



PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING HELD ON MONDAY, 24th JUNE 2024 AT 11:30 A.M. AT BOARD ROOM, TATA POWER-DDL SMART GRID LAB, DR. K.N. KATJU MARG, SECTOR-15, ROHINI, ADJACENT TO RG-05 GRID, DELHI – 110 085 [Through video conferencing in terms of MCA General Circular No.20/2020 dated 5th May 2020 and General Circular No. 9/2023 dated 25th September 2023]

1. Ms. Monica Mehra, Company Secretary welcomed the Members and Directors to the 23rd Annual General Meeting (AGM) of the Company. As the requisite quorum was present, the Chairman was requested to call the meeting to order.
2. As required by the Secretarial Standards on General Meeting, the Chairman of the Audit Committee (Mr. Ashok Sinha) 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, Secretarial Auditors and Cost Auditors were also present at the AGM through Video Conferencing.
4. Ms. Shefali Shah, Mr. Narendra Nath Misra, Mr. Manish Kumar Gupta, Mr. Shurbir Singh, Mr. Ajay Kapoor and Mr. Sanjay Kumar Banga, Directors were unable to attend AGM due to preoccupation.
5. Since the last AGM, Ms. Satya Gupta and Mr. Arup Ghosh, Directors had ceased to be Board Members. The Chairman placed on record the Board's appreciation for the valuable contribution made by them to the Company.
6. Ms. Shefali Shah and Mr. Sunil Singh were appointed as Additional Directors w.e.f. 20th October 2023 on the Board of the Company. The Chairman welcomed the Directors on behalf of the shareholders.
7. The Company had ensured that all other compliances associated with the provisions relating to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors were interested under Section 189 of the Act and all other documents referred to in the Notice or authorizations for voting by bodies corporate etc. as provided in the Act and the Articles of Association of the Company were made available for inspection through electronic mode.
8. The Chairman apprised the members that the Statutory 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 the functioning of the Company.
9. Further, the Secretarial Auditors' Report was free from any qualifications, observations or comments or disclaimers or other remarks.
10. Thereafter, he highlighted the Company's financial and operation performance for the fiscal year 2023-24.

AGM NOTICE ITEMS FOR APPROVAL ORDINARY BUSINESS(ES):

1. Adoption of accounts for the financial year 2023-24

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

TATA POWER DELHI DISTRIBUTION LIMITED

(A Tata Power and Delhi Government Joint Venture)

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

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

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

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



“RESOLVED that

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024 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 2024 together with the Reports of the Auditors thereon,

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

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

2. Confirmation of the payment of interim dividend on equity shares and to declare a final dividend on equity shares for the financial year ended 31st March 2024.

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

“RESOLVED that payment of interim dividend @ 20% on equity shares, be and is hereby confirmed.

FURTHER RESOLVED that the final dividend @ 20% on the equity share capital for the financial year 2023-24 be paid to the equity shareholders of the Company as per the provisions of the Companies Act, 2013 and the rules made thereunder.

FURTHER RESOLVED that the final dividend be paid to those members whose names appear in the register of members as on Monday, 24th June 2024 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.

Dr. Praveer Sinha vacated the Chair for the next item (pertaining to his re-appointment) and with the consent of the members present, Mr. Kailash Nath Shrivastava, Independent Director, was elected as Chairman for that item. Mr. Kailash Nath Shrivastava took the Chair.

3. Re-appointment of Dr. Praveer Sinha as a Director

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

“RESOLVED that Dr. Praveer Sinha (DIN: 01785164), 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.

Thereafter, Mr. Kailash Nath Shrivastava, vacated the Chair and Dr. Praveer Sinha resumed the Chair and chaired the rest of the meeting.

4. Re-appointment of Mr. Sanjay Kumar Banga as a Director

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



“RESOLVED that Mr. Sanjay Kumar Banga (DIN: 07785948), who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director on the Board of the Company liable to retire by rotation.”

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

5. Re-appointment of Mr. Ajay Kapoor as a Director

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

“RESOLVED that Mr. Ajay Kapoor (DIN: 00466631), 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.

SPECIAL BUSINESS(ES):

6. Appointment of Ms. Shefali Shah as a Director

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

"RESOLVED that Ms. Shefali Shah (DIN: 09731801), who 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 20th October 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 her 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. Sunil Singh as a Director

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

"RESOLVED that Mr. Sunil Singh (DIN: 08114215), 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 20th October 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."

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

8. Ratification of Cost Auditor's Remuneration

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

“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of ₹ 2,47,500/- (Rupees Two lakh forty-seven thousand five hundred only) plus applicable taxes and out of pocket expenses on actual basis incurred in connection with the audit, payable to M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2024-25.”

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

11. The Company Secretary then thanked the shareholders and Directors for attending the AGM through VC.
12. The Chairman thanked all the shareholders and stakeholders of the Company for their continued support to the Company during the year.
13. 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 11:45 a.m. with a vote of thanks to the Chair.

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