

**TATA POWER DELHI DISTRIBUTION LIMITED****NOTICE**

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of Tata Power Delhi Distribution Limited will be held on Friday, 21<sup>st</sup> July 2023 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 31<sup>st</sup> March 2023 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 31<sup>st</sup> March 2023 together with the Reports of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2023.
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. To appoint a Director in place of Ms. Satya Gupta (DIN: 08172427), who retires by rotation and being eligible, offers herself for re-appointment.

**Special Business:****5. Appointment of Mr. Manish Kumar Gupta as a Director**

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

**"RESOLVED** that Mr. Manish Kumar Gupta (DIN: 01135912), 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 17<sup>th</sup> March 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."

**6. Appointment of Dr. Ashish Chandra Verma as a Director**

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

**"RESOLVED** that Dr. Ashish Chandra Verma (DIN: 00260070), 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 17<sup>th</sup> March 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."

#### 7. Appointment of Mr. Shurbir Singh as a Director

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

**"RESOLVED** that Mr. Shurbir Singh (DIN: 07331962), 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 17<sup>th</sup> March 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. Appointment of Mr. Kailash Nath Shrivastava as a Director and as an Independent Director

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

**"RESOLVED** that Mr. Kailash Nath Shrivastava (DIN: 01584124), who was appointed as an Additional Director of the Company effective 23<sup>rd</sup> March 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**FURTHER RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Mr. Kailash Nath Shrivastava (DIN: 01584124), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of three years commencing from 23<sup>rd</sup> March 2023 up to 22<sup>nd</sup> March 2026, be and is hereby approved."

#### 9. Appointment of Mr. Narendra Nath Misra as a Director and as an Independent Director

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

**"RESOLVED** that Mr. Narendra Nath Misra (DIN: 00575501), who was appointed as an Additional Director of the Company effective 23<sup>rd</sup> March 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**FURTHER RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Mr. Narendra Nath Misra (DIN: 00575501), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of three years commencing from 23<sup>rd</sup> March 2023 up to 22<sup>nd</sup> March 2026, be and is hereby approved.”

#### 10. Appointment of Mr. Ashok Sinha as a Director and as an Independent Director

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

“**RESOLVED** that Mr. Ashok Sinha (DIN: 00070477), who was appointed as an Additional Director of the Company effective 24<sup>th</sup> March 2023 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**FURTHER RESOLVED** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, appointment of Mr. Ashok Sinha (DIN: 00070477), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a period of three years commencing from 24<sup>th</sup> March 2023 up to 23<sup>rd</sup> March 2026, be and is hereby approved.”

#### 11. 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 ₹ 2,25,000/- (Rupees Two lakh twenty five thousand 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 2023-24.”

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. 5 to 11 and the relevant details of the Directors of the Company seeking re-appointment/appointment as set out in item nos. 3 to 10 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 8<sup>th</sup> April 2020, No.17/2020 dated 13<sup>th</sup> April 2020, No.20/2020 dated 5<sup>th</sup> May 2020, No. 02/2021 dated 13<sup>th</sup> January 2021, No. 21/2021 dated 14<sup>th</sup> December 2021, No. 2/2022 dated 5<sup>th</sup> May 2022 and No. 10/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the Twenty Second 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 Second Annual General Meeting will be TPDDL Smart Grid Lab, Dr. K.N. Katju Marg, Sector – 15, Rohini, adjacent to RG-05 Grid, Delhi – 110085.
- (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 2022-23 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 2022-23 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. [csso@tatapower-ddl.com](mailto:csso@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. [csso@tatapower-ddl.com](mailto:csso@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. [csso@tatapower-ddl.com](mailto:csso@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:  
[Click here to join the meeting](#)  
Meeting ID: 440 853 129 839 (Passcode: yCAa9i)  
[Download Teams](#) | [Join on the web](#)



- (20) Disclosures with regard to the manner in which framework 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. 9818677072 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 poll is made by any Member, in accordance with Section 109 of the Act and the rules made thereunder.

Delhi, 17<sup>th</sup> April 2023  
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/>

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

**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. 5 to 11 of the accompanying notice dated 17<sup>th</sup> April 2023.

**Item no. 5:** With reference to Order No. F.06/45/Power/Misc. Matter/2022/278 dated 10<sup>th</sup> February 2023 issued by Jt. Director (Power), Government of NCT of Delhi (GoNCTD), Delhi Power Company Limited (DPCL) vide its letter no. F.17/DPCL/CS/2022-23/167 dated 14<sup>th</sup> February 2023 and email dated 17<sup>th</sup> February 2023, had nominated Mr. Manish Kumar Gupta (DIN:01135912) as Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Manish Kumar Gupta as an Additional Director of the Company effective 17<sup>th</sup> March 2023 in terms of Article 96 of the Article 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. Gupta 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 his intention to propose Mr. Gupta’s appointment as a Director.

