements of the Applicant Transferor Company and the Audited Financial Statements of the Transferee Company for the Financial Year ended March 31, 2020 are enclosed as **Annexure VIII**.
18. The Information pertaining to the Transferee Company in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is enclosed herewith as **Annexure IX**.

#### 19. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents shall be available for obtaining extract from or for making copies of or for inspection by the Equity Shareholders at the Registered Office of the Applicant Transferor Company during normal business hours (9:30 am to 6:30 pm) from Monday to Friday upto and including the date of the meeting:

- a) Copies of Orders dated July 21, 2020 and June 30, 2020 passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench, in relation to Company Scheme Application No. 35 of 2020, directing inter alia the calling, convening and conducting of the meeting of Equity Shareholders of the Applicant Transferor Company;
- b) Memorandum and Articles of Association of the Applicant Transferor Company and the Transferee Company;
- c) Audited standalone and consolidated Financial Statements of the Applicant Transferor Company and Audited Financial Statements of the Transferee Company for the Financial Year ended March 31, 2020;
- d) Copy of the Scheme of Arrangement between the Transferor Company and the Transferee Company and their respective shareholders and creditors;
- e) Copy of the Report of Audit Committee dated November 05, 2020;
- f) Observation letters dated February 17, 2020 and dated February 18, 2020 issued by BSE and NSE respectively;
- g) 'Nil' Complaint reports dated January 3, 2020 and dated January 13, 2020 submitted by the Applicant Transferor Company with BSE and NSE respectively;
- h) Copies of the resolutions passed by the respective Board of Directors of the Applicant Transferor Company and the Transferee Company approving the Scheme;
- i) Certificates issued by the Statutory Auditors of the Applicant Transferor Company and of the Transferee Company respectively, stating that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
- j) Copies of the Valuation Report and the Fairness Opinion issued to the Applicant Transferor Company and the Transferee Company, as applicable, in relation to valuation of the Cable Business Undertaking;

Considering the rationale and benefits, the Applicant Transferor Company recommends the Scheme for approval of Equity Shareholders as it is in the best interest of the Company and its stakeholders.

The Directors/KMPs of the Applicant Transferor Company and the Transferee Company may be deemed to be concerned and/or interested in the Scheme only to the extent of their or their relatives shareholding in the respective companies or to the extent the said Directors or their relatives are common directors in the Applicant Transferor Company and/ or the Transferee Company or to the extent the said Directors or their relatives are the partners, directors, Members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in any of the Applicant Transferor Company and Transferee Company. Their interest in both the Applicant Transferor Company and the Transferee Company shall not be treated in any way differently than the other Shareholders of the Applicant Transferor Company and Transferee Company.

**Mahesh C. Gupta**

FCS: 2047

CP No: 1028

**Chairman appointed for the meeting**

Dated this July 27, 2020

**Registered Office:**

"Samanvay", 600 Tapovan,  
Ambawadi, Ahmedabad-380015 (Gujarat), India  
Phone: +91 79 26628300  
Email: cs@torrentpower.com  
Website: www.torrentpower.com  
CIN: L31200GJ2004PLC044068





## Annexure - I

**SCHEME OF ARRANGEMENT  
BETWEEN  
TORRENT POWER LIMITED  
AND  
TCL CABLES PRIVATE LIMITED  
AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**UNDER SECTION 230-232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013.**

### PREAMBLE

This Scheme (as defined hereinafter) is presented under Sections 230 to 232 of the Act (as defined hereinafter) and other relevant provisions of the Act for the transfer and vesting of the Cable Business Undertaking (as defined hereinafter) of Torrent Power Limited, the Transferor Company (as defined hereinafter) to TCL Cables Private Limited, the Transferee Company (as defined hereinafter) with effect from the Appointed Date (as defined hereinafter), as a going concern, on Slump Sale (as defined hereinafter) basis, and for which lump sum consideration shall be paid by the Transferee Company to the Transferor Company on the agreed terms and conditions as set out herein, in accordance with Section 2(42C) of the IT Act (as defined hereinafter) and for matters consequential, incidental, supplemental and/or otherwise integrally connected therewith.

#### **A. Description of the Companies**

- (a) Torrent Power Limited ('Transferor Company' or 'TPL') is a listed company incorporated on 29<sup>th</sup> April, 2004 under the provisions of Companies Act, 1956 having its registered office at "Samanyav", 600 Tapovan, Ambawadi, Ahmedabad- 380015 in the state of Gujarat and is primarily engaged in the business of electricity generation, transmission and distribution with operations in the states of Gujarat, Maharashtra, Uttar Pradesh and Karnataka. The company was incorporated with the name of Torrent Power Trading Private Limited. Its name was changed to a)Torrent Power Private Limited on 25<sup>th</sup> January, 2006; and b) Torrent Power Limited on 08<sup>th</sup> February, 2006. The equity shares of the company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").
- (b) TCL Cables Private Limited ('Transferee Company' or 'TCPL') is a private company incorporated on 23<sup>rd</sup> October, 2019 under the provisions of Companies Act, 2013 having its registered office at Yoginagar, Mission Road, Nadiad-387001, Dist. Kheda in the state of Gujarat. The Transferee Company has been incorporated with an object to, inter alia, carry on the business of manufacturing and supply of power cables. The Transferee Company is a wholly owned subsidiary of Transferor Company.

#### **B. Rationale and Purpose of the Scheme**

The Transferor Company and the Transferee Company are part of the same group ('Torrent Group') and are owned, controlled and managed by the management of the Torrent Group. To streamline the current business structure the management of the said companies are desirous of entering into scheme of arrangement between the Transferor Company and the Transferee Company.

The Transferor Company is inter alia engaged in business of generation, transmission and distribution of electricity and in business of manufacturing and supply of power cables. The proposed arrangement will enable the Transferor Company to provide greater business attention and focus on the business of generation, transmission and distribution of electricity. In addition, the Cable Business Undertaking will be transferred into the Transferee Company to unlock value of the Cable business. The transfer of the Cable Business Undertaking from the Transferor Company to the Transferee Company would *inter alia* achieve the following benefits:

- Facilitate each business to be effectively integrated for achieving growth & expansion of each of the verticals independently;
- Enhances management focus and operational flexibility;
- Attribution of appropriate risk and valuation to different businesses based on their respective risk-return profile and cash flows;

In view of the aforesaid advantages, the Board of Directors of both the Companies have considered and proposed Scheme of Arrangement under the provisions of Section 230 to Section 232 of the Companies Act, 2013. The present Scheme of Arrangement is proposed for the transfer and vesting of the Cable Business Undertaking of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the IT Act.

## 1. DEFINITIONS

In this scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning mentioned herein below:

- 1.1 **“Act”** means the Companies Act, 2013 and rules and regulations made thereunder as may be applicable, including any statutory modification, re-enactments or amendments thereof;
- 1.2 **“Applicable Law”** means any statute, law, regulation, ordinance, rule, judgment, rule of law, order, decree, clearance, approval, directive, guideline, policy, requirement, or other governmental restriction or any similar form of decision, or determination by, or any interpretation or administration of any of the foregoing by, any statutory or regulatory authority whether in effect as of the date of this Scheme or thereafter and in each case as amended, in any relevant jurisdiction;
- 1.3 **“Appointed Date”** means 01<sup>st</sup> April, 2020;
- 1.4 **“Board” or “Board of Directors”** means the Board of Directors of TPL and TCPL, as the context may require and includes any committee constituted by the Board of Directors thereof;
- 1.5 **“Cables Business”** means the business unit of Transferor Company engaged in the manufacture and supply of power cables situated at Yoginagar, Mission Road, Nadiad-387001, Dist. Kheda, Gujarat;
- 1.6 **“Cable Business Liabilities”** means all the present, future and contingent liabilities pertaining to Cable Business.
- 1.7 **“Cable Business Undertaking”** means the Cable Business of the Transferor Company on a going concern basis comprising of assets & liabilities relating thereto (as identified by the Board or Committee of Directors of the Transferor Company), and shall include (without limitation):
  - a. All the present, future and contingent assets and properties, whether movable and /or immovable (if any) (whether freehold, leasehold or otherwise), tangible or intangible (excluding Torrent trademark and Torrent trade name), including all rights, title and interest in connection with land and buildings thereon whether corporeal or incorporeal, leasehold or otherwise, plant and machinery, fixed or movable, and whether leased or otherwise, capital work-in-progress including expenses incurred to be capitalised and advances for assets, contracts with any party, letters of intent, registrations, engagements, arrangements etc. as on the Appointed Date pertaining to Cable Business of Transferor Company;
  - b. All the debts, liabilities, duties and obligations including contingent liabilities, past or future, whether secured or unsecured, pertaining to Cables Business of Transferor Company;
  - c. All agreements, memoranda of agreements/understandings, contracts, arrangements, understandings, engagements, deeds and instruments including lease/license agreements, joint development agreements, tenancy rights, equipment purchase agreements, and other agreements with the customers, purchase and other agreements/contracts with the supplier/manufacturer of goods/service providers and all rights, title, interests, claims and benefits thereunder of the Cable Business of Transferor Company;
  - d. All applications (including hardware, software, licenses, source codes, parameterizations, scripts, registrations, approvals, certificates, permits, entitlements, concessions, exemptions, subsidies, authorizations, trademarks, tradenames, patents, patent rights, copyrights, goodwill, and other intellectual properties (excluding Torrent trademark and Torrent trade name) and rights of any nature whatsoever including know-how, domain names, assignments, rights, import quotas, right to use, income tax benefits and any other exemptions as available under the IT Act and other rights, receivables and liabilities related thereto, privileges, advantages and all other facilities of every kind, nature and description whatsoever pertaining to Cable Business of Transferor Company;

- e. All rights to use and avail telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, contracts, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by the Transferor Company and exclusively and solely pertaining to or in connection with the Cable Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by the Transferor Company and exclusively and solely pertaining to the Cable Business;
- f. All tax related assets, all the credits for taxes such as sales tax, CST, excise duty, customs duty, service tax, CENVAT, GST, tax deduction at source, accumulated losses and unabsorbed depreciation as per books if any as well as per the IT Act enjoyed by the Transferor Company pertaining to the Cable Business;
- g. All amounts claimed by the Transferor Company, whether or not so recorded in its books of accounts, from any Governmental Authority, under any law, act, scheme or rule, as refund of any tax, duty, cess or of any excess payment pertaining to Cable Business of Transferor Company;
- h. Without prejudice to the generality of the above, Cable Business Undertaking of Transferor Company shall include all movable and immovable assets (if any), cash balances with banks, investments, benefits under bank guarantees, claims, powers, allotments, leasehold rights, brands, sub-letting tenancy rights, with or without the consent of the landlord as may be required by law, loans, advances, contingent rights or benefits, receivables, earnest monies, advances, exemptions and approvals of whatsoever nature (including but not limited to benefits of tax relief including under the IT Act such as credit for advance tax, taxes deducted at source, minimum alternate tax, brought forward accumulated tax losses, unabsorbed depreciation, etc.), unutilized deposits or credits, right to use and avail telex, facsimile and other communication facilities and equipment, rights and benefits of all agreements, pending applications and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals etc. pertaining to Cable Business of Transferor Company;
- i. All employees engaged in or in relation to Cable Business of Transferor Company as on the Effective Date;
- j. All books, records, files, papers, engineering and process information, software licenses, test reports, catalogues, databases including databases for procurement, product registrations, dossiers, product master cards, records of standard operating procedures, computer programmes along with their licenses, drawings, manuals, data, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, other customer information, any pricing information and other records whether in physical or electronic form in connection with or relating to Cable Business of Transferor Company;
- k. all legal or other proceedings of whatsoever nature relating to the Cable Business;

Explanation: Whether any particular asset, liability or employee should be included as asset, liability or employee of Cable Business Undertaking of Transferor Company or otherwise shall be decided mutually by the Board of Directors or any committee thereof of the Transferor Company and the Transferee Company.

- 1.8 **“Committee of Directors”** means any committee as constituted by the Board of Directors;
- 1.9 **“Companies”** means the Transferor Company and the Transferee Company;
- 1.10 **“Effective Date”** means the last of the dates on which all conditions, matters and filings referred to in Clause 19 hereof have been fulfilled and necessary orders, approvals and consents referred to therein have been obtained. References in this Scheme to the date of **“coming into effect of this Scheme”** or **“effectiveness of this Scheme”** shall mean the Effective Date;
- 1.11 **“Encumbrances”** means any mortgage, charge, pledge, lien, hypothecation, assignment, escrow arrangement, trust arrangement, title retention or other arrangement of any kind having the effect of conferring security or interest or right of any nature whatsoever on the assets of the Company;

- 1.12 **“Governmental Authority”** means the Government of India, Government of Gujarat or the government of any other state of India or any ministry, department, board, authority, instrumentality, agency, corporation, including but not limited to any person (to the extent acting in a legislative, judicial or administrative capacity and not as a contracting party with the Borrower) or regulatory body exercising statutory powers under any Applicable Law under the direct or indirect control of the government or any subdivision of any of them or owned or controlled by the government or any of their subdivisions, or any court, tribunal or judicial body within India.
- 1.13 **“IT Act”** means the Income-tax Act, 1961 and rules made thereunder and shall include any statutory modification, amendment, or re-enactment thereof for the time being in force;
- 1.14 **“LODR”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 1.15 **“NCLT”** means the National Company Law Tribunal Bench, at Ahmedabad;
- 1.16 **“Remaining Business”** means all the undertakings, businesses, activities, operations, assets and liabilities of the Transferor Company, other than those comprised in the Cable Business Undertaking;
- 1.17 **“Scheme” or “the Scheme” or “this Scheme” or “Scheme of Arrangement”** means this scheme of arrangement made under Section 230 to 232 and other relevant provisions of the Act between TPL and TCPL and their respective shareholders and creditors including any modification or amendment hereto, made in accordance with the terms hereof;
- 1.18 **“SEBI”** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- 1.19 **“SEBI Circular”** means, the circular no. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 issued by SEBI including any modification or amendment thereto;
- 1.20 **“Slump Sale”** means the transfer and vesting of Cable Business Undertaking (as defined herein above) of Transferor Company to Transferee Company on a going concern and “as-is-where-is” basis for a lump sum consideration, without values being assigned to the individual assets and liabilities.
- 1.21 **“Transferee Company”** means TCL Cables Private Limited, a company incorporated under the Companies Act, 2013 and having its registered office at Yognagar, Mission Road, Nadiad-387001, Dist. Kheda in the state of Gujarat;
- 1.22 **“Transferor Company”** means Torrent Power Limited, a company incorporated under the Companies Act, 1956 and having its registered office at “Samanvay”, 600 Tapovan, Ambawadi, Ahmedabad- 380015 in the state of Gujarat;

## 2. INTERPRETATIONS

- i. words denoting singular shall include plural and vice versa and references to any gender includes the other gender;
- ii. headings and bold typeface are only for convenience and shall be ignored for the purposes of interpretation;
- iii. references to the word “include” or “including” shall be construed without limitation;
- iv. references to Clauses are to the Clauses of this Scheme;
- v. references to the words “hereof”, “herein” and “hereunder” and words of similar import shall refer to this Scheme as a whole and not to any particular provision of this Scheme;
- vi. reference to any law or legislation or regulation shall include amendment(s), circulars, notifications, clarifications or supplement(s) to, or replacement or amendment of, that law or legislation or regulation;
- vii. reference to a document includes an amendment or supplement to, or replacement or novation of, that document;
- viii. unless otherwise defined, the reference to the term “days” shall mean calendar days;
- ix. word(s) and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them;
- x. references to a person include any individual, firm, body corporate (whether incorporated or not), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives’ body (whether or not having separate legal personality); and
- xi. where a wider construction is possible, the words “other” and “otherwise” shall not be construed ejusdem generis with any foregoing words.

### 3. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT or by any Governmental Authority shall be effective from the Appointed Date but shall be operative from the Effective Date.

### 4. SHARE CAPITAL

4.1 The capital structure of the Transferor Company as on 31<sup>st</sup> October, 2019, is as under:-

Share Capital	Rupees
<u>Authorized Share Capital</u>	
4,37,00,00,000 Equity shares of ₹ 10/- each <b>Total</b>	<b>43,70,00,00,000</b>
<u>Issued, subscribed and paid-up Share Capital</u>	
48,06,16,784 Equity shares of ₹ 10/- each fully paid up <b>Total</b>	<b>4,80,61,67,840</b>

4.2 The capital structure of the Transferee Company as on 2<sup>nd</sup> November, 2019, is as under:-

Share Capital	Rupees
<u>Authorized Share Capital</u>	
20,00,000 Equity shares of ₹ 10/- each <b>Total</b>	<b>2,00,00,000</b>
<u>Issued, subscribed and paid-up Share Capital</u>	
20,00,000 Equity shares of ₹ 10/- each fully paid up <b>Total</b>	<b>2,00,00,000</b>

There is no change in the capital structure of either of the companies after the aforesaid date.

### 5. TRANSFER AND VESTING OF CABLE BUSINESS UNDERTAKING

#### Transfer of Assets

5.1 Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Cable Business Undertaking (including all the movable assets, government approvals, licenses, rights, claims, title, interest and authorities including accretions and appurtenances of the Cable Business Undertaking) shall, subject to the provisions of this Clause 5 in relation to the mode of transfer and vesting and pursuant to Section 232(4) of the Act and without any further act or deed, be transferred to and vested in the Transferee Company or be deemed to have been transferred to and vested in the Transferee Company as a going concern basis by way of a Slump Sale, so as to become as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Transferee Company.

Upon the coming into effect of this Scheme and with effect from the Appointed Date, all the immovable assets (if any) of the Cable Business Undertaking, leasehold rights (if any) shall, subject to the provisions of this Clause 5 in relation to the mode of transfer and vesting and pursuant to Section 232(4) of the Act and without any further act or deed, be transferred to and vested in the Transferee Company or be deemed to have been transferred to and vested in the Transferee Company as a going concern basis by way of a Slump Sale, so as to become as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Transferee Company.

