



PROCEEDINGS OF THE 24th ANNUAL GENERAL MEETING HELD ON TUESDAY, 22nd JULY 2025 AT 01:15 P.M. AT BOARD ROOM, TATA POWER-DDL SMART GRID LAB, DR. K.N. KATJU MARG, SECTOR-15, ROHINI, ADJACENT TO RG-05 GRID, DELHI – 110 085 [Through video conferencing in terms of MCA General Circular No. 20/2020 dated 5th May 2020 and General Circular No. 09/2024 dated 19th September 2024]

1. Dr. Praveer Sinha, Chairman welcomed the Members and Directors to the 24th Annual General Meeting (AGM) of the Company. As the requisite quorum was present, the Chairman was requested to call the meeting to order.
2. As required by the Secretarial Standards on General Meeting, the Chairman of the Audit Committee (Mr. Ashok Sinha) and the Chairman of the Nomination and Remuneration Committee (Mr. Kailash Nath Shrivastava) were present through video conferencing in terms of Section 178(7) of the Companies Act, 2013.
3. The Statutory Auditor, the Secretarial Auditor and the Cost Auditor were also present at the AGM through Video Conferencing.
4. Mr. Bipul Pathak, Mr. Sanjay Kumar Banga, and Mr. Shurbir Singh, Directors were unable to attend AGM due to preoccupation.
5. Since the last AGM, Mr. Manish Kumar Gupta and Dr. Ashish Chandra Verma, Directors had ceased to be Board Members. The Chairman placed on record the Board's appreciation for the valuable contribution made by them to the Company.
6. Mr. Bipul Pathak was appointed as an Additional Director w.e.f. 30th January 2025 on the Board of the Company.
7. 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.
8. The Chairman apprised the members that the Statutory Auditor's Report was free from any qualifications, observations or comments or disclaimers or other remarks on the financial transactions or matters, which may have any adverse effect on the functioning of the Company.
9. Further, the Secretarial Auditor's Report was free from any qualifications, observations or comments or disclaimers or other remarks.
10. Thereafter, he highlighted the Company's financial and operational performance for the fiscal year 2024-25.

AGM NOTICE ITEMS FOR APPROVAL ORDINARY BUSINESS(ES):

1. Adoption of accounts for the financial year 2024-25

Mr. Suranjit Mishra proposed and Mr. Ravi Dadhich seconded that the following resolution be passed as an Ordinary Resolution:

TATA POWER DELHI DISTRIBUTION LIMITED

(A Tata Power and Delhi Government Joint Venture)

Corporate Office : NDPL House Hudson Lines Kingsway Camp Delhi - 110 009

Tel. +91 11 66112222 Fax. +91 11 27468023

<http://www.tatapower-ddl.com/>

email: TPDDL@tatapower-ddl.com Corporate Identity No. :U40109DL2001PLC111526



“RESOLVED that

- (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,

be and are hereby received, considered and adopted by the shareholders of the Company.”

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

2. Confirmation of 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

Mr. Vispi S. Patel proposed and Mr. Ravi Dadhich seconded that the following resolution be passed as an Ordinary Resolution:

“RESOLVED that payment of interim dividend @ 30% on equity shares, be and is hereby confirmed.

FURTHER RESOLVED that the final dividend @ 30% on the equity share capital for the financial year 2024-25 be paid to the equity shareholders of the Company as per the provisions of the Companies Act, 2013 and the rules made thereunder.

FURTHER RESOLVED that the final dividend be paid to those members whose names appear in the register of members as on Tuesday, 22nd July 2025 for shareholding held in physical form and shareholding in electronic form as on that date.”

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

3. Re-appointment of Dr. Ashish Chandra Verma as a Director

The Chairman stated that Dr. Ashish Chandra Verma, Nominee Director from DPCL/ Delhi Government had been transferred from Delhi to Jammu and Kashmir w.e.f. 30th June 2025. Hence, the proposed resolution was infructuous and accordingly withdrawn.

4. Re-appointment of Mr. Shurbir Singh as a Director

Mr. Ajay Kapoor proposed and Mr. Suranjit Mishra seconded that the following resolution be passed as an Ordinary Resolution:

“RESOLVED that Mr. Shurbir Singh (DIN: 07331962), who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director on the Board of the Company liable to retire by rotation.”

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

5. Re-appointment of Ms. Shefali Shah as a Director

Mr. Sanjeev Gupta proposed and Mr. Vispi S. Patel seconded that the following resolution be passed as an Ordinary Resolution:

“RESOLVED that Ms. Shefali Shah (DIN: 09731801), who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director on the Board of the Company liable to retire by rotation.”

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

SPECIAL BUSINESS(ES):

6. Appointment of Mr. Bipul Pathak as a Director

Mr. Suranjit Mishra proposed and Mr. Ajay Kapoor seconded that the following resolution be passed 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."

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

7. Ratification of Cost Auditor's Remuneration

Mr. Vispi S. Patel proposed and Mr. Hemant Goyal seconded that the following resolution be passed 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 2025-26."

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

11. The Chairman then thanked the shareholders and Directors for attending the AGM through VC and stakeholders of the Company for their continued support to the Company during the year.
12. 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 01:30 p.m. with a vote of thanks to the Chair.

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