

TATA POWER DELHI DISTRIBUTION LIMITED**NOTICE**

NOTICE is hereby given that the Twenty Third Annual General Meeting of the members of Tata Power Delhi Distribution Limited will be held on Monday, 24th June 2024 at 11:30 a.m. at Tata Power-DDL Smart Grid Lab, Dr. K.N. Katju Marg, Sector – 15, Rohini, adjacent to RG-05 Grid, Delhi – 110085 through Video Conferencing/Other Audio-Visual Means to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024 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 2024 together with the Reports of the Auditors thereon.
2. To confirm the payment of interim dividend on equity shares and to declare a final dividend on equity shares for the financial year ended 31st March 2024.
3. To appoint a Director in place of Dr. Praveer Sinha (DIN: 01785164), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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.
5. To appoint a Director in place of Mr. Ajay Kapoor (DIN: 00466631), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:**6. Appointment of Ms. Shefali Shah as a Director**

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

"RESOLVED that Ms. Shefali Shah (DIN: 09731801), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective 20th October 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. Appointment of Mr. Sunil Singh as a Director

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

"RESOLVED that Mr. Sunil Singh (DIN: 08114215), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director of the Company effective 20th October 2023 and who holds office up to the date of this Annual

General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company 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 of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

8. 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(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of ₹ 2,47,500/- (Rupees Two lakh forty-seven thousand five hundred 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 2024-25."

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 to 8 and the relevant details of the Directors of the Company seeking re-appointment/appointment as set out in item nos. 3 to 7 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (2) Pursuant to General Circulars No.14/2020 dated 8th April 2020, No.17/2020 dated 13th April 2020, No.20/2020 dated 5th May 2020, No. 02/2021 dated 13th January 2021, No. 21/2021 dated 14th December 2021, No. 2/2022 dated 5th May 2022 and No. 10/2022 dated 28th December 2022 and No.09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the Twenty Third Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and the applicable provisions of the Act, the AGM of the members of the Company is being held through VC/OAVM. The deemed venue for Twenty Third Annual General Meeting will be Tata Power-DDL Smart Grid Lab, Dr. K.N. Katju Marg, Sector – 15, Rohini, adjacent to RG-05 Grid, Delhi – 110085, New Delhi.
- (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 2023-24 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 2023-24 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. monica.mehra@tatapower-ddl.com 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. monica.mehra@tatapower-ddl.com
- (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 MS Teams 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. monica.mehra@tatapower-ddl.com
- (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.
- (19) The meeting will be conducted through audio-visual means (MS Teams). Members may participate in the meeting through the following link:
[Join the meeting now](#)
Meeting ID: 492 034 247 896
Passcode: nxScTi
- (20) Disclosures with regard to the manner in which the framework is 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. 9999789447 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 a 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, 16th April 2024
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/>

(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 to 8 of the accompanying notice dated 16th April 2024.

Item no. 6: In terms of clauses 3.1 and 3.2 of the Shareholders' Agreement dated 27th June 2002, The Tata Power Company Limited (Tata Power/ Parent Company) had vide its communication dated 23rd August 2023 proposed to appoint Ms. Shefali Shah (DIN: 09731801), a retired Indian Revenue Service (IRS) officer, Batch 1985 as an Additional Director on the Board of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Shefali Shah, as an Additional Director of the Company effective 20th October 2023, in terms of Article 96 of the Articles of Association of the Company and Section 161(1) of the Act and the rules made thereunder.

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

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

Ms. Shefali Shah, a retired Indian Revenue Service (IRS) officer, Batch 1985, currently holding the position of Chairperson of the Quality Review Board, a statutory body constituted under The Chartered Accountants Act, 1949, which reviews the quality of audit services provided by members of the Institute of Chartered Accountants of India. With more than 35 years of varied experience in policy formulation, strategy, programme implementation in Government of India in Ministries of Commerce, Culture, Consumer Affairs, Revenue and Direct Tax policy & administration, she superannuated as Principal Chief Commissioner of Income Tax in August 2020 after holding various important positions during her stint as an IRS Officer.

At present, Ms. Shah is a senior policy adviser with Save Life Foundation, a Not-for-Profit organization working on road safety issues including audit of construction, forensic crash investigation, formulation of standards of road construction and advocacy on road safety. She has similar engagement with Nangia Anderson Private Limited on policy matters and Govt. affairs.

Further details and current Directorships of Ms. Shah are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Ms. Shah as a Director, liable to retire by rotation, 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 Ms. Shah, 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.

Ms. Shah is not related to any other Director or KMPs of the Company.