5.2 In respect of such of the assets of the Cable Business Undertaking as are movable in nature or are otherwise capable of transfer by delivery of possession or by endorsement and delivery, the same shall be so transferred by the Transferor Company, upon the coming into effect of this Scheme, and shall become the property of the Transferee Company as an integral part of the Cable Business Undertaking with effect from the Appointed Date pursuant to the provisions of Section 232 of the Act without requiring any deed or instrument of conveyance for transfer of the same.

- 5.3 In respect of the movables other than those dealt with in Clause 5.2 above, including sundry debts, receivables, bills, credits, loans and advances, if any, whether recoverable in cash or in kind or for value to be received, bank balances, investments, earnest money and deposits with any Governmental Authority, quasi-governmental authority, local or other authority or body or with any company or other person, the same shall on and from the Appointed Date stand transferred to and vested in the Transferee Company without any notice or other intimation to the debtors (although the Transferee Company may without being obliged and if it so deems appropriate at its sole discretion, give notice in such form as it may deem fit and proper, to each person, debtor, or depositor, as the case may be, that the said debt, loan, advance, balance or deposit stands transferred and vested in the Transferee Company).
- 5.4 In respect of such of the assets belonging to the Cable Business Undertaking other than those referred to in Clauses 5.2 and 5.3 above, the same shall, as more particularly provided in Clause 5.1 above, without any further act, instrument or deed, be transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230-232 of the Act. For the purpose of giving effect to the vesting order passed under Section 232 of the Act in respect of the Scheme, the Transferee Company shall be entitled to exercise all the rights and privileges and be liable to pay all taxes and charges and fulfil all its obligations, in relation to or applicable to all such immovable properties (if any), including mutation and/or substitution of the title to, or interest in the immovable properties, if applicable, which shall be made and duly recorded by the Governmental Authority(ies) in favour of the Transferee Company pursuant to the sanction of the Scheme by the NCLT and upon the effectiveness of this Scheme in accordance with the terms hereof without any further act or deed to be done or executed by the Transferor Company and/or the Transferee Company. It is clarified that the Transferee Company shall be entitled to engage in such correspondence and make such representations, as may be necessary for the purposes of the aforesaid mutation and/or substitution.
- 5.5 Notwithstanding any provision to the contrary, from the Effective Date and until the owned properties, leasehold properties and related rights thereto, license/right to use the immovable property, tenancy rights, liberties and special status in relation to the Cable Business Undertaking are transferred, vested, recorded, effected and/or perfected, in the record of the Governmental Authority(ies), in favour of the Transferee Company, the Transferee Company is deemed to be authorised to carry on the business in the name and style of the Transferor Company under the relevant agreement, deed, lease and/or license, as the case may be, and the Transferee Company shall keep a record and/or account of such transactions.
- 5.6 All assets, rights, title, interest and investments of the Transferor Company in relation to the Cable Business Undertaking shall also, without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in the Transferee Company upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230-232 of the Act.
- 5.7 Without prejudice to the generality of the foregoing, upon the effectiveness of this Scheme, the Transferee Company will be entitled to all the intellectual property rights (excluding Torrent trademark and Torrent trade name) of the Transferor Company in relation to the Cable Business Undertaking. The Transferee Company may take such actions as may be necessary and permissible to get the same transferred and/or registered in the name of the Transferee Company.
- 5.8 Any assets acquired by the Transferor Company after the Appointed Date but prior to the Effective Date pertaining to the Cable Business Undertaking shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the Transferee Company upon the coming into effect of this Scheme.
- 5.9 For the avoidance of doubt, upon the coming into effect of this Scheme, all the rights, title, interest and claims of the Transferor Company in any leasehold/licensed properties in relation to the Cable Business Undertaking shall, pursuant to Section 232 (4) of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company automatically without requirement of any further act or deed.
- 5.10 On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company, in relation to or in connection with the Cable Business Undertaking, and realize all monies and complete and enforce all pending contracts and transactions and to accept stock returns and issue credit notes in relation to or in connection with the Cable Business Undertaking of the Transferor Company, in the name of the Transferor Company in so far as may be necessary until the transfer of rights and obligations of the Cable Business Undertaking to the Transferee Company under this Scheme have been formally given effect to under such contracts and/or transactions.

- 5.11 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of bank accounts of the Transferor Company, in relation to or in connection with the Cable Business Undertaking, has been replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank account of the Transferor Company, in relation to or in connection with the Cable Business Undertaking, in the name of the Transferor Company in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment, bills presented for discounting, which is in the name of the Transferor Company, in relation to or in connection with the Cable Business Undertaking, after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain bank accounts in the name of the Transferor Company for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Company, in relation to or in connection with the Cable Business Undertaking. It is hereby expressly clarified that any legal proceedings by or against the Transferor Company, in relation to or in connection with the Cable Business Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment, which is in the name of the Transferor Company shall be instituted, or as the case may be, continued by or against and in the name of the Transferee Company after the coming into effect of this Scheme.
- 5.12 All permits, licenses, permissions, approvals received from Governmental Authorities, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, liberties and advantages including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that pertain exclusively and solely to the Transferor Company in relation to the Cable Business Undertaking, shall stand vested in the Transferee Company without any further act, instrument or deed, upon the sanction of the Scheme and upon this Scheme becoming effective.

#### Transfer of Liabilities

- 5.13 Upon the coming into effect of this Scheme, all debts, liabilities, loans raised and used, obligations incurred, duties of any kind, nature or description (including contingent liabilities which arise out of the activities or operations of the Cable Business Undertaking) of the Transferor Company as on the Appointed Date and relating to the Cable Business Undertaking shall, without any further act or deed, be and stand transferred to and be deemed to be transferred to the Transferee Company to the extent that they are outstanding as on the Effective Date and shall become the debts, liabilities, loans, obligations and duties of the Transferee Company which shall meet, discharge and satisfy the same.
- 5.14 Where any of the loans raised and used, debts, liabilities, duties and obligations of the Transferor Company as on the Appointed Date deemed to be transferred to the Transferee Company has been discharged by the Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 5.15 Upon the coming into effect of this Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by the Transferor Company for the operations of the Cable Business Undertaking with effect from the Appointed Date and prior to the Effective Date, subject to the terms of this Scheme, shall be deemed to have been raised, used or incurred for and on behalf of the Transferee Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to and be deemed to be transferred to the Transferee Company and shall become the loans, debts, liabilities, duties and obligations of the Transferee Company.
- 5.16 In so far as the existing Encumbrances in respect of the Cable Business Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Cable Business Undertaking which has been Encumbered in respect of the Cable Business Liabilities as transferred to the Transferee Company pursuant to this Scheme. Provided that if any of the assets comprised in the Cable Business Undertaking which are being transferred to the Transferee Company pursuant to this Scheme have not been Encumbered in respect of the Cable Business Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.
- 5.17 For the avoidance of doubt, it is hereby clarified that in so far as the assets comprising the Remaining Business are concerned, the Encumbrances over such assets relating to the Cable Business Liabilities shall, as and from the Effective Date without any further act, instrument or deed be released and discharged from the obligations and Encumbrances relating to the same. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above. Further, in so far as the assets comprised in the Cable Business Undertaking are concerned, the Encumbrances over such assets relating to any loans, borrowings or other debts or debt securities which are not transferred pursuant to this Scheme (and which shall continue with the Transferor Company), shall without any further act or deed be released from such Encumbrances and shall no longer be available as security in relation to such liabilities.

- 5.18 Without prejudice to the provisions of the foregoing Clauses and upon the effectiveness of this Scheme, the Transferor Company and the Transferee Company shall execute any instrument(s) and/or document(s) and/or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modification(s) of charge, with the registrar of companies to give formal effect to the above provisions, if required.
- 5.19 Upon the coming into effect of this Scheme, the Transferee Company alone shall be liable to perform all obligations in respect of the Cable Business Liabilities, which have been transferred to it in terms of this Scheme, and the Transferor Company shall not have any obligations in respect of such Cable Business Liabilities.
- 5.20 It is expressly provided that, save as mentioned in this Clause, no other term or condition of the liabilities transferred to the Transferee Company as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.
- 5.21 The provisions of this Clause shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified and/or superseded by the foregoing provisions.

## **6. CONSIDERATION**

- 6.1 Upon the Scheme becoming effective and upon transfer and vesting of the Cable Business Undertaking of Transferor Company in Transferee Company pursuant to the Slump Sale as stated herein, Transferee Company shall discharge the lump sum consideration payable by it to Transferor Company as under:

INR 214.50 crores payable by way of cash consideration.

The aforesaid amount payable by way of cash consideration shall be subject to Working Capital Adjustments. For the purpose of this clause, "Working Capital Adjustments" shall be computed as under:

- a. If the Working Capital as on Appointed Date is more than the Working Capital as on Cut-off Date, then the difference shall be added to the amount of cash consideration:
- b. If the Working Capital as on Appointed Date is less than the Working Capital as on Cut-off Date, then the difference shall be reduced from the amount of cash consideration:

"Working Capital as on Cut-off Date" means ₹ 156.54 crores as on 30<sup>th</sup> September 2019.

- 6.2 Till such time the Transferee Company discharges its obligation to pay the consideration as per Clause 6.1, such amount shall remain as business consideration payable by the Transferee Company to the Transferor Company. The Transferee Company shall pay interest on the outstanding balance of such amount of business consideration payable at the rate of interest and the terms and conditions as may be determined from time to time by the Committee of Directors of the Transferor Company and the Board of Directors of the Transferee Company.
- 6.3 The approval of this scheme by the shareholders of the Transferor Company and the Transferee Company under Section 230 to 232 of the Act shall be deemed to be the approval under applicable provisions of the Act and any other consents and approvals required in this regard.

## **7. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEEE COMPANY**

Notwithstanding anything to the contrary contained in any other clause in the Scheme, the Transferee Company shall account for the transfer of the Cable Business Undertaking in its books of accounts in accordance with Indian Accounting Standard 103, Business Combinations and other applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as notified under Section 133 of the Companies Act, 2013, as may be amended from time to time.

## **8. ACCOUNTING TREATMENT IN THE BOOKS OF TRANSFEROR COMPANY**

Notwithstanding anything to the contrary contained in any other clause in the Scheme, the Transferor Company shall account for the transfer of the Cable Business Undertaking in its books of accounts in accordance with applicable accounting principles as prescribed under the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) as notified under Section 133 of the Companies Act, 2013, as may be amended from time to time. Further, transferor Company shall derecognise assets and liabilities of Cable Business Undertaking from the Appointed Date.



**9. CONDUCT OF BUSINESS OF CABLE BUSINESS UNDERTAKING AFTER APPOINTED DATE UNTIL THE EFFECTIVE DATE**

- 9.1 The Transferor Company, in respect of the Cable Business Undertaking, shall carry on and be deemed to have been carrying on the business and activities and shall stand possessed of and hold all of its properties and assets for and on account of and in trust for Transferee Company.
- 9.2 The Transferor Company hereby undertakes to hold Cable Business Undertaking transferred with utmost prudence until the Effective Date.
- 9.3 The Transferor Company in respect of the Cable Business Undertaking shall carry on the business and activities with reasonable diligence, business prudence and shall not without the prior written consent of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with or dispose off the Cable Business Undertaking or any part thereof except in respect of activities in the ordinary course of business nor shall it undertake any new businesses within the Cable Business Undertaking or a substantial expansion of the Cable Business Undertaking.
- 9.4 With effect from the Appointed Date, all the profits or income accruing or arising to the Transferor Company in respect of the Cable Business Undertaking or expenditure or losses arising to or incurred by the Transferor Company in respect of the Cable Business Undertaking, shall for all purposes and intents be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses, as the case may be, of Transferee Company.
- 9.5 The Transferor Company shall not vary the terms and conditions of service of the employees or conclude settlements with unions or employees related to Cable Business Undertaking, except in the ordinary course of business or consistent with past practice or pursuant to any pre-existing obligation without the prior written consent of the Board of Directors of Transferee Company.
- 9.6 The Transferor Company shall not vary the terms and conditions of any agreements or contracts in relation to the Cable Business Undertaking, except in the ordinary course of business or without the prior consent of the Board of Directors of Transferee Company, or pursuant to any pre-existing obligation undertaken by them, as the case may be.
- 9.7 The Transferor Company and the Transferee Company shall be entitled, pending sanction of the Scheme, to apply to the Central/State Government and all other agencies, departments and authorities concerned as are necessary under any Applicable Law or rules for such consents, approvals and sanctions, which may be required pursuant to this Scheme.
- 9.8 The transfer and vesting of the assets, liabilities and obligations of the Cable Business Undertaking and the continuance of the proceedings by or against the Transferee Company under this Scheme shall not affect any transaction or proceedings already completed by the Transferor Company on or before the Appointed Date and the Transferee Company accepts all acts, deeds and things done and executed by and/or on behalf of the Transferor Company as acts, deeds and things done and executed by and on behalf of the Transferee Company.

**10. REMAINING BUSINESS OF TRANSFEROR COMPANY**

- 10.1 The Remaining Business and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Transferor Company.
- 10.2 All legal, taxation or other proceedings by or against the Transferor Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business (including those relating to any property, right, power, liability, obligation or duties of the Transferor Company in respect of the Remaining Business) shall be continued and enforced by or against the Transferor Company after the Effective Date, which shall keep the Transferee Company fully indemnified in that behalf.
- 10.3 If proceedings are taken against the Transferee Company in respect of the matters referred to in Clause 10.2 above, it shall in consultation with the Transferor Company get such proceedings transferred in the name of the Transferor Company. Also, if such transfer is not possible by any reason whatsoever, it shall defend the same in accordance with the advice of the Transferor Company and at the cost of the Transferor Company, and the latter shall reimburse and indemnify the Transferee Company against all liabilities and obligations incurred by the Transferee Company in respect thereof.
- 10.4 Up to, on and after the Effective Date:
- (i) the Transferor Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Business for and on its own behalf and in its own name and on its own account;

- (ii) all profits accruing to the Transferor Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Transferor Company; and
- (iii) all assets and properties acquired by the Transferor Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Transferor Company.

## **11. LEGAL PROCEEDINGS**

- 11.1 All legal proceedings, of whatsoever nature by or against the Transferor Company pending and/or arising after Appointed Date but before the Effective Date and relating to the Cable Business Undertaking, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against and be transferred in the name of the Transferee Company, in the same manner and to the same extent as would or might have been continued and enforced by or against the Cable Business Undertaking of Transferor Company.
- 11.2 It is hereby expressly clarified that any legal proceedings by or against the Transferor Company in relation to cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company and pertaining to the Cables Business Undertaking shall be instituted, or as the case may be, continued, by or against, the Transferee Company after the coming into effect of the Scheme.
- 11.3 The Transferee Company undertakes to have all respective legal or other proceedings initiated by or against the Transferor Company referred to in clause 11.1 above relating to Cable Business Undertaking, transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company as the case may be, to the exclusion of the Transferor Company.
- 11.4 If any proceedings are initiated against the Transferor Company in respect of the matters referred to in Clause 11.1 above, it shall have the same transferred in the name of Transferee Company. If such transfer is not possible for any reason whatsoever, then the Transferor Company shall defend the same in accordance with the advice of the Transferee Company and at the cost of the Transferee Company, and the latter shall reimburse and indemnify the Transferor Company against all liabilities and obligations incurred by the Transferor Company in respect thereof.

## **12. CONTRACTS, DEEDS, ETC.**

- 12.1 Notwithstanding anything to the contrary contained in any contract, deed, bond, agreement or any other instrument, but subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, undertakings, schemes, arrangements or other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date and relating to the Cable Business Undertaking, shall continue in full force and effect against or in favour of the Transferee Company and may be enforced effectively by or against Transferee Company as fully and effectually as if, instead of Transferor Company, Transferee Company had been a party thereto.
- 12.2 The Transferee Company at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under Applicable Law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement, with respect to Cable Business Undertaking, to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Transferor Company.
- 12.3 Without prejudice to the aforesaid, it is clarified that if any contract, deeds, bonds, undertakings, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Cable Business Undertaking which the Transferor Company owns or to which the Transferor Company is a party to, cannot be transferred to the Transferee Company for any reason whatsoever, the Transferor Company shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of the Transferee Company, in so far as it is permissible so to do, till such time as the transfer is affected.

12.4 For avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that:-

- (a) All the licenses, permits, quotas, approvals (including, but not limited to, environmental approvals, statutory and regulatory approvals), no-objection certificates, incentives, permissions, registrations, tax exemptions, accumulated tax losses, tax benefits including benefits under Chapter VI-A of IT Act, concessions or deferrals, subsidies, rights, claims, leases, tenancy rights, liberties, rehabilitation schemes, special status and other benefits or privileges enjoyed or conferred upon or held or availed by and all rights and benefits that have accrued or may accrue to Transferor Company before or after the Appointed Date and prior to the Effective Date in connection with or in relation to the operation of the Cable Business Undertaking of the Transferor Company, pursuant to the provisions of Section 232 (4) of the Act and all other applicable provisions, if any, shall without any further act, instrument or deed, cost or charge, be transferred to and vest in or be deemed to have been transferred to and vested in and be available to Transferee Company so as to become on and from the Appointed Date the licenses, permits, quotas, approvals (including, but not limited to, environmental approvals, statutory and regulatory approvals), no-objection certificates, incentives, permissions, registrations, tax exemptions, accumulated tax losses, tax benefits including benefits under Chapter VI A of IT Act, concessions or deferrals, subsidies, rights, claims, leases, tenancy rights, liberties, rehabilitation schemes, special status and other benefits or privileges of Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions to the extent permissible in law;
- (b) Upon the Effective Date and until the licenses, permit, quotas, approvals, (including, but not limited to, environmental approvals, statutory and regulatory approvals), no-objection certificates, incentives, permissions, registrations, tax exemptions, accumulated tax losses, tax benefits including benefits under Chapter VI A of IT Act, concessions or deferrals, subsidies, rights, claims, leases, tenancy rights, liberties, rehabilitation schemes, special status are transferred, vested, recorded effected and / or perfected, in the record of the Governmental Authority, in favour of Transferee Company, Transferee Company is authorized to carry on business in the name and style of Transferor Company and under the relevant license and or permit and or approval, as the case may be, and Transferee Company shall keep a record and/or account of such transactions, as if the Cable Business Undertaking of the Transferor Company has not been transferred.

