

TATA POWER DELHI DISTRIBUTION LIMITED**NOTICE**

NOTICE is hereby given that the eighteenth Annual General Meeting of the members of Tata Power Delhi Distribution Limited will be held on Friday, the 17th May 2019 at 12:00 noon at TPDDL Smart Grid Lab, Dr. K.N. Katju Marg, Sector - 15, Rohini, adjacent to RG-05 Grid, Delhi - 110085, 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 2019 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 2019 together with the reports of the auditors thereon.
2. To declare a dividend on equity shares for the financial year ended 31st March 2019.
3. To appoint a director in place of Mr. Arup Ghosh (DIN: 06711047), who retires by rotation and being eligible, offers himself for re-appointment.
4. **Re-appointment of Statutory Auditors of the company**

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

“**RESOLVED** that pursuant to the provisions of sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Walker Chandiook & Co LLP (Firm Registration. No. 001076N/N500013, LLP Identification No. AAC-2085), be and are hereby re-appointed as statutory auditors of the company for second term of two years, to hold office from the conclusion of this, the eighteenth Annual General Meeting till the conclusion of twentieth Annual General Meeting of the company (i.e. from FY 2019-20 to FY 2020-21), to examine and audit the accounts of the company, on such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit committee in consultation with the Statutory auditors and duly approved by the Board of directors of the company.”

Special Business:

5. **Appointment of Ms. Satya Gupta as a director**

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

“**RESOLVED** that Ms. Satya Gupta (DIN: 08172427), who was appointed as an additional director of the company with effect from 18th July 2018, by the board of directors and who holds office upto the date of this Annual General Meeting of the company under second proviso of section 149(1) read with section 161(1) of the Companies Act, 2013 (the Act), but who is eligible for appointment and in respect of whom the company has received a notice in writing under section 160 (1) of the Act from a member proposing her candidature for the office of director, be and is hereby appointed as director of the company, liable to retire by rotation.”

6. 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 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the company hereby ratifies the remuneration of ₹ 2,18,900/- (plus other applicable taxes, traveling and out-of-pocket expenses) payable to M/s Ramanath Iyer & Co., who are appointed as cost auditors to conduct the audit of cost records maintained by the company for the financial year 2019-20.”

NOTES: (1) The relative explanatory statement pursuant to subsection (1) of section 102 of the Companies Act, 2013 (the Act) and the rules made thereunder, in regard to the business set out in item nos. 5 and 6 and the relevant details of the directors of the company seeking re-appointment/ appointment as set out in item nos. 3 and 5 at this annual general meeting is annexed hereto.

(2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies in order to be effective should be duly filled, stamped, signed and completed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

An instrument of proxy shall be valid only if it is properly stamped as per the applicable law. Undated proxies and proxies which does not state the name of proxy shall be considered invalid.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

(3) Corporate members intending to send their authorised representatives to attend the annual general meeting (“AGM”) are requested to send to the company a certified true copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.

(4) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

(5) The relevant documents/records are available for inspection by the shareholders at the registered office of the company at any time during the working hours till the date of annual general meeting.

(6) Route-map to the venue of the meeting is annexed.

(7) The notice of the AGM along with the annual report 2018-19 is being sent by electronic mode to members entitled to receive such e-mail as per records of the company.

- (8) 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.
- (9) Members are requested to bring their copy of annual report with them at AGM.
- (10) Members desiring any information with regard to accounts/reports are requested to submit their queries addressed to the director(s) at least 10 days in advance of the meeting so that the information called for can be made available at the meeting.
- (11) Updation of members' details:
The format of the register of members prescribed by the Ministry of Corporate Affairs under the Act, requires the company/ registrars and share transfer agents 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 or its registrars and share transfer agents. Members holding shares in electronic form are requested to submit the details to their respective DPs.

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

Delhi, 18th April 2019
Corporate Identity No. :
U40109DL2001PLC111526

Registered Office:
NDPL House, Hudson Lines,
Kingsway Camp, Delhi 110 009
Tel:01166112222
Fax No: 01127468042
email: TPDDL@tatapower-ddl.com
Website: <http://www.tatapower-ddl.com/>

Sd/-
(Ajay Kalsie)
Company Secretary
Membership No. 13810

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. 4, 5 and 6 of the accompanying notice dated 18th April 2019.

