

April 01, 2024

To,  
**Corporate Relationship Department**  
**BSE Limited**  
14<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Fort,  
Mumbai - 400 001  
**SCRIP CODE: 532779**

To,  
**Listing Department,**  
**National Stock Exchange of India Limited**  
"Exchange Plaza", C – 1, Block G  
Bandra- Kurla Complex, Bandra (East),  
Mumbai - 400 051  
**SYMBOL: TORNTPOWER**

Dear Sir / Madam,

**Re: Notice of Postal Ballot**

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In continuation to our letter dated February 08, 2024 and in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith copy of the Postal Ballot Notice.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on Friday, March 29, 2024 ("Cut-off date").

The Company has engaged Central Depository Services (India) Limited to provide e-Voting facility to its Members. The e-voting period commences from 09:00 am (IST) on Wednesday, April 03, 2024 till 05:00 pm (IST) on Thursday, May 02, 2024. Please note that communication of assent or dissent of the Members would only take place through the e-voting. The instructions for remote e-voting are provided in the Postal Ballot Notice.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

**For Torrent Power Limited**

**Rahul Shah**  
**Company Secretary & Compliance Officer**  
Encl.: As above



## TORRENT POWER LIMITED

(CIN: L31200GJ2004PLC044068)

**Registered Office:** "Samanvay", 600, Tapovan, Ambawadi, Ahmedabad – 380 015, Gujarat, India

**Phone:** + 91 79 26628300 **Fax:** + 91 79 26764159

**Website:** [www.torrentpower.com](http://www.torrentpower.com), **Email Id:** [cs@torrentpower.com](mailto:cs@torrentpower.com)

### POSTAL BALLOT NOTICE PURSUANT TO SECTION 108 AND 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Act"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and in accordance with the guidelines prescribed by the MCA for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020, 17/2020, 03/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2022, December 28, 2022 and September 25, 2023 respectively (collectively referred to as "MCA Circulars"), and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof) that the resolution given below are proposed to be passed by Postal Ballot through e-voting:

#### 1. Appointment of Apurva Diwanji as an Independent Director of the Company

In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on **Friday, March 29, 2024** ("Cut-off date"). Members may note that the Notice of Postal Ballot is uploaded on the Company's website [www.torrentpower.com](http://www.torrentpower.com) and may be accessed by the Members and will also be available on the website 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 (India) Limited ("CDSL") at [www.evotingindia.com](http://www.evotingindia.com). In compliance with the Act, MCA Circulars and other applicable provisions, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has obtained the services of CDSL.

The Company has appointed Rajesh Parekh, Proprietor, Rajesh Parekh & Co., Practicing Company Secretary (Membership No. A8073) as a Scrutinizer and Aishwariya Parekh, Partner, RPAP & Co., Practicing Company Secretary (Membership No. A58980), as an Alternate Scrutinizer to Rajesh Parekh for conducting the Postal Ballot in a fair and transparent manner.

The e-voting period commences from 09:00 am (IST) on April 03, 2024 till 05:00 pm (IST) on May 02, 2024 as per instructions provided in Note no. 4. You are requested to peruse the proposed Resolution along with their Explanatory Statements and read the instructions and notes carefully and thereafter cast your vote through the e-voting system not later than 05:00 pm (IST) on May 02, 2024. Upon completion of e-voting period, the Scrutinizer shall submit his report to the Chairperson of the Company. **The result of the Postal Ballot shall be announced on or before Saturday, May 04, 2024 at the registered office of the Company and shall also be displayed on the Company's website [www.torrentpower.com](http://www.torrentpower.com)** besides communicating to the stock exchanges on which the shares of the Company are listed.

## **PROPOSED RESOLUTION:**

### **Item No. 1**

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

### **APPOINTMENT OF APURVA DIWANJI AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV to the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and the rules made thereunder and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), Apurva Diwanji (DIN: 00032072), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. February 09, 2024 and holds office up to the date of next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years commencing from February 09, 2024 till February 08, 2029 (both days inclusive) and shall not be liable to retire by rotation.”

**By Order of the Board  
For Torrent Power Limited**

**Rahul Shah**  
Company Secretary

Ahmedabad

February 08, 2024

**Registered Office:**

“Samanvay”, 600, Tapovan,

Ambawadi, Ahmedabad-380015

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Voting right of a Member shall be in proportion to the shares held by them as on cut-off date i.e. March 29, 2024. A person who is not a Member as on cut-off date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on Friday, March 29, 2024 (“Cut-off date”).