### **13. STAFF, WORKMEN & EMPLOYEES**

- 13.1 Upon the coming into effect of this Scheme, all employees of the Transferor Company engaged in or in relation to the Cable Business Undertaking, and who are in such employment as on the Effective Date shall become the employees of Transferee Company from Appointed Date or their respective joining date, whichever is later and, subject to the provisions of this Scheme, on terms and conditions not less favorable than those on which they are engaged by the Transferor Company and without any interruption of or break in service as a result of the transfer of the Cable Business Undertaking.
- 13.2 In so far as the existing provident fund, gratuity fund and pension and/or superannuation fund, trusts, retirement fund or benefits and any other funds or benefits created by the Transferor Company for the employees related to the Cable Business Undertaking, (collectively referred to as the "Funds"), the Funds and such of the investments made by the Funds which are referable to the employees related to the Cable Business Undertaking, being transferred to Transferee Company, in terms of the Scheme shall be transferred to Transferee Company and shall be held for their benefit pursuant to this Scheme in the manner provided hereinafter. The Funds shall, subject to the necessary approvals and permissions and at the discretion of Transferee Company, either be continued as separate funds of Transferee Company for the benefit of the employees related to the Cable Business Undertaking, or be transferred to and merged with other similar funds of Transferee Company. In the event that Transferee Company does not have its own funds in respect of any of the above, Transferee Company may, subject to necessary approvals and permissions, continue to contribute to relevant funds of Transferor Company, until such time that Transferee Company creates its own fund, at which time the Funds, the investments and contributions pertaining to the employees related to the Cable Business Undertaking, shall be transferred to the funds created by Transferee Company. Subject to the Applicable Law, rules and regulations applicable to the Funds, the Board of Directors or any committee thereof of the Transferor Company and the Transferee Company may decide to continue to make the said contributions to the Funds of the Transferor Company. It is clarified that the services of the employees of the Cable Business Undertaking will be treated as having been continuous and not interrupted for the purpose of the said Fund or Funds.
- 13.3 Any question that may arise as to whether any employee belongs to or does not belong to the Cable Business Undertaking shall be decided by the Committee of Directors or Board of Directors thereof of the Transferor Company and the Transferee Company respectively.

### **14. TAXATION MATTERS**

Notwithstanding anything to the contrary contained in this Scheme, upon effectiveness of this Scheme:

- 14.1 The Transferee Company will be the successor of the Transferor Company vis-à-vis the Cable Business Undertaking. Hence, it will be deemed that the benefits under Applicable Laws relating to Tax ("Tax Laws") availed vis-à-vis the Cable Business Undertaking and the obligations if any for payment under Tax Laws on any assets forming part of the Cable Business Undertaking shall be deemed to have been availed by the Transferee Company or deemed to be the obligations of the Transferee Company, as the case may be. Consequently, as the Scheme does not contemplate removal of any asset by Transferee Company from the premises in which it is installed, no reversal of any tax credit needs to be made or is required to be made by Transferor Company.
- 14.2 With effect from the Appointed Date and upon the Scheme becoming effective, all taxes, duties, cess payable/receivable by Transferor Company relating to the Cable Business Undertaking, including all or any refunds/credit/claims relating thereto shall be treated as the asset/liability or refunds/credit/claims, as the case may be, of the Transferee Company. Upon effectiveness of the Scheme, the payment of any Tax, whether by way of deduction at source, or otherwise howsoever, by the Transferor Company in respect of the activities or operations of the Cable Business Undertaking on and from the Appointed Date, shall be deemed to have been paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.
- 14.3 Any Tax incentives, subsidies, exemptions, special status, tax benefits (including but not limited to export incentives, credits/incentives in respect of income tax, sales tax, CST, value added tax, customs duty, excise duty, GST, turnover tax, excise duty, service tax etc.), duty drawbacks, and other benefits, credits, exemptions or privileges enjoyed, granted by a Governmental Authority or availed of by the Transferor Company shall, without any further act or deed, in so far as they relate to or are available for the operation and activities of the Cable Business Undertaking on or after the Appointed Date, vest with and be available to Transferee Company on the same terms and conditions, as if the same had been allotted and/or granted and/or sanctioned and/or allowed to the Transferee Company.
- 14.4 Notwithstanding anything contained in this clause, the Transferor Company shall be liable for any tax payable under the IT Act and shall be entitled to any refunds under the IT Act, which, in each case, arise from the operation or activities of the Cable Business Undertaking prior to the Appointed Date, regardless of whether such payments or receipts are provided or recorded in the books of the Transferor Company and whether such payments or receipts are due or realized on, before or after the Appointed Date and the Transferee Company shall be liable for any tax payable under the IT Act and shall be entitled to refunds under the IT Act, which, in each case, arise from the operation or activities of the Cable Business Undertaking on or after the Appointed Date, regardless of whether such payments or receipts are provided or recorded in the books of the Transferor Company and whether such payments or receipts are due or realized on, before or after the Appointed Date.
- 14.5 The Transferor Company and the Transferee Company shall be entitled to, amongst others, file/revise its income-tax returns, TDS certificates, TDS/TCS returns, GST returns, wealth tax returns, service tax returns, sales tax returns, value added tax returns, excise duty returns, customs duty returns, CST returns, entry tax, cess, professional tax and other statutory returns, if required, claim credit for tax deducted at source, claim for sum prescribed under section 43B of the IT Act on payment basis, claim for deduction of provisions written back by the Transferor Company and the Transferee Company previously disallowed in the hands of the Transferor Company and the Transferee Company (relating to the Cable Business Undertaking) respectively under the IT Act, credit of foreign taxes paid/withheld, if any, pertaining to the Transferor Company and the Transferee Company (relating to the Cable Business Undertaking) as may be required consequent to implementation of this Scheme and wherever necessary to give effect to this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on the Transferor Company or Transferee Company. The Transferor Company and the Transferee Company shall also be entitled to, amongst others, obtain TDS certificates, including TDS certificates relating to transactions between or amongst the Transferor Company and the Transferee Company and shall have the right to claim refunds, advance Tax credits, input Tax credit, CENVAT credits, credits of all Taxes paid/ withheld, if any, as may be required consequent to implementation of this Scheme.
- 14.6 Any actions taken by the Transferor Company to comply with Applicable Laws (including payment of taxes, maintenance of records, payments, returns, Tax filings, etc.) in respect of the Cable Business Undertaking on and from the Appointed Date up to the Effective Date shall be considered as adequate compliance by the Transferor Company with such requirements under Tax Laws and such actions shall be deemed to constitute adequate compliance by the Transferee Company with the relevant obligations under such Tax Laws.
- 14.7 Any unutilized GST credits pertaining to the Cable Business Undertaking and available in the electronic input GST credit ledger of Transferor Company maintained by GSTN duly reconciled with Transferor Company's books of accounts, shall, notwithstanding anything contained in this Clause, be transferred by the Transferor Company to the Transferee Company in accordance with Applicable Laws. The Transferor Company and Transferee Company shall take such actions as may be necessary under Applicable Law to effect such transfer. GST credits and GST Liability pertaining to the activities or operations of the Cable Business Undertaking between the Appointed Date and the Effective Date shall, notwithstanding anything contained in this Clause be dealt with in accordance with Applicable Laws.



- 14.8 If the Transferor Company makes any payment to discharge any liabilities under Applicable Law that relate exclusively or predominantly to the activities or operations of the Cable Business Undertaking on or after the Appointed Date, the Transferee Company shall promptly pay or reimburse the Transferor Company for such payment.

**15. TREATMENT OF THE SCHEME FOR THE PURPOSES OF IT ACT**

The Scheme has been drawn up to comply with the conditions relating to “Slump Sale” as specified under Section 2(42C) of the IT Act. If any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section at a later date including resulting from an amendment of Applicable Law or for any other reason whatsoever, the provisions of the said section shall prevail and the Scheme shall stand modified to the extent necessary to comply with the Section 2(42C) of the IT Act. Such modification will however not affect other parts of the Scheme.

**16. WITHDRAWAL OF SCHEME**

The Transferor Company and the Transferee Company shall be at liberty to withdraw this Scheme at any time as may be mutually agreed by the Committee of Directors and Board of Directors of the Transferor Company and the Transferee Company respectively prior to the Effective Date. In such a case, the Transferor Company and the Transferee Company shall respectively bear their own cost or as may be mutually agreed. It is hereby clarified that except as otherwise agreed by the Transferor Company and Transferee Company in writing, the Transferor Company and the Transferee Company shall not be entitled to withdraw the Scheme unilaterally without the prior written consent of the other Company.

**17. APPLICATIONS TO NCLT**

- 17.1 Transferor Company and Transferee Company shall, with all reasonable dispatch, make necessary applications before the NCLT, for seeking order for dispensing with or convening, holding and conducting of meeting of the members and/or creditors of the Transferor Company and Transferee Company, as may be directed by the NCLT.
- 17.2 On the Scheme being approved by the requisite majorities of the members and / or creditors of the Transferor Company and Transferee Company whether at a meeting or otherwise, as prescribed under the Applicable Law and / or as directed by the NCLT, Transferor Company and Transferee Company shall, with all reasonable dispatch, apply to the NCLT for sanctioning of the Scheme under Section 230 to 232 of the Act, and for such other order or orders, as the NCLT may deem fit for carrying this Scheme into effect.

**18. MODIFICATIONS OR AMENDMENTS TO THE SCHEME**

- 18.1 Transferor Company and Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize including any committee or sub-committee thereof, may make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the NCLT may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. Transferor Company and Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize including any committee or sub-committee thereof, shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith. In case, post approval of the Scheme by the NCLT, there is any confusion in interpreting any clause of this Scheme, or otherwise, Board of Directors of Transferor Company and Transferee Company will have complete power to take the most sensible interpretation so as to render the Scheme operational.
- 18.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Board of Directors of Transferor Company and Transferee Company including any Committee or sub-committee thereof or through their authorised representative(s) may give and are hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

#### **19. SCHEME CONDITIONAL ON APPROVALS/ SANCTIONS**

The Scheme is and shall be conditional upon and subject to the following:

- 19.1 Obtaining observation letter or no-objection letter from the Stock Exchanges by the Transferor Company in respect of the Scheme, pursuant to Regulation 37 of the LODR read with SEBI Circular and Regulations 11 and 94 of the LODR;
- 19.2 The Scheme being approved by respective requisite majorities in numbers and value of such classes of persons including the member and creditors of the companies as may be directed by the NCLT;
- 19.3 The Scheme being sanctioned by the NCLT under Section 230 to 232 of the Act; and
- 19.4 Certified Copies of the Order of the NCLT sanctioning this Scheme being filed with the Registrar of Companies, Gujarat.

#### **20. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS**

In the event of any of the said sanctions and approvals referred to in above clause not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by NCLT and/or order or orders not being passed as aforesaid, this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se between the Transferor Company and Transferee Company or their respective shareholders or creditors or employees or any other person and save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the Applicable Law and in such case, each party shall bear its own costs unless otherwise mutually agreed.

#### **21. COSTS, CHARGES & EXPENSES**

All costs, charges and expenses including stamp duty and registration fee of any deed, document, instrument or NCLT's order including this Scheme or in relation to or in connection with negotiations leading up to the Scheme and of carrying out and implementing the terms and provisions of this Scheme and incidental to the completion of arrangement in pursuance of this Scheme shall be borne in the manner as may be mutually agreed to between the Board of Directors of Transferor Company and Transferee Company.

**REPORT OF THE AUDIT COMMITTEE OF TORRENT POWER LIMITED ('THE COMPANY') RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN TORRENT POWER LIMITED AND TCL CABLES PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

Members Present in meeting held on 5<sup>th</sup> November, 2019:

Samir Barua - Chairperson

Keki Mistry - Member

Bhavna Doshi – Member

In Attendance:

Sanjay Dalal, Chief Financial Officer

Rahul Shah, Company Secretary

**1. Background:**

1.1 A meeting of the Audit Committee of Torrent Power Limited was held on 5<sup>th</sup> November, 2019 to inter-alia consider and recommend the draft Scheme of Arrangement between Torrent Power Limited ('Transferor Company') and TCL Cables Private Limited ('Transferee Company') and their respective shareholders and creditors ('Scheme') under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder which provides for the transfer and vesting of the Cable Business Undertakings (*as defined in the Scheme*) from the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis and for which lump sum cash consideration shall be paid by the Transferee Company to the Transferor Company subject to adjustment provided in the Scheme and as per the other terms and conditions mentioned in the Scheme.

1.2 This report of the Audit Committee is made in order to comply with the requirements of the Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10 March 2017 ('SEBI Circular') and any

---

**TORRENT POWER LIMITED**

CIN : L31200GJ2004PLC044068

Regd. Office : "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India Phone: 079-26628300 [www.torrentpower.com](http://www.torrentpower.com)

amendments / modifications thereof and applicable provisions of Companies Act, 2013 and rules made thereunder.

1.3 The following documents / information were placed before the Audit Committee:

- (a) Draft Scheme duly initialled by the Company Secretary for the purpose of identification;
- (b) Valuation Report dated 5<sup>th</sup> November, 2019 issued by Sujal A. Shah, Partner of M/s. SSPA & Co, Chartered Accountants;
- (c) Fairness opinion dated 5<sup>th</sup> November, 2019 issued by M/s. Kotak Mahindra Capital Company Ltd, a Category-I Merchant Banker providing the Fairness opinion on the valuation report issued by Sujal A. Shah, Partner of M/s. SSPA & Co;

## **2. Proposed Scheme of Arrangement:**

2.1 The Committee noted the salient features of the Scheme as under:

- The Scheme provides for transfer and vesting of Cable Business Undertaking as a going concern, on Slump Sale basis and for which lump sum consideration shall be paid by the Transferee Company to the Transferor Company in the manner set out in the Scheme;
- Appointed date of the Scheme is 01<sup>st</sup> April, 2020;
- Clause 6 of the Scheme provides that upon the Scheme becoming effective and upon transfer and vesting of the Cable Business Undertaking of Transferor Company in Transferee Company, the Transferee Company shall discharge the lump sum consideration payable by it to Transferor Company by way of cash consideration subject to adjustment provided in the Scheme and as per the other terms and conditions mentioned in the Scheme.

2.2 After reviewing the Scheme, the valuation report and the fairness opinion, the Audit Committee noted the rationale and the benefits of the Scheme.

---

### **TORRENT POWER LIMITED**

CIN : L31200GJ2004PLC044068

Regd. Office : "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India Phone: 079-26628300 [www.torrentpower.com](http://www.torrentpower.com)



**3. Recommendation of the Audit Committee:**

Taking into consideration the draft Scheme and its rationale and benefits, Valuation Report, Fairness opinion, as placed, the Committee recommends the draft Scheme to the Board of Directors of the Company for its favourable consideration and approval.

For, Torrent Power Limited



Chairperson of Audit Committee

Date: 5<sup>th</sup> November, 2019

Place: Ahmedabad

---

**TORRENT POWER LIMITED**

CIN : L31200GJ2004PLC044068

Regd. Office : "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India Phone: 079-26628300 [www.torrentpower.com](http://www.torrentpower.com)

**CA. Sujal A. Shah**  
SSPA & Co., Chartered Accountants  
1st Floor, Arjun Building, Plot No.6A,  
V.P. Road, Andheri (West),  
Mumbai – 400 058  
Tel: 91-22-2670 4376 / 77  
91-22-2670 3682

**STRICTLY PRIVATE & CONFIDENTIAL**

November 05, 2019

**The Audit Committee**  
**Torrent Power Limited**  
Samanvay, 600 Tapovan,  
Ambawadi, Ahmedabad – 380 015,  
Gujarat

**Sub: Report on fair valuation of Cable Business of Torrent Power Limited.**

Dear Sir(s) / Madam(s),

I refer to my engagement letter dated October 01, 2019, whereby I, Mr. Sujal Anil Shah, have been appointed by the management of Torrent Power Limited (hereinafter referred to as 'TPL' or the 'Company') to carry out the fair valuation of Cable Business of TPL (hereinafter referred to as 'Cable Business Undertaking') for the proposed slump sale of the Cable Business Undertaking through a Scheme of Arrangement with effect from April 01, 2020 ('Appointed Date').

**1. SCOPE AND PURPOSE OF VALUATION**

- 1.1 I have been informed by the management of TPL (hereinafter referred to as the 'Management') that they are considering a proposal to carry out fair valuation of Cable Business Undertaking of TPL for proposed slump sale to TCL Cables Private Limited, a wholly owned subsidiary of TPL, through a Scheme of Arrangement under section 230 to 232 and other applicable provisions of Companies Act, 2013 including rules and regulations made thereunder (hereinafter referred to as the 'Scheme') would be discharged by the way of cash consideration. Further I have been informed that the transaction would be subject to customary closing adjustments on account of changes in the working capital as on appointed date.
- 1.2 In this regards I have been appointed by the Management to carry out the fair valuation of Cable Business Undertaking of TPL.



**CA. Sujal A. Shah**  
SSPA & Co., Chartered Accountants

- 1.3 For the purpose of this valuation, the bases of value is 'Fair Value' and the valuation is based on 'going concern' premise. For the purpose of this valuation, October 31, 2019 has been considered as the 'Valuation Date'.

**2. BACKGROUND OF TORRENT POWER LIMITED**

TPL is one of the largest private sector players in India having interests in power generation, transmission, distribution and manufacturing and supply of power cables with operations in State of Gujarat, Maharashtra, Uttar Pradesh and Karnataka.

As informed by the Management, the Company has a portfolio of coal based, gas based and renewable power plants with an aggregate generation capacity of 3,703 MW. TPL also has under-construction wind power plants aggregating to 841 MW. The Company distributes power to over 3.32 million customers annually in its distribution areas of Ahmedabad, Gandhinagar, Surat and Dahej SEZ (Gujarat), in Bhiwandi (Maharashtra) and in Agra (Uttar Pradesh). Torrent Cables Limited had been merged into TPL in April 2014 post which the Cable Business Undertaking came to be housed in the Company.

