

<u>NOTICE</u>

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of Tata Power Delhi Distribution Limited will be held on Monday, 4th July 2022 at 11:00 a.m. at TPDDL Smart Grid Lab, Dr. K.N. Katju Marg, Sector-15, Rohini, adjacent to RG-05 Grid, Delhi-110085, to transact the following business(es) [Through video conferencing in terms of MCA General Circular No. 20/2020 dated 5th May 2020 and General Circular No. 2/2022 dated 5th May 2022]:

Ordinary Business:

- 1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2022 together with the Reports of the Board of Directors and the Auditors thereon.
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2022 together with the Reports of the Auditors thereon.
- 2. To declare a dividend on Equity Shares for the financial year ended 31st March 2022.
- 3. To appoint a Director in place of Mr. Sanjay Kumar Banga (DIN: 07785948), who retires by rotation and being eligible, offers himself for re-appointment.
- 4. To appoint a Director in place of Mr. Jasmine Shah (DIN: 08621290), who retires by rotation and being eligible, offers himself for re-appointment.
- 5. To appoint a Director in place of Mr. Ajit Kumar Singh (DIN 08628370), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

6. Appointment of Mr. Ajay Kapoor as a Director

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

"**RESOLVED** that Mr. Ajay Kapoor (DIN: 00466631), who was appointed as an Additional Director of the Company with effect from 21st January 2022, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and Article 96 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Ratification of Cost Auditor's remuneration

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:-

"**RESOLVED** that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹2,25,000/- (Rupees Two lakh twenty five thousand only) plus applicable taxes and out of pocket



expenses on actual basis incurred in connection with the audit payable to M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2022-23.

FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

NOTES:

- (1) The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) and the rules made thereunder, in regard to the business(es) set out in item nos. 6 & 7 and the relevant details of the Directors of the Company seeking re-appointment/appointment as set out in item nos. 3 to 6 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (2) Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act. 2013 and the rules made thereunder on account of the threat posed by Covid-19", General Circular no. 20/2020 dated 5th May 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and General Circular no. 2/2022 dated 5th May 2022 in relation to "Clarification of holding of Annual General Meeting (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM)-reg." (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the members of the Company is being held through VC/OAVM. The deemed venue for Twenty First Annual General Meeting will be TPDDL Smart Grid Lab, Dr. K.N. Katju Marg, Sector – 15, Rohini, adjacent to RG-05 Grid, Delhi – 110085.
- (3) Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote in the meeting to be held through VC/OAVM.
- (4) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice for FY 2021-22 will also be available on the Company's website https://www.tatapower-ddl.com/
- (5) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) Since the AGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed in this Notice.
- (7) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.



- (8) If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made in accordance with provisions of the Act and the rules made thereunder. The Company will make adequate provisions for paying dividends directly in members' bank accounts through the Electronic Clearing Service (ECS) or any other electronic means.
- (9) To support the 'Green Initiative', Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including annual reports, notices, circulars etc. from the Company electronically.
- (10) Updation of members' details: The format of the register of members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is appended at the end of this annual report. Members holding shares in physical form are requested to submit the filled in form to the Company. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
- (11) Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, at the email id i.e. <u>CSO@tatapower-ddl.com</u> so as to enable the Management to keep the information ready at the AGM.
- (12) Members may obtain meeting link and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, Aadhaar Card) in support of the address of the Member as registered with the Company; to the email address of the Company i.e. <u>CSO@tatapower-ddl.com</u>
- (13) The Company will provide facility for audio visual participation in AGM Weblink/recording etc.
- (14) The Company ensures that all other compliances associated with the provisions relating to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice or authorizations for voting by bodies corporate etc. as provided in the Act and the Articles of Association of the Company are made available for inspection through electronic mode.
- (15) The Company ensures that the AGM through VC/OAVM facility allows two way videoconferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the Company i.e. <u>CSO@tatapower-ddl.com</u>



- (16) The facility for joining the meeting shall be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- (17) A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since AGM will be held through VC/OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement for appointment of proxies. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form is not annexed to this notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting to be held through VC/OAVM.
- (18) The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity or email address(es) and other details of the members shall also be taken by the Company.
- The meeting will be conducted through audio visual means (Webex). Members may participate in the meeting through the following link: <u>https://tatapowerddl.webex.com/tatapowerddl/j.php?MTID=m8b213008b7967edb6b6d21d1f2230622</u>
 Password (only if it asks):- 12345
- (20) Disclosures with regard to the manner in which framework available for use by the members and clear instructions on how to access and participate in the meeting are clearly mentioned in this AGM Notice. 9818677072 is the helpline number for those shareholders who need assistance with using the technology before or during the meeting.
- (21) The Chairman may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Act and the rules made thereunder.

By order of the Board For **Tata Power Delhi Distribution Limited**

Delhi, 22nd April 2022 Corporate Identity No. : U40109DL2001PLC111526

Registered Office: NDPL House, Hudson Lines, Kingsway Camp, Delhi 110 009 Tel:01166112222 Email: TPDDL@tatapower-ddl.com Website: http://www.tatapower-ddl.com/ Sd/-(Monica Mehra) Company Secretary Membership No. 15293



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under item nos. 6 and 7 of the accompanying notice dated 22nd April 2022.

Item no. 6: Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Ajay Kapoor, nominated by The Tata Power Company Limited (Tata Power) as an Additional Director of the Company with effect from 21st January 2022 in terms of Article 96 of Company's Articles of Association and Section 161(1) of the Act and the rules made thereunder, as amended from time to time.

In terms of Section 161(1) of the Act, Mr. Kapoor holds office only upto the date of the forthcoming Annual General Meeting (AGM) of the Company but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a member signifying his intention to propose Mr. Kapoor's appointment as a Director.

In the opinion of the Board, Mr. Kapoor fulfils the conditions specified in the Act and the rules made thereunder for appointment as a Director.

Mr. Ajay Kapoor is the Chief (Legal, Regulatory and Advocacy) at Tata Power.

Prior to joining Tata Power, he was the CFO & Chief (Legal, Regulatory and Commercial) of Tata Power Delhi Distribution Limited ("Tata Power- DDL/Company"). In addition, he was handling enforcement assessment and vigilance functions of the Company. He was also the Chief Risk Officer of the Company. He joined Tata Power-DDL in October 2002 and rose to CFO position in 2007.

Mr. Kapoor is an honours graduate from prestigious Shri Ram College of Commerce, Delhi University and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He also holds MBA and LL.B. degrees. He has been a rank holder in the ICAI exam and topper of his batch of MBA for which he was awarded the Gold Medal. He is also an alumnus of Columbia Business School, New York where he pursued his Executive Program in Management. He has also attended Executive Education Programmes of Stern School of Business, NYU, Tuck School of Business, Columbia Business School and MIT Sloan School of Business.

He has a rich experience of 33+ years with companies e.g., ITC Ltd., Tata Group, Birla Group and HCL Group. He has extensive experience in all areas of Finance, Legal, ERP implementations and has handled matters relating to foreign collaborations, joint ventures in India and abroad, financial restructuring, policy advocacy, capital raising and acquisitions. He has also handled legal advisory and electricity litigation matters at all levels/forums. During his tenure with Tata Power-DDL, he was awarded the National Award for Excellence in Cost Management twice in the category of "Service Sector with turnover of more than ₹ 1000 crore" by the Institute of Cost & Works Accountants of India (ICWAI). He was also bestowed with CFO 100 Roll of Honour 4 times and with CFO League of Excellence. He was also recognised as Top 25 thought leaders by SAP India & Distinguished Alumni by IMI, Delhi. He has been a regular speaker on topics relating to Finance, Accounting, Tax and Law at various forums. Recently, he was honoured by the Society of Indian Law Firms (SILF) for his contribution as In-House Counsel in the field of Corporate Law.

Further details and current Directorships of Mr. Kapoor are provided in the Annexure to this Notice.

TATA POWER-DDL

TATA POWER DELHI DISTRIBUTION LIMITED

In compliance with the applicable provisions of the Act, the appointment of Mr. Ajay Kapoor as a Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 6 of the accompanying notice for approval by the members of the Company.

Other than Mr. Kapoor, none of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the resolution set out at item no. 6 of the accompanying notice.

Mr. Kapoor is not related to any other Director or KMPs of the Company.

Item no. 7: Pursuant to the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice and the remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company at the General Meeting. On the recommendation of Audit Committee, the Board of Directors have approved the re-appointment of M/s Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the financial year 2022-23, at a remuneration of ₹ 2,25,000/- (Rupees Two lakh twenty five thousand only) plus applicable taxes and out of pocket expenses on actual basis.

M/s Chandra Wadhwa & Co., Cost Accountants, have furnished a certificate regarding their eligibility for re-appointment as Cost Auditors of the Company. They have vast experience in the field of Cost Audit and have conducted the audit of cost records of the Company for the previous year under the provisions of the Act.

The Board recommends the resolution at item no. 7 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2022-23, by the members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 7 of the accompanying notice.

By order of the Board for **Tata Power Delhi Distribution Limited**

Delhi, 22nd April 2022 Corporate Identity No. U40109DL2001PLC111526

Registered Office:

NDPL House, Hudson Lines, Kingsway Camp, Delhi 110009 Tel:01166112222 email: TPDDL@tatapower-ddl.com Website: http://www.tatapower-ddl.com/ Sd/-(Monica Mehra) Company Secretary Membership No. 15293



Details of the Directors, seeking re-appointment/appointment at the Twenty First Annual General Meeting

(In pursuance of Secretarial Standard 2 on General Meetings):

Name of Director	Mr. Sanjay Kumar Banga	Mr. Jasmine Shah	Mr. Ajit Kumar Singh	Mr. Ajay Kapoor
DIN	07785948	08621290	08628370	00466631
Designation	Non-Executive Director	Non-Executive Director	Non-Executive Director	Non-Executive Director
Date of birth	24 th July 1967	27 th April 1981	13 th January 1954	19 th June 1964
Age	(54 years)	(41 years)	(68 years)	(57 years)
Date of appointment	20 th January 2020	20 th January 2020	20 th January 2020	21 st January 2022
	Mr. Sanjay Kumar Banga is a power sector veteran with around three decades of experience in power generation and distribution business. Mr. Banga brings with him an expertise in the power sector, covering areas of Operational Technologies, Project Management, Utility Business Process Re- engineering and Regulatory Environment that are essential for strengthening of electrical utilities to meet reliability and AT&C loss reduction targets under regulatory regime. The learning he gathered through associations with leading public and private sector electrical utilities in India equips him very well to tackle the enormous challenges of the electricity distribution business in India and abroad. His deep knowledge of the subject makes him a regular speaker in seminars/ workshops/panel discussions in India and abroad.	Mr. Jasmine Shah is the Vice Chairperson of Dialogue and Development Commission, Govt. of NCT of Delhi. Mr. Shah has wide experience working on urban governance and policy issues and has been advising the Government of NCT of Delhi since 2016 on education budget transparency and transport policy reforms. Mr. Shah was the architect of Delhi's first comprehensive outcome budget for 2017-18, a first-of-its- kind initiative in India to bring in complete transparency and accountability in public spending. He has also worked on several crucial transport reforms of the Delhi Government such as the Electric Vehicle Policy, Common Mobility Card, bus route rationalization, last mile connectivity initiative and large- scale induction of electric buses, among other projects. Mr. Shah had previously worked at the Massachusetts Institute of	As a member of IAS, Mr. Ajit Kumar Singh has worked on a wide range of issues related to public sector management. His assignments ranged from field- level, hands-on administration of a district, head of Excise, Entertainment and Luxury Tax Department. He has also worked as Secretary to Minister and helped in Policy formulation. He had the unique opportunity to study Regional Rapid Railway System at London, Paris and San Francisco under the leadership of Sh. Noor Mohd., IAS, Secretary, National Planning Board. To study the design and system of VAT, he was part of the official delegation of the Government and visited London, Brussels, Rome, Bangkok and Singapore. He had visited Manila and Hongkong as a part of Asian Development Bank sponsored study tour for slum rejuvenation, water and sanitation master plan. He had	Mr. Ajay Kapoor is the Chief (Legal, Regulatory and Advocacy) at Tata Power. Prior to joining Tata Power, he was the CFO & Chief (Legal, Regulatory and Commercial) of Tata Power Delhi Distribution Limited ("Tata Power- DDL/Company"). In addition, he was handling enforcement assessment and vigilance functions of the Company. He was also the Chief Risk Officer of the Company. He joined Tata Power-DDL in October 2002 and rose to CFO position in 2007. He has a rich experience of 33+ years with companies e.g., ITC Ltd., Tata Group, Birla Group and HCL Group. He has extensive experience in all areas of Finance, Legal, ERP implementations and has handled matters relating to foreign collaborations, joint
	Mr. Banga started his	Technology's Jameel Poverty Action Lab	"Dynamics of Public	ventures in India and abroad,
	career with National	(J-PAL) where he	Policy" from	financial