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

Mr. Manish Kumar Gupta is an IAS officer of AGMUT (1991) batch and currently serving as Additional Chief Secretary (Industries), GoNCTD. He serves on the Board of Delhi State Industrial and Infrastructure Development Corporation Limited. He is Additional Chief Secretary (Land & Building), Additional Chief Secretary (Labour) and Nodal Officer for (i) Single Use Plastic (ii) Liaison with Northern Railways Authority regarding redevelopment of New Delhi Railway Station and (iii) Coordination with various departments of GoNCTD for timely grant of NOCs and clearances required for the project related to redevelopment of AIIMS, New Delhi.

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

In compliance with the applicable provisions of the Act, the appointment of Mr. Gupta 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. 5 of the accompanying notice for approval by the Members of the Company.

Other than Mr. Gupta, 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. 5 of the accompanying notice.

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

**Item no. 6:** With reference to Order No. F.06/45/Power/Misc. Matter/2022/278 dated 10<sup>th</sup> February 2023 issued by Jt. Director (Power), Government of NCT of Delhi (GoNCTD), Delhi Power Company Limited (DPCL) vide its letter no. F.17/DPCL/CS/2022-23/167 dated 14<sup>th</sup> February 2023 and email dated 17<sup>th</sup>

February 2023, had nominated Dr. Ashish Chandra Verma (DIN:00260070) as Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Dr. Ashish Chandra Verma as an Additional Director of the Company effective 17<sup>th</sup> March 2023, in terms of Article 96 of the Article 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, Dr. Verma 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 his intention to propose Dr. Verma's appointment as a Director.

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

Dr. Ashish Chandra Verma is an IAS Officer of AGMUT (1994) batch and currently serving as Principal Secretary (Finance), GoNCTD. He serves on the Boards of several companies including Delhi Integrated Multi Modal Transit System Limited, Delhi State Industrial and Infrastructure Development Corporation Limited, Delhi Tourism and Transportation Development Corporation Limited, Delhi State Civil Supplies Corporation Limited and Geospatial Delhi Limited.

Further details and current Directorships of Dr. Verma are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Dr. Verma 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 Dr. Verma, 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.

Dr. Verma is not related to any other Director or KMPs of the Company.

**Item no. 7:** With reference to Order No. F.06/45/Power/Misc. Matter/2022/278 dated 10<sup>th</sup> February 2023 issued by Jt. Director (Power), Government of NCT of Delhi (GoNCTD), Delhi Power Company Limited (DPCL) vide its letter no. F.17/DPCL/CS/2022-23/167 dated 14<sup>th</sup> February 2023 and email dated 17<sup>th</sup> February 2023, had nominated Mr. Shurbir Singh (DIN:07331962) as Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Shurbir Singh as an Additional Director of the Company effective 17<sup>th</sup> March 2023, in terms of Article 96 of the Article 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. 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 his 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. Shurbir Singh is an IAS Officer of AGMUT (2004) batch and currently serving as Secretary (Power), GoNCTD. He is also Chairman-cum-Managing Director of both Delhi Power Company Limited and Delhi Transco Limited. In addition, he is also the Chairman of Indraprastha Energy & Waste Management Company Limited, Indraprastha Power Generation Company Limited and Pragati Power Corporation Limited. During his career till date, 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.

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:** Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Kailash Nath Shrivastava (DIN: 01584124), as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a period of three years commencing from 23<sup>rd</sup> March 2023 up to 22<sup>nd</sup> March 2026 in terms of Article 96 of the Article of Association of the Company and Section 161(1) of the Act and the rules made thereunder.

In terms of Section 161(1), Mr. Shrivastava 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 his intention to propose Mr. Shrivastava's appointment as a Director.

The Company has received declaration from Mr. Shrivastava to the effect that he fulfills all the conditions specified under Section 149 of the Act to qualify as an Independent Director on the Board of the Company.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Shrivastava fulfils the conditions specified in the Act and the rules made thereunder for appointment as an Independent Director and he is Independent of the management.

Mr. Kailash Nath Shrivastava is a retired Indian Administrative Services (IAS) officer from Karnataka Cadre, GoI 1978 Batch who also served under Indian Forest Service and Indian Revenue Service (Income Tax) at the beginning of his career after being selected for Indian Police Service and all Central Services. He has wide experience of over 46 years.