The Company earned a Consolidated Revenue from Operations of INR 13,150.97 crores for the financial year (FY) 2018-19.

The paid-up share capital of the Company as on March 31, 2019 is INR 480.62 crores. The equity shares of TPL are listed on BSE Limited and The National Stock Exchange of India Limited.

**CABLE BUSINESS UNDERTAKING OF TORRENT POWER LIMITED**

Cable Business Undertaking of TPL, established in 1989, is one of the market leader in HT Power Cable segment with a manufacturing capability of up to 132 kV XLPE Cables. The Cable Business Undertaking manufactures EHV, HT-XLPE, LT-XLPE/PVC Power Cables and Control Cables.

The Cable Business Undertaking of TPL earned a Revenue from Operations of INR 358.02 crores for FY 2018-19.

**3. REGISTERED VALUER - MR. SUJAL ANIL SHAH**

I am a fellow member of The Institute of Chartered Accountants of India ('ICAI') practising as a partner with SSPA & Co., Chartered Accountants. I am also registered with the



**CA. Sujal A. Shah**  
SSPA & Co., Chartered Accountants

Insolvency and Bankruptcy Board of India ('IBBI'), as a Registered Valuer for asset class – 'Securities or Financial Assets' with Registration No. IBBI/RV/06/2018/10140.

#### **4. SOURCES OF INFORMATION**

The valuation exercise is based on the following information received from the Management and information available in public domain:

- Management certified profitability statement and position of assets and liabilities of the Cable Business Undertaking as on September 30, 2019.
- Projected financials of Cable Business Undertaking comprising of statements of assets and liabilities and profitability statement for six months period ended March 31, 2020 and from FY 2020-21 to FY 2024-25.
- Discussions with Management on various issues relevant for the valuation including the prospects and outlook of the business, expected growth rate and other relevant information, expected profitability, etc.
- Such other information and explanations as I required, and which have been provided by the Management of the Company including Management Representations.
- Draft Scheme of Arrangement u/s. 230 to 232 of the Companies Act, 2013 for the proposed transfer of Cables Business Undertakings from TPL to TCL Cables Private Limited.

#### **5. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS**

- 5.1 This report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made. Further my report on recommendation of fair value of Cable Business Undertaking is in accordance with ICAI Valuation Standards 2018.
- 5.2 Valuation is not a precise science and the conclusions arrived at will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While I have provided an assessment of value by applying certain formulae which are based on the information available, others may place a different value.
- 5.3 I have been represented by the Management of the Company that the Company has clear and valid title of assets. No investigation on the Company's claim to title of assets has been



**CA. Sujal A. Shah**  
SSPA & Co., Chartered Accountants

made for the purpose of this valuation and their claim to such rights has been assumed to be valid.

- 5.4 The draft of the present report was circulated to the Management for confirming the facts stated in the report and to confirm that the information or the facts stated are not erroneous.
- 5.5 For the purpose of this exercise, I was provided with both written and verbal information including information detailed hereinabove in para 'Sources of Information'. Further, the responsibility for the accuracy and completeness of the information provided to me by the Company / auditors / consultants is that of the Company. Also, with respect to explanations and information sought from the Company, I have been given to understand by the Management of the Company that they have not omitted any relevant and material factors about the Company. The Management of the Company has indicated to me that they have understood that any omissions, inaccuracies or misstatements may materially affect my valuation analysis / conclusion. My work does not constitute an audit, due diligence or certification of these information referred to in this report. Accordingly, I am unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report and consequential impact on the present exercise.
- 5.6 Valuation analysis and results are specific to the purpose of valuation and the Valuation Date mentioned in the report and is as per agreed terms of my engagement.
- 5.7 My valuation is based on the estimates of future financial performance as projected by the Management of the Company, which represents their view of reasonable expectation at the point of time when they were prepared, after giving due considerations to commercial and financial aspects of the Cable Business Undertaking and the industry in which the Cable Business Undertaking operates. But such information and estimates are not offered as assurances that the particular level of income or profit will be achieved, or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that I have considered the projections in this exercise of valuation should not be construed or taken as me being associated with or a party to such projections.
- 5.8 A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This



**CA. Sujal A. Shah**  
SSPA & Co., Chartered Accountants

- report is issued on the understanding that the Management of the Company has drawn my attention to all the matters, which they are aware of concerning the financial position of the Cable Business Undertaking and any other matter, which may have an impact on the fair value of the Cable Business Undertaking including any significant changes that have taken place or are likely to take place in the financial position of the Cable Business Undertaking. Events and transactions occurring after the date of this report may affect the report and assumptions used in preparing it and I do not assume any obligation to update, revise or reaffirm this report.
- 5.9 The fee for the engagement and this report is not contingent upon the results reported.
- 5.10 Any person/party intending to provide finance/invest in the shares/convertible instruments/ business of the Cable Business Undertaking shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.
- 5.11 My Report is meant for the purpose mentioned in Para 1 only and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining my prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall I assume any responsibility to any third party to whom the report is disclosed or otherwise made available.
- 5.12 My report is not, nor should it be construed as me, opining or certifying the compliance with the provisions of any law including companies, competition, taxation and capital market related laws or as regards any legal implications or issues arising in India or abroad from the proposed Slump Sale of Cable Business Undertaking.
- 5.13 The decision to carry out the transaction (including consideration thereof) lies entirely with the Management of the Company and my work and my finding shall not constitute a recommendation as to whether or not the Management of the Company should carry out the transaction.
- 5.14 I, nor my partners and employees of SSPA & Co., Chartered Accountants make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for/or based on or relating to any such information contained in the valuation.



**CA. Sujal A. Shah**  
SSPA & Co., Chartered Accountants

**6. VALUATION APPROACH AND METHODOLOGIES**

6.1 For the purpose of valuation, generally following approaches can be considered, viz,

- (a) the 'Market' approach;
- (b) the 'Income' approach; and
- (c) the 'Cost' approach

6.2 The 'Cost' approach represents the value with reference to historical cost of assets owned by the company/business and the attached liabilities. Such value generally represents the support value in case of profit-making business and thus, has limited relevance in the valuation of the business of a going concern.

In the present case, the business of Cable Business Undertaking is intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore the Cost approach is not adopted for the present valuation exercise.

6.3 Considering the above, I have thought fit to consider a combination of 'Market' approach and 'Income' approach for valuation of Cable Business Undertaking of TPL.

**6.4 MARKET APPROACH**

6.4.1 Under the Market approach, since the equity shares of Cable Business Undertaking are not separately listed on any stock exchanges, I have thought fit to consider Comparable Companies Multiple ('CCM') method for valuation of Cable Business Undertaking of TPL under the 'Market' approach.

**6.4.2 COMPARABLE COMPANIES MULTIPLE METHOD**

Under CCM method, value of the business is determined by using multiples derived from valuations of comparable companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully. In the present case, Enterprise Value (EV) to Earnings before Interest Tax Depreciation and Amortization (EBITDA) multiples of comparable listed companies are used to arrive at EV of the Companies.

To the value so arrived, appropriate adjustments have been made for contingent liabilities and cash and cash equivalents after considering the tax impact wherever applicable, to arrive at the value of the Cable Business Undertaking.

**6.5 INCOME APPROACH**

- Under the 'Income' approach, the Cable Business Undertaking of TPL has been valued



**CA. Sujal A. Shah**  
SSPA & Co., Chartered Accountants

using 'Discounted Cash Flow' (DCF) method.

- Under the DCF method, the projected free cash flows from business operations after considering fund requirements for projected capital expenditure and incremental working capital are discounted at the Weighted Average Cost of Capital (WACC). The sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.
- WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk. In other words, WACC is the weighted average of the company's cost of equity and debt. Considering an appropriate mix between debt and equity for the Cable Business Undertaking, I have arrived at the WACC to be used for discounting the Free Cash Flows of the Cable Business Undertaking.
- To the value so arrived, appropriate adjustment has been made for contingent liabilities and cash and cash equivalents after considering the tax impact wherever applicable, to arrive at the value of the Cable Business Undertaking.

#### **7. RECOMMENDATION OF FAIR VALUE**

- 7.1 Though different values have been arrived at under each of the above approaches, for the purposes of recommending a fair value, it is necessary to arrive at a single value of the Cable Business Undertaking. For this purpose, it is necessary to give appropriate weightages to the values arrived at under each approach.
- 7.2 I have given equal weights to the values arrived at under Market approach and Income approach to arrive at fair value of Cable Business Undertaking of TPL.
- 7.3 In the ultimate analysis, valuation will have to be balanced by the exercise of judicious discretion and judgment taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiment etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a business. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under: *"If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the*





**CA. Sujal A. Shah**  
SSPA & Co., Chartered Accountants

*general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible."*

- 7.4 In light of the above and on consideration of all the relevant factors and circumstances as discussed and outlined in this report, in my opinion, the fair value of Cable Business Undertaking of TPL works out to **INR 214.50 crores** which is shown in the table below:

Method of Valuation	Value of Cable Business Undertaking (INR crores)	Weights
Asset / Cost approach *	NA	0
Market approach	212.91	1
Income approach	216.06	1
<b>Fair Value of Cable Business Undertaking of TPL (Rounded off)</b>	<b>214.50</b>	

NA = Not Applied / Applicable

*\* Since, the Cable Business Undertaking of TPL is intended to be continued on a 'going concern basis' and there is no intention to dispose-off the assets, therefore 'Asset / Cost' approach is not adopted for the present valuation exercise.*

*Note: The above valuation shall be subject to change due to customary closing adjustments on account of changes in the working capital as on appointed date.*

Thanking you,  
Yours faithfully,

*S.A. Shah*



**Mr. Sujal A. Shah**  
Registered Valuer No.: IBBI/RV/06/2018/10140  
ICAI Membership Number: 045816  
UDIN: 19045816AAAAAN9841

Date: November 05, 2019  
Place: Ahmedabad



## Investment Banking

November 05, 2019

**Torrent Power Limited**

"Samanvay",  
600, Tapovan,  
Ambawadi,  
Ahmedabad – 380 015  
Gujarat

Dear Sirs,

**Sub: Draft scheme of arrangement under sections 230 – 232 of Companies Act, 2013 between Torrent Power Limited ("TPL" or the "Transferor Company") and TCL Cables Private Limited ("TCPL" or "Transferee Company"), a wholly owned subsidiary of TPL (for transfer and vesting of Cables Business Undertaking of TPL to TCPL)**

As requested by the management of TPL, we have undertaken the exercise to issue a fairness opinion ("Opinion") on the valuation report of the "Cable Business Undertaking" of TPL which is proposed to be transferred to its wholly owned subsidiary, TCPL on a going concern basis as a slump sale for a lumpsum cash consideration with effect from the Appointed Date of April 1, 2020, pursuant to the Scheme of Arrangement under sections 230 – 232 of Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 ('Scheme').

In arriving at our Opinion, we have reviewed financial, business information and certain other publicly available information. We have reviewed the report issued by Mr. Sujal A. Shah, SSPA &Co., Chartered Accountants, Registered Valuer No.: IBBI/RV/06/2018/10140, ICAI Membership Number: 045816, dated November 05, 2019.

In addition to above, we have had discussions with the management of TPL and TCPL on the past and current business operations of the cable undertaking, its future prospects and operations, and have received a management representation letters from TPL and TCPL dated November 01, 2019 ("Management Representation Letters").

Based on our examination and according to the information and explanation provided to us, we note that the Scheme entails an arrangement between TCPL, a wholly owned subsidiary of TPL, and TPL, for transfer and vesting of the Cables Business Undertaking of TPL into TCPL.

We further note that, the Scheme envisages cash payment by TCPL as a lump sum consideration for transfer and vesting of Cables Business Undertaking with it.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable and we would urge TPL and TCPL to carry out an independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment.

In giving our Opinion, we have assumed and relied upon, without independent verification, the accuracy and completeness of all information supplied or otherwise made available to us either in oral or written form, discussed with or reviewed by or for us, or publicly available. We have been given to understand that all information that was relevant for the purpose of our exercise was disclosed to us. We have not conducted any evaluation or appraisal of any assets or liabilities of TPL or TCPL nor have we evaluated the solvency or fair value of TPL or TCPL, under any laws relating to bankruptcy, insolvency or similar matters. In addition, we have not assumed any obligation to conduct any physical inspection of the properties or facilities of TPL or TCPL. We have also assumed that the final

**Kotak Mahindra Capital Company Limited**

CIN U67120MH1995PLC134050

Registered Office:

**27BKC**

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F+91 22 67132445

www.investmentbank.kotak.com





## Investment Banking

Scheme of Arrangement will be substantially the same as the Scheme discussed with and reviewed by us, unless modified by any regulatory authority or statutory body. We were not requested to solicit, and did not solicit, interest from other parties with respect to an acquisition of, or other business combination with, the TPL or TCPL or any other alternative transaction.

Our Opinion does not factor overall economic and environment risk and other risks and is purely based on the information and representations provided to us. We have not assumed the risk of any material adverse change having an impact on the businesses of TPL and TCPL in arriving at our final Opinion.

We express no view as to, and our Opinion does not address, the underlying business decision of TPL and TCPL to effect the Scheme or the merits of the Proposed Transaction. Our Opinion does not constitute a recommendation to any shareholder or creditor of TPL or TCPL as to how such shareholder or creditor should vote on the Scheme or any matter related thereto. In addition, this Opinion does not address the fairness to, or any other consideration, to the creditors or other constituencies of TPL and TCPL. We are not expressing any opinion herein as to the prices at which the shares of TPL will trade following the announcement or consummation of the proposed transaction or as to the prices at which the shares of TPL may be transacted.

Our Opinion is not and does not purport to be an appraisal or otherwise reflective of the prices at which any business or securities actually could be ideally bought or sold by any party and are not indicative of actual value or actual future results that might be achieved, which value may be higher or lower than those indicated.

Our Opinion is necessarily based on financial, economic, market and other conditions as in effect on the date of this issuing the Opinion, and the information made available to us as of, the date hereof, including the capital structure of TPL and TCPL. It should be understood that subsequent developments may affect this Opinion and that we do not have any obligation to update, revise, or reaffirm this Opinion.

We will receive a fee for our services in connection with the delivery of this Opinion from TPL. In addition, TPL has agreed to indemnify us for certain potential liabilities arising out of our engagement

We and our affiliates in the past have provided, and currently provide, services to TPL and their affiliates unrelated to the Scheme for which services we and such affiliates have received and expect to receive compensation, including, without limitation as lenders and creditors and as financial advisors for the purchase/sale of assets/businesses by/to TPL (as the case may be) and as lead managers / underwriters in securities offerings of TPL.

In the ordinary course of business, we and our affiliates may actively trade or hold securities of companies that may be the subject matter of this transaction for our own account or for the account of our customers and, accordingly, may at any time hold long or short position in such securities. In addition, we and our affiliates maintain relationships with TPL and TCPL and their respective affiliates. Further our affiliates may own or manage securities of TPL and may vote or have views contrary to this opinion.

This Opinion is provided solely for the benefit of the Board of Directors of TPL and its committees, and shall not confer rights or remedies upon, any shareholder of TPL, or any other person other than the members of the Board of Directors of TPL and its committees, or be used for any other purpose, except to the extent required by law or by the request or requirement of any judicial, statutory, regulatory, legislative, administrative or other governmental body. This Opinion may not be used or relied upon by nor is it issued for the benefit of any third party for any purpose whatsoever or disclosed, referred to or communicated by you (in whole or in part) except with our prior written

**Kotak Mahindra Capital Company Limited**

CIN U67120MH1995PLC134050

Registered Office:

**27BKC**

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F+91 22 67132445

[www.investmentbank.kotak.com](http://www.investmentbank.kotak.com)





## Investment Banking

consent in each instance. Provided however, this opinion may only be disclosed as may be required under any applicable law in India and may be kept open for inspection by shareholders of TPL, but we take no responsibility or liability for or arising out of any such disclosure. We specifically disclaim any responsibility to any third party to whom this Letter may be shown or who may acquire a copy of this Letter.

The laws of India govern all matters arising out of or relating to this Opinion (including, without limitation, its interpretation, construction, performance, and enforcement). With respect to any suit, action or any other proceedings relating to this Opinion the courts of competent jurisdiction at India shall have exclusive jurisdiction.

On the basis of and subject to the foregoing, it is our view that, the valuation determined by the valuer for the purpose of the Scheme is fair from a financial point of view.

Yours faithfully,

For **Kotak Mahindra Capital Company Limited**

  
**Authorised Signatory**

**Kotak Mahindra Capital Company Limited**

CIN U67120MH1995PLC134050

Registered Office:

**27BKC**

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

T +91 22 43360000

F+91 22 67132445

[www.investmentbank.kotak.com](http://www.investmentbank.kotak.com)





Annexure - V



DCS/AMAL/PB/R37/1682/2019-20

February 17, 2020

The Company Secretary,  
TORRENT POWER LTD.  
600, Samanvay, Tapovan, Ambawadi,  
Ahmedabad, Gujarat, 380015

Sir,

**Sub: Observation letter regarding the Draft Scheme of Arrangement between Torrent Power Limited and TCL Cables Private Limited**

We are in receipt of Draft Scheme of Arrangement by Torrent Power Limited filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated February 14, 2020 has inter alia given the following comment(s) on the draft scheme of arrangement:

- “Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.”
- “Company shall duly comply with various provisions of the Circular.”
- “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.”
- “It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office : 25<sup>th</sup> Floor, Rajiv Tower, Dalal Street, Mumbai 400 001 India  
T: +91 22 2272 1233/34 E: corp.comm@bseindia.com www.bseindia.com  
Corporate Identity Number : L67120MH2005PLC155188

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be is required to be served upon the Exchange seeking representations or objections if any.

