

**Annexure VII– EXTRACT OF ANNUAL RETURN****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**

as on the financial year ended 31st March 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- (i) CIN : U40109DL2001PLC111526
- (ii) Registration Date : 4th July 2001
- (iii) Name of the Company: : Tata Power Delhi Distribution Limited
- (iv) Category / Sub-Category of the Company: : Unlisted Public Limited Company
Electricity Distribution
- (v) Address of the Registered office and contact details: : NDPL House, Hudson Lines, Kingsway Camp, Delhi 110009.
Tel: 011-66112222
Fax: 011-27468042
- (vi) Whether listed Company Yes / No : No
- (vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Alankit Assignments Limited,
2E/21 Jhandewalan Extension
New Delhi – 110055,
Tel: 91-11-4254 1234.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	Sale of Power	N.A.	97%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	The Tata Power Company Limited Address: Bombay House 24, Homi Mody Street Mumbai - 400 001	L28920MH1919PLC000567	Holding Company	51%	2(46)
2	NDPL Infra Limited Address : Jeevan Bharati Tower # 1, 10th Floor, 124, Connaught Circus, New Delhi -110001	U40106DL2011PLC223982	Subsidiary Company	100%	2(87)



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	0	10	10	0	6	4	10	0	60
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	270479994	2	270479996	49	270479996	0	270479996	49	0
d) Bodies Corp.	281519994	0	281519994	51	281519994	0	281519994	51	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (1)	551999988	12	552000000	100	551999996	4	552000000	100	0
(2) Foreign									
a) NRI Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks//FI									
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	551999988	12	552000000	100	551999996	4	552000000	100	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0



Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
1. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	0	0	0	0	0	0	0	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	551999988	12	552000000	100	551999996	4	552000000	100	0

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	The Tata Power Company Limited	281520000	51%	Nil	281520000	51%	Nil	Nil



2	Delhi Power Company Limited	270480000	49%	Nil	270480000	49%	Nil	Nil
	Total	552000000	100%	Nil	552000000	100%	Nil	Nil

(iii) Change in Promoters' Shareholding (please specify, if there is no change): NO CHANGE

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	552000000	100	552000000	100
2	Date wise Increase/ decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.)	Nil	Nil	Nil	Nil
3	Allotment/transfer/bonus/sweat equity etc):	Nil	Nil	Nil	Nil
4	At the end of the year	552000000	100	552000000	100

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NOT APPLICABLE

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
2	At the beginning of the year	N.A.	N.A.	N.A.	N.A.
3	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer/bonus /sweat equity etc):	N.A.	N.A.	N.A.	N.A.
4	At the End of the year (or on the date of separation, if separated during the year)	N.A.	N.A.	N.A.	N.A.



(v) Shareholding of Directors and Key Managerial Personnel :

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1	For Each of the Directors and KMP	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
2	At the beginning of the year	3	Nil	3	Nil
3	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	Nil	Nil	Nil	Nil
4	At the End of the year	3	Nil	3	Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

(Amount in ₹)

	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	28,688,344,911	2,440,067,000		31,128,411,911
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	57,679,290	-		57,679,290
Total (i+ii+iii)	28,746,024,201	2,440,067,000	-	31,186,091,201
Change in Indebtedness during the financial year				
• Addition	18,077,534,081	45,399,355,035		63,476,889,116
• Reduction	15,555,320,814	44,507,734,884		60,063,055,698
Net Change	2,522,213,267	891,620,151	-	3,41,38,33,418
Indebtedness at the end of the financial year				
i) Principal Amount	31,17,56,93,234	3,330,744,000		34,506,437,234
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	92,544,233	943,151		93,487,384
Total (i+ii+iii)	31,268,237,468	3,331,687,151	-	34,599,924,618



Notes:-

The difference between opening CC and closing CC has been shown as addition/reduction, whichever is applicable.

Opening Interest accrued has been shown as a part of reduction.

Closing Interest accrued has been shown as part of addition.

VI. A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTOR AND/OR MANAGER- Not Applicable

(in ₹)

Sl. no.	Particulars of Remuneration	NAME OF THE MD/WTD/MANAGER	Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A.	N.A.
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	N.A.	N.A.
2.	Stock option	N.A.	N.A.
3.	Sweat equity	N.A.	N.A.
4.	Commission -as % of profit - others, specify	N.A.	N.A.
5.	Others, please specify*(Deputation Pay and other benefits)	N.A.	N.A.
	Total	N.A.	N.A.

VI.B. REMUNERATION TO OTHER DIRECTORS

DISCLOSURE OF REMUNERATION PAID TO DIRECTORS

Disclosure regarding receipt of commission by a Director from the holding or subsidiary of a Company, in which such person is a managing or whole time Director: Mr. Praveer Sinha, Chairman of Tata Power Delhi Distribution Limited (Tata Power-DDL) receives commission from The Tata Power Company Limited (Holding Company).