On allocation under Karnataka cadre, he held several important positions in Government of Karnataka. He worked as District Magistrate (DM) of 4 Districts namely Tumkur, Bangalore, Belgaum and Uttar Kannada (Karwar). His postings as DM of Belgaum and Uttar Kannada Districts were done specially to control the then prevailing communal disturbances in those districts.

He successfully managed some very important PSUs. He was posted as Chairman and Managing Director (CMD) of Karnataka Power Transmission Corporation Ltd. (KPTCL) and common Chairman of all the four Power Distribution companies of Karnataka State (2002-04). As Managing Director (MD) of Krishna Bhagya Jala Nigam Ltd. (KBJNL) (1999-2000), he implemented the Upper Krishna Irrigation and Power Project across river Krishna. During his tenure, the famous Almatti Dam Project was completed on river Krishna enabling the state to utilize its water share in Krishna River Basin. As first MD of Bangalore Metro Rail Corporation Ltd. (BMRCL) (2004-06), he got the Bangalore Metro Rail Project sanctioned and started its implementation. He worked as CMD of Hutti Gold Mines Co. (the only gold mining company of the country) (1994-99) for 5 years. He also had an eventful career as Director of Bangalore Dairy (1984-86).

In Government of India, he worked as Joint Secretary in the Ministry of Culture (2000-02), Joint Secretary (Airports) (2006-08) in the Ministry of Civil Aviation, Director General of Archaeological Survey of India (2009-10), Additional Secretary and Financial Adviser in the Ministry of External Affairs (2010-12). During his tenure as Joint Secretary (Airports), most of the Greenfield and Brownfield airport development projects were started.

Mr. Shrivastava also worked as Secretary in the Ministry of Civil Aviation from August 2012 to December 2013. He superannuated from Government Service on 31<sup>st</sup> December 2013.

He has been appointed Director of India International Centre (IIC) by the Board of Trustees w.e.f 1<sup>st</sup> January 2019. Before joining as Director, IIC, he worked as Member, National Disaster Management Authority (NDMA) (March to July 2014) and thereafter as an Administrative Member in Central Administrative Tribunal (March 2015-December 2018).

He is also an Independent Director on the Boards of several other companies.

The terms and conditions of appointment of Mr. Shrivastava shall be open for inspection by any Member in accordance with provisions of the Act and the rules made thereunder and are disclosed on the Company's website.

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

In compliance with the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the rules made thereunder, the appointment of Mr. Shrivastava as an Independent Director of the Company for a period of three years commencing from 23<sup>rd</sup> March 2023 up to 22<sup>nd</sup> March 2026, is now being placed before the Members for their approval by way of ordinary resolution.

The Board recommends the resolution at item no. 8 of the accompanying notice for approval by the Members of the Company.

Other than Mr. Shrivastava, 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. 8 of the accompanying notice.

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

**Item no. 9:** Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Narendra Nath Misra (DIN: 00575501), as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a period of three years commencing from 23<sup>rd</sup> March 2023 up to 22<sup>nd</sup> March 2026 in terms of Article 96 of the Article 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. Misra 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 his intention to propose Mr. Misra's appointment as a Director.

The Company has received declaration from Mr. Misra to the effect that he fulfills all the conditions specified under Section 149 of the Act to qualify as an Independent Director on the Board of the Company.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Misra fulfils the conditions specified in the Act and the rules made thereunder for appointment as an Independent Director and he is Independent of the management.

Mr. Narendra Nath Misra has worked as Director (Operations) of NTPC Ltd. (NTPC), a Maharatna Company, for 4 years. He joined NTPC as an Executive Trainee in 1977 and worked in various areas in NTPC and thereafter became a Member of the Board in 2010.

He has in depth experience in all facets of Power Sector like Design, Engineering, Contracts & Procurement, Human Resources and Operation Services and was responsible for successful implementation and commissioning of India's first 765 kV substations at NTPC, Sipat.

He was actively associated with Bureau of Indian Standards (BIS) and was a Member of Electro-Technical Division Council (ETDC) of BIS. He has represented India in CIGRE (International Conference on Large High Voltage Electrical System) and has contributed in many Study Committees and Working Groups of CIGRE.

He has been on the Boards of the various JVs and Subsidiaries of NTPC engaged in Generation, Power Trading & Manufacturing as Chairman and / or Director in the capacity of Executive and Non-Executive. He has also been a Member, Governing Board NTPC School of Business. He was also Vice-Chairman (Technical) CIGRE-India (World Body of Power System Experts). He has also worked as Consultant Power (Thermal) of State Bank of India (on non-exclusive basis) and as a Member of Enquiry Committee for Mumbai Grid failure of 12<sup>th</sup> October 2020.

He is an Independent Director on the Boards of several other companies.

