

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

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of Tata Power Delhi Distribution Limited will be held on Monday, the 21<sup>st</sup> June 2021 at 3:00 p.m. at TPDDL Smart Grid Lab, Dr. K.N. Katju Marg, Sector-15, Rohini, adjacent to RG-05 Grid, Delhi-110085, to transact the following business(es) *[Through video conferencing as per relaxation given by Ministry of Corporate Affairs to hold Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) vide its General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January 2021, due to COVID 19 pandemic]:*

**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 2021 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 2021 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 2021.
3. To appoint a Director in place of Dr. Praveer Sinha (DIN: 01785164), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ramesh Narayanswamy Subramanyam (DIN: 02421481), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Arup Ghosh (DIN: 06711047), who retires by rotation and being eligible, offers himself for re-appointment.
6. **Appointment of Statutory Auditors of the Company**

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

**“RESOLVED** that pursuant to the provisions of Sections 139, 141 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, M/s T R Chadha & Co LLP, Chartered Accountants (Firm Registration No. 006711N/N500028) be and are hereby appointed as the Statutory Auditors of the Company to hold office for five years commencing from the conclusion of this, 20<sup>th</sup> Annual General Meeting (AGM) of the Company till the conclusion of the 25<sup>th</sup> AGM to be held in 2026 (i.e. from FY 2021-22 to FY 2025-26), to examine and audit the accounts of the Company, on such remuneration plus applicable taxes, travelling and out of pocket expenses on actual basis, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and duly approved by the Board of Directors of the Company.

**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.”

**Special Business:****7. 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 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/- 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 2021-22.

**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.”

**NOTES:**

- (1) The relative explanatory statement pursuant to subsection (1) of Section 102 of the Companies Act 2013 (the Act) and the rules made thereunder, in regard to the business set out in item no. 7 and the relevant details of the Directors of the Company seeking re-appointment as set out in item nos. 3 to 5 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (2) In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed, Government of India, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 20/2020 dated 5<sup>th</sup> May 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, 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 is being held through VC/OAVM. The deemed venue for twentieth 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 2020-21 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 2020-21 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 Companies Act 2013 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 DPs.
- (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. [ajay.kalsie@tatapower-ddl.com](mailto:ajay.kalsie@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 the 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. [ajay.kalsie@tatapower-ddl.com](mailto:ajay.kalsie@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 Companies Act 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act 2013 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 webex 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. [ajay.kalsie@tatapower-ddl.com](mailto:ajay.kalsie@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 Section 112 and Section 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 (Webex). Members may participate in the meeting through the following link: <https://tatapowerddl.webex.com/tatapowerddl/j.php?MTID=m8150e07e05bca6aef4c6083f4b0e1ef9>  
Password (if prompted) is: 12345
- (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. 9818100670 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 Companies Act

2013 and the rules made thereunder.

Delhi, 23<sup>rd</sup> April 2021  
Corporate Identity No. :  
U40109DL2001PLC111526

**Registered Office:**  
NDPL House, Hudson Lines,  
Kingsway Camp, Delhi 110 009  
Tel:01166112222 Fax No: 01127468042  
Email: TPDDL@tatapower-ddl.com  
Website: <http://www.tatapower-ddl.com/>

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

**Sd/-**  
**(Ajay Kalsie)**  
**Company Secretary**  
Membership No.13810

**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. 6 and 7 of the accompanying notice dated 23<sup>rd</sup> April 2021.

**Item no. 6:** This explanatory statement is provided though strictly not required as per Section 102 of the Act.

DERC vide its letter no. F.6 (10) AF/DERC/2012-13/3781/956 dated 25<sup>th</sup> May 2018, had directed that services of the same statutory auditor may be availed for a maximum period of 5 years instead of 3 years. Further, appointment of auditors be done from amongst the list of C&AG empanelled auditors.

As per the directions of DERC in March 2013 and May 2018, M/s Walker Chandiook & Co. LLP, Chartered Accountants, had conducted the Statutory Audit of the Company for five years from FY 2016-2017 to FY 2020-21. Since, the second term of M/s Walker Chandiook & Co. LLP, Chartered Accountants, existing Statutory Auditors was upto the financial year ended on 31<sup>st</sup> March 2021, it was proposed to rotate the Statutory Auditors and appoint new Statutory Auditors from FY 2021-22 onwards.