Item no. 7: In terms of clauses 3.1 and 3.2 of the Shareholders' Agreement dated 27th June 2002, The Tata Power Company Limited (Tata Power/Parent Company) had vide its communication dated 18th September 2023 proposed to appoint Mr. Sunil Singh (DIN: 08114215), an alumnus of IIT- Roorkee in Electrical Engineering as an Additional Director on the Board of the Company:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sunil Singh, as an Additional Director of the Company effective 20th October 2023, in terms of Article 96 of the Articles of Association of the Company and Section 161(1) of the Act and the rules made thereunder.

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

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

Mr. Sunil Singh, an alumnus of IIT- Roorkee in Electrical Engineering and having wide experience in the entire Power Sector value chain i.e., Generation, Transmission & Distribution, is a veteran in Indian power sector having an all-embracing experience of more than four decades. He has worked in the leadership teams of UP- State Electricity Board and Tata Power Delhi Distribution Limited (the Company).

During his stint as above, he has led cross functional teams in the business areas of Leadership, Strategy, Customer Focus, Knowledge Management, People Management, Processes and Business Results, Operation & Maintenance, AT&C Loss Reduction, EHV, HV and Distribution Projects, Power System Control, Safety, Business Process Re-engineering, Regulatory & Statutory Compliance and Consumer Service etc.

Mr. Singh is amongst the well-known speakers in various International & National think tanks in the areas of Distribution Reforms, Technology Adoption, Customer Centricity, Adoption of Best Safety Practices, Business Process Re-Engineering etc. He has represented Tata Power in different multilateral platforms such as World Bank, ADB and British Safety Council etc.

At present, he is associated with Tata Power for acquisition of new distribution business and provides guidance in terms of technology adoption, safe working practices, commercial process re-engineering, AT&C loss reduction and strategy formulation etc.

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

In compliance with the applicable provisions of the Act, the appointment of Mr. Singh as a Director, liable to retire by rotation, is now being placed before the Members for their approval.

The Board recommends the resolution at item no. 7 of the accompanying notice for approval by the Members of the Company.

Other than Mr. Singh, 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. 7 of the accompanying notice.

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

Item no.8: 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 (Firm Registration No. 000239), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the financial year 2024-25, at a remuneration of ₹ 2,47,500/- (Rupees Two lakh forty-seven thousand five hundred 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. 8 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2024-25, 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. 8 of the accompanying notice.

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

Delhi, 16th April 2024
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/>

(Monica Mehra)
Company Secretary
Membership No. 15293

Details of the Directors, seeking re-appointment/appointment at the Twenty Third Annual General Meeting (In pursuance of Secretarial Standard 2 on General Meetings):

Name of Director	Dr. Praveer Sinha	Mr. Sanjay Kumar Banga	Mr. Ajay Kapoor
DIN	01785164	07785948	00466631
Designation	Chairman	Non-Executive Director	Non-Executive Director
Date of birth	8 th April 1962	24 th July 1967	19 th June 1964
Age	(62 years)	(56 years)	(59 years)
Date of appointment	4 th May 2018	20 th January 2020	21 st January 2022
Expertise in functional areas	<p>Dr. Praveer Sinha is the CEO & Managing Director of The Tata Power Company Limited (TPC, Mumbai), India's largest integrated power utility.</p> <p>Dr. Sinha has nearly 36 years of experience in Power Generation and Distribution sector in India.</p> <p>Prior to his present role, he had served as the CEO&MD of Tata Power Delhi Distribution Limited (TPDDL), a Public Private Partnership with Delhi Government.</p> <p>He is a visiting Research Associate at Massachusetts Institute of Technology (MIT), Boston, USA and is also a distinguished Visiting Scholar at the Faculty of Engineering and Architectural Science, Ryerson University, Canada.</p> <p>He is a regular speaker in various forums in India and abroad including World Bank, Niti Aayog, Massachusetts Institute of Technology (MIT) and Rockefeller Foundation.</p> <p>He is also the Co-Chairman of the CII National Committee on Power as also on various Industry bodies.</p>	<p>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.</p> <p>Mr. Banga had been associated with Tata Power-DDL since July 2003 and was part of the group which transformed the ailing distribution Company into a benchmark utility.</p> <p>Mr. Banga started his career with National</p>	<p>Mr. Ajay Kapoor is the Chief (Legal, Regulatory and Advocacy) at The Tata Power Company Limited.</p> <p>Prior to joining The Tata Power Company Ltd. He was the CFO & Chief (Legal, Regulatory and Commercial) of Tata Power Delhi Distribution Limited (TPDDL). In addition he was handling enforcement assessment and vigilance functions of the Company. He was also the Chief Risk Officer of TPDDL. He joined TPDDL in October 2002 and rose to CFO position in 2007.</p> <p>He has a rich experience of 36+ 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 besides handling legal advisory and has handled litigation matters at all levels/forums. During his tenure with TPDDL, it was awarded the National Award for Excellence in Cost management twice in the category of "Service Sector with turnover of more than 1000 Crores" by the Institute of Cost & Works Accountants of India (ICWAI). He was also</p>