The terms and conditions of appointment of Mr. Misra shall be open for inspection by any member in accordance with provisions of the Act and the rules made thereunder and are disclosed on the Company's website.

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

In compliance with the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the rules made thereunder, the appointment of Mr. Misra as an Independent Director of the Company for a period of three years commencing from 23<sup>rd</sup> March 2023 up

to 22<sup>nd</sup> March 2026, is now being placed before the Members for their approval by way of ordinary resolution.

The Board recommends the resolution at item no. 9 of the accompanying notice for approval by the Members of the Company.

Other than Mr. Misra, 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. 9 of the accompanying notice.

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

**Item no. 10:** Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Ashok Sinha (DIN: 00070477), as an Additional Director (Independent) of the Company, not liable to retire by rotation, for a period of three years commencing from 24<sup>th</sup> March 2023 up to 23<sup>rd</sup> March 2026, in terms of Article 96 of the Article 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. Sinha 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 his intention to propose Mr. Sinha's appointment as a Director.

The Company has received declaration from Mr. Sinha to the effect that he fulfills all the conditions specified under Section 149 of the Act to qualify as an Independent Director on the Board of the Company.

He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Sinha fulfils the conditions specified in the Act and the rules made thereunder for appointment as an Independent Director and he is Independent of the management.

Mr. Ashok Sinha has a wealth of experience, competencies and expertise from his leadership journey as the Chairman and Managing Director (CMD) of Bharat Petroleum Corporation Limited (BPCL), which is present across the entire value chain with activities covering exploration and production, refining, marketing oil and gas products. He spent 33 years in BPCL, where he served on the Board of BPCL for 15 years - first as Director (Finance) for 10 years from 1996 and then as its CMD for 5 years from August 2005.

He was conferred the Distinguished Alumnus Award from both IIT, Kanpur and IIM, Bangalore. He was also conferred with the India Chief Financial Officer Award 2001 for Information and Knowledge Management by the Economic Intelligence Unit (EIU) India and American Express. He received award from Technology Media Group (TMG) for Customer Management.

Since 2011, he has served on the Boards of Petronet LNG Limited, CMC Limited (erstwhile subsidiary of Tata Consultancy Services Limited), four subsidiaries of Vodafone India Limited, Tata Advanced Systems Limited, Tata Lockheed Martin Aerostructures and Nova Integrated Systems.

He is an Independent Director on the Boards of several other companies.

The terms and conditions of appointment of Mr. Sinha shall be open for inspection by any Member in accordance with provisions of the Act and the rules made thereunder and are disclosed on the Company's website.

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

In compliance with the provisions of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV to the Act and the rules made thereunder, the appointment of Mr. Sinha as an Independent Director of the Company for a period of three years commencing from 24<sup>th</sup> March 2023 up to 23<sup>rd</sup> March 2026, is now being placed before the Members for their approval by way of ordinary resolution.

The Board recommends the resolution at item no. 10 of the accompanying notice for approval by the Members of the Company.

Other than Mr. Sinha, 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. 10 of the accompanying notice.

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

**Item no.11:** 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 2023-24, at a remuneration of ₹ 2,25,000/- (Rupees Two lakh twenty five thousand 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. 11 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2023-24, 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. 11 of the accompanying notice.

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

Delhi, 17<sup>th</sup> April 2023  
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 Second Annual General Meeting (In pursuance of Secretarial Standard 2 on General Meetings):**

Name of Director	Mr. Arup Ghosh	Ms. Satya Gupta
DIN	06711047	08172427
Designation	Non-Executive Director	Non-Executive Director
Date of birth	8 <sup>th</sup> November 1955	18 <sup>th</sup> March 1955
Age	(67 years)	(68 years)
Date of appointment	31 <sup>st</sup> July 2015	18 <sup>th</sup> July 2018
Expertise in functional areas	<p>Mr. Arup Ghosh is a power sector veteran for more than four decades. 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 of Tata Power-DDL (“the Company”), he actively supported the Chief Executive Officer &amp; Managing Director in leading the Company to script at Delhi hitherto unmatched reforms of the electricity distribution business. As Chief Technical Officer of the Company, he supported the Chief Executive Officer &amp; 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, he 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 20 years are in Power Sector. She has been associated with Tata Power-DDL since December, 2002. She has handled large Information Technology &amp; Operational Technology (IT &amp; OT) software development, integration and implementation projects, automation of processes, digitalization by identification and implementation of right technology, handling change management, business process re-engineering etc.</p> <p>As General Manager-IT at Tata Power-DDL, Ms. Gupta was part of many Cross Functional Teams and Innovation Council for several strategic initiatives. She was instrumental in implementation of various automation technologies/ software applications, SAP practices, setting up IT infrastructure, integration of information and operational technologies. She was working in Delhi Vidyut Board (DVB), a state-owned utility prior to joining Tata Power-DDL and has anchored the challenging journey of turning around a loss-making utility with no computerization into almost fully automated organization with more than 90% of its processes automated and fully integrated.</p> <p>Ms. Gupta is considered as an expert in Power Sector Cyber Security and is the recipient of the ‘Top 100 CISO’ award for five consecutive years and also DSCI Excellence Award 2016 – ‘Security in Energy Sector- Power’. Under her leadership, Tata Power-DDL became the only utility at global level to get the appraisal done successfully for CMMI Level 3 for both of its IT &amp; OT systems. Her deep knowledge of various IT &amp; OT technologies, cyber security, utility</p>