The Board of Directors recommends to appoint M/s T R Chadha & Co LLP, Chartered Accountants (Firm Registration No. 006711N/N500028), as Statutory Auditors for five years to hold office from the conclusion of 20<sup>th</sup> Annual General Meeting upto the conclusion of 25<sup>th</sup> Annual General Meeting of the Company (i.e. from FY 2021-22 to FY 2025-26).

The Company has received written consent and eligibility certificate from M/s T R Chadha & Co LLP, Chartered Accountants to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Act. They have vast experience in the field of Statutory Audit etc. under the provisions of the Act.

In view of the above and pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Act, the appointment of M/s T R Chadha & Co LLP, Chartered Accountants as Statutory Auditors of the Company 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.

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.

**Item no. 7:** 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 appointment of M/s Chandra Wadhwa & Co., Cost Accountants, as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company (Generation and Distribution business) for the financial year 2021-22, at a remuneration of ₹ 2,25,000/- 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 appointment as Cost Auditors of the Company. They have vast experience in the field of Cost Audit under the provisions of the Act.

The Board recommends the resolution at item no. 7 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2021-22, 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. 7 of the accompanying notice.

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

Delhi, 23<sup>rd</sup> April 2021  
Corporate Identity No.  
U40109DL2001PLC111526

**Registered Office:**

NDPL House, Hudson Lines,  
Kingsway Camp, Delhi 110009  
Tel:01166112222 Fax No:01127468042  
email: TPDDL@tatapower-ddl.com  
Website: <http://www.tatapower-ddl.com/>

**Sd/-**  
**(Ajay Kalsie)**  
**Company Secretary**  
Membership No. 13810



Details of the Directors, seeking re-appointment at the Twentieth Annual General Meeting

(In pursuance of Secretarial Standard 2 on General Meetings):

<b>Name of Director</b>	<b>Dr. Praveer Sinha</b>	<b>Mr. Ramesh Narayanswamy Subramanyam</b>	<b>Mr. Arup Ghosh</b>
DIN	01785164	02421481	06711047
Designation	Chairman	Non-Executive Director	Non-Executive Director
Date of birth	8 <sup>th</sup> April 1962	27 <sup>th</sup> June 1969	8 <sup>th</sup> November 1955
Age	(59 years)	(51 years)	(65 years)
Date of appointment	4 <sup>th</sup> May 2018	16 <sup>th</sup> June 2018	31 <sup>st</sup> July 2015
Expertise in functional areas	<p>Dr. Praveer Sinha is the CEO &amp; Managing Director of The Tata Power Company Limited (TPC, Mumbai), India's largest integrated power utility.</p> <p>Dr. Sinha has nearly 36 years of experience in Power Generation and Distribution sector in India.</p> <p>Prior to his present role, he had served as the CEO&amp;MD of Tata Power Delhi Distribution Limited (TPDDL), a Public Private Partnership with Delhi Government.</p> <p>He is a visiting Research Associate at Massachusetts Institute of Technology (MIT), Boston, USA and is also a distinguished Visiting Scholar at the Faculty of Engineering and Architectural Science, Ryerson University, Canada.</p> <p>He is a regular speaker in various forums in India and abroad including World Bank, Niti Aayog, Massachusetts Institute of Technology (MIT) and Rockefeller Foundation.</p> <p>He is also the Co-Chairman of the CII National Committee on Power as also on various Industry bodies.</p>	<p>Mr. Ramesh Narayanswamy Subramanyam has over two decades of experience in the field of Finance, Commercial, Corporate Treasury, Accounts and Secretarial functions. He has worked in Siemens AG, Monsanto India Limited, Hindustan Lever Limited and Lloyds Steel Industries Limited. He has served in various senior positions in The Tata Power Company Ltd. and its subsidiaries since 2007 and is presently its Chief Financial Officer. He is also the member of core committee of power sector financing of CII.</p>	<p>Mr. Arup Ghosh is a power sector veteran of 43 years. 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, 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, he supported the Chief Executive Officer &amp; Managing Director on strategic decisions and led 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, Mr. Ghosh 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>
Qualifications	Qualified Electrical Engineer and Master's in Business Law from National Law University, Bangalore. He has also done his PhD. from Indian Institute of Technology, Delhi.	Graduate in Commerce from Nagpur University. Member of the Institute of Cost Accountants of India and Institute of Company Secretaries of India. He	Alumnus of Indian Institute of Technology, Kharagpur. Subsequently, Mr. Ghosh received formal training in general management at Administrative Staff