Item no. 4: This explanatory statement is provided though strictly not required as per section 102 of the Act.

DERC in March 2013 had directed the company that services of CAG empanelled statutory auditor may be availed for a maximum period of three years i.e. statutory auditors be rotated after every three years. Based on the aforesaid directions of DERC in March 2013, M/s Walker Chandiook & Co LLP (Firm Registration. No. 001076N/N500013, LLP Identification No. AAC-2085), Chartered Accountants were appointed as the Statutory Auditors of the company for a period of three years, to examine and audit the accounts of the company including audit of consolidated financial statements w.e.f 1st April 2016 to 31st March 2019.

Subsequently, DERC vide its letter no. F.6 (10) AF/DERC/2012-13/3781/956 dated 25th May 2018, had directed that:

- i) Services of the same statutory auditor may be availed for a maximum period of 5 years instead of 3 years.
- ii) In case, any DISCOM desires to avail the services of the existing statutory auditor services, the further extension of services of the auditor (based on the service already availed and balance to be availed) is tabulated as under:

Auditor already completed number of years	Balance period for extension	Aggregate period which the Auditor would complete in the same company in view of Column I and II
I	II	III
3	2	5
2	3	5
1	4	5

- iii) Appointment of auditors be done from amongst the list of C&AG empanelled auditors.

As per the directions of DERC, your company can avail the services from statutory auditor for a second term of two years.

M/s Walker Chandiook & Co LLP, statutory auditors have conducted the statutory audit of the company from FY 2016-17 to FY 2018-19 and their performance was found to be satisfactory.

The board of directors recommends to re-appoint M/s Walker Chandiook & Co LLP (Firm Registration. No. 001076N/N500013, LLP Identification No. AAC-2085), as statutory auditors for second term of two years to hold office from the conclusion of eighteenth Annual General Meeting upto the conclusion of twentieth Annual General Meeting of the company (i.e. from FY 2019-20 to FY 2020-21).

The company has received written consent and eligibility certificate from M/s Walker Chandiook & Co LLP, Chartered Accountants to act as statutory auditors of the company along with a confirmation that, their re-appointment, if made, would be within the limits prescribed under the Act.

Accordingly, approval of the members is being sought for the proposal contained in the resolution set out at item no. 4 of the accompanying notice.

The board commends the resolution at item no.4 of the accompanying notice for approval by the members of the company.

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. 4 of the accompanying notice.

Item no. 5: Consequent upon resignation of Ms. Shalini Yogendranath Singh (DIN: 07252909) vide her letter dated 15th June 2018 and based on the recommendation of the Nomination and Remuneration Committee (NRC), Ms. Satya Gupta (DIN:08172427), Head-IT and Chief Information Security Officer (CISO) at Tata Power-DDL, was appointed as an additional (woman) director on the board of the company with effect from 18th July 2018 in terms of Article 96 of Company's Articles of Association and second proviso of section 149(1) read with section 161(1) of the Act and the rules made thereunder, as amended from time to time.

In terms of section 161(1) of the Act, Ms. Gupta holds office only upto the date of the forthcoming AGM of the company but 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 Ms. Gupta's appointment as a director.

Ms. Satya Gupta has vast experience of more than four decades out of which almost 18 years are in Power Sector and she has been with Tata Power Delhi Distribution Limited (Tata Power-DDL) since December, 2002. She has rich experience in handling large software development and implementation projects in IT department of various organizations, automation of various processes, digitalization by identification and implementation of right technology, handling change management, business process re-engineering for automation of various processes.

Ms. Gupta provides her professional expertise to the company on several strategic initiatives and oversees the Information Technology. Prior to this as Head-IT and Chief Information Security Officer (CISO) at Tata Power-DDL, she has been instrumental in implementation of various automation technologies/ software applications, SAP practices, setting up IT infrastructure, integration of information and operational technologies. Ms. Gupta has anchored the challenging journey of turning around a state owned loss making utility with no computerization into almost fully automated organization with more than 90% of its processes automated and fully integrated. She is also advising and assisting The Tata Power Company Limited on its integration of technologies and getting a long term road map prepared for realizing its objectives.