4. Voting process and instructions regarding e-voting:

**Section A: Voting Process:**

Members should follow the following steps to cast their votes electronically:

**Login method for e-voting for individual members holding shares in demat form:**

- a) In terms of the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Individual Members holding securities in demat mode are required to vote through their demat account maintained with Depositories and Depository Participants (DPs). Members are advised to update their mobile number and email address with their DPs in order to access e-voting facility.
- b) Login method for remote e-voting:

<b>Member having Demat account with</b>	<b>Login Method</b>
<b>CSDL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>NSDL</b>	<p><b>NSDL IDeAS Facility</b></p> <p><b>If Members are already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Visit e-Services website of NSDL at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a></li> <li>2. On homepage of e-Services, click on “BENEFICIAL OWNER” under “LOGIN”, available under “IDeAS” section.</li> <li>3. A new screen will open. Enter “USER ID” and “PASSWORD”. After successful authentication, the Member will be able to see e-voting Services.</li> </ol>

Member having Demat account with	Login Method
	<p>4. Click on “ACCESS TO E-VOTING” under e-voting services and the Member will be able to see the e-voting page.</p> <p>5. Click on options available against the Company name or E-voting Service Provider (ESP – CDSL) and the Member will be re directed to the CDSL e-voting website for casting vote.</p> <p><b>If Members are not registered for IDeAS e-Services:</b></p> <p>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>2. Select “REGISTER ONLINE FOR IDeAS” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Enter the 8-character “DP ID” followed by 8-digit “CLIENT ID” and registered mobile number.</p> <p>4. Select any of the following options for verification of demat account:</p> <p>a. Option 1: Bank account – enter last 4 digit of bank account</p> <p>b. Option 2: OTP – enter 6 digit OTP sent on registered mobile number</p> <p>5. Fill your personal information and click on “SUBMIT”.</p> <p>6. Upon successful registration, please follow steps given in points 1 - 5 above (Members are already registered for IDeAS facility).</p> <p><b>E-voting website of NSDL</b></p> <p>1. Visit e-voting website of NSDL at <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>2. On homepage of e-voting system, click on “LOGIN” icon, available under “SHAREHOLDER/MEMBER” section.</p> <p>3. A new screen will open and the Member will have to enter “USER ID” (i.e. 8-character “DP ID” followed by 8-digit “CLIENT ID”) and “PASSWORD” / “OTP” and a verification code as shown on the screen.</p> <p>4. After successful authentication, the Member will be able to see the e-voting page.</p> <p>5. Click on options available against the Company name or ESP – CDSL and the Member will be redirected to the e-voting website of CDSL for casting vote.</p>
<p><b>Logging through their Dps</b></p>	<p>1. Member can login using the “LOGIN CREDENTIALS” of Demat account through their DPs registered with NSDL / CDSL for e-voting facility.</p> <p>2. After successful login, the Members will be able to see "E-VOTING OPTION". Once Member clicks on “E-VOTING OPTION”, he / she will be redirected to NSDL/CDSL Depository site.</p> <p>3. After successful authentication, the Member will be able to see e-voting page.</p> <p>4. Click on option available against the Company name or ESP- CDSL and the Member will be redirected to e-voting website of CDSL for casting vote.</p>

**Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and / or Forget Password option available at above mentioned websites.**

- c) Casting vote electronically on CDSL e-voting system :
1. After successfully logging by following the above process, the Members will be able to see EVSN of all companies in which they hold shares and whose voting cycle is active.
  2. Click on “EVSN” for “TORRENT POWER LIMITED”.
  3. On the voting page, the Member will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select option “YES / NO” as desired. Option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
  4. Click on “RESOLUTIONS FILE LINK” if Member wish to view the entire resolution details.
  5. After selecting the resolution the Member has decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If the Member wishes to confirm, click on “OK”, else to change, click on “CANCEL” and accordingly modify your vote.
  6. Once the Member “CONFIRM” his / her vote on the resolution, he / she will not be allowed to modify their vote.
  7. Member can also take a print of the votes cast by clicking on “CLICK HERE TO PRINT” option on voting page.

Helpdesk for the Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
<b>CSDL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no: 1800 22 55 33.
<b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 1800 1020 990 and 1800 22 44 30.