Remuneration of Directors:

Directors take no commission from the venture. Except for the nominated directors - Mr. Arup Ghosh and Ms. Satya Gupta, no other director nominated by The Tata Power Company Limited (Tata Power) on the Board draws any sitting fee nor commission from Tata Power-DDL.

Mr. Praveer Sinha, Mr. Minesh Shrikrishna Dave (upto 30th November 2019), Mr. Ramesh Narayanswamy Subramanyam and Mr. Sanjay Kumar Banga (w.e.f 20th January 2020), Non Executive Directors (NEDs), nominated by Tata Power were not paid any sitting fee/commission by the Company.

Non Executive Directors (NEDs) were paid remuneration by way of Sitting Fees of ₹ 75000/- (Rupees Seventy Five Thousand only) per meeting of the Board, ₹ 75000/- (Rupees Seventy Five Thousand only) per meeting of the Independent Directors', ₹ 50,000/- per meeting for Audit



Committee, ₹ 50,000/- per meeting for Nomination and Remuneration Committee, ₹ 30,000/- per meeting for Corporate Social Responsibility Committee (till 31st December 2019).

Thereafter, sitting fees was revised by the Board of Directors w.e.f. 1st January 2020, which is ₹ 75000/- (Rupees Seventy Five Thousand only) per meeting of the Board, ₹ 75000/- (Rupees Seventy Five Thousand only) per meeting of the Independent Directors', ₹ 75,000/- per meeting for Audit Committee, ₹ 65,000/- per meeting for Nomination and Remuneration Committee, ₹ 65,000/- per meeting for Corporate Social Responsibility Committee.

During the period under review 4 Board Meetings, 4 Audit Committee Meetings, 3 Corporate Social Responsibility Committee Meetings, 3 Nomination and Remuneration Committee Meeting, 1 Independent Directors' Meeting and 1 Operations Review Committee Meeting were held.

None of the NEDs had any pecuniary relation or transactions with the Company other than mentioned below.

(in ₹)

Tata Power Delhi Distribution Ltd.				
Detail of payments made to Directors during the period from 01.04.19 to 31.03.2020				
S. No.	Name of Directors	Fee Amount	Others Reimbursement	Total
1	Mr. Nawshir Mirza	599,750/-	-	599,750/-
2	Ms. Satya Gupta	300,000/-	82,600/-	382,600/-
3	Mr. Amar Jit Chopra	611,250/-	-	611,250/-
4	Mr. Ajay Shankar	944,500/-	-	944,500/-
5	Mr. Arup Ghosh	415,000/-	14,567/-	429,567/-
6	Mr. Jasmine Shah	140,000/-		140,000/-
7	Mr. Ajit Kumar Singh	140,000/-		140,000/-
8	Ms. Rashmi Krishnan	75,000/-		75,000/-
9	Mr. Naveen ND Gupta	75,000/-		75,000/-
	Total	3,300,500/-	97,167/-	33,97,667/-

Consultancy fees paid to Directors for FY 2019-20:

1. Mr. Arup Ghosh ₹ 11,98,938/-
2. Ms. Satya Gupta ₹ 8,26,036/-



VI. C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD:

(in ₹)

S.No	Particulars of Remuneration Key Managerial Personnel	Key Managerial Personnel				
		Company Secretary	CFO	CEO	CEO	Total
		Mr. Ajay Kalsie	Mr. Hemant Goyal	Mr. Sanjay Kumar Banga (1 st April 2019 to 30 th November 2019)	Mr. Ganesh Srinivasan (w.e.f. 1 st December 2019 to 31 st March 2020)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	78,50,690/-	1,32,31,203/-	-	-	2,10,81,893/-
2.	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	36,300/-	39,600/-	-	-	75,900/-
3.	Stock option	Nil	Nil	Nil	Nil	Nil
4.	Sweat equity	Nil	Nil	Nil	Nil	Nil
5.	Commission -as % of profit - others, specify	Nil	Nil	Nil	Nil	Nil
6.	Others, please specify *(Deputation Pay and other benefits)	Nil	Nil	1,34,40,669/-	43,52,692/-	1,77,93,361/-
	Total	78,86,990/-	1,32,70,803/-	1,34,40,669/-	43,52,692/-	3,89,51,154/-

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed Authority	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil



C. Other Officers in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

On behalf of the Board of Directors
For **Tata Power Delhi Distribution Limited**

Sd/-
Praveer Sinha
Chairman
(DIN: 01785164)

Delhi, 29th April 2020