Ms. Gupta is considered as an expert in cyber security in power sector and is the recipient of the 'Top 100 CISO' award for five consecutive years instituted by InfoSecurity Magazine and also DSCI Excellence Award 2016 in the category – 'Security in Energy Sector- Power' at NASSCOM-DSCI Annual Information Security Summit in December 2016. Under her leadership, Tata Power-DDL became the only utility at global level to get the appraisal done successfully for CMMI Level 3 and is the first utility to get ISO 27001-2013 certification for both of its IT&OT systems.

Ms. Gupta also received award for 'Leading Woman in Energy' & 'Leading Woman Owned Innovative Project' for the year 2011 and 'SAP ACE Woman CIO (Chief Information Officer) of the year 2015' Award. Her deep knowledge of various technologies, cyber security, utility business processes and regulatory environment makes her a speaker of choice in several seminars/workshops/panel discussions at national and international level.

Ms. Satya Gupta is an alumnus of IIT Delhi and Delhi University. Additionally Ms Satya Gupta is also a qualified TBEM assessor in the TBEM, Tata Business Excellence Model, system based on Malcolm Baldrige model of USA, a unique assessment model adopted by the Tata Group for promoting strong participative culture, focussed on change management and Innovation and is instrumental in driving ethics movement in the company as a member of Ethics Apex Committee. She is the chairperson of POSH (Prevention of Sexual Harassment at work place) committee from last many years.

In the opinion of the board, Ms. Satya Gupta fulfills the conditions specified in the Act and the rules made thereunder for appointment as a director.

In compliance with the applicable provisions of the Act, the appointment of Ms. Satya Gupta as a director is now being placed before the members for their approval.

The board commends the resolution at item no. 5 of the accompanying notice for the approval by the members of the company.

Other than Ms. Gupta, none of the directors, key managerial personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 5 of the accompanying notice.

Ms. Gupta is not related to any other director or KMPs of the company.

Item No. 6: Pursuant to the provisions of section 148 of the Act, the company is required to have the audit of its cost records conducted by a cost accountant in practice. On the recommendation of Audit committee of directors, the board of directors have approved the re-appointment of M/s Ramanath Iyer & Co as the Cost auditors of the company to conduct audit of cost records maintained by the company (Generation and Distribution business) for the financial year 2019-20, at a remuneration of ₹ 2,18,900/- (plus other applicable taxes, traveling and out-of-pocket expenses).

M/s Ramanath Iyer & Co, have furnished a certificate regarding their eligibility for 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 commends the resolution at item no. 6 of the accompanying notice for ratification of the cost auditors' remuneration for FY 2019-20, 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. 6 of the accompanying notice.

By order of the board
for **Tata Power Delhi Distribution Limited**

Delhi, 18th April 2019
Corporate Identity No.
U40109DL2001PLC111526
Registered Office:
NDPL House, Hudson Lines,
Kingsway Camp, Delhi 110009
Tel:01166112222 Fax No:01127468042
email: TPDDL@tatapower-ddl.com
Website: <http://www.tatapower-ddl.com/>

Sd/-
(Ajay Kalsie)
Company Secretary
Membership No. 13810



Details of the directors, seeking re-appointment/appointment at the forthcoming Annual General Meeting:

