

TATA POWER DELHI DISTRIBUTION LIMITED**NOTICE**

NOTICE is hereby given that the Nineteenth Annual General Meeting of the members of Tata Power Delhi Distribution Limited will be held on Friday, the 17th July 2020 at 12:30 noon 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 5th May 2020, 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 31st March 2020 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 2020 together with the Reports of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March 2020.
3. To appoint a Director in place of Mr. 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 Ms. Satya Gupta (DIN: 08172427), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business (es):**6. Appointment of Mr. Sanjay Kumar Banga as a Director**

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

“RESOLVED that Mr. Sanjay Kumar Banga (DIN: 07785948), who was appointed as an Additional Director of the Company with effect from 20th January 2020, 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.”

7. Appointment of Mr. Jasmine Shah as a Director

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

“RESOLVED that Mr. Jasmine Shah (DIN: 08621290), who was appointed as an Additional Director of the Company with effect from 20th January 2020, 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.”

8. Appointment of Mr. Ajit Kumar Singh as a Director

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

“**RESOLVED** that Mr. Ajit Kumar Singh (DIN: 08628370), who was appointed as an Additional Director of the Company with effect from 20th January 2020, 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.”

9. Appointment of Ms. Rashmi Krishnan as a Director

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

“**RESOLVED** that Ms. Rashmi Krishnan (DIN: 06796552), who was appointed as an Additional Director of the Company with effect from 20th January 2020, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under second proviso of section 149(1) read with 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 her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

10. Appointment of Mr. Naveen ND Gupta as a Director

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

“**RESOLVED** that Mr. Naveen ND Gupta (DIN: 00271748), who was appointed as an Additional Director of the Company with effect from 20th January 2020, 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.”

11. Re-appointment of Mr. Amar Jit Chopra as an Independent Director

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

“**RESOLVED** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. Amar Jit Chopra (DIN: 00043355), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Articles of Association of the Company and who is eligible for re-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 re-appointed as an Independent Director

on the Board of the Company, to hold office for a second term of three years from 23rd March 2020 to 22nd March 2023 and he shall not be liable to retire by rotation.”

12. Re-appointment of Mr. Ajay Shankar as an Independent Director

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

“**RESOLVED** that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, Mr. Ajay Shankar (DIN: 01800443), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and Articles of Association of the Company and who is eligible for re-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 re-appointed as an Independent Director on the Board of the Company, to hold office for a second term of three years from 23rd March 2020 to 22nd March 2023 and he shall not be liable to retire by rotation.”

13. Appointment of Mr. Kesava Menon Chandrasekhar as a Director and as an Independent Director

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

“**RESOLVED** that Mr. Kesava Menon Chandrasekhar (DIN: 06466854), who was appointed as an Additional (Independent) Director of the Company with effect from 24th March 2020, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under section 149 read with section 161(1) of the Companies Act, 2013 (the Act) and 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.

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), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Kesava Menon Chandrasekhar (DIN: 06466854), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a first term of three years commencing from 24th March 2020 upto 23rd March 2023, be and is hereby approved.”

14. 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 or re-enactment 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 ₹ 2,18,900/- (plus other applicable taxes, travelling and out-of-pocket expenses) payable to M/s Ramanath Iyer & Co., who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2020-21.”

NOTES:

- (1) The relative explanatory statement pursuant to section 102 of the Companies Act, 2013 (the Act) and the rules made thereunder, in regard to the business(es) set out in item nos. 6 to 14 and the relevant details of the Directors of the Company seeking re-appointment/ appointment as set out in item nos. 3 to 13 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”) allowed conducting AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, MCA vide its circular dated 5th May 2020 read with circulars dated 8th April 2020 and 13th April 2020 (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 provisions of the Act and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The detailed procedure for participation in AGM through VC /OAVM is as per note no.19 and available at the Company’s website.
- (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 or OAVM.
- (4) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for FY 2019-20 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 2019-20 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 is 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 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) 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 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, AADHAR 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
- (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/registers by members/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 through electronic mode.
- (15) The Company ensures that the AGM through VC or 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
- (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 or OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement for appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for this AGM. 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 or 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=m4483c841a1fd0f852e21cc37ce865f8c>
Password (if prompted) is: Tatapower
Self help guide for attending AGM through Webex is also annexed to this Notice for ready reference of the members.
- (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.

