



**PROCEEDINGS OF THE 1<sup>st</sup> EXTRA-ORDINARY GENERAL MEETING FOR FY 2025-26 HELD ON THURSDAY, 5<sup>th</sup> MARCH 2026 11:00 A.M. AT TPDDL SMART GRID LAB, DR. K.N. KATJU MARG, SECTOR - 15, ROHINI, ADJACENT TO RG-05 GRID, DELHI [Through video conferencing in terms of MCA General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 03/2025 dated 22<sup>nd</sup> September 2025]**

---

Dr. Praveer Sinha, Chairman welcomed the Members and Directors to the 1<sup>st</sup> EXTRA-ORDINARY GENERAL MEETING (EGM) for FY 2025-26 of the Company. As the requisite quorum was present, he called the meeting to order. He further stated the following:

Ministry of Corporate Affairs (“MCA”) has vide its various General Circulars notified in 2020, 2021, 2022, 2023, 2024 and 2025 permitted the holding of EGM through Video Conferencing/ Other Audio Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the members of the Company is being held through Microsoft Teams.

Mr. Kailash Nath Shrivastava, Chairman of the Nomination and Remuneration Committee Mr. Ashok Sinha, Chairman of the Audit Committee, Mr. Vijay Kumar Bidhuri and Mr. Sanjay Kumar Banga, Directors, were unable to attend EGM due to preoccupation and were granted leave of absence.

Mr. Narendra Nath Misra, Member of the Audit Committee and the Nomination and Remuneration Committee, authorised by the respective Chairman of the Committees, attended the Meeting through Video Conferencing in terms of Section 178(7) of the Companies Act, 2013.

The Secretarial Auditors of the Company was also present at the EGM through Video Conferencing.

The Statutory Auditors and the Cost Auditors were exempted to attend the EGM.

The Company had ensured 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 were 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 were made available for inspection through electronic mode.

**EGM NOTICE ITEMS FOR APPROVAL SPECIAL BUSINESS(ES):**

**1. Alteration in the Objects Clause of the Memorandum of Association of the Company**

Mr. Santosh D. Vaidya, Principal Secretary (Home, Finance & Industries), and Mr. Neeraj Semwal, Secretary (Power), being Members, proposed the inclusion of the words “in Delhi” in both the new clauses of the Memorandum of Association (MOA) for the sake of clarity. Accordingly, Mr. Sanjeev Gupta proposed and Mr. Vispi S. Patel seconded the following Special Resolution.

“**RESOLVED** that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder & any other laws, rules and regulations as may be applicable, the provisions of Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for altering the Objects Clause of the Memorandum of

**TATA POWER DELHI DISTRIBUTION LIMITED**

(A Tata Power and Delhi Government Joint Venture)

Regd. & Corp. Office: NDPL House Hudson Lines Kingsway Camp Delhi -  
110009 Website: [www.tatapower-ddl.com](http://www.tatapower-ddl.com) CIN No. U40109DL2001PLC111526  
Email: [tpddl@tatapower-ddl.com](mailto:tpddl@tatapower-ddl.com) Tel.: 011-66112272



Association (MOA) of the Company and inserting the following para's after sub clause 4 of the MOA, in Clause III A {Main Objects to be pursued by the Company on its incorporation}:

5. To install, rent, lease, hire, commission, maintain, operate and provide Information & Communication Technologies (ICT) infrastructure such as dark fibres, towers, duct space and similar infrastructure and parts of the same, for any business having necessity for such infrastructure in Delhi.

6. To establish, provide, maintain and carry out energy management solutions including but not limited to beyond the meter services, in form of consultancy or aggregator or otherwise and support in providing energy efficient products or appliances or offerings by way of collaboration, agreement or any other arrangement to benefit the Company and/or existing or prospect customers within or outside the Company's operational area in Delhi.

**FURTHER RESOLVED** that the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies, Delhi.”

The above special resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

## **2. Re-appointment of Mr. Kailash Nath Shrivastava as an Independent Director**

Mr. Vispi S Patel proposed and Mr. Suranjit Mishra seconded the following resolution as Special Resolution:

“**RESOLVED** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, Mr. Kailash Nath Shrivastava (DIN: 01584124), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and the Articles of Association of the Company and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director on the Board of the Company, to hold office for a second term effective 23<sup>rd</sup> March 2026 to 31<sup>st</sup> December 2028 and he shall not be liable to retire by rotation.”

The above special resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

## **3. Re-appointment of Mr. Narendra Nath Misra as an Independent Director**

Mr. Sanjeev Gupta proposed and Mr. Vispi S Patel seconded the following resolution as Special Resolution:

“**RESOLVED** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, Mr. Narendra Nath Misra (DIN: 00575501), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and the Articles of Association of the Company and who is eligible for re-appointment and in

### **TATA POWER DELHI DISTRIBUTION LIMITED**

(A Tata Power and Delhi Government Joint Venture)

Regd. & Corp. Office: NDPL House Hudson Lines Kingsway Camp Delhi -  
110009 Website: [www.tatapower-ddl.com](http://www.tatapower-ddl.com) CIN No. U40109DL2001PLC111526  
Email: [tpddl@tatapower-ddl.com](mailto:tpddl@tatapower-ddl.com) Tel.: 011-66112272



respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director on the Board of the Company, to hold office for a period of three years commencing from 23<sup>rd</sup> March 2026 to 22<sup>nd</sup> March 2029 and he shall not be liable to retire by rotation.”

The above special resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

#### **4. Re-appointment of Mr. Ashok Sinha as an Independent Director**

Mr. Vispi S Patel proposed and Mr. Sanjeev Gupta seconded the following resolution as Special Resolution:

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, Mr. Ashok Sinha (DIN: 00070477), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and the Articles of Association of the Company and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director on the Board of the Company, to hold office for a second term effective from 24<sup>th</sup> March 2026 till 14<sup>th</sup> February 2027 and he shall not be liable to retire by rotation.”

The above special resolution was thereafter put to vote and on a show of hands was declared carried unanimously.

The Chairman then thanked the shareholders and Directors for attending the EGM through VC. The requisite Quorum was present at the commencement of the meeting as well as at the time of consideration of each item of business.

There being no further business, the meeting concluded at 11:10 a.m. with a vote of thanks to the Chair.

### **TATA POWER DELHI DISTRIBUTION LIMITED**

(A Tata Power and Delhi Government Joint Venture)

Regd. & Corp. Office: NDPL House Hudson Lines Kingsway Camp Delhi -  
110009 Website: [www.tatapower-ddl.com](http://www.tatapower-ddl.com) CIN No. U40109DL2001PLC111526  
Email: [tpddl@tatapower-ddl.com](mailto:tpddl@tatapower-ddl.com) Tel.: 011-66112272