

TATA POWER DELHI DISTRIBUTION LIMITED**NOTICE**

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting of the members of Tata Power Delhi Distribution Limited for the financial year 2023-24 will be held on Monday, 22nd January 2024 at 1:00 p.m. at 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 (VC/OAVM) to transact the following business:

Special Business:**1. Alteration of Objects Clause of Memorandum of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder & any other laws, rules and regulations as may be applicable, the provisions of Memorandum and Articles of Association of the Company, subject to such other approvals, consents, permissions and sanctions as may be required, under the said Act, Shareholders Agreement, Distribution Licence and Electricity Act, 2003 and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors duly authorised in this behalf), the consent of the members of the Company be and is hereby accorded for altering the Objects Clause of the Memorandum of Association (MOA) of the Company and inserting the following para’s after sub clause 4 of the MOA, in Clause III (A) {Main Objects to be pursued by the Company on its incorporation}:

5. To install, rent, lease, hire, commission, maintain, operate and provide Information & Communication Technologies (ICT) infrastructure such as dark fibres, towers, duct space and similar infrastructure and parts of the same, for any business having necessity for such infrastructure.
6. To establish, provide, maintain and carry out energy management solutions including but not limited to beyond the meter services, in form of consultancy or aggregator or otherwise and support in providing energy efficient products or appliances or offerings by way of collaboration, agreement or any other arrangement to benefit the Company and/or existing or prospect customers within or outside the Company's operational area.

FURTHER RESOLVED that the Board of Directors, of the Company be and is hereby authorised to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form(s) with the Registrar of Companies, Delhi.”

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 set out in item no. 1 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, is annexed hereto.
- (2) Pursuant to General Circulars No.14/2020 dated 8th April 2020, No.17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No.20/2020 dated 5th May 2020, No. 33/2020 dated 28th September 2020, No. 11/2022 dated 28th December 2022 and No.09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening 1st Extra-Ordinary General Meeting (EGM) for the FY 2023-24, through VC/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 EGM of the members of the Company is being held through VC/OAVM. The deemed venue for EGM will be Smart Grid Lab, Dr. K.N. Katju Marg, Sector – 15, Rohini, adjacent to RG-05 Grid, Delhi – 110085.

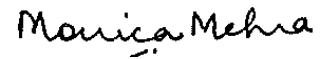
- (3) Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote in the meeting to be held through VC/OAVM.
- (4) In compliance with the aforesaid MCA Circulars, Notice of the EGM along with all relevant papers is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the 1st EGM Notice for FY 2023-24 will also be available on the Company's website <https://www.tatapower-ddl.com/>
- (5) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) Since the EGM 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 EGM, 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 EGM.
- (8) Members may obtain meeting link and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self-attested scanned copy of PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, Aadhaar Card) in support of the address of the Member as registered with the Company; to the email address of the Company i.e. monica.mehra@tatapower-ddl.com
- (9) The Company will provide facility for audio visual participation in EGM Weblink/recording etc.
- (10) 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.
- (11) The Company ensures that the EGM through VC/OAVM facility allows two way videoconferencing or MS Teams for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the Company i.e. monica.mehra@tatapower-ddl.com
- (12) 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.
- (13) Since EGM 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 EGM 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.
- (14) 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.

- (15) 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: 446 683 049 859
Passcode: f5CKRK
- (16) 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 EGM Notice. 9818677072 is the helpline number for those shareholders who need assistance with using the technology before or during the meeting.
- (17) 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, 18th October 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**



(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 no. 1 of the accompanying notice dated 18th October 2023.

Item no. 1: Presently, the main objects clause of the Memorandum of Association (MOA) of the Company provides, *inter alia*, distribution of electricity and related aspects, generation of power through renewable, non-renewable, conventional and non-conventional sources of energy as the main business activity.

The Company wishes to optimally utilize the existing asset base to maximize non-tariff revenue generation which shall partly reduce the consumer tariff and partly improve profitability. The Company has a potential of 9 pairs from the Optical Ground Wire (OPGW) network having a total length of 90 kms and 3 pairs from underground Optical Fibre Cable (OFC) having a total length of 280 kms, aggregating to 370 kms, which can be leased out or used for additional revenue generation.

Further, the Company wishes to create a behavioural change among the consumers to use energy efficient products leading to energy management and conservation. The Company is exploring various energy management solutions and value-added services offerings, demand side management initiatives and future solutions which are relevant for the organisation/consumers.

Accordingly, it is proposed to amend the Objects Clause of MOA by inserting the two para's after sub clause 4 of the MOA in Clause III (A) {Main Objects to be pursued by the Company on its incorporation}.

In compliance with the applicable provisions of the Act, alteration of Objects Clause of MOA of the Company, is now being placed before the members for their approval.

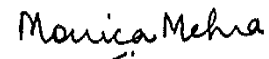
The Board recommends the resolution at item no. 1 of the accompanying notice for approval by the Members of the Company.

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. 1 of the accompanying notice.

Delhi, 18th October 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**



(Monica Mehra)
Company Secretary
Membership No. 15293