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

Delhi, 29th April 2020
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/>

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 to 14 of the accompanying notice dated 29th April 2020.

Item no. 6: Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Sanjay Kumar Banga (DIN: 07785948), nominated by The Tata Power Company Limited (Tata Power) as an Additional Director of the Company with effect from 20th January 2020 in terms of Article 96 of Company's Articles of Association and section 161(1) of the Act and the rules made thereunder, as amended from time to time.

In terms of section 161(1) of the Act, Mr. Banga holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director. A notice under section 160(1) of the Act has been received from a member signifying his intention to propose Mr. Banga's appointment as a Director.

In the opinion of the Board, Mr. Banga fulfills the conditions specified in the Act and the rules made thereunder for appointment as a Director.

Mr. Sanjay Kumar Banga is the President (T&D) of The Tata Power Company Limited ("Tata Power"). Mr. Banga had been a key member of the leadership team at Tata Power Delhi Distribution Limited (Tata Power-DDL) before he took charge as Chief Executive Officer, Tata Power-DDL in May 2018.

A power sector veteran with around three decades of experience in power generation and distribution business, Mr. Banga brings with him an expertise in the power sector, covering areas of Operational Technologies, Project Management, Utility Business Process Re-engineering and Regulatory Environment that are essential for strengthening of electrical utilities to meet reliability and AT&C loss reduction targets under regulatory regime. The learning he gathered through associations with leading public and private sector electrical utilities in India equips him very well to tackle the enormous challenges of the electricity distribution business in India and abroad. His deep knowledge of the subject makes him a regular speaker in seminars / workshops / panel discussions in India and abroad.

Mr. Banga had been associated with Tata Power-DDL since July 2003 and was part of the group which transformed the ailing distribution Company into a benchmark utility.

Mr. Banga started his career with National Thermal Power Corporation (NTPC) as an Engineer Trainee and was involved in the Operation & Commissioning of Super Thermal Power Projects (1989 to 1995). Prior to joining Tata Power-DDL, Mr. Banga worked with Reliance Energy (earlier known as BSES Ltd.) from 1996 to 2003, where he was associated with the entire spectrum of generation activities covering wide aspects of operations, maintenance, planning, design and project engineering.

Mr. Banga is an alumnus of the National Institute of Technology (NIT), Kurukshetra. He had done his Master's in Business Administration (MBA) from Faculty of Management Studies (FMS), Delhi. He is a member of the Bureau of Indian Standard (BIS) LITD10 core Committee for defining standards for Power System Control and Communication. He had successfully completed the Senior Executive Leadership Program from the most coveted Harvard Business School.

Further details and current Directorships of Mr. Banga are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Mr. Sanjay Kumar Banga as a Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 6 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Banga, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 6 of the accompanying notice.

Mr. Banga is not related to any other Director or KMPs of the Company.

Item no. 7: Department of Power, GoNCTD vide its letter no. F.11(129)/2002/Power/Vol.II/3072 dated 1st November 2019 and Delhi Power Company Limited (DPCL) vide its letter no. F.17/DPCL/CS/2019-20/158 dated 20th November 2019, had nominated Mr. Jasmine Shah (DIN: 08621290) as Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Jasmine Shah as an Additional Director of the Company with effect from 20th January 2020 in terms of Article 96 of Company's Articles of Association and section 161(1) of the Act and the rules made thereunder, as amended from time to time.

In terms of section 161(1) of the Act, Mr. Shah holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director. A notice under section 160(1) of the Act has been received from a member signifying his intention to propose Mr. Shah's appointment as a Director.

In the opinion of the Board, