



TATA POWER-DDL

PROCEEDINGS OF THE 22nd ANNUAL GENERAL MEETING HELD ON FRIDAY, 21st JULY 2023 AT 1:15 P.M. AT TPDDL SMART GRID LAB, DR. K.N. KATJU MARG, SECTOR - 15, ROHINI, ADJACENT TO RG-05 GRID, DELHI [Through video conferencing in terms of MCA General Circular No.20/2020 dated 5th May 2020 and General Circular No. 10/2022 dated 28th December 2022]

1. Dr. Praveer Sinha, Chairman welcomed the Members and Directors to the 22nd AGM of the Company. As the requisite quorum was present, he called the meeting to order. He further stated the following:

Ministry of Corporate Affairs (“MCA”) has vide its various General Circulars notified in 2020, 2021 and 2022, permitted the holding of AGM through VC/other audio visual means, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the members of the Company was being held through Microsoft Teams.

2. As required by the Secretarial Standards on General Meeting, the Chairman of the Audit Committee (Mr. Ashok Sinha) was present and the Chairman of the Nomination and Remuneration Committee (Mr. Kailash Nath Shrivastava) was also present through video conferencing in terms of Section 178(7) of the Companies Act, 2013.
3. The Statutory Auditors and Secretarial Auditors were also present at the AGM through Video Conferencing.
4. The Cost Auditor was unable to attend the AGM due to prior commitments.
5. Dr. Ashish Chandra Verma, Mr. Sanjay Kumar Banga and Ms. Satya Gupta, Directors were unable to attend AGM due to preoccupation.
6. Since the last AGM, the following Directors have ceased to be the Board Members:
- Dr. Amar Jit Chopra
 - Mr. Ajay Shankar
 - Mr. K M Chandrasekhar
 - Mr. Jasmine Shah
 - Mr. Ajit Kumar Singh
 - Ms. Rashmi Krishnan
 - Mr. Naveen ND Gupta

The Chairman also appreciated the valuable contributions made by them during their tenure on the Board.

7. Mr. Manish Kumar Gupta, Dr. Ashish Chandra Verma and Mr. Shurbir Singh were appointed as Additional Directors w.e.f. 17th March 2023. Mr. Kailash Nath Shrivastava, Mr. Narendra Nath Misra w.e.f. 23rd March 2023 and Mr. Ashok Sinha w.e.f. 24th March 2023, were appointed as Additional Directors (Independent) on the Board of the Company. We welcome the Directors to the shareholders meeting on behalf of all present.
8. The Company had ensured that all other compliances associated with the provisions relating to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors were interested under Section 189 of the Act and all other documents referred to in the Notice or authorizations for voting by bodies corporate etc. as provided in the Act and the Articles of Association of the Company were made available for inspection through electronic mode.

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9. The Chairman apprised the members that the Statutory Auditors' Report was free from any qualifications, observations or comments or disclaimers or other remarks on the financial transactions or matters, which may have any adverse effect on functioning of the Company.
10. Further, Secretarial Auditors' Report was free from any qualifications, observations or comments or disclaimers or other remarks.
11. Thereafter, he highlighted the Company's financial and operation performance for the fiscal year 2022-23.

AGM NOTICE ITEMS FOR APPROVAL ORDINARY BUSINESS(ES):

1. Adoption of accounts for the financial year 2022-23

Mr. Hanoz Mistry proposed and Mr. Hemant Goyal seconded that the following resolution be passed as an Ordinary Resolution:

“RESOLVED that

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st 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 31st March 2023 together with the Reports of the Auditors thereon,

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

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

2. Approval of dividend on Equity Shares for the financial year ended 31st March 2023

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

“RESOLVED that equity dividend @ 15% on the Equity Share Capital for the financial year 2022-23 be paid to the equity shareholders of the Company as per the provisions of the Companies Act, 2013 and the rules made thereunder.

FURTHER RESOLVED that the dividend be paid to those members whose names appear in the register of members as on Friday, 21st July 2023 for shareholding held in physical form and shareholding in electronic form as on that date.”

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

3. Re-appointment of Mr. Arup Ghosh as a Director

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

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"RESOLVED that Mr. Arup Ghosh (DIN:06711047) who retires by rotation and being eligible for re-appointment be and is hereby appointed as a Director on the Board of the Company, liable to retire by rotation."

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

4. Re-appointment of Ms. Satya Gupta as a Director

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

"RESOLVED that Ms. Satya Gupta (DIN: 08172427) who retires by rotation and being eligible for re-appointment be and is hereby appointed as a Director on the Board of the Company, liable to retire by rotation."

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

AGM NOTICE ITEMS FOR APPROVAL SPECIAL BUSINESS(ES):

5. Appointment of Mr. Manish Kumar Gupta as a Director

Mr. Ajay Kapoor proposed and Mr. Hanoz Mistry seconded that the following resolution be passed 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 17th 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."

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

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

Mr. Suranjit Mishra proposed and Mr. Hemant Goyal seconded that the following resolution be passed 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 17th 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

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Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

7. Appointment of Mr. Shurbir Singh as a Director

Mr. Ajay Kapoor proposed and Mr. Puneet Munjal seconded that the following resolution be passed 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 17th 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."

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

8. Appointment of Mr. Kailash Nath Shrivastava as a Director and as an Independent Director

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

"RESOLVED that Mr. Kailash Nath Shrivastava (DIN: 01584124), who was appointed as an Additional Director of the Company effective 23rd 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 23rd March 2023 up to 22nd March 2026, be and is hereby approved."

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

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

Mr. Hanoz Mistry proposed and Mr. Hemant Goyal seconded that the following resolution be passed as an Ordinary Resolution:

“RESOLVED that Mr. Narendra Nath Misra (DIN: 00575501), who was appointed as an Additional Director of the Company effective 23rd 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 23rd March 2023 up to 22nd March 2026, be and is hereby approved.”

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

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

Mr. Hanoz Mistry proposed and Mr. Puneet Munjal seconded that the following resolution be passed as an Ordinary Resolution:

“RESOLVED that Mr. Ashok Sinha (DIN: 00070477), who was appointed as an Additional Director of the Company effective 24th 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 24th March 2023 up to 23rd March 2026, be and is hereby approved.”

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

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11. Ratification of Cost Auditor's remuneration

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

“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of ₹ 2,25,000/- (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.”

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

12. The Chairman then thanked the shareholders and Directors for attending the AGM through VC.
13. The Chairman thanked all the shareholders and stakeholders of the Company for their continued support to the Company during the year.
14. The requisite Quorum was present at the commencement of the Meeting as well as at the time of consideration of each item of business.

There being no further business, the meeting concluded at 1:30 p.m. with a vote of thanks to the Chair.

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