<b>Name of Director</b>	<b>Mr. Arup Ghosh</b>	<b>Ms. Satya Gupta</b>
DIN	06711047	08172427
Designation	Non-Executive Director	Non-Executive Director
		business processes and regulatory environment made her the recipient of 'Leading Woman in Energy' & 'Leading Woman Owned Innovative Project 2011' and 'SAP ACE Woman CIO (Chief Information Officer) 2015' Awards.  Post superannuation from Tata Power-DDL, Ms. Gupta is mentoring energy related innovative technology projects being undertaken by incubators at 'Clean Energy International Innovation Centre'.
Qualifications	<ul style="list-style-type: none"> <li>An alumnus of Indian Institute of Technology (IIT), Kharagpur.</li> <li>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).</li> <li>Training in regulatory matters from Institute of Public-Private Partnerships Inc (IP3), Washington D.C.</li> </ul>	<ul style="list-style-type: none"> <li>M. Tech from Indian Institute of Technology (IIT) Delhi.</li> <li>M.Sc. (Maths) from Delhi University.</li> </ul>
Terms & conditions of appointment/ reappointment	Appointed as Non-Executive Director	Appointed as Non-Executive Director
Remuneration	Only sitting fee is paid	Only sitting fee is paid
Directorships held in other Companies (excluding foreign Companies)	Director of the following Companies: 1. Tata Power Jamshedpur Distribution Limited 2. TP Central Odisha Distribution Limited 3. TP Southern Odisha Distribution Limited 4. TP Western Odisha Distribution Limited 5. TP Northern Odisha Distribution Limited	Director of the following Companies: 1. TP Central Odisha Distribution Limited 2. TP Northern Odisha Distribution Limited
Committee positions held in other Companies	Member of the following Committees: 1. TP Central Odisha Distribution Limited- Audit Committee 2. TP Western Odisha Distribution Limited- Audit Committee and Corporate Social Responsibility Committee 3. TP Southern Odisha Distribution Limited - Audit Committee and Corporate Social Responsibility Committee 4. TP Northern Odisha Distribution Limited- Audit Committee	Member of the following Committees: 1. TP Central Odisha Distribution Limited- Corporate Social Responsibility Committee 2. TP Northern Odisha Distribution Limited- Audit Committee and Corporate Social Responsibility Committee
Number of Shares held	Nil	Nil
Number of Meetings of the Board attended during FY 2022-23	4	3
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None



