



PROCEEDINGS OF THE 21st ANNUAL GENERAL MEETING HELD ON MONDAY, 4th JULY 2022 AT 11:00 A.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. 2/2022 DATED 5th MAY 2022]

1. Mr. Sanjay Kumar Banga was unanimously elected as the Chairman of the meeting and he welcomed the Members and Directors to the 21st AGM of the Company. As the requisite quorum was present, he called the meeting to order. He further stated the following:

In view of the continuing COVID-19 pandemic, social distancing was being followed. Government of India, the 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 Webex.

2. As required by the Secretarial Standards on General Meeting, the Chairman of the Audit Committee (Dr. Amar Jit Chopra) was present. The Chairman of the Nomination and Remuneration Committee (Mr. K M Chandrasekhar) could not attend the meeting due to medical reasons. Ms. Rashmi Krishnan, Member of the Nomination and Remuneration Committee was present through video conferencing in terms of Section 178(7) of the Companies Act, 2013.
3. The Statutory Auditors were also present at the AGM through Video Conferencing.
4. The Cost and Secretarial Auditors were unable to attend due to prior commitments.
5. Dr. Praveer Sinha, Mr. Ajay Kapoor, Mr. Ajay Shankar, Mr. Arup Ghosh, Mr. Jasmine Shah, Mr. Naveen ND Gupta, Mr. K M Chandrasekhar and Ms. Satya Gupta, Directors were unable to attend AGM due to other professional commitments.
6. Since the last AGM, Mr. Ramesh N Subramanyam had stepped down as Director from the Board of the Company w.e.f 20th January 2022.

The Chairman also appreciated the valuable contributions made by him during his tenure on the Board.

7. Mr. Ajay Kapoor was appointed as an Additional Director w.e.f. 21st January 2022. He welcomed Mr. Kapoor to the shareholders meeting on behalf of all present.
8. Since the last AGM, the following changes occurred in the Senior Management of the Company:

Mr. Suranjit Mishra was appointed as Chief Financial Officer of the Company w.e.f 19th July 2021 as Mr. Hemant Goyal had resigned as Chief Financial Officer of the Company w.e.f 31st May 2021.

Ms. Monica Mehra was appointed as Company Secretary of the Company w.e.f 1st November 2021 as Mr. Ajay Kalsie had resigned as Company Secretary of the Company w.e.f 31st October 2021.

9. 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.



10. 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.
11. Further, Secretarial Auditors' Report was free from any qualifications, observations or comments or disclaimers or other remarks.
12. Thereafter, he highlighted the Company's financial and operation performance for the fiscal year 2021-22.

AGM NOTICE ITEMS FOR APPROVAL ORDINARY BUSINESS(ES):

1. Adoption of accounts for the financial year 2021-22

Mr. Hemant Goyal proposed and Mr. Ajay Kalsie 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 2022 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 2022 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 2022

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

"RESOLVED that equity dividend @ 12% on the Equity Share Capital for the financial year 2021-22 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 Monday, 4th July 2022 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.

Mr. Sanjay Kumar Banga vacated the Chair for the next item (pertaining to his re-appointment) and with the consent of Directors/Members present, Dr. Amar Jit Chopra, Director (Disinterested Director), was elected as Chairman for that item. Dr. Amar Jit Chopra took the Chair.

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

Mr. Hemant Goyal proposed and Mr. Ganesh Srinivasan 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.

Thereafter, Dr. Amar Jit Chopra vacated the Chair and Mr. Sanjay Kumar Banga resumed the Chair for the rest of the meeting.

4. Re-appointment of Mr. Jasmine Shah as a Director

Mr. Ganesh Srinivasan proposed and Mr. Ajay Kalsie seconded that the following resolution be passed as an Ordinary Resolution:

“RESOLVED that Mr. Jasmine Shah (DIN: 08621290) 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. Ajit Kumar Singh as a Director

Mr. Ganesh Srinivasan proposed and Mr. Ajay Kalsie seconded that the following resolution be passed as an Ordinary Resolution:

“RESOLVED that Mr. Ajit Kumar Singh (DIN: 08628370) 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):

6. Appointment of Mr. Ajay Kapoor as a Director

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

“RESOLVED that Mr. Ajay Kapoor (DIN: 00466631), who was appointed as an Additional Director of the Company with effect from 21st January 2022, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 96 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, 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. Ratification of Cost Auditor's remuneration for the financial year 2022-23

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

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 2,25,000/- (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 2022-23.

FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorised to do all acts, matters, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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

- 13.** The Chairman then thanked the shareholders and Directors for attending the AGM through VC.
- 14.** The Chairman thanked all the shareholders and stakeholders of the Company for their continued support to the Company during the year.
- 15.** 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 11:30 a.m. with a vote of thanks to the Chair.