

TATA POWER DELHI DISTRIBUTION LIMITED**NOTICE**

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of Tata Power Delhi Distribution Limited will be held on Tuesday, 22nd July 2025 at 1:15 p.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 2025 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 2025 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 2025.
3. To appoint a Director in place of Dr. Ashish Chandra Verma (DIN: 00260070), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shurbir Singh (DIN: 07331962), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Ms. Shefali Shah (DIN: 09731801), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:**6. Appointment of Mr. Bipul Pathak as a Director**

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

"RESOLVED that Mr. Bipul Pathak (DIN: 08077260), 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 30th January 2025 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."

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(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 and the relevant details of the Directors of the Company seeking re-appointment/appointment as set out in item nos. 3 to 5 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, No.09/2023 dated 25th September 2023 and No.09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the Twenty Fourth 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 Fourth 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 2024-25 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 2024-25 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: 445 096 022 873 6
Passcode: CX6gV9xD
- (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, 29th April 2025
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 29th April 2025.

Item no. 6: Delhi Power Company Limited (DPCL) vide its letter dated 14th February 2023 and email dated 9th January 2025, have nominated Mr. Bipul Pathak (DIN: 08077260), Additional Chief Secretary (Industries), GoNCTD as a nominee of DPCL/GoNCTD on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Bipul Pathak as an Additional Director of the Company effective 30th January 2025 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) of the Act, Mr. Pathak holds office only up to 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 his intention to propose Mr. Pathak's appointment as a Director.

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

Mr. Bipul Pathak, IAS (AGMUT, 1992), is currently serving as the Additional Chief Secretary (Industries) in Delhi. He holds a B.Sc. (Mechanical Engineering) from Kurukshetra University, Haryana and a Master of Business Administration in Strategic Management from HEC Paris.

In the past, he has held key positions in the Government of Jammu & Kashmir, including Principal Secretary of Transport Department, Information Technology Department, Urban and Rural Development Departments. He also served the Government of India as a Director in the Ministry of Information and Broadcasting and as a Joint Secretary in the Ministry of Mines. Additionally, he was the Managing Director of Jammu and Kashmir Power Development Corporation.

Currently, he also serves as the Chairman on the Board of Delhi State Industrial and Infrastructure Development Corporation Limited and the Managing Director of Delhi Khadi & Village Industries Board.

Mr. Pathak has been recognized for his efficient governance where his leadership has modernized critical sectors such as public administration, power, transportation and technology.

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

In compliance with the applicable provisions of the Act, the appointment of Mr. Pathak 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 Mr. Pathak, 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. Pathak is not related to any other Directors 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 (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 2025-26, 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. 7 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2025-26, 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, 29th April 2025
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