<b>Name of Director</b>	<b>Mr. Manish Kumar Gupta</b>	<b>Dr. Ashish Chandra Verma</b>	<b>Mr. Shurbir Singh</b>
DIN	01135912	00260070	07331962
Designation	Additional Director (Non-Executive)	Additional Director (Non-Executive)	Additional Director (Non-Executive)
Date of birth Age	21 <sup>st</sup> July 1967 (55 years)	12 <sup>th</sup> June 1969 (53 years)	16 <sup>th</sup> December 1976 (46 years)
Date of appointment	17 <sup>th</sup> March 2023	17 <sup>th</sup> March 2023	17 <sup>th</sup> March 2023
Expertise in functional areas	Mr. Manish Kumar Gupta is currently serving as Additional Chief Secretary (Industries), GoNCTD. He serves on the Board of Delhi State Industrial and Infrastructure Development Corporation Limited. He is Additional Chief Secretary (Land & Building), Additional Chief Secretary (Labour) and Nodal Officer for (i) Single Use Plastic (ii) Liaison with Northern Railways Authority regarding redevelopment of New Delhi Railway Station and (iii) Coordination with various departments of GoNCTD for timely grant of NOCs and clearances required for the project related to redevelopment of AIIMS, New Delhi.	Dr. Ashish Chandra Verma is currently serving as Principal Secretary (Finance), GoNCTD. He serves on the Boards of several companies including Delhi Integrated Multi Modal Transit System Limited, Delhi State Industrial and Infrastructure Development Corporation Limited, Delhi Tourism and Transportation Development Corporation Limited, Delhi State Civil Supplies Corporation Limited and Geospatial Delhi Limited.	Mr. Shurbir Singh is currently serving as Secretary (Power), GoNCTD. He is also Chairman-cum-Managing Director of both Delhi Power Company Limited and Delhi Transco Limited. In addition, he is also the Chairman of Indraprastha Energy & Waste Management Company Limited, Indraprastha Power Generation Company Limited and Pragati Power Corporation Limited. During his career till date, 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.
Qualifications	<ul style="list-style-type: none"> <li>IAS officer of AGMUT (1991) batch.</li> <li>Masters in Communication Engineering.</li> </ul>	<ul style="list-style-type: none"> <li>IAS Officer of AGMUT (1994) batch.</li> <li>MBBS</li> </ul>	<ul style="list-style-type: none"> <li>IAS Officer of AGMUT (2004) batch.</li> <li>B.E. (Mechanical Engineering) from Punjab Engineering College, Chandigarh.</li> </ul>
Terms & conditions of appointment	Appointed as an Additional Director (Non-Executive)	Appointed as an Additional Director (Non-Executive)	Appointed as an Additional Director (Non-Executive)
Remuneration	Only sitting fee is paid	Only sitting fee is paid	Only sitting fee is paid
Directorships held in other Companies (excluding foreign Companies)	Director of the following Company: 1. Delhi State Industrial and Infrastructure Development Corporation Limited	Director of the following Companies: 1. Delhi Integrated Multi Modal Transit System Limited 2. Delhi State Industrial and Infrastructure	Director of the following Companies: 1. Indraprastha Energy & Waste Management Company Limited 2. Delhi Power Company Limited 3. Delhi Transco Limited





<b>Name of Director</b>	<b>Mr. Manish Kumar Gupta</b>	<b>Dr. Ashish Chandra Verma</b>	<b>Mr. Shurbir Singh</b>
DIN	01135912	00260070	07331962
Designation	Additional Director (Non-Executive)	Additional Director (Non-Executive)	Additional Director (Non-Executive)
		Development Corporation Limited 3. Delhi Tourism and Transportation Development Corporation Limited 4. Delhi State Civil Supplies Corporation Limited 5. Geospatial Delhi Limited	4. Indraprastha Power Generation Company Limited 5. Pragati Power Corporation Limited 6. BSES Rajdhani Power Limited 7. BSES Yamuna Power Limited
Committee positions held in other Companies	Nil	Nil	Nil
Number of Shares held	Nil	Nil	Nil
Number of Meetings of the Board attended during FY 2022-23	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None

<b>Name of Director</b>	<b>Mr. Kailash Nath Shrivastava</b>	<b>Mr. Narendra Nath Misra</b>	<b>Mr. Ashok Sinha</b>
DIN	01584124	00575501	00070477
Designation	Additional Director (Independent)	Additional Director (Independent)	Additional Director (Independent)
Date of birth Age	1 <sup>st</sup> January 1954 (69 years)	29 <sup>th</sup> October 1954 (68 years)	15 <sup>th</sup> February 1952 (71 years)
Date of appointment	23 <sup>rd</sup> March 2023	23 <sup>rd</sup> March 2023	24 <sup>th</sup> March 2023