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, would be accepted and processed through the Listing Centre only and no physical filings would be accepted. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

*PK*  
  
Nitinkumar Pujari  
Senior Manager

BSE - CONFIDENTIAL



BSE Limited (Formerly Bombay Stock Exchange Ltd.)  
Registered Office : 25<sup>th</sup> Floor, P-1 Tower, Dalal Street, Mumbai 400 001 India  
T: +91 22 2272 1233/34 E: corp.comm@bseindia.com www.bseindia.com  
Corporate Identity Number : L67120MH2005PLC155188

**National Stock Exchange Of India Limited**

Ref: NSE/LIST/22485\_II

February 18, 2020

The Company Secretary  
Torrent Power Limited  
"Samanvay", 600 Tapovan,  
Ambawadi, Ahmedabad- 380015

**Kind Attn.: Mr. Rahul Shah**

Dear Sir,

**Sub: Observation Letter for Draft Scheme of Arrangement between Torrent Power Limited and TCL Cables Private Limited and their respective shareholders and creditors**

We are in receipt of Draft Scheme of Arrangement between Torrent Power Limited (the Transferor Company) and TCL Cables Private Limited (the Transferee Company) and their respective shareholders and creditors vide application dated December 4, 2019.


Based on our letter reference no. NSE/LIST/22485 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated February 14, 2020, has given following comments:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of the receipt of this letter is displayed on the website of the listed company.*
- b. *The Company shall duly comply with various provisions of the Circular.*
- c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

This Document is Digitally Signed

 **NSE**  
Signer: Rajendra P Shrotole  
Date: Tue, Feb 18, 2020 18:10:12 IST  
Location: NSE

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051,  
India +91 22 26598100 | www.nseindia.com | CIN U67120MH1992PLC069769



Continuation Sheet

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we conveyed our “No-objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.


The validity of this “Observation Letter” shall be six months from February 18, 2020, within which the scheme shall be submitted to NCLT.

Yours faithfully,  
For National Stock Exchange of India Limited

Rajendra Bhosale  
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: [http://www.nseindia.com/corporates/content/further\\_issues.htm](http://www.nseindia.com/corporates/content/further_issues.htm)

This Document is Digitally Signed

 Signer: Rajendra P Bhosale  
Date: Tue, Feb 18, 2020 18:10:12 IST  
Location: NSE

National Stock Exchange of India Limited | Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051,  
India +91 22 26598100 | [www.nseindia.com](http://www.nseindia.com) | CIN U67120MH1992PLC069769



To,  
 BSE Limited  
 Listing Compliance Department  
 14<sup>th</sup> Floor, P. J. Towers,  
 Dalal Street, Fort,  
 Mumbai – 400001

**Complaints Report with respect to application made under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') read with SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 ('SEBI Circular')**

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

**Part B - N.A.**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	NA	NA	NA

Thanking you

Your faithfully,

**For Torrent Power Limited**

*Rahul c. shah*



Rahul Shah  
 Company Secretary & Compliance Officer  
 Date: 3<sup>rd</sup> January, 2020

**TORRENT POWER LIMITED**

CIN : L31200GJ2004PLC044068

Regd. Office : "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India Phone: 079-26628300 www.torrentpower.com

**National Stock Exchange of India Limited**

Listing Compliance Department  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (East),  
Mumbai – 400051

**Complaints Report with respect to application made under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') read with SEBI Circular no. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March 2017 ('SEBI Circular')**

**Period of Complaints Report: 20<sup>th</sup> December, 2019 to 9<sup>th</sup> January, 2020.**

**Part A**

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchange	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

**Part B: N.A.**

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.	N.A.	N.A.

Thanking you

Your faithfully,

**For Torrent Power Limited**

*Rahul c. Shah*



Rahul Shah  
Company Secretary & Compliance Officer  
Date: 13<sup>th</sup> January, 2020

**TORRENT POWER LIMITED**

CIN : L31200GJ2004PLC044068

Regd. Office : "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India Phone: 079-26628300 www.torrentpower.com



Annexure - VII

**EXTRACT OF THE MINUTES OF THE 82<sup>ND</sup> MEETING OF THE BOARD OF DIRECTORS OF TORRENT POWER LIMITED HELD ON MONDAY, MAY 18, 2020 AT 2:30 PM THROUGH AUDIO VIDEO CONFERENCING, CONDUCTED FROM “SAMANVAY”, 600 TAPOVAN, AMBAWADI, AHMEDABAD - 380015**

**REPORT EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON SHAREHOLDERS (PROMOTER AND NON-PROMOTER) AND KMP**

“RESOLVED THAT pursuant to provisions of section 232(2)(c) of the Companies Act, 2013 and rules made thereunder and in terms of the Scheme of Arrangement between the Company and TCL Cables Private Limited (TCPL) for transfer and vesting of the Cables business undertaking of the Company to TCPL, the Board hereby adopts the report explaining effects of the Scheme on each class of shareholders (including promoter and non-promoter) and Key Managerial Personal laying out in particular the share exchange ratio and specifying valuation difficulties, if any as attached herewith.”

**CERTIFIED TRUE COPY**

For Torrent Power Limited

**RAHUL**  
**CHAITANYA**  
**BHAI SHAH**  
Digitally signed by  
RAHUL  
CHAITANYABHAI SHAH  
Date: 2020.06.15  
10:23:56 +05'30'

Rahul Shah  
Company Secretary

**TORRENT POWER LIMITED**

CIN : L31200GJ2004PLC044068

Regd. Office : "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad - 380015, Gujarat, India Phone: 079-26628300 www.torrentpower.com

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TORRENT POWER LIMITED AT ITS MEETING HELD ON MAY 18, 2020 AT 2:30 PM EXPLAINING THE EFFECTS OF THE SCHEME OF ARRANGEMENT ON SHAREHOLDERS (PROMOTERS AND NON-PROMOTER SHAREHOLDERS) AND KEY MANAGERIAL PERSONNEL**

**1. Background**

- 1.1 The Board of Directors ('Board') of Torrent Power Limited ('TPL' or 'Transferor Company' or 'the Company') at its meeting held on 5 November 2019, had approved the Scheme of Arrangement ('the Scheme') for sale of Company's Cable Business Undertaking to TCL Cables Pvt. Ltd. ('TCPL' or 'Transferee Company'), a wholly owned subsidiary of the Company, as a going concern, on slump sale basis under sections 230-232 of the Companies Act, 2013 ('the Act').
- 1.2 The Board was informed that the Company has filled the application with National Company Law Tribunal ('NCLT'), Ahmedabad for approval of the Scheme. In the application filed before the NCLT, the Company has requested NCLT to dispense with the requirement of the meeting of shareholders of TCPL, as the Company being the sole shareholder of TCPL, has approved the Scheme of Arrangement by issue of written consent letter. The Company has further requested NCLT to dispense with the meeting of creditors of TCPL, since there are no secured and unsecured creditors. With respect to meetings of the Transferor Company, as mentioned in the application, the NCLT shall order meeting of the shareholders and creditors of the Company and the Company will, as part of the notice and explanatory statement for the said meetings, be required to circulate a report adopted by the Board of the Company, as prescribed under section 232(2)(c) of the Act, explaining effects of Scheme on each class of shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any valuation difficulties.
- 1.3 Having regard to the above, the following documents were placed before the Board:
- 1.3.1 Scheme as approved by the Board *vide* resolution dated 5 November 2019;
- 1.3.2 Valuation Report dated 5 November 2019 ("Valuation Report") prepared and issued by Mr. Sujal A. Shah, Partner of M/s SSPA & Co., Chartered Accountants, setting out the valuation of the Cable Business Undertaking which is being transferred to the Transferee Company; and
- 1.3.3 Fairness Opinion dated 5 November 2019 prepared and issued by M/s Kotak Mahindra Capital Company Ltd., Merchant Bankers.

**2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders) of TPL.**

- 2.1. Upon the coming into effect of the Scheme and with effect from the Appointed Date, the Cable Business Undertaking of the Company shall stand transferred to and vested or be

deemed to have been vested in the Transferee Company.

- 2.2. The Scheme contemplates the transfer of Cable Business Undertaking of the Company on a slump sale basis for lump sum consideration of Rs. 214.50 crores which shall be subject to working capital adjustments as provided in the Scheme. Transferee Company will not issue shares to any shareholders of the Company pursuant to Scheme.
- 2.3. There would be no change in the pre and post shareholding pattern and capital structure of the Company on the Scheme coming into effect.
- 2.4. Further, as far as the equity shareholders are concerned (promoter shareholders as well as non-promoter shareholders), there will be no dilution in their shareholding in the Company and their rights and interests would not be prejudicially affected by the Scheme.

### **3. Effect of the Scheme on Directors and Key Managerial Personnel of TPL.**

- 3.1 The Scheme is not expected to have any effect on the Directors and Key Managerial Personnel (“the KMP”) of the Company. Further, no change in the Board of the Company is envisaged on account of the Scheme.
- 3.2 The Directors holding shares of the Company do not have any interest in the Scheme otherwise than that as shareholder in general. Further, none of the KMPs and relatives of directors of the Company are concerned or interested, financially or otherwise in the proposed Scheme.

### **4. Valuation**

- 4.1 M/s SSPA & Co have undertaken the valuation of the Cable Business Undertaking of the Company and have recommended the fair value of the Cable Business Undertaking vide their valuation report dated 5 November 2019. The total lump sum consideration payable by the Transferee Company to the Company for the purchase of Cable Business Undertaking has been arrived at on the basis of its fair valuation based on various methodologies/ approaches explained in the Valuation Report and various qualitative factors relevant to the Company and the business dynamics and growth potential of the business, having regard to information base, key underlying assumptions and limitations. Based on the relevant factors and circumstances as outlined in the Valuation Report, the fair value of the Cable Business Undertaking has been determined at Rs. 214.50 crores which shall be subject to change due to customary closing adjustment on account of changes in the working capital as on Appointed Date.
- 4.2 M/s Kotak Mahindra Capital Company Ltd., an Independent Category I Merchant Banker, vide its report dated 5 November 2019, has submitted that the consideration at which the Scheme envisages the transfer of the Cable business Undertaking of the Company to the Transferee Company is fair to the Company.
- 4.3 No special valuation difficulties were reported.



## 5. Share Exchange Ratios

Board noted that the Scheme does not contemplate any allotment of shares of the Company or the Transferee Company.

Based on the above, in the opinion of the Board, Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board

### For Torrent Power Limited

SAMIR  Digitally signed by  
SAMIR UTTAMLAL  
UTTAMLAL MEHTA  
Date: 2020.06.18  
MEHTA  
19:51:04 +05:30'

**Samir Mehta**  
Chairman  
DIN: 00061903

**Samir Mehta**  
Chairman  
DIN: 00061903

**EXTRACT OF MINUTES OF THE 6<sup>TH</sup> MEETING OF THE BOARD OF DIRECTORS OF TCL CABLES PRIVATE LIMITED HELD ON FRIDAY, MAY 15, 2020 AT 02.00 PM TO 02.30 PM AT "SAMANVAY", 600 TAPOVAN, AMBAWADI, AHMEDABAD – 380015**

---

**REPORT EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON SHAREHOLDERS (PROMOTER AND NON-PROMOTER) AND KMP**

“RESOLVED THAT pursuant to provisions of section 232(2)(c) of the Companies Act, 2013 and rules made thereunder and in terms of the Scheme of Arrangement between the Torrent Power Limited (TPL) and the Company (TCPL) for transfer and vesting of the Cables business undertaking of the Company to TCPL, the Board hereby adopts the report explaining effects of the Scheme on each class of shareholders (including promoter and non-promoter) and Key Managerial Personal laying out in particular the share exchange ratio and specifying valuation difficulties, if any as attached herewith.”

**CERTIFIED TRUE COPY,**

**For TCL Cables Private Limited**

JAYESH  
NARENDRA  
KMAR DESAI

Digitally signed by  
JAYESH  
NARENDRAKMAR  
DESAI  
Date: 2020.06.18  
19:49:35 +05'30'

Jayesh Desai  
Director  
(DIN: 02295309)

---

**TCL CABLES PRIVATE LIMITED**  
**U31904GJ2019PTC110468**

Regd Office: Torrent Power Ltd-Cables Unit, Yoginagar Mission Road, Nadiad-387002  
Tel.: 079-26628300, Email: cs@torrentpower.com

**REPORT ADOPTED BY THE BOARD OF DIRECTORS OF TCL CABLES PRIVATE LIMITED AT ITS MEETING HELD ON FRIDAY, MAY 15, 2020 AT 02:00 PM EXPLAINING THE EFFECT OF THE SCHEME OF ARRANGEMENT ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS:**

**1. Background**

- 1.1 The Board of Directors ('Board') of TCL Cables Private Limited ('TCPL' or 'Transferee Company' or 'the Company') at its meeting held on 5 November 2019, had approved the Scheme of Arrangement ('the Scheme') for acquisition of Cable Business Undertaking from Torrent Power Limited ('TPL' or 'Transferor Company'), as a going concern, on slump sale basis under section 230-232 of the Companies Act, 2013 ('the Act').
- 1.2 The Board was informed that the Company has filed the application with National Company Law Tribunal ('NCLT'), Ahmedabad for approval of the Scheme. In the application filed before the NCLT, the Company has requested NCLT to dispense with the requirement of the meeting of its shareholders as the shareholders of the Company i.e. TPL have approved the proposed Scheme of Arrangement in form of the written consent letters. Further, the Company has also requested NCLT to allow it not to hold meeting of creditors as there are no secured and unsecured creditors. With respect to meeting of the Transferor Company, as mentioned in the application, the NCLT shall order meeting of the shareholders and creditors of the Transferor Company, and the Transferor Company will, as part of the notice and explanatory statement for the said meetings be required to circulate a report adopted by the Board of the Company as prescribed under section 232(2)(c) of the Act explaining effect of Scheme on each class of shareholders, key managerial personnel (KMPs), promoters and non-promoter shareholders laying out in particular the share exchange ratio, specifying any valuation difficulties.
- 1.3 Having regard to the applicability of the aforesaid provision, the following documents were placed before the Board:
  - 1.3.1 Scheme as approved by the Board *vide* resolution dated 5 November 2019; and
  - 1.3.2 Valuation Report dated 5 November 2019 ("Valuation Report") prepared and issued by Mr. Sujal A. Shah, Partner of M/s SSPA & Co., Chartered Accountants, setting out the valuation of the Cable Business Undertaking which is being transferred to the Company.

**2. Effect of the Scheme on Equity Shareholders (promoter shareholders and non-promoter shareholders) of TCPL.**

- 2.1. Upon the coming into effect of the Scheme and with effect from the Appointed Date, the Cable Business Undertaking of the Transferor Company shall stand transferred to and vested in or be deemed to have been vested in the Company.
- 2.2. Upon the coming into effect of the Scheme, the Company shall be liable to pay Rs. 214.50 crores which shall be subject to working capital adjustments as provided in the Scheme. Further, till the time the Company discharges its obligation to pay the consideration, such

---

**TCL CABLES PRIVATE LIMITED**  
**U31904GJ2019PTC110468**  
**Regd Office: Torrent Power Ltd-Cables Unit, Yoginagar Mission Road, Nadiad-387002**  
**Tel.: 079-26628300, Email: cs@torrentpower.com**



amount shall remain as business consideration payable by the Company to the Transferor Company. The Company shall pay interest on the outstanding balance of such amount of business consideration payable at the rate of interest and the terms and conditions as may be determined from time to time by the Committee of Directors of the Transferor Company and the Board of Directors of the Company.

- 2.3. As there will be no issue of shares by the Company to any shareholders of the Transferor Company pursuant to Scheme, there would be no change in the pre and post shareholding pattern and capital structure of the Company solely pursuant to the Scheme coming into effect.
- 2.4. Further, TPL is the promoter of the Company and holding the entire share capital of the Company, along with its nominee. As far as the equity shareholders are concerned, there will be no dilution of their shareholding in the Company.

### **3. Effect of the Scheme on Directors and Key Managerial Personnel of TCPL.**

- 3.1 The Scheme is not expected to have any effect on the Directors of the Company. Further, no change in the Board of the Company is envisaged on account of the Scheme.
- 3.2 Further, the Company does not have any Key Managerial Personnel.
- 3.3 None of the relatives of directors of the Company are concerned or interested, financially or otherwise in the proposed Scheme.

### **4. Valuation**

- 4.1 M/s SSPA & Co have undertaken the valuation of the Cable Business Undertaking of the Company and have recommended the fair value of the Cable Business Undertaking vide their valuation report dated 5 November 2019. The total lump sum consideration payable by the Company to the Transferor Company for the purchase of Cable Business Undertaking has been arrived at on the basis of its fair valuation based on various methodologies/ approaches explained in the Valuation Report and various qualitative factors relevant to the Company and the business dynamics and growth potentials of the business, having regard to information base, key underlying assumptions and limitations. Based on the relevant factors and circumstances as outlined in the Valuation Report, the fair value of the Cable Business Undertaking has been determined at Rs. 214.50 crores which shall be subject to change due to customary closing adjustment on account of changes in the working capital as on Appointed Date.
- 4.2 No special valuation difficulties were reported.

### **5. Share Exchange Ratios**

Board noted that the Scheme does not contemplate any allotment of shares of the Company.