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

Name of Director	Dr. Ashish Chandra Verma	Mr. Shurbir Singh	Ms. Shefali Shah	Mr. Bipul Pathak
DIN	00260070	07331962	09731801	08077260
Designation	Non-Executive Director	Non-Executive Director	Non-Executive Director	Non-Executive Director
Date of birth Age	12 th June 1969 (55 years)	16 th December 1976 (48 years)	30 th August 1960 (64 years)	23 rd February 1969 (56 years)
Date of appointment	17 th March 2023	17 th March 2023	20 th October 2023	30 th January 2025
Expertise in functional areas	Dr. Ashish Chandra Verma, IAS (AGMUT 1994) is currently serving as Additional Chief Secretary (Finance), GoNCTD. His career has been marked by leadership roles in diverse areas, including finance, health, and public administration.	Mr. Shurbir Singh is currently serving as Secretary (Power), GoNCTD. He has been serving on the Boards of the various companies and in addition he has held various key positions such as Chief Electoral Officer, Puducherry, Secretary (Finance), Puducherry, Managing Director, Delhi Tourism & Transportation Corporation, New Delhi and CEO, Delhi Urban Shelter Improvement Board, New Delhi.	Ms. Shefali Shah is a retired Indian Revenue Services ("IRS") (Income Tax) officer and in her illustrious career as an IRS officer spanning over 36 years, she held senior level positions with the Government of India in the areas of Income Tax, including as the Principal Chief Commissioner of Income Tax. Dynamism and human approach are the hallmark of her persona. She is known as committed professional having rich and varied experience alongwith commendable leadership and governance abilities. She has expertise in policy formulation, strategy, programme implementation in Government of India in Ministries of Commerce, Culture Consumer Affairs and Revenue and Direct Tax policy and administration.	Mr. Bipul Pathak is currently serving as the Additional Chief Secretary (Industries) in Delhi. In the past, he has held key positions in the Jammu & Kashmir Government, as Principal Secretary of Transport Department, Information Technology Department, Urban and Rural Development Departments. He also served Government of India as a Director in the Ministry of Information and Broadcasting and as a Joint Secretary in the Ministry of Mines. Additionally, he served as the Managing Director of Jammu and Kashmir Power Development Corporation. Mr. Pathak is recognized for his efficient governance where his leadership has modernized critical sectors such as public administration, power, transportation and technology.
Qualifications	<ul style="list-style-type: none"> • IAS Officer of AGMUT (1994) batch. • MBBS 	<ul style="list-style-type: none"> • IAS Officer of AGMUT (2004) batch. • B.E. (Mechanical Engineering) from Punjab Engineering College, Chandigarh. 	<ul style="list-style-type: none"> • A retired Indian Revenue Service (IRS) officer, Batch 1985. • Masters' degree in Economics from University of Rajasthan. 	<ul style="list-style-type: none"> • IAS (AGMUT 1992 batch) • B.Sc. (Mechanical Engineering) from Kurukshetra University, Haryana and a Master of Business Administration in



				Strategic Management from HEC Paris.
Terms & conditions of appointment/ reappointment	Appointed as Non-Executive Director	Appointed as Non-Executive Director	Appointed as Non-Executive Director	Appointed as an Additional Director (Non-Executive)
Remuneration	Only the sitting fee is paid	Only the sitting fee is paid	Only the sitting fee is paid	Only the sitting fee is paid
Directorships held in other Companies (excluding foreign Companies)	Director of the following Companies: 1. Delhi Metro Rail Corporation Limited 2. Shahjahanabad Redevelopment Corporation 3. BSES Rajdhani Power Limited 4. BSES Yamuna Power Limited 5. Delhi State Civil Supplies Corporation Limited 6. Delhi Tourism and Transportation Development Corporation Limited 7. Delhi State Industrial and Infrastructure Development Corporation Limited 8. Delhi Integrated Multi-Modal Transit System Limited 9. Geospatial Delhi Limited	Director of the following Companies: 1. BSES Rajdhani Power Limited 2. BSES Yamuna Power Limited 3. Pragati Power Corporation Limited 4. Delhi Transco Limited 5. Delhi Power Company Limited 6. Indraprastha Energy & Waste Management Company Limited 7. Indraprastha Power Generation Company Limited	Director of the following Companies: 1. Go Digit Life Insurance Ltd. (Independent Director) 2. TP Central Odisha Distribution Limited 3. TP Northern Odisha Distribution Limited 4. Raigad Pen Growth Centre Limited 5. Sammann Capital Limited (Formerly known as Indiabulls Housing Finance Limited) (Independent Director)	Chairman of Delhi State Industrial and Infrastructure Development Corporation Limited.
Committee positions held in other Companies	Nil	Nil	<ul style="list-style-type: none"> Chairperson of the Corporate Social Responsibility Committee in TP Northern Odisha Distribution Limited Go Digit Life Insurance Limited-Policyholder Protection Committee Member of the following Committees: 1. Go Digit Life Insurance Limited-Nomination and 	Chairperson of the Corporate Social Responsibility Committee in Delhi State Industrial and Infrastructure Development Corporation Limited.



			Remuneration Committee and Audit Committee 2. TP Northern Odisha Distribution Limited- Audit Committee 3. TP Central Odisha Distribution Limited- Corporate Social Responsibility Committee and Audit Committee 4. Sammann Capital Limited (Formerly known as Indiabulls Housing Finance Limited) – Audit Committee and Stakeholders Relationship Committee.	
Number of Shares held	Nil	Nil	Nil	Nil
Number of Meetings of the Board attended during FY 2024-25	5	5	5	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None	None