Name of Director	Mr. Kailash Nath Shrivastava	Mr. Narendra Nath Misra	Mr. Ashok Sinha
DIN	01584124	00575501	00070477
Designation	Additional Director (Independent)	Additional Director (Independent)	Additional Director (Independent)
Expertise in functional areas	<p>Mr. Kailash Nath Shrivastava is having wide experience of over 46 years. He served under Indian Forest Service and Indian Revenue Service (Income Tax) at the beginning of his career after being selected for Indian Police Service and all Central Services.</p> <p>On allocation under Karnataka cadre, he held several important positions in Government of Karnataka. He worked as District Magistrate of 4 Districts namely Tumkur, Bangalore, Belgaum and Uttar Kannada (Karwar). His postings as District Magistrate of Belgaum and Uttar Kannada Districts were done specially to control the then prevailing communal disturbances in those districts.</p> <p>He successfully managed some very important PSUs. He was posted as Chairman and Managing Director (CMD) of Karnataka Power Transmission Corporation Ltd. (KPTCL) and common Chairman of all the four Power Distribution companies of Karnataka State (2002-04). As Managing Director (MD) of Krishna Bhagya Jala Nigam Ltd. (KBJNL) (1999-2000), he implemented the</p>	<p>Mr. Narendra Nath Misra has worked as Director (Operations) of NTPC Ltd. (NTPC), a Maharatna Company, for 4 years. He joined NTPC as an Executive Trainee in 1977 and worked in various areas in NTPC and thereafter became a Member of the Board in 2010.</p> <p>He has in depth experience in all facets of Power Sector like Design, Engineering, Contracts &amp; Procurement, Human Resources and Operation Services and was responsible for successful implementation and commissioning of India's first 765 kV substations at NTPC, Sipat.</p> <p>He was actively associated with Bureau of Indian Standards (BIS) and was a Member of Electro-Technical Division Council (ETDC) of BIS. He has represented India in CIGRE (International Conference on Large High Voltage Electrical System) and has contributed in many Study Committees and Working Groups of CIGRE.</p> <p>He has been on the Boards of the various JVs and Subsidiaries of NTPC engaged in Generation, Power Trading &amp; Manufacturing as Chairman and/or Director in the capacity of Executive and Non-Executive. He has also been a Member, Governing Board NTPC</p>	<p>Mr. Ashok Sinha has a wealth of experience, competencies and expertise from his leadership journey as the Chairman and Managing Director (CMD) of Bharat Petroleum Corporation Limited (BPCL), which is present across the entire value chain with activities covering exploration and production, refining, marketing oil and gas products. He spent 33 years in BPCL, where he served on the Board of BPCL for 15 years - first as Director (Finance) for 10 years from 1996 and then as its CMD for 5 years from August 2005.</p> <p>He was conferred the Distinguished Alumnus Award from both IIT, Kanpur and IIM, Bangalore. He was also conferred with the India Chief Financial Officer Award 2001 for Information and Knowledge Management by the Economic Intelligence Unit (EIU) India and American Express. He received award from Technology Media Group (TMG) for Customer Management.</p> <p>Since 2011, he has served on the Boards of Petronet LNG Limited, CMC Limited (erstwhile subsidiary of Tata Consultancy Services Limited), four subsidiaries of Vodafone India Limited, Tata Advanced Systems Limited, Tata Lockheed Martin Aerostructures and Nova Integrated Systems.</p> <p>He is an Independent Director on the Boards of several other companies.</p>



<b>Name of Director</b>	<b>Mr. Kailash Nath Shrivastava</b>	<b>Mr. Narendra Nath Misra</b>	<b>Mr. Ashok Sinha</b>
DIN	01584124	00575501	00070477
Designation	Additional Director (Independent)	Additional Director (Independent)	Additional Director (Independent)
	<p>Upper Krishna Irrigation and Power Project across river Krishna. During his tenure, the famous Almatti Dam Project was completed on river Krishna enabling the state to utilize its water share in Krishna River Basin. As first MD of Bangalore Metro Rail Corporation Ltd. (BMRCL) (2004-06), he got the Bangalore Metro Rail Project sanctioned and started its implementation. He worked as CMD of Hutti Gold Mines Co. (the only gold mining company of the country) (1994-99) for 5 years. He also had an eventful career as Director of Bangalore Dairy (1984-86).</p> <p>In Government of India, he worked as Joint Secretary in the Ministry of Culture (2000-02), Joint Secretary (Airports) (2006-08) in the Ministry of Civil Aviation, Director General of Archaeological Survey of India (2009-10), Additional Secretary and Financial Adviser in the Ministry of External Affairs (2010-12). During his tenure as Joint Secretary (Airports), most of the Greenfield and Brownfield airport development projects were started.</p> <p>Mr. Shrivastava also worked as Secretary in</p>	<p>School of Business. He was also Vice-Chairman (Technical) CIGRE-India (World Body of Power System Experts). He has also worked as Consultant Power (Thermal) of State Bank of India (on non-exclusive basis) and as a Member of Enquiry Committee for Mumbai Grid failure of 12<sup>th</sup> October 2020.</p>	