		has also passed the CPA (Certified Public Accountants) examination of the American Institute of Certified Public Accountants (AICPA).	College of India, Hyderabad (MDP), Indian Institute of Management, Kolkata (EDP) and Xavier Labour Relations Institute, Jamshedpur (EDP). He has also received training in regulatory matters from Institute of Public- Private Partnerships Inc (IP3), Washington D.C.
Terms & conditions of appointment	Appointed as Chairman, (Non-Executive) Director	Appointed as (Non-Executive) Director	Appointed as (Non-Executive) Director
Remuneration	Nil	Nil	Only sitting fee is paid
Directorships held in other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> <li>• Chief Executive Officer and Managing Director of The Tata Power Company Limited</li> <li>• Chairman of the following Companies:               <ol style="list-style-type: none"> <li>1. Tata Power Solar Systems Limited</li> <li>2. Tata Power Renewable Energy Limited</li> </ol> </li> <li>• Director of the following Companies:               <ol style="list-style-type: none"> <li>1. TP Central Odisha Distribution Limited</li> <li>2. TP Western Odisha Distribution Limited</li> <li>3. TP Southern Odisha Distribution Limited</li> <li>4. TP Northern Odisha Distribution Limited</li> <li>5. Tata Power Trading Company Limited</li> </ol> </li> </ul>	<ul style="list-style-type: none"> <li>• Director of the following Companies:               <ol style="list-style-type: none"> <li>1. Tata Projects Limited</li> <li>2. Coastal Gujarat Power Limited</li> <li>3. Tata Power Renewable Energy Limited</li> <li>4. Prayagraj Power Generation Company Limited</li> <li>5. TP Saurya Limited</li> </ol> </li> </ul>	<ul style="list-style-type: none"> <li>• Director of the following Companies:               <ol style="list-style-type: none"> <li>1. Tata Power Jamshedpur Distribution Limited</li> <li>2. TP Central Odisha Distribution Limited</li> <li>3. TP Western Odisha Distribution Limited</li> <li>4. TP Southern Odisha Distribution Limited</li> </ol> </li> </ul>
Committee positions held in other Companies	<ul style="list-style-type: none"> <li>• Member of the following Committee:               <ol style="list-style-type: none"> <li>1. Tata Power Renewable Energy Limited- Nomination and Remuneration Committee</li> <li>2. The Tata Power Company Limited- Corporate Social Responsibility Committee, Executive Committee of the Board, Committee of Directors, Committee of Directors for Tata Power Group Re-structuring and Committee for Sale of Properties</li> <li>3. Tata Power Trading Company Limited- Committee of Directors/Commercial Committee</li> <li>4. TP Central Odisha Distribution Limited- Nomination and Remuneration Committee</li> </ol> </li> </ul>	<ul style="list-style-type: none"> <li>• Member of the following Committee:               <ol style="list-style-type: none"> <li>1. Coastal Gujarat Power Limited- Audit Committee</li> <li>2. Tata Projects Limited- Audit Committee</li> <li>3. Tata Power Renewable Energy Limited- Audit Committee</li> <li>4. Prayagraj Power Generation Company Limited- Audit Committee and Committee of Directors</li> </ol> </li> </ul>	<ul style="list-style-type: none"> <li>• Member of the following Committee:               <ol style="list-style-type: none"> <li>1. TP Central Odisha Distribution Limited- Audit Committee</li> </ol> </li> </ul>



Number of Shares held	One equity share of ₹ 10/- in the Company jointly with The Tata Power Company Limited	Nil	Nil
Number of Meetings of the Board attended during FY 2020-21	6	6	6
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None