Based on the above, in the opinion of the Board, Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

By Order of the Board

**For TCL Cables Private Limited**

JAYESH  
NARENDRA  
KMAR DESAI

Digitally signed by  
JAYESH  
NARENDRAKMAR  
DESAI  
Date: 2020.06.18  
19:49:35 +05'30'

Jayesh Desai  
Director  
(DIN: 02295309)

---

**TCL CABLES PRIVATE LIMITED**  
**U31904GJ2019PTC110468**  
**Regd Office: Torrent Power Ltd-Cables Unit, Yoginagar Mission Road, Nadiad-387002**  
**Tel.: 079-26628300, Email: cs@torrentpower.com**



**Annexure - VIII**

**TORRENT POWER LIMITED**  
**Balance sheet**  
**as at March 31, 2020**

	As at March 31, 2020	(₹ in Crore) As at March 31, 2019
<b>Assets</b>		
<b>Non-current assets</b>		
Property, plant and equipment	15,587.93	16,995.13
Right-of-use assets	187.94	-
Capital work-in-progress	567.40	358.77
Intangible assets	14.98	17.31
Intangible assets under development	0.19	-
Financial assets		
Investments	518.77	689.93
Loans	1,123.92	145.15
Other financial assets	1.08	230.61
Non-current tax assets (net)	16.44	26.69
Other non-current assets	327.36	901.56
	<b>18,346.01</b>	<b>19,365.15</b>
<b>Current assets</b>		
Inventories	597.89	626.67
Financial assets		
Investments	502.20	472.46
Trade receivables	1,180.58	1,170.53
Cash and cash equivalents	79.42	114.33
Bank balances other than cash and cash equivalents	144.78	211.92
Loans	91.39	204.02
Other financial assets	1,825.44	1,581.30
Other current assets	111.92	78.28
	<b>4,533.62</b>	<b>4,459.51</b>
	<b>22,879.63</b>	<b>23,824.66</b>
<b>Equity and liabilities</b>		
<b>Equity</b>		
Equity share capital	480.62	480.62
Other equity	8,706.65	8,456.18
	<b>9,187.27</b>	<b>8,936.80</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Financial liabilities		
Borrowings	7,296.28	8,033.38
Trade payables		
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues other than micro and small enterprises	109.71	109.34
Other financial liabilities	33.29	0.24
Provisions	102.82	83.15
Deferred tax liabilities (net)	542.51	1,556.26
Other non-current liabilities	1,129.07	1,020.95
	<b>9,213.68</b>	<b>10,803.32</b>
<b>Current liabilities</b>		
Financial liabilities		
Borrowings	-	300.05
Trade payables		
Total outstanding dues of micro and small enterprises	24.83	27.10
Total outstanding dues other than micro and small enterprises	1,002.43	777.29
Other financial liabilities	2,612.36	2,328.75
Other current liabilities	575.54	592.70
Provisions	241.89	42.29
Current tax liabilities (net)	21.63	16.36
	<b>4,478.68</b>	<b>4,084.54</b>
	<b>22,879.63</b>	<b>23,824.66</b>

In terms of our report attached

**For Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number : 012754N / N500016

**Pradip Kanakia**  
Partner  
Membership No.: 039985  
Bengaluru, May 18, 2020

**For and on behalf of the Board of Directors**

**Samir Mehta**  
Chairperson  
DIN:00061903

**Sanjay Dalal**  
Chief Financial Officer

**Rahul Shah**  
Company Secretary

Ahmedabad, May 18, 2020



**TORRENT POWER LIMITED**

**Statement of profit and loss**

for the year ended March 31, 2020

	Year ended March 31, 2020	(₹ in Crore) Year ended March 31, 2019
<b>Income</b>		
Revenue from operations	13,442.04	12,977.52
Other income	245.09	261.55
<b>Total income</b>	<b>13,687.13</b>	<b>13,239.07</b>
<b>Expenses</b>		
Electrical energy purchased	3,709.40	4,116.50
Fuel cost	4,250.54	4,019.46
Cost of materials consumed	250.60	259.86
Purchase of stock-in-trade	53.69	229.46
Changes in inventories of finished goods and work-in-progress	1.45	(19.58)
Employee benefits expense	528.49	484.21
Finance costs	891.86	892.15
Depreciation and amortization expense	1,230.16	1,163.05
Other expenses	1,225.04	845.60
<b>Total expenses</b>	<b>12,141.23</b>	<b>11,990.71</b>
<b>Profit before exceptional items and tax</b>	<b>1,545.90</b>	<b>1,248.36</b>
Exceptional items	1,000.00	-
<b>Profit before tax</b>	<b>545.90</b>	<b>1,248.36</b>
<b>Tax expense</b>		
Current tax	305.94	269.26
Deferred tax	(998.18)	89.86
	<b>(692.24)</b>	<b>359.12</b>
<b>Profit for the year</b>	<b>1,238.14</b>	<b>889.24</b>
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of the defined benefit plans	(44.57)	(9.55)
Tax relating to remeasurement of the defined benefit plans	(15.57)	(3.34)
<b>Other comprehensive income for the year (net of tax)</b>	<b>(29.00)</b>	<b>(6.21)</b>
<b>Total comprehensive income for the year</b>	<b>1,209.14</b>	<b>883.03</b>
Basic and diluted earnings per share of face value of ₹10 each (in ₹)	25.76	18.50

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number : 012754N / N500016

Samir Mehta  
Chairperson  
DIN:00061903

Sanjay Dalal  
Chief Financial Officer

Pradip Kanakia  
Partner  
Membership No.: 039985

Rahul Shah  
Company Secretary

Bengaluru, May 18, 2020

Ahmedabad, May 18, 2020

**TORRENT POWER LIMITED**
**Statement of cash flow**
**for the year ended March 31, 2020**

	Year ended March 31, 2020	(₹ in Crore) Year ended March 31, 2019
<b>Cash flow from operating activities</b>		
Net profit before tax	545.90	1,248.36
<b>Adjustments for :</b>		
Depreciation and amortization expense	1,230.16	1,163.05
Amortisation of deferred revenue	(73.67)	(63.66)
Provision of earlier years written back	(3.69)	(26.98)
Loss on sale / discarding of property, plant and equipment	16.19	17.97
Gain on disposal of property, plant and equipment	(2.89)	(8.40)
Bad debts written off (net of recovery)	(17.41)	3.96
Provision for onerous contracts	161.78	-
Allowance for doubtful debts (net)	82.43	15.88
Exceptional items	1,000.00	-
Finance costs	891.86	892.15
Interest income	(142.22)	(147.91)
Dividend income	(15.32)	(6.66)
Allowance / impairment for non-current investments	1.55	1.35
Gain on sale of current investments in mutual funds	(40.76)	(40.33)
Gain on sale of non-current investments	(8.64)	-
Net (gain) / loss arising on current investments in mutual funds measured at fair value through profit or loss	0.36	6.16
Net gain arising on financial assets / liabilities measured at amortised cost	(13.84)	(24.45)
Net unrealised loss / (gain) on foreign currency transactions	12.30	(4.70)
<b>Operating profit before working capital changes</b>	<b>3,624.09</b>	<b>3,025.79</b>
<b>Movement in working capital:</b>		
Adjustments for decrease / (increase) in operating assets:		
Inventories	28.78	(172.29)
Trade receivables	(75.07)	(65.89)
Loans	(1.16)	1.27
Other financial assets	(2.53)	(508.48)
Other assets	(26.71)	(37.86)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	204.18	174.09
Other financial liabilities	41.06	115.68
Provisions	12.92	5.12
Other liabilities	(21.05)	75.42
<b>Cash generated from operations</b>	<b>3,784.51</b>	<b>2,612.85</b>
Taxes paid (net)	(290.43)	(279.04)
<b>Net cash flow generated from operating activities</b>	<b>3,494.08</b>	<b>2,333.81</b>
<b>Cash flow from investing activities</b>		
Payments for property, plant and equipment & intangible assets	(679.78)	(1,583.19)
Proceeds from sale of property, plant and equipment	9.55	100.80
Non-current Investment in subsidiaries	(2.00)	(221.00)
Non-current (investment in) / redemption of debentures from associates	191.62	(78.30)
Purchase of non-current investments	(1.92)	(1.93)
(Loans to) / repayment of loans from related parties (net)	(839.73)	324.49
(Investments) / redemption in bank deposits (net) (maturity more than three months)	68.75	(76.95)
Interest received	106.45	122.94
(Purchase of) / proceeds from current investments (net)	10.66	175.83
Dividend received from non-current investments	15.32	6.66
Bank balances not considered as cash and cash equivalents	-	(0.02)
<b>Net cash generated from / (used in) investing activities</b>	<b>(1,121.08)</b>	<b>(1,230.67)</b>
<b>Cash flow from financing activities</b>		
Proceeds from long-term borrowings	1,770.00	317.03
Proceeds from short-term borrowings	250.00	1,200.05
Repayment of long-term borrowings	(317.89)	(427.19)
Prepayment of long-term borrowings	(1,970.64)	(290.75)
Repayment of short-term borrowings	(550.05)	(900.00)
Repayment of Accelerated Power Development and Reform Programme (APDRP) loan	(3.82)	(3.82)
Receipt of contribution from consumers	185.69	166.00
Dividend paid (including dividend distribution tax)	(958.67)	(288.34)
Principal elements of finance lease payments	(5.71)	-
Finance costs paid	(806.82)	(896.02)
<b>Net cash generated from / (used in) financing activities</b>	<b>(2,407.91)</b>	<b>(1,123.04)</b>



**TORRENT POWER LIMITED**

**Statement of cash flow**

for the year ended March 31, 2020

	Year ended March 31, 2020	(₹ in Crore) Year ended March 31, 2019
Net (decrease) / increase in cash and cash equivalents	(34.91)	(19.90)
Cash and cash equivalents as at beginning of the year	<u>114.33</u>	<u>134.23</u>
Cash and cash equivalents as at end of the year	<u>79.42</u>	<u>114.33</u>

**Footnotes:**

	As at March 31, 2020	(₹ in Crore) As at March 31, 2019
1 Cash and cash equivalents as at end of the year:		
Balances with banks		
Balance in current accounts	78.14	106.86
Balance in fixed deposit accounts (original maturity for less than three months)	-	0.03
Cheques, drafts on hand	0.94	6.02
Cash on hand	<u>0.34</u>	<u>1.42</u>
	<u>79.42</u>	<u>114.33</u>

2 The statement of cash flow has been prepared under the 'Indirect Method' set out in Indian Accounting Standards (Ind AS) - 7 "Statement of Cash Flows" .

In terms of our report attached

**For and on behalf of the Board of Directors**

**For Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number : 012754N / N500016

**Samir Mehta**  
Chairperson  
DIN:00061903

**Sanjay Dalal**  
Chief Financial Officer

**Pradip Kanakia**  
Partner  
Membership No.: 039985  
Bengaluru, May 18, 2020

**Rahul Shah**  
Company Secretary

Ahmedabad, May 18, 2020

**TORRENT POWER LIMITED**  
**Statement of changes in equity for the year ended March 31, 2020**  
**A. Equity share capital**

	(₹ in Crore)
Balance as at April 01, 2018	480.62
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2019</b>	<b>480.62</b>
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2020</b>	<b>480.62</b>

**B. Other equity**

	Securities premium	Debt redemption reserve	Contingency reserve	Special reserve	General reserve	Retained earnings	Total
<b>Balance as at April 01, 2018</b>	<b>0.03</b>	<b>163.68</b>	<b>7.95</b>	<b>78.07</b>	<b>3,583.89</b>	<b>3,378.45</b>	<b>7,212.07</b>
Impact on adoption of Ind AS 115	-	-	-	-	-	649.42	649.42
<b>Restated balance as at April 01, 2018</b>	<b>0.03</b>	<b>163.68</b>	<b>7.95</b>	<b>78.07</b>	<b>3,583.89</b>	<b>4,027.87</b>	<b>7,861.49</b>
Profit for the year	-	-	-	-	-	889.24	889.24
Other comprehensive income for the year, net of income tax	-	-	-	-	-	(6.21)	(6.21)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>883.03</b>	<b>883.03</b>
Transfer to debt redemption reserve	-	34.22	-	-	-	(34.22)	-
Transfer to contingency reserve	-	-	1.81	-	-	(1.81)	-
Dividend paid	-	-	-	-	-	(240.31)	(240.31)
Dividend distribution tax paid	-	-	-	-	-	(48.03)	(48.03)
<b>Balance as at March 31, 2019</b>	<b>0.03</b>	<b>197.90</b>	<b>9.76</b>	<b>78.07</b>	<b>3,583.89</b>	<b>4,586.53</b>	<b>8,456.18</b>
<b>Balance as at April 01, 2019</b>	<b>0.03</b>	<b>197.90</b>	<b>9.76</b>	<b>78.07</b>	<b>3,583.89</b>	<b>4,586.53</b>	<b>8,456.18</b>
Profit for the year	-	-	-	-	-	1,238.14	1,238.14
Other comprehensive income for the year, net of income tax	-	-	-	-	-	(29.00)	(29.00)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,209.14</b>	<b>1,209.14</b>
Transfer to debt redemption reserve	-	60.20	-	-	-	(60.20)	-
Transfer to contingency reserve	-	-	1.83	-	-	(1.83)	-
Dividend (including interim dividend) paid	-	-	-	-	-	(797.82)	(797.82)
Dividend distribution tax paid	-	-	-	-	-	(160.85)	(160.85)
<b>Balance as at March 31, 2020</b>	<b>0.03</b>	<b>258.10</b>	<b>11.59</b>	<b>78.07</b>	<b>3,583.89</b>	<b>4,774.97</b>	<b>8,706.65</b>

In terms of our report attached

**For Price Waterhouse Chartered Accountants LLP**  
 Firm Registration Number : 012754N / N500016

**Samir Mehta**  
 Chairperson  
 DIN:00061903

**Sanjay Dalal**  
 Chief Financial Officer

**Pradip Kanakia**  
 Partner  
 Membership No.: 039985  
 Bengaluru, May 18, 2020

**Rahul Shah**  
 Company Secretary  
 Ahmedabad, May 18, 2020





**TORRENT POWER LIMITED**  
**Consolidated balance sheet**  
as at March 31, 2020

	As at March 31, 2020	(₹ in Crore) As at March 31, 2019
<b>Assets</b>		
<b>Non-current assets</b>		
Property, plant and equipment	17,366.37	17,996.58
Right-of-use assets	187.94	-
Capital work-in-progress	567.40	359.27
Intangible assets	14.98	17.31
Intangible assets under development	0.19	-
Financial assets		
Investments	115.95	287.56
Loans	176.19	16.74
Other financial assets	1.09	230.61
Deferred tax assets (net)	19.86	3.56
Non-current tax assets (net)	22.06	28.36
Other non-current assets	327.35	1,028.99
	<u>18,799.38</u>	<u>19,968.98</u>
<b>Current assets</b>		
Inventories	598.24	627.03
Financial assets		
Investments	607.59	626.86
Trade receivables	1,279.75	1,229.69
Cash and cash equivalents	91.16	116.07
Bank balances other than cash and cash equivalents above	189.10	211.93
Loans	15.38	15.07
Other financial assets	1,925.33	1,679.38
Other current assets	117.11	79.02
	<u>4,823.66</u>	<u>4,585.05</u>
	<u>23,623.04</u>	<u>24,554.03</u>
<b>Equity and liabilities</b>		
<b>Equity</b>		
Equity share capital	480.62	480.62
Other equity	8,672.92	8,489.61
	<u>9,153.54</u>	<u>8,970.23</u>
Non-controlling interests	35.63	37.39
	<u>9,189.17</u>	<u>9,007.62</u>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Financial liabilities		
Borrowings	7,796.30	8,576.45
Trade payables		
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues other than micro and small enterprises	109.71	109.34
Other financial liabilities	33.29	0.24
Provisions	102.97	83.24
Deferred tax liabilities (net)	552.80	1,565.38
Other non-current liabilities	1,132.44	1,024.74
	<u>9,727.51</u>	<u>11,359.39</u>
<b>Current liabilities</b>		
Financial liabilities		
Borrowings	3.28	300.05
Trade payables		
Total outstanding dues of micro and small enterprises	25.19	27.17
Total outstanding dues other than micro and small enterprises	1,012.72	782.58
Other financial liabilities	2,789.56	2,417.69
Other current liabilities	584.01	600.67
Provisions	269.90	42.44
Current tax liabilities (net)	21.70	16.42
	<u>4,706.36</u>	<u>4,187.02</u>
	<u>23,623.04</u>	<u>24,554.03</u>

In terms of our report attached

For and on behalf of the Board of Directors

For Price Waterhouse Chartered Accountants LLP  
Firm Registration Number : 012754N / N500016

Samir Mehta  
Chairperson  
DIN:00061903

Sanjay Dalal  
Chief Financial Officer

Pradip Kanakia  
Partner  
Membership No.: 039985  
Bengaluru, May 18, 2020

Rahul Shah  
Company Secretary  
Ahmedabad, May 18, 2020





**TORRENT POWER LIMITED**

**Consolidated statement of profit and loss**

for the year ended March 31, 2020

	Year ended March 31, 2020	(₹ in Crore) Year ended March 31, 2019
<b>Income</b>		
Revenue from operations	13,640.63	13,150.97
Other income	177.59	189.59
<b>Total income</b>	<b>13,818.22</b>	<b>13,340.56</b>
<b>Expenses</b>		
Electrical energy purchased	3,709.40	4,116.50
Fuel cost	4,250.54	4,019.46
Cost of materials consumed	250.60	259.86
Purchase of stock-in-trade	53.69	229.46
Changes in inventories of finished goods and work-in-progress	1.45	(19.58)
Employee benefits expense	532.05	486.42
Finance costs	954.55	898.93
Depreciation and amortization expense	1,304.27	1,226.53
Other expenses	1,286.83	859.37
<b>Total expenses</b>	<b>12,343.38</b>	<b>12,076.95</b>
<b>Profit before exceptional items and tax</b>	<b>1,474.84</b>	<b>1,263.61</b>
Exceptional items	1,000.00	-
<b>Profit before tax</b>	<b>474.84</b>	<b>1,263.61</b>
<b>Tax expense</b>		
Current tax	309.26	275.51
Deferred tax	(1,013.30)	84.27
	<b>(704.04)</b>	<b>359.78</b>
<b>Profit for the year</b>	<b>1,178.88</b>	<b>903.83</b>
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified to profit or loss</b>		
Remeasurement of the defined benefit plans	(44.60)	(9.60)
Tax relating to remeasurement of the defined benefit plans	(15.58)	(3.35)
<b>Other comprehensive income for the year (net of tax)</b>	<b>(29.02)</b>	<b>(6.25)</b>
<b>Total comprehensive income for the year</b>	<b>1,149.86</b>	<b>897.58</b>
<b>Profit for the year attributable to:</b>		
Owners of the Company	1,174.15	898.94
Non-controlling interests	4.73	4.89
	<b>1,178.88</b>	<b>903.83</b>
<b>Other comprehensive income for the year attributable to:</b>		
Owners of the Company	(29.02)	(6.25)
Non-controlling interests	-	-
	<b>(29.02)</b>	<b>(6.25)</b>
<b>Total comprehensive income for the year attributable to:</b>		
Owners of the Company	1,145.13	892.69
Non-controlling interests	4.73	4.89
	<b>1,149.86</b>	<b>897.58</b>
Basic and diluted earnings per share of face value of ₹ 10 each (in ₹)	24.43	18.70