Thormal Dower	was the Doputy	Management and	rootructuring policy
Thermal Power Corporation (NTPC) as an Engineer Trainee and was involved in the Operation & Commissioning of Super Thermal Power Projects (1989 to 1995). Prior to joining Tata Power-DDL, Mr. Banga worked with Reliance Energy (earlier known as BSES Ltd.) from 1996 to 2003, where he was associated with the entire spectrum of generation activities covering wide aspects of operations, maintenance, planning, design and project engineering.	was the Deputy Director of its South Asia office and prior to that at the Janaagraha Centre for Citizenship and Democracy.	Management and Development Centre, Shepherdstown, West Virginia, USA. His work exposure in different capacities and different departments in government has given him unique experience of first- hand knowledge of a whole range of government systems and processes including regulatory, land management, financial systems, municipal and state laws etc. He was also a part of a network of decision makers. The Ministry of Home Affairs in the year, 2009 nominated Mr. Singh as a group for Prime Minister's Award for excellence in Public Administration for innovative work done by the Officer as a Health Secretary of Union Territory of Dadra & Nagar Haveli. As Secretary (Taxation) & Commissioner (Excise) the department generated excise revenue of approximately ₹ 2500 crore, in the year 2011-12, which is the highest ever growth during past 20 years.	restructuring, policy advocacy, capital raising and acquisitions. He has also handled legal advisory and electricity litigation matters at all levels/forums. During his tenure with Tata Power- DDL, he was awarded the National Award for Excellence in Cost Management twice in the category of "Service Sector with turnover of more than ₹ 1000 crore" by the Institute of Cost & Works Accountants of India (ICWAI). He was also bestowed with CFO 100 Roll of Honour 4 times and with CFO League of Excellence. He was also recognised as Top 25 thought leaders by SAP India & Distinguished Alumni by IMI, Delhi. He has been a regular speaker on topics relating to Finance, Accounting, Tax and Law at various forums. Recently, he was honoured by the Society of Indian Law Firms (SILF) for his contribution as In- House Counsel in the field of Corporate Law.
		generated excise revenue of approximately ₹ 2500 crore, in the year 2011-12, which is the highest ever growth during past	and Law at various forums. Recently, he was honoured by the Society of Indian Law Firms (SILF) for his contribution as In- House Counsel in
			Corporate Law.
		also served as Secretary to the Minister of Finance & Revenue, Education,	



			Higher Education,	
			Govt. of NCT of Delhi, Secretary to the Minister of Education, Transport & Tourism, Govt. of NCT of Delhi and Spl. Secretary, Transport, Govt. of NCT of Delhi.	
Qualifications	Mr. Sanjay Kumar Banga is an Alumnus of the National Institute of Technology (NIT), Kurukshetra. He has done his Master's in Business Administration (MBA) from Faculty of Management Studies (FMS), Delhi. He is a member of the Bureau of Indian Standard (BIS) LITD10 core Committee for defining standards for Power System Control and Communication. He has also done the Senior Executive Leadership Program from the most coveted Harvard Business School.	Mr. Jasmine Shah holds B.Tech. and M.Tech. degrees in Mechanical Engineering from IIT Madras and a MPA degree from the School of International and Public Affairs at Columbia University, New York, where he was a Fulbright-Nehru Fellow.	Mr. Ajit Kumar Singh is a retired IAS Officer.	Mr. Ajay Kapoor is an Honours graduate from prestigious Shri Ram College of Commerce, Delhi University and a Fellow Member of the Institute of Chartered Accountants of India (ICAI). He also holds MBA and LL.B. degrees. He has been a rank holder in the ICAI exam and topper of his batch of MBA for which he was awarded the Gold Medal. He is also an alumnus of Columbia Business School, New York where he pursued his Executive Program in Management. He has also attended Executive Education Programmes of Stern School of Business, NYU, Tuck School of Business School and MIT Sloan School of Business.
Terms & conditions of appointment	Appointed as (Non- Executive) Director	Executive) Director	Appointed as (Non- Executive) Director	Appointed as an Additional (Non- Executive) Director
Remuneration	Nil	Only sitting fee is paid	Only sitting fee is paid	Nil
Directorships held in other Companies (excluding foreign Companies)	2. TP Southern Odisha	 Director of the following Companies: 1. BSES Yamuna Power Limited 2. BSES Rajdhani Power Limited 	Nil	 Director of the following Companies: Mandakini Coal Company Limited Tata Power Trading



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	 TP Northern Odisha Distribution Limited Tata Power Trading Company Limited Tata Projects Limited 	3. Indraprastha Medical Corporation Limited		Company Limited 3. Powerlinks Transmission Limited 4. Dugar Hydro Power Limited 5. Solace Land Holding Limited
Committee positions held in other Companies	 Member of the following Committees: TP Central Odisha Distribution Limited-Audit Committee and Corporate Social Responsibility Committee TP Western Odisha Distribution Limited-Audit Committee TP Southern Odisha Distribution Limited-Audit Committee TP Northern Odisha Distribution Limited-Audit Committee TP Northern Odisha Distribution Limited-Audit Committee 	Member of the following Committees: 1. BSES Yamuna Power Limited- Corporate Social Responsibility Committee and Investment Committee 2. BSES Rajdhani Power Limited- Corporate Social Responsibility Committee and Investment Committee	Nil	 Chairman of the following Committee: Powerlinks Transmission Limited-Audit Committee Member of the following Committee: Powerlinks Transmission Limited-Corporate Social Responsibility Committee
Number of Shares held	Nil	Nil	Nil	One equity share of ₹ 10/- in the Company jointly with The Tata Power Company Limited
Number of Meetings of the Board attended during FY 2021- 22	4	4	4	1
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None