		<p>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.</p>	<p>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. In 2021, he was honoured by Society of Indian Law Firms (SILF) for his contribution as In-House Counsel in the field of Corporate Law. In 2023, he was recognised as best In-house lawyer in the field of Energy and Natural Resources by India Business Law Journal.</p>
Qualifications	<ul style="list-style-type: none"> • Qualified Electrical Engineer. • Master's in Business Law from National Law University, Bangalore. • PhD. from Indian Institute of Technology, Delhi. 	<ul style="list-style-type: none"> • An Alumnus of the National Institute of Technology (NIT), Kurukshetra. • Master's in Business Administration (MBA) from Faculty of Management Studies (FMS), Delhi. • Member of the Bureau of Indian Standard (BIS) LITD10 core Committee for defining standards for Power System Control and Communication. • Completed the Senior Executive Leadership Program from the most coveted Harvard Business School. 	<ul style="list-style-type: none"> • An honours graduate from prestigious Shri Ram College of Commerce, Delhi University. • A Fellow Member of the Institute of Chartered Accountant of India. • He also holds MBA and LL.B. and LL.M. degrees. He has been a rank holder in the CA course, and topper of his batch of MBA for which he was awarded the Gold Medal. • 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, New York University, Tuck School of Business, Columbia Business School and MIT Sloan School of Business and Tata Group Senior Leadership Program (Organised by TMTC and Harvard Business School).
Terms & conditions of appointment/ reappointment	Appointed as Chairman (Non-Executive Director)	Appointed as Non-Executive Director	Appointed as Non-Executive Director
Remuneration	Nil	Nil	Nil

Directorships held in other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> Chief Executive Officer and Managing Director of The Tata Power Company Limited <u>Chairman of the following Companies:</u> <ol style="list-style-type: none"> Tata Power Delhi Distribution Limited Tata Power Solar Systems Limited Tata Projects Limited <u>Director of the following Companies:</u> <ol style="list-style-type: none"> TP Central Odisha Distribution Limited TP Western Odisha Distribution Limited TP Southern Odisha Distribution Limited TP Northern Odisha Distribution Limited Tata Power Renewable Energy Limited 	Director of the following Companies: <ol style="list-style-type: none"> TP Central Odisha Distribution Limited TP Northern Odisha Distribution Limited TP Southern Odisha Distribution Limited TP Western Odisha Distribution Limited Tata Power Trading Company Limited NRSS XXXVI Transmission Limited South East U.P. Power Transmission Company Limited 	Director of the following Companies: <ol style="list-style-type: none"> Mandakini Coal Company Limited Tata Power Trading Company Limited Powerlinks Transmission Limited Dugar Hydro Power Limited Solace Land Holding Limited TP Renewable Microgrid Limited
Committee positions held in other Companies	<ul style="list-style-type: none"> <u>Chairman of the following Committees:</u> <ol style="list-style-type: none"> Tata Projects Limited - Project Review Committee Power and Infrastructure Committee of Bombay Chamber of Commerce and Industry CII Western Region Council CII's India Business & Biodiversity Initiative <u>Member of the following Committees:</u> <ol style="list-style-type: none"> The Tata Power Company Limited- Corporate Social Responsibility Committee and Sustainability Committee, Executive Committee of the Board, Committee of Directors for Tata Power Group Re-Structuring and Committee for Sale of Properties Tata Power Delhi Distribution Limited- Nomination and Remuneration Committee 	Member of the following Committees: <ol style="list-style-type: none"> 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 	Chairman of Audit Committee and Member of Corporate Social Responsibility Committee in Powerlinks Transmission Limited



	and Long Term Loans and Borrowings Committee 3. Tata Power Renewable Energy Limited- Corporate Social Responsibility Committee, Risk Management Committee and Stakeholders Relationship Committee 4. TP Western Odisha Distribution Limited- Nomination and Remuneration Committee 5. TP Central Odisha Distribution Limited- Nomination and Remuneration Committee 6. TP Southern Odisha Distribution Limited- Nomination and Remuneration Committee 7. TP Northern Odisha Distribution Limited- Nomination and Remuneration Committee 8. Tata Projects Limited - Nomination and Remuneration Committee 9. Member of CII National Committee of Power 10. Member of Central Advisory Committee of Central Electricity Regulatory Commission 11. Member of CII Internal Awards Committee		
Number of Shares held	One equity share of ₹ 10/- in the Company jointly with The Tata Power Company Limited	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 2023-24	4	4	4
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None