In terms of our report attached

For and on behalf of the Board of Directors

**For Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number : 012754N / N500016

**Samir Mehta**  
Chairperson  
DIN:00061903

**Sanjay Dalal**  
Chief Financial Officer

**Pradip Kanakia**  
Partner  
Membership No.: 039985

**Rahul Shah**  
Company Secretary

Bengaluru, May 18, 2020

Ahmedabad, May 18, 2020

**TORRENT POWER LIMITED**  
**Consolidated statement of cash flow**  
for the year ended March 31, 2020

	Year ended March 31, 2020	(₹ in Crore) Year ended March 31, 2019
<b>Cash flow from operating activities</b>		
Net profit before tax	474.84	1,263.61
<b>Adjustments for :</b>		
Depreciation and amortization expense	1,304.27	1,226.53
Amortisation of deferred revenue	(74.09)	(64.07)
Provision of earlier years written back	(3.69)	(26.98)
Loss on sale / discarding of property, plant and equipment	39.64	17.97
Gain on disposal of property, plant and equipment	(2.89)	(8.40)
Bad debts written off (net of recovery)	(17.41)	3.96
Provision for onerous contracts	189.78	-
Allowance for doubtful debts (net)	82.43	17.44
Exceptional items	1,000.00	-
Finance costs	954.55	898.93
Interest income	(81.96)	(75.94)
Gain on sale of current investments in mutual funds	(49.77)	(49.56)
Gain on sale of non-current investments	(8.64)	-
Net (gain) / loss arising on current investments in mutual funds measured at fair value through profit or loss	1.79	9.09
Net gain arising on financial assets / liabilities measured at amortised cost	(13.84)	(24.45)
Net unrealised loss / (gain) on foreign currency transactions	12.30	(4.70)
<b>Operating profit before working capital changes</b>	<b>3,807.31</b>	<b>3,183.43</b>
<b>Movement in working capital:</b>		
Adjustments for decrease / (increase) in operating assets:		
Inventories	28.79	(172.15)
Trade receivables	(115.08)	(120.64)
Loans	(1.81)	1.23
Other financial assets	(2.51)	(510.20)
Other assets	(31.14)	(37.84)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	209.45	178.04
Other financial liabilities	45.83	119.82
Provisions	12.81	5.20
Other liabilities	(20.56)	63.63
<b>Cash generated from operations</b>	<b>3,933.09</b>	<b>2,710.52</b>
Taxes paid (net)	(297.68)	(285.92)
<b>Net cash flow generated from operating activities</b>	<b>3,635.41</b>	<b>2,424.60</b>
<b>Cash flow from investing activities</b>		
Payments for property, plant and equipment & intangible assets	(1,333.68)	(1,988.67)
Proceeds from sale of property, plant and equipment	(13.48)	100.80
Non-current (investment in) / redemption of debentures from associates	191.62	(78.30)
Purchase of non-current investments	(1.92)	(1.93)
(Loans to) / repayment of loans from related parties (net)	(157.95)	-
(Investments) / redemption in bank deposits (net) (maturity more than three months)	24.43	(31.40)
Interest received	69.60	76.79
(Purchase of) / proceeds from current investments (net)	67.25	94.27
Bank balances not considered as cash and cash equivalents	-	(0.02)
<b>Net cash generated from / (used in) investing activities</b>	<b>(1,154.13)</b>	<b>(1,828.46)</b>
<b>Cash flow from financing activities</b>		
Proceeds from long-term borrowings	1,778.05	859.61
Proceeds from short-term borrowings	263.36	1,200.05
Repayment of long-term borrowings	(360.36)	(447.55)
Prepayment of long-term borrowings	(1,970.64)	(290.75)
Repayment of short-term borrowings	(560.13)	(900.00)
Repayment of Accelerated Power Development and Reform Programme (APDRP) loan	(3.82)	(3.82)
Receipt of contribution from consumers	185.69	166.00
Dividend paid (including dividend distribution tax)	(968.31)	(292.53)
Principal elements of finance lease payments	(5.71)	-
Finance costs paid	(864.32)	(907.58)
<b>Net cash generated from / (used) in financing activities</b>	<b>(2,506.19)</b>	<b>(616.57)</b>



**TORRENT POWER LIMITED**  
**Consolidated statement of cash flow**  
for the year ended March 31, 2020

	Year ended March 31, 2020	(₹ in Crore) Year ended March 31, 2019
Net (decrease) / increase in cash and cash equivalents	(24.91)	(20.43)
Cash and cash equivalents as at beginning of the year	<u>116.07</u>	<u>136.50</u>
Cash and cash equivalents as at end of the year	<u>91.16</u>	<u>116.07</u>

Footnotes:

	As at March 31, 2020	(₹ in Crore) As at March 31, 2019
1 Cash and cash equivalents as at end of the year:		
Balances with banks		
Balance in current accounts	89.87	107.85
Balance in fixed deposit accounts (original maturity for less than three months)	-	0.78
Cheques, drafts on hand	0.94	6.02
Cash on hand	<u>0.35</u>	<u>1.42</u>
	<u>91.16</u>	<u>116.07</u>

2 The consolidated statement of cash flow has been prepared under the 'Indirect Method' set out in Indian Accounting Standard (Ind AS) - 7 "Statement of Cash Flows".

In terms of our report attached

**For and on behalf of the Board of Directors**

**For Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number : 012754N / N500016

**Samir Mehta**  
Chairperson  
DIN:00061903

**Sanjay Dalal**  
Chief Financial Officer

**Pradip Kanakia**  
Partner  
Membership No.: 039985  
Bengaluru, May 18, 2020

**Rahul Shah**  
Company Secretary

Ahmedabad, May 18, 2020

**TORRENT POWER LIMITED**  
**Consolidated statement of changes in equity for the year ended March 31, 2020**

**A. Equity share capital**

	(₹ in Crore)
Balance as at April 01, 2018	480.62
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2019</b>	<b>480.62</b>
Changes in equity share capital during the year	-
<b>Balance as at March 31, 2020</b>	<b>480.62</b>

**B. Other equity**

	Securities premium	Debt redemption reserve	Contingency reserve	Reserves and surplus	General reserve	Retained earnings	Other equity attributable to equity holders of the Company	Non-controlling interests	Total
<b>Balance as at April 01, 2018</b>	0.03	163.68	7.95	78.07	3,583.89	3,405.29	7,238.91	35.92	7,274.83
Impact on adoption of Ind AS 115	-	-	-	-	-	647.72	647.72	(0.60)	647.12
<b>Restated balance as at April 01, 2018</b>	<b>0.03</b>	<b>163.68</b>	<b>7.95</b>	<b>78.07</b>	<b>3,583.89</b>	<b>4,053.01</b>	<b>7,886.63</b>	<b>35.32</b>	<b>7,921.95</b>
Profit for the year	-	-	-	-	-	898.94	898.94	4.89	903.83
Other comprehensive income for the year, net of income tax	-	-	-	-	-	(6.25)	(6.25)	-	(6.25)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>892.69</b>	<b>892.69</b>	<b>4.89</b>	<b>897.58</b>
Transfer to debt redemption reserve	-	34.22	-	-	-	(34.22)	-	-	-
Transfer to contingency reserve	-	-	1.81	-	-	(1.81)	-	-	-
Dividend (including interim dividend) paid	-	-	-	-	-	(240.31)	(240.31)	(2.34)	(242.65)
Dividend distribution tax paid	-	-	-	-	-	(49.40)	(49.40)	(0.48)	(49.88)
<b>Balance as at March 31, 2019</b>	<b>0.03</b>	<b>197.90</b>	<b>9.76</b>	<b>78.07</b>	<b>3,583.89</b>	<b>4,619.96</b>	<b>8,489.61</b>	<b>37.39</b>	<b>8,527.00</b>
<b>Balance as at April 01, 2019</b>	<b>0.03</b>	<b>197.90</b>	<b>9.76</b>	<b>78.07</b>	<b>3,583.89</b>	<b>4,619.96</b>	<b>8,489.61</b>	<b>37.39</b>	<b>8,527.00</b>
Profit for the year	-	-	-	-	-	1,174.15	1,174.15	4.73	1,178.88
Other comprehensive income for the year, net of income tax	-	-	-	-	-	(29.02)	(29.02)	-	(29.02)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,145.13</b>	<b>1,145.13</b>	<b>4.73</b>	<b>1,149.86</b>
Transfer to debt redemption reserve	-	60.20	-	-	-	(60.20)	-	-	-
Transfer to contingency reserve	-	-	1.83	-	-	(1.83)	-	-	-
Dividend (including interim dividend) paid	-	-	-	-	-	(797.82)	(797.82)	(5.38)	(803.20)
Dividend distribution tax paid	-	-	-	-	-	(164.00)	(164.00)	(1.11)	(165.11)
<b>Balance as at March 31, 2020</b>	<b>0.03</b>	<b>258.10</b>	<b>11.59</b>	<b>78.07</b>	<b>3,583.89</b>	<b>4,741.24</b>	<b>8,672.92</b>	<b>35.63</b>	<b>8,708.55</b>

In terms of our report attached

**For Price Waterhouse Chartered Accountants LLP**  
 Firm Registration Number : 012754N / N500016

**Pradip Kanakia**  
 Partner  
 Membership No. : 039985  
 Bengaluru, May 18, 2020

**Samir Mehta**  
 Chairperson  
 DIN:00061903

**Sanjay Dalal**  
 Chief Financial Officer

**Rahul Shah**  
 Company Secretary  
 Ahmedabad, May 18, 2020



**For and on behalf of the Board of Directors**



**TCL CABLES PRIVATE LIMITED**

**Balance Sheet**

as at 31<sup>st</sup> March, 2020

(Amount in Hundred)

As at  
31<sup>st</sup> March, 2020

**Assets**

**Non-current assets**

Deferred tax assets (net)

363.88

363.88

**Current assets**

Financial assets

Investments

1,93,017.24

Cash and cash equivalents

9,384.15

2,02,401.39

2,02,765.27

**Equity and liabilities**

**Equity**

Equity Share capital

2,00,000.00

Other equity

938.27

2,00,938.27

**Liabilities**

**Current liabilities**

Financial liabilities

Trade payables

Total outstanding dues of micro and small enterprises

-

Total outstanding dues other than micro and small enterprises

1,050.31

Other current liabilities

97.25

Current tax liabilities (net)

679.44

1,827.00

2,02,765.27

See accompanying notes forming part of the financial statements

In term of our report attached

For and on behalf of the Board of Directors

**For Price Waterhouse Chartered Accountants LLP**

Chartered Accountants

Firm Registration Number : 012754N / N500016

**Viren Shah**

Partner

Membership No.: 046521

**Jayesh Desai**

Chairperson

DIN:02295309

Place: Ahmedabad

Date: 15 May 2020

Place: Ahmedabad

Date: 15 May 2020



TCL CABLES PRIVATE LIMITED

**Statement of Profit and Loss**

For the period from 23<sup>rd</sup> October, 2019 (Date of incorporation) to 31<sup>st</sup> March, 2020

(Amount in Hundred)

From 23<sup>rd</sup> Oct, 2019  
to 31<sup>st</sup> March, 2020

**Income**

Other income

3,017.24

**Total income**

**3,017.24**

**Expenses**

Other expenses

1,763.41

**Total expenses**

**1,763.41**

**Profit before tax**

1,253.83

**Tax expenses**

Current tax

679.44

Deferred tax

(363.88)

315.56

**Profit for the period**

**938.27**

**Other comprehensive income**

-

**Other comprehensive income for the period (net of tax)**

-

**Total comprehensive income for the period**

**938.27**

Basic and diluted earnings per share of face value of ₹ 10 each (in ₹ )

0.11

See accompanying notes forming part of the financial statements

In term of our report attached

**For and on behalf of the Board of Directors**

**For Price Waterhouse Chartered Accountants LLP**

Chartered Accountants

Firm Registration Number : 012754N / N500016

**Viren Shah**

Partner

Membership No.: 046521

Place: Ahmedabad

Date: 15 May 2020

**Jayesh Desai**

Chairperson

DIN:02295309

Place: Ahmedabad

Date: 15 May 2020



**TCL CABLES PRIVATE LIMITED**

**Cash flow statement**

(Amount in Hundred)

For the period from 23<sup>rd</sup> October, 2019 (Date of incorporation) to 31<sup>st</sup> March, 2020

From 23<sup>rd</sup> Oct, 2019  
to 31<sup>st</sup> March, 2020

**Cash flow from operating activities**

Net profit before tax	1,253.83
<b>Adjustments for :</b>	
Gain on sale of current investment in mutual fund	(2,699.63)
Net gain arising on current investments in mutual funds measured at fair value through profit or loss	(317.61)
<b>Operating profit / (Loss) before working capital changes</b>	<b>(1,763.41)</b>

**Movement in working capital:**

Adjustments for increase / (decrease) in operating liabilities:	
Trade payables	1,050.31
Other current liabilities	97.25
<b>Cash generated from / (Used in) operations</b>	<b>(615.85)</b>
Taxes paid	-
<b>Net cash flow from operating activities</b>	<b>(615.85)</b>

**Cash flow from investing activities**

Purchase of / proceeds from current investment (net)	(1,90,000.00)
<b>Net cash generated from / (used in) investing activities</b>	<b>(1,90,000.00)</b>

**Cash flow from financing activities**

Share Capital	2,00,000.00
<b>Net cash generated from / (used in) financing activities</b>	<b>2,00,000.00</b>

<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>9,384.15</b>
<b>Cash and cash equivalents as at beginning of the period</b>	<b>-</b>
<b>Cash and cash equivalents as at end of the period</b>	<b>9,384.15</b>

See accompanying notes forming part of the financial statements

**Notes:**

1. Cash and cash equivalents as at end of the period:	From 23 <sup>rd</sup> Oct, 2019 to 31 <sup>st</sup> March, 2020
Cash and cash equivalents	
Balance in current accounts	9,384.15
	<b>9,384.15</b>
2. The Cash Flow Statement has been prepared under the 'Indirect Method' set out in Indian Accounting Standards (Ind AS), Ind AS 7 - Statement of Cash Flows .	

In term of our report attached

**For and on behalf of the Board of Directors**

**For Price Waterhouse Chartered Accountants LLP**

Chartered Accountants  
Firm Registration Number : 012754N / N500016

**Viren Shah**

Partner  
Membership No.: 046521  
Place: Ahmedabad  
Date: 15 May 2020

**Jayesh Desai**

Chairperson  
DIN:02295309

Place: Ahmedabad  
Date: 15 May 2020



**TCL CABLES PRIVATE LIMITED**

**Statement of changes in equity for the period from 23<sup>rd</sup> October, 2019 (Date of incorporation) to 31<sup>st</sup> March, 2020**

(Amount in Hundred)

**A. Equity share capital**

<b>Balance as at 23<sup>rd</sup> October, 2019</b>	-
Changes in equity share capital during the period	<u>2,00,000.00</u>
<b>Balance as 31<sup>st</sup> March, 2020</b>	<u><u>2,00,000.00</u></u>

**B. Other equity**

	<b>Reserves and surplus Retained earnings</b>
<b>Balance as at 23<sup>rd</sup> October, 2019</b>	-
Profit for the period	938.27
Other comprehensive income for the period, net of income tax	<u>-</u>
<b>Total comprehensive income for the period</b>	<u>938.27</u>
<b>Balance as at 31<sup>st</sup> March, 2020</b>	<u><u>938.27</u></u>

In terms of our report attached

**For and on behalf of the Board of Directors**

**For Price Waterhouse Chartered Accountants LLP**

Chartered Accountants  
Firm Registration Number : 012754N / N500016

**Jayesh Desai**  
Chairperson  
DIN:02295309

**Viren Shah**  
Partner  
Membership No.: 046521

Place: Ahmedabad  
Date: 15 May 2020

Place: Ahmedabad  
Date: 15 May 2020



# VIVRO

**Vivro Financial Services Private Limited** **Annexure - IX**

**Regd. Office :**  
Vivro House, 11, Shashi Colony, Opp. Suvidha Shopping Center,  
Paidi, Ahmedabad, Gujarat, India - 380007  
Tel. : +91 (79) 4040 4242  
www.vivro.net

**July 09, 2020**

To,  
The Board of Directors and Shareholders,  
**Torrent Power Limited**  
"Samanvay", 600 Tapovan, Ambawadi, Ahmedabad - 380 015, Gujarat, India.

Dear Sirs/Madams,

**Sub: Due Diligence Certificate on the adequacy and accuracy of disclosure of information pertaining to TCL Cables Private Limited ("Transferee Company") in the format of abridged prospectus in relation to proposed Scheme of Arrangement between Torrent Power Limited ("Transferor Company"/"TPL") and TCL Cables Private Limited ("Transferee Company"/"TCPL") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme of Arrangement"/"Scheme").**

This is with reference to our engagement letter dated July 08, 2020 entered with Torrent Power Limited ("TPL") for certifying the adequacy and accuracy of disclosure of information pertaining to TCL Cables Private Limited ("TCPL"), prepared by TCPL and to be sent to the shareholders of TPL at the time of seeking their approval for the Scheme.

The Scheme of Arrangement provides for transfer and vesting of the Cable Business Undertaking (CBU) (as defined in the Scheme) of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis, and for which lump sum consideration shall be paid by the Transferee Company to the Transferor Company on the agreed terms and conditions as set out in the Scheme, in accordance with Section 2(42C) of the Income Tax Act, 1961 and for matters consequential, incidental, supplemental and/or otherwise integrally connected therewith.

SEBI vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended ("SEBI Circular") prescribed requirements to be fulfilled by listed entities when they propose a Scheme of Arrangement. The SEBI Circular, *inter alia*, provides that in the event a listed entity enters into a scheme of arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for abridged prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations").

Further, the adequacy and accuracy of such disclosure of information pertaining to unlisted entity is required to be certified by a SEBI registered Merchant Banker.