**Login method for E-voting for Members other than Individual Members holding shares in demat form & Members holding in physical mode:**

**Step 1:** Visit the e-voting website at [www.evotingindia.com](http://www.evotingindia.com).

**Step 2:** Click on "SHAREHOLDERS" Module.

**Step 3:** Enter your User ID

- (i) For CDSL: 16 digits beneficiary ID,
- (ii) For NSDL: 8 Character DP ID followed by 8 Character Client ID,
- (iii) Members holding shares in physical form should enter Folio Number registered with the Company.

**Step 4:** Enter the Image Verification as displayed and click on “LOGIN”.

**Step 5:** If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

**Step 6:** Follow the steps given below if you are first time user:

	<b>For Non-individual Members holding shares in Demat Form and other Members holding shares in Physical Form</b>
<b>PAN</b>	<p>Enter 10 digit alpha-numeric “PAN” (applicable for both demat as well as physical Members)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company / DPs are requested to use sequence number indicated in PAN field of the email sent to them.</li> <li>Members who have not registered their email address may obtain sequence number from the Company after registering their email address as per the process defined in Note vi of Section B.</li> </ul>
<b>Dividend Bank details</b> <b>OR</b> <b>Date of Birth (DoB)</b>	<p>Enter the “DIVIDEND BANK DETAILS” or “DOB” (in dd/mm/yyyy format) as recorded in the Member’s 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 DPs or the Company please enter “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:** Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**Step 9:** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

**Step 10:** Click on the “EVSN” for “TORRENT POWER LIMITED” on which Member choose to vote.

**Step 11:** On the voting page, the Member will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option “YES / NO” as desired. The option YES implies assent to the resolution and option NO implies dissent to the resolution.

**Step 12:** Click on the “RESOLUTIONS FILE LINK” if the Member wish to view the entire Resolution details.

**Step 13:** After selecting the resolution the Member have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If the Member wish to confirm, click on “OK”, else to change vote, click on “CANCEL” and accordingly, modify vote.

**Step 14:** Once the Member “CONFIRM” his / her vote on the resolution, he / she will not be allowed to modify.

**Step 15:** Member can also take out print of votes cast by clicking on “CLICK HERE TO PRINT” option on the voting page.

## Section B: Other instructions regarding e-voting:

- i. The e-voting period begins on 09:00 am (IST) on April 03, 2024 and ends on May 02, 2024 upto 05:00 pm (IST). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 29, 2024, can cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Non – Individual Members and Custodians (i.e. other than Individuals, HUF, NRI etc.) are additionally required to note and follow the instructions mentioned below:
  - They are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- iii. Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to upload the following in PDF Format in the system for the scrutinizer to verify the same:
  - a) Copy of Board resolution (where institution itself is voting)
  - b) Power of Attorney (POA) issued in favour of the Custodian as well as the Board resolution of the Custodian.Alternatively, Non-Individual members are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the scrutinizer at the e-mail id [rpap@csrajeshparekh.in](mailto:rpap@csrajeshparekh.in), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- iv. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- v. The last date of receipt of votes through e-voting i.e. May 02, 2024 shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
- vi. Process for those Members whose email ids / KYC are not registered:

<b>Physical Holding</b>	By clicking on the below link, the Member may register his / her email address, mobile number and bank details: For Email registration: <a href="https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html">https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html</a> For KYC registration: <a href="https://web.linkintime.co.in/KYC-downloads.html">https://web.linkintime.co.in/KYC-downloads.html</a> The Member can also update email id and mobile no. by providing Form ISR-1 available on the website of the Company / RTA.
<b>Demat Holding</b>	For any kind of updation, the Member may contact their respective DPs.

vii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or contact Mr. Rakesh Dalvi, Senior Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400013 or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or calling on Toll free no-1800 22 55 33 during working hours on all working days.

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of The Companies Act, 2013)**

**Item No. 1**

Pursuant to the recommendations of Nomination and Remuneration Committee (NRC), the Board of Directors of the Company at its Meeting held on February 08, 2024, appointed Apurva Diwanji (DIN: 00032072) as an Additional Director (Non-Executive Independent) of the Company with effect from February 09, 2024 to hold office upto the date of the next General Meeting of the Company or upto the period of three months from the date of appointment, whichever is earlier. He is eligible to be appointed as an Independent Director of the Company for the period of 5 (five) consecutive years commencing from February 09, 2024 till February 08, 2029 (both days inclusive), and as per the provisions of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 (“the Act”), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the AGM.

The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act, proposing his candidature for the office of Independent Director. Apurva Diwanji meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Apurva Diwanji fulfils all other conditions as specified in the Act and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. The NRC and Board was satisfied that, he possesses requisite skills, capabilities, expertise and experience for appointment as an Independent Director and the Company will benefit from his valuable, experience, knowledge and counsel.