<b>Name of Director</b>	<b>Mr. Kailash Nath Shrivastava</b>	<b>Mr. Narendra Nath Misra</b>	<b>Mr. Ashok Sinha</b>
DIN	01584124	00575501	00070477
Designation	Additional Director (Independent)	Additional Director (Independent)	Additional Director (Independent)
	<p>the Ministry of Civil Aviation from August 2012 to December 2013. He superannuated from Government Service on 31<sup>st</sup> December 2013.</p> <p>He has been appointed Director of India International Centre (IIC) by the Board of Trustees w.e.f 1<sup>st</sup> January 2019. Before joining as Director, IIC, he worked as Member, National Disaster Management Authority (NDMA) (March to July 2014) and thereafter as an Administrative Member in Central Administrative Tribunal (March 2015-December 2018).</p> <p>He is also an Independent Director on the Boards of several other companies.</p>		
Qualifications	<ul style="list-style-type: none"> <li>M.Sc. (Physics) from Allahabad University.</li> <li>Retired Indian Administrative Services (IAS) officer from Karnataka Cadre, GoI 1978 Batch.</li> </ul>	B.E. (Electrical) from NIT, Rourkela.	<ul style="list-style-type: none"> <li>B.Tech. (Electrical Engineering) from the Indian Institute of Technology (IIT), Kanpur.</li> <li>PGDBM from the Indian Institute of Management (IIM), Bangalore, with specialization in Finance.</li> </ul>
Terms & conditions of appointment	Appointed as an Additional Director (Independent)	Appointed as an Additional Director (Independent)	Appointed as an Additional Director (Independent)
Remuneration	Only sitting fee is paid	Only sitting fee is paid	Only 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"> <li>Prayagraj Power Generation Company Limited</li> <li>TP Central Odisha Distribution Limited</li> <li>TP Southern Odisha Distribution Limited</li> </ol>	<p>Director of the following Companies:</p> <ol style="list-style-type: none"> <li>Gujarat Industries Power Company Limited</li> <li>Prayagraj Power Generation Company Limited</li> </ol>	<p>Director of the following Companies:</p> <ol style="list-style-type: none"> <li>J.K. Cement Limited</li> <li>Navin Fluorine International Limited</li> <li>Cipla Limited</li> <li>The Tata Power Company Limited</li> </ol>



<b>Name of Director</b>	<b>Mr. Kailash Nath Shrivastava</b>	<b>Mr. Narendra Nath Misra</b>	<b>Mr. Ashok Sinha</b>
DIN	01584124	00575501	00070477
Designation	Additional Director (Independent)	Additional Director (Independent)	Additional Director (Independent)
	4. TP Western Odisha Distribution Limited 5. TP Northern Odisha Distribution Limited	3. Ind-Barath Energy (Utkal) Limited 4. Gujarat Urja Vikas Nigam Limited 5. Madhya Pradesh Poorv Kshetra Vidyutvitaran Company Limited 6. Maithon Power Limited	5. Tata Communications Limited
Committee positions held in other Companies	Member of the following Committees: 1. Prayagraj Power Generation Company Limited – Audit Committee 2. TP Central Odisha Distribution Limited - Audit Committee 3. TP Southern Odisha Distribution Limited- Audit Committee 4. TP Western Odisha Distribution Limited- Audit Committee 5. TP Northern Odisha Distribution Limited- Audit Committee  Chairman of the following Committees: 1. Prayagraj Power Generation Company Limited – Nomination and Remuneration Committee 2. TP Central Odisha Distribution Limited – Nomination and Remuneration Committee 3. TP Southern Odisha Distribution Limited- Nomination and Remuneration Committee 4. TP Western Odisha Distribution Limited- Nomination and Remuneration Committee 5. TP Northern Odisha Distribution Limited-	Member of the following Committees: 1. Gujarat Industries Power Company Limited- Nomination and Remuneration Committee, Risk Management Committee and Project Committee 2. Prayagraj Power Generation Company limited- Audit Committee and Nomination & Remuneration Committee 3. Gujarat Urja Vikas Nigam Limited- Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Personal Committee 4. Madhya Pradesh Poorv Kshetra Vidyutvitaran Company Limited- Audit Committee and Nomination & Remuneration Committee 5. Ind-Barath Energy (Utkal) Limited- Audit Committee and Nomination & Remuneration Committee 6. Maithon Power Limited- Audit Committee, Corporate Social Responsibility Committee and Risk	Member of the following Committees: 1. J.K. Cement Limited- Audit Committee 2. Cipla Limited- Investment & Risk Management Committee 3. The Tata Power Company Limited- Risk Management Committee 4. Tata Communications Limited- Audit Committee  Chairman of the following Committees: 1. J.K. Cement Limited- Nomination and Remuneration Committee 2. Cipla Limited- Audit Committee 3. The Tata Power Company Limited- Audit Committee



<b>Name of Director</b>	<b>Mr. Kailash Nath Shrivastava</b>	<b>Mr. Narendra Nath Misra</b>	<b>Mr. Ashok Sinha</b>
DIN	01584124	00575501	00070477
Designation	Additional Director (Independent)	Additional Director (Independent)	Additional Director (Independent)
	Nomination and Remuneration Committee	Management Committee Chairman of the following Committees: 1. Gujarat Industries Power Company Limited- Audit Committee and Personal Committee 2. Maithon Power Limited- Nomination and Remuneration Committee	
Number of Shares held	Nil	Nil	Nil
Number of Meetings of the Board attended during FY 2022-23	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None