Accordingly, we have been provided the abridged prospectus of TCPL ("**Abridged Prospectus**") as prepared by TCPL and enclosed herewith. The Abridged Prospectus will be circulated to the shareholders TPL at the time of seeking their approval to the Scheme as a part of the explanatory statement to the notice.

*Based on the information, documents, confirmations, representations, undertakings and certificates provided to us by TPL and TCPL and as well discussions with their management, directors and officers, we confirm that the information contained in the Abridged Prospectus of TCPL is adequate and accurate in terms of the SEBI Circular read with Part E of Schedule VI of the SEBI ICDR Regulations.*



The above confirmation is based on the information, documents and explanations provided by TPL and TCPL, explanations provided by the management of TPL and TCPL and information available in public domain. Wherever required, appropriate representations from TPL, TCPL and others have also been obtained. This certificate is based on such information and explanations as are received or provided till the date of this Certificate. We have relied on the financials, information and representations provided to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit for financial information and accordingly we do not express an opinion on the fairness of the financial information referred to in the Abridged Prospectus and have assumed that the same is complete and accurate in all material aspects on an as is basis. This Certificate is a specific purpose certificate issued in terms of and in compliance with the SEBI Circular and hence it should not be used for any other purpose or transaction. This certificate is not, nor should it be construed as our opining or certifying the compliance of the proposed Scheme of Arrangement with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all on the Company's decision to affect the Scheme or how the holders of equity shares and/or secured and/or unsecured creditors should vote at their respective meetings held in connection with the proposed Scheme. We do not and should not be deemed to have expressed any views on any terms of the Scheme or its success. We also express no opinion, and accordingly accept no responsibility for or as to the price at which the equity shares of TPL will trade following the Scheme or as to the financial performance of TPL and TCPL following the consummation of the Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/investors should buy, sell or hold any stake in TPL or any of its related parties. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this certificate.

**For, Vivro Financial Services Private Limited**

  
**Jayesh Vithlani**  
**SVP – Capital Markets**



Place: Ahmedabad

Encl.: As above

### Abridged Prospectus

Abridged Prospectus/Memorandum containing information pertaining to TCL Cables Private Limited (TCPL) which is a party to the Scheme of Arrangement proposed to be made between Torrent Power Limited (hereinafter known as '**Transferor Company**'/'TPL') and TCL Cables Private Limited (hereinafter known as '**Transferee Company**'/'TCPL') and their respective shareholders and creditors pursuant to Sections 230 to 232 of the Companies Act, 2013 (hereinafter referred to as a '**Scheme**'). This document is prepared pursuant to SEBI Circular no CFD/DIL3/2017/21 dated March 10, 2017, as amended ('**SEBI Circular**') read with Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('**SEBI ICDR Regulations**').

THIS ABRIDGED PROSPECTUS CONTAINS 5 PAGES. PLEASE ENSURE YOU HAVE RECEIVED ALL PAGES.

Name and Corporate Details
<p><b>Name:</b> TCL Cables Private Limited</p> <p><b>Registered Office:</b> Torrent Power Ltd - Cables Unit, Yoginagar, Mission Road, Nadiad-387 002, Dist. Kheda, Gujarat, India.</p> <p><b>Phone Number:</b> 079- 2662 8300 <b>Email:</b> cs@torrentpower.com <b>Website:</b> Not available</p> <p><b>Corporate Identity Number:</b> U31904GJ2019PTC110468</p> <p><b>Contact Person:</b> Jayesh Desai, Director</p>
Name of Promoter of TCL Cables Private Limited
Torrent Power Limited
Issue Details, Listing and Procedure
<p>The Scheme is presented under Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 2013 for transfer and vesting of the Cable Business Undertaking (CBU) (as defined in the Scheme) of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis, and for which lump sum consideration shall be paid by the Transferee Company to the Transferor Company on the agreed terms and conditions as set out in the Scheme, in accordance with Section 2(42C) of the Income Tax Act, 1961 and for matters consequential, incidental, supplemental and/or otherwise integrally connected therewith.</p> <p>Upon the Scheme becoming effective and upon transfer and vesting of the CBU in the Transferee Company, the Transferee Company shall discharge the lump sum consideration payable by it to the Transferor Company for ₹ 214.50 crores by way of cash consideration. The aforesaid amount payable by way of cash consideration shall be subject to Working Capital Adjustments.</p> <p><b>Further, the Scheme does not involve issue of equity shares.</b></p> <p style="text-align: center;"><b>PROCEDURE</b></p> <p>The procedure with respect to public issue/offer would not be applicable as the Scheme does not involve issue of any equity shares. Hence, the procedure with respect to General Information Document (GID) is not applicable.</p>
Eligibility for the Issue
Whether the Company is compulsorily required to allot at least 75% of the net offer to the public, to the Qualified Institutional Buyers (QIB) – <b>Not Applicable</b>
Indicative Timeline
The Abridged Prospectus is issued pursuant to the Scheme and is not an offer to public at large. The timeframe cannot be established with absolute certainty. However, it is reasonably expected to come into effect in FY 2020-21.
General Risk
Not applicable since there is no issue of equity shares pursuant to the Scheme.

RAHUL  
 CHAITANYA  
 BHAI SHAH

Digitally signed by  
 RAHUL  
 CHAITANYABHAI  
 SHAH  
 Date: 2020.07.08  
 18:29:59 +05'30'

JAYESH  
 NARENDRAK  
 MAR DESAI

Digitally signed by  
 JAYESH  
 NARENDRAK MAR DESAI  
 Date: 2020.07.08  
 18:32:54 +05'30'

#### Price Information of Lead Manager

Not applicable.

#### Rationale and Purpose of the Scheme of Arrangement

The Transferor Company and the Transferee Company are part of the same group ('Torrent Group') and are owned, controlled and managed by the management of the Torrent Group. To streamline the current business structure, the management of the said companies are desirous of entering into scheme of arrangement between the Transferor Company and the Transferee Company.

The Transferor Company is inter alia engaged in business of generation, transmission and distribution of electricity and in business of manufacturing and supply of power cables. The proposed arrangement will enable the Transferor Company to provide greater business attention and focus on the business of generation, transmission and distribution of electricity. In addition, the Cable Business Undertaking will be transferred into the Transferee Company to unlock value of the Cable business. The transfer of the Cable Business Undertaking from the Transferor Company to the Transferee Company would *inter alia* achieve the following benefits:

- Facilitate each business to be effectively integrated for achieving growth & expansion of each of the verticals independently;
- Enhances management focus and operational flexibility; and
- Attribution of appropriate risk and valuation to different businesses based on their respective risk-return profile and cash flows.

In view of the aforesaid advantages, the Board of Directors of both the Companies have considered the proposed Scheme of Arrangement under the provisions of Section 230 to Section 232 of the Companies Act, 2013. The present Scheme of Arrangement is proposed for the transfer and vesting of the Cable Business Undertaking of the Transferor Company to the Transferee Company as a going concern, on Slump Sale basis in accordance with Section 2(42C) of the Income Tax Act, 1961.

#### Details of Statutory Auditors of TCPL

**Name:** Price Waterhouse Chartered Accountants LLP

**Firm Registration Number:** 012754N/N500016

**Registered Office:** Sucheta Bhawan, 11A Vishnu Digambar Marg, New Delhi – 110 002 **Dealing office:** 1701, 17<sup>th</sup> Floor, Shapath V, Opp Karnavati Club, S.G. Highway, Ahmedabad – 380 051.

**Phone:** 079-3091 7000

#### Promoter of TCPL

The Promoter Company of TCL Cables Private Limited is Torrent Power Limited ('TPL'). TPL is a listed company incorporated on April 29, 2004 under the provisions of the Companies Act, 1956 having its registered office at "Samanvay", 600 Tapovan, Ambawadi, Ahmedabad- 380 015 in the state of Gujarat. The corporate identity number of TPL is L31200GJ2004PLC044068. TPL was originally incorporated with the name of Torrent Power Trading Private Limited. Its name was changed to a) Torrent Power Private Limited on January 25, 2006; and b) Torrent Power Limited on February 08, 2006. The equity shares of TPL are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").

TPL is primarily engaged in the business of electricity generation, transmission and distribution with operations in the states of Gujarat, Maharashtra, Uttar Pradesh and Karnataka.

The promoters and members of promoter group of TPL are Torrent Investments Private Limited (formerly known as Torrent Private Limited), Sudhir U. Mehta, Samir U. Mehta and Jinal S. Mehta.

RAHUL  
 CHAITANYA  
 BHAI SHAH

Digitally signed by  
 RAHUL  
 CHAITANYABHAI  
 SHAH  
 Date: 2020.07.08  
 18:29:59 +05'30'

JAYESH  
 NARENDRAK  
 MAR DESAI

Digitally signed by  
 JAYESH  
 NARENDRAKMAR DESAI  
 Date: 2020.07.08  
 18:32:54 +05'30'

**Business Overview and Strategy of TCPL**

TCPL was incorporated on October 23, 2019. Its registered office is at Torrent Power Ltd - Cables Unit, Yoginagar, Mission Road, Nadiad – 387 002, Dist. Kheda in the state of Gujarat. It has been incorporated with an object to, inter alia, carry on the business of manufacturing and supply of power cables including and manufacture, sale, purchase, import, export, repair, any other type of dealing and distribution of electrical apparatuses and appliances.

Upon the Scheme becoming effective, the Cable Business Undertaking of TPL (as defined in the Scheme) will be transferred to TCPL.

**Board of Directors of TCPL**

Sr. No.	Name and DIN	Designation (Independent/ Whole Time/Executive/ Nominee)	Experience including current/past position held in other firms
1.	Jayesh Narendrakumar Desai [DIN: 02295309]	Non- Executive Director	<p>Jayesh Desai, aged 64 years, is a Chartered Accountant with professional experience in Accounts, Finance, CDM and HR. He has held different positions with responsibility in both public and private sector undertakings. He is associated with Torrent Group since October, 1995 and presently working as an Executive Director of Transferor Company.</p> <p><b>Currently he is holding Directorship in following companies:</b></p> <ol style="list-style-type: none"> <li>1. Torrent Power Services Private Limited;</li> <li>2. Wind Two Renergy Private Limited;</li> <li>3. Jodhpur Wind Farms Private Limited;</li> <li>4. Latur Renewable Private Limited;</li> <li>5. ZestAviation Private Limited;</li> <li>6. Torrent Solargen Limited.</li> <li>7. TCL Cables Private Limited.</li> </ol> <p><b>Following are the companies where he was Director in past.</b></p> <ol style="list-style-type: none"> <li>1. Radiant Urja Limited (Converted into LLP);</li> <li>2. Wind Five Renergy Private Limited</li> <li>3. Torrent Power Grid Limited;</li> <li>4. Wind Four Renergy Private Limited;</li> <li>5. Khatiyu Wind Energy Private Limited;</li> <li>6. Nani Virani Wind Energy Private Limited;</li> <li>7. Ravapar Wind Energy Private Limited;</li> <li>8. Torrent Cables Limited (Amalgamated);</li> <li>9. Diamond Infrastructure Private Limited (Amalgamated).</li> </ol>
2.	Varun Sudhir Mehta [DIN: 07862034]	Non- Executive Director	<p>Varun Mehta, aged 32 years, is an International Baccalaureate Diploma holder from United World College of South East Asia, Singapore and graduated with B.Sc. (Hons) in Management from University of Warwick, UK. He has done MBA from INSEAD, France. He has about 10 years work experience with Transferor Company across multiple functions and business areas. He is currently the Executive Director (Distribution) in charge of Distribution Licensee Business (currently Ahmedabad, Gandhinagar, Surat, Dahej &amp; Dholera), Transmission and Cable business of the Company.</p> <p><b>He is holding Directorship / Partnership in following other Companies / LLPs:</b></p> <ol style="list-style-type: none"> <li>1. Ahmedabad Early Education Private Limited;</li> <li>2. Ahmedabad Early Education LLP;</li> <li>3. Radiant Urja LLP;</li> <li>4. TCL Cables Private Limited.</li> </ol>

RAHUL  
CHAITANYA  
BHAI SHAH

Digitally signed by  
RAHUL  
CHAITANYABHAI  
SHAH  
Date: 2020.07.08  
18:29:59 +05'30'

JAYESH  
NARENDRAK  
MAR DESAI

Digitally signed by  
JAYESH  
NARENDRAKMAR DESAI  
Date: 2020.07.08  
18:32:54 +05'30'

Objects of the issue
Not Applicable

Details of Non Utilisation or Delay in Utilisation of Proceeds from Past Public Issue
Not Applicable as TCPL is a private company and not made any public issue since its incorporation.

#### Capital Structure Pre and Post Scheme

The authorised, issued, subscribed and paid-up share capital of TCPL as on March 31, 2020, is as under:-

Share Capital	Rupees (₹)
Authorized Share Capital	
20,00,000 Equity shares of ₹ 10/- each	2,00,00,000
<b>Total</b>	
Issued, subscribed and paid-up Share Capital	
20,00,000 Equity shares of ₹ 10/- each fully paid up	2,00,00,000

Note: The authorised, issued and subscribed share capital of TCPL will not undergo any change after the Scheme becoming effective since entire amount of consideration shall be paid by TCPL to TPL by way of cash and no new shares will be issued.

#### Shareholder Pattern of TCPL (Pre and Post Scheme)

Sr. No.	Name of the Equity Shareholder	No. of Shares held	% holding
<b>A</b>	<b>Promoter &amp; Promoter Group</b>		
1.	Torrent Power Limited	19,99,999	100.00%
2.	Saurabh Rameshbhai Mashruwala (Nominee Shareholder of Torrent Power Limited)	1	0.00%
<b>B</b>	<b>Public</b>	-	-
	<b>Total</b>	<b>20,00,000</b>	<b>100.00%</b>

Note: The Shareholding pattern of TCPL shall remain the same after the Scheme becoming effective.

#### Audited Financials of TCPL

TCPL has been incorporated on October 23, 2019 and therefore, details for the period commencing from October 23, 2019 to March 31, 2020 is provided below:

Particulars	Amount (₹ in Hundred)
Total Income from Operations (net)	-
Other Income	3,017.24
Net Profit / (Loss) Before Tax and extraordinary items	1,253.83
Net Profit / (Loss) After Tax and extraordinary items	938.27
Equity share capital	2,00,000.00
Reserves and Surplus/ Other Equity	938.27
Net Worth	20,0938.27
Basic earnings per share (₹)	0.11
Diluted earnings per share (₹)	0.11
Return on net worth (%)	0.47%
Net asset value per share (₹)	10.05

RAHUL  
CHAITANYA  
BHAI SHAH

Digitally signed by  
RAHUL  
CHAITANYABHAI  
SHAH  
Date: 2020.07.08  
18:29:59 +05'30'

JAYESH  
NARENDRAK  
MAR DESAI

Digitally signed by  
JAYESH  
NARENDRAKMAR DESAI  
Date: 2020.07.08  
18:32:54 +05'30'

TCPL is not required to file consolidated financial statements as per the provisions of the Companies Act, 2013

<b>Internal Risk Factors related to TCPL</b>
<ol style="list-style-type: none"> <li>1. Growth of business is dependent on business opportunities which have its own potential risks.</li> <li>2. TCPL is an unlisted company and its equity shares are not listed on any stock exchange and hence not available for trading.</li> <li>3. The Scheme shall be effective upon receipt of certain approvals including approval by respective requisite majorities in numbers and value of such classes of persons including the member i.e. shareholders and creditors of the TPL and TCPL as may be directed by the NCLT. In case of non receipt of any of the requisite approval, the Cable Business Undertaking of TPL will not get transferred to TCPL; which may hamper growth expected out of proposed Slump Sale.</li> <li>4. TCPL may face competition which may impact the growth.</li> <li>5. Business of TCPL is dependent upon director and employee and loss of service of such director and employees may impact the performance of TCPL.</li> </ol>

<b>Summary of Outstanding litigations, Claims and Regulatory Actions</b>
<p>A. Total number of outstanding litigations against and by TCPL and amount involved - <b>Nil</b></p> <p>B. Brief details of top 5 material outstanding litigations against TCPL and amount involved- <b>Nil</b></p> <p>C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoter (i.e., TPL) in last 5 financial years including outstanding action, if any: <b>Nil</b></p> <p>D. Brief details of outstanding criminal proceedings against Promoter (i.e., TPL) - <b>Torrent Power Limited ("TPL"), the promoter of TCPL is a party in various criminal proceedings before various courts in India. These proceedings have arisen from the ordinary course of its business operations and are pending at different stages before the appropriate courts. TPL believes that adverse outcome, if any, in any of these proceedings is unlikely to have a material adverse impact on its or TCPL businesses or financial position.</b></p>

<b>Any Other Important Information</b>
None

<b>Declaration by the Company</b>
<p>We hereby declare that all relevant provisions of the SEBI Circular and Part E of Schedule VI of the SEBI ICDR Regulations, have been complied with and no statement made in this Abridged Prospectus/Memorandum is contrary to the provision of the SEBI Circular or the SEBI ICDR Regulations. We further certify that all statements in this Abridged Prospectus/Memorandum are true and correct.</p>

**For Torrent Power Limited**

RAHUL Digitally signed by RAHUL CHAITANYABHAI SHAH  
 CHAITANYA CHAITANYABHAI SHAH  
 BHAI SHAH Date: 2020.07.08 18:29:59 +05'30'

**Rahul Shah**  
**Company Secretary**

Date: July 08, 2020  
 Place: Ahmedabad

**For TCL Cables Private Limited**

JAYESH Digitally signed by JAYESH  
 NARENDRAK NARENDRAKMAR DESAI  
 MAR DESAI Date: 2020.07.08 18:32:54 +05'30'

**Jayesh Desai**  
**Director**  
**DIN: 02295309**



## **TORRENT POWER LIMITED**

CIN: L31200GJ2004PLC044068

**Regd Office:** "Samanvay", 600 Tapovan, Ambawadi, Ahmedabad-380015 (Gujarat)

**Phone:** +91 79 26628300, **Email:** cs@torrentpower.com

**Website:** www.torrentpower.com