Name of Director	Ms. Shefali Shah	Mr. Sunil Singh
DIN	09731801	08114215
Designation	Additional Director (Non-Executive)	Additional Director (Non-Executive)
Date of birth Age	30 th August 1960 (63 years)	14 th June 1959 (64 years)
Date of appointment	20 th October 2023	20 th October 2023
Expertise in functional areas	Ms. Shefali Shah is currently holding the position of Chairperson of the Quality	Mr. Sunil Singh is having wide experience in the entire Power Sector value chain i.e.,

	<p>Review Board, a statutory body constituted under The Chartered Accountants Act, 1949, which reviews the quality of audit services provided by members of the Institute of Chartered Accountants of India. With more than 35 years of varied experience in policy formulation, strategy, programme implementation in Government of India in Ministries of Commerce, Culture, Consumer Affairs, Revenue and Direct Tax policy & administration, she superannuated as Principal Chief Commissioner of Income Tax in August 2020 after holding various important positions during her stint as an IRS Officer.</p> <p>At present, Ms. Shah is a senior policy adviser with Save Life Foundation, a Not-for-Profit organization working on road safety issues including audit of construction, forensic crash investigation, formulation of standards of road construction and advocacy on road safety. She has similar engagement with Nangia Anderson Private Limited on policy matters and Govt. affairs. She also serves as an Independent Director on the Board of Go Digit Life Insurance Limited.</p>	<p>Generation, Transmission & Distribution, is a veteran in Indian power sector having an all-embracing experience of more than four decades. He has worked in the leadership teams of UP- State Electricity Board and Tata Power Delhi Distribution Limited (the Company).</p> <p>During his stint as above, he has led cross functional teams in the business areas of Leadership, Strategy, Customer Focus, Knowledge Management, People Management, Processes and Business Results, Operation & Maintenance, AT&C Loss Reduction, EHV, HV and Distribution Projects, Power System Control, Safety, Business Process Re-engineering, Regulatory & Statutory Compliance and Consumer Service etc.</p> <p>Mr. Singh is amongst the well-known speakers in various International & National think tanks in the areas of Distribution Reforms, Technology Adoption, Customer Centricity, Adoption of Best Safety Practices, Business Process Re-Engineering etc. He has represented Tata Power in different multilateral platforms such as World Bank, ADB and British Safety Council etc.</p> <p>At present, he is associated with Tata Power for acquisition of new distribution business and provides guidance in terms of technology adoption, safe working practices, commercial process re-engineering, AT&C loss reduction and strategy formulation etc.</p>
Qualifications	<ul style="list-style-type: none"> A retired Indian Revenue Service (IRS) officer, Batch 1985. 	<ul style="list-style-type: none"> An alumnus of IIT- Roorkee in Electrical Engineering
Terms & conditions of appointment	Appointed as an Additional Director (Non-Executive)	Appointed as an Additional Director (Non-Executive)
Remuneration	Only the sitting fee is paid	Only the sitting fee is paid
Directorships held in other Companies (excluding foreign Companies)	<p>Director of the following Companies:</p> <ol style="list-style-type: none"> Go Digit Life Insurance Ltd. (Independent Director) TP Central Odisha Distribution Limited (Additional Director) TP Northern Odisha Distribution Limited (Additional Director) Raigad Pen Growth Centre Limited Indiabulls Housing Finance Limited 	<p>Additional Director of the following Companies:</p> <ol style="list-style-type: none"> TP Southern Odisha Distribution Limited TP Western Odisha Distribution Limited
Committee positions held in other Companies	<ul style="list-style-type: none"> Chairperson of Corporate Social Responsibility Committee in TP Northern Odisha Distribution Limited 	<ul style="list-style-type: none"> Member of the following Committees: <ol style="list-style-type: none"> TP Southern Odisha Distribution Limited- Audit Committee and Corporate Social Responsibility Committee



	<ul style="list-style-type: none"> Member of the following Committees: <ol style="list-style-type: none"> Go Digit Life Insurance Limited- Nomination and Remuneration Committee, Policyholder Protection Committee and Audit Committee TP Northern Odisha Distribution Limited- Audit Committee TP Central Odisha Distribution Limited- Corporate Social Responsibility Committee 	2. TP Western Odisha Distribution Limited- Audit Committee and Corporate Social Responsibility Committee
Number of Shares held	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 2022-23	2	2
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None