Name of director	Mr. Arup Ghosh	Ms. Satya Gupta
Date of birth	8 th November 1955	18 th March 1955
Date of appointment	1 st December 2015	18 th July 2018
Expertise in functional areas	<p>Mr. Ghosh is a power sector veteran of 41 years. He has been extensively engaged in all facets of transmission and distribution operations including restructuring and institutional strengthening of electricity utilities to enable them to cope with regulatory controls. He has worked with electricity utilities in India and Mauritius. Initially as Chief Operating Officer, he actively supported the Chief Executive Officer & Managing Director in leading the company to script at Delhi hitherto unmatched reforms of the electricity distribution business. As Chief Technical Officer, he supported the Chief Executive Officer & Managing Director on strategic decisions and oversees operations, projects, engineering, business development, contracts, safety, generation, human resource, civil, vigilance, security, enforcement, information technology and health services.</p> <p>Prior to joining the company, Mr. Ghosh was employed with Central Electricity Board, Mauritius; CESC Ltd., The National Insulated Cable Co. of India Ltd. and Crompton Greaves Ltd., all at Kolkata, India.</p>	<p>Ms. Satya Gupta has vast experience of more than four decades out of which almost 18 years are in Power Sector and she has been with Tata Power Delhi Distribution Limited (Tata Power-DDL) since December, 2002. She has rich experience in handling large software development and implementation projects in IT department of various organizations, automation of various processes, digitalization by identification and implementation of right technology, handling change management, business process re-engineering for automation of various processes.</p> <p>Ms. Gupta provides her professional expertise to the company on several strategic initiatives and oversees the Information Technology. Prior to this as Head-IT and Chief Information Security Officer (CISO) at Tata Power-DDL, she has been instrumental in implementation of various automation technologies/ software applications, SAP practices, setting up IT infrastructure, integration of information and operational technologies. Ms. Gupta has anchored the challenging journey of turning around a state owned loss making utility with no computerization into almost fully automated organization with more than 90% of its processes automated and fully integrated. She is also advising and assisting The Tata Power Company Limited on its integration of technologies and getting a long term road map prepared for realizing its objectives.</p> <p>Ms. Gupta is considered as an expert in cyber security in power sector and is the recipient of the 'Top 100 CISO' award for five consecutive years instituted by InfoSecurity Magazine and also DSCI Excellence Award 2016 in the category – 'Security in Energy Sector- Power' at NASSCOM-DSCI Annual Information Security Summit in December 2016. Under her leadership, Tata Power-DDL became the only utility at global level to get the appraisal done successfully for CMMI Level 3 and is the first utility to get ISO 27001-2013 certification for both of its IT&OT systems.</p> <p>Ms. Gupta also received award for 'Leading Woman in Energy' & 'Leading Woman Owned Innovative Project' for the year 2011 and 'SAP ACE Woman CIO (Chief Information Officer) of the year 2015' Award. Her deep knowledge of various technologies, cyber security, utility business processes and regulatory environment makes her a speaker of choice in several seminars/workshops/panel discussions at national and international level.</p>
Qualifications	<p>Mr. Ghosh is an alumnus of Indian Institute of Technology, Kharagpur.</p> <p>Subsequently, he received formal training in general management at Administrative Staff College of India, Hyderabad (MDP), Indian Institute of Management, Kolkata (EDP) and Xavier Labour Relations Institute, Jamshedpur (EDP). He has also received training in</p>	<p>Ms. Satya Gupta is an alumnus of IIT Delhi and Delhi University. Additionally Ms Satya Gupta is also a qualified TBEM assessor in the TBEM, Tata Business Excellence Model, system based on Malcolm Baldrige model of USA, a unique assessment model adopted by the Tata Group for promoting strong participative culture, focussed on change management and innovation and is instrumental in driving ethics movement in the company as a member of Ethics Apex Committee. She is the chairperson of POSH</p>



Name of director	Mr. Arup Ghosh	Ms. Satya Gupta
	regulatory matters from Institute of Public-Private Partnerships Inc (IP3), Washington D.C.	(Prevention of Sexual Harassment at work place) committee from last many years.
Terms & conditions of appointment	Appointed as a non-executive director	Appointed as an Additional (Woman) director
Remuneration	Nil	Only sitting fee is paid.
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none">• Director of the following companies:<ol style="list-style-type: none">1. Tata Power Jamshedpur Distribution Limited2. TP Ajmer Distribution Limited3. NDPL Infra Limited	Nil
Committee positions held in other companies	<ul style="list-style-type: none">• Member of the following committee:<ol style="list-style-type: none">1. NDPL Infra Limited-Corporate Social Responsibility Committee	Nil
Number of Shares held	Nil	Nil