Copy of the letter for appointment of Apurva Diwanji as an Independent Director setting out the terms and conditions will be available for inspection without any fees in electronic mode upto the last date of receipt of votes through e-voting process viz. May 02, 2024.

In compliance with the provision of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the resolution contained in Item no. 1 of the accompanying Notice, accordingly, seeks the Members’ approval for appointment of Apurva Diwanji as an Independent Director on the Board of the Company on the terms and conditions as specified in the letter of appointment as a Special Resolution.

The copy of relevant resolution of the Board with respect to the appointment shall be available for inspection in electronic mode upto the last date of receipt of votes through e-voting process, basis the request being sent by Member on [cs@torrentpower.com](mailto:cs@torrentpower.com), mentioning their name, Folio No / DP ID and Client ID with a self-attested copy of their PAN card or Aadhar card attached to the e-mail.

The profile and other relevant information as required under the Listing Regulations and Secretarial Standard – 2 are provided in the additional information section of this Notice.

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

Apurva Diwanji is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel or their relatives is in anyway concerned or interested in the resolution.

**By Order of the Board  
For Torrent Power Limited**

**Rahul Shah**  
Company Secretary

Ahmedabad

February 08, 2024

**Registered Office:**

“Samanvay”, 600, Tapovan,

Ambawadi, Ahmedabad-380015

**Additional Information on Director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2**

**Apurva Diwanji**

*Independent Director*

<b>DIN</b>	00032072		
<b>Age</b>	55 years		
<b>Qualifications</b>	MA in Law, Downing College, Cambridge University, UK BA (Econ), St. Xavier's College, Mumbai		
<b>Brief Resume and Nature of expertise in specific functional areas</b>	<p>Apurva Diwanji has been with Desai &amp; Diwanji for over 29 years. He specializes in mergers and acquisitions, international capital markets, co-investments, private equity and joint ventures. He has led and advised on a variety of transnational, cross border transactions, sale / acquisition of existing Indian companies etc. He has also advised on all types of M&amp;A transactions including mergers and amalgamations, asset and business purchases and sales, securities sales and purchases, tender offers, buy-outs, joint ventures and strategic buy outs. He advises on the full spectrum of matters including corporate governance issues, transaction structuring, anti-trust and competition laws, FDI and FEMA issues, SEBI and ICDR guidelines and has advised on transactions across various industry sectors. He has also been advising on Corporate Governance and minority protection issues and large corporate disputes.</p> <p>He is currently an Independent Director of Zydus Lifesciences Limited and Director of TUV India Private Limited, Hormaze (Property) Private Limited and Bombay Chamber of Commerce and Industry. Until recently, he was an Independent Director of Go Airlines (India) Limited, Eureka Forbes Limited and SP Forbes Shipping Limited.</p>		
<b>Inter-se relationship with Directors and Key Managerial Personnel</b>	None		
<b>Listed Companies in which Apurva Diwanji holds Directorship and Committee Membership (other than Torrent Power Limited) along with listed entities from which he has resigned in the past three years</b>	<b>Sr. No</b>	<b>Directorship in Companies</b>	<b>Directorship in Companies</b>
	1	Zydus Lifesciences Limited	Member: 1. Audit Committee, 2. Nomination and Remuneration Committee, and 3. Risk Management Committee
<b>Shareholding in the Company</b>	Nil		
<b>Key terms and conditions of appointment</b>	As per the resolution in item no. 1 of the Notice read with explanatory statement thereto.		

<b>Remuneration proposed to be paid</b>	Shareholders at the 19 <sup>th</sup> Annual General Meeting held on August 10, 2023 approved payment of annual commission to Non-Executive Directors for such amounts / rate as may be determined by the Board, but not exceeding in aggregate for all Non-Executive Directors, 1% of the net profit of the Company for each Financial Year, computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, for a period of 5 years from April 01, 2024.
<b>Date of first appointment on Board, last drawn remuneration and number of Board Meetings attended</b>	It is proposed to appoint Apurva Diwanji as an Independent Director for his first term on the Board, and hence these details are not applicable.
<b>Listed Entities from which Apurva Diwanji has resigned as Director in past 3 years</b>	Nil
<b>Skills and capabilities required for the role and the manner in which Apurva Diwanji meets such requirements</b>	Refer to the Item no. 1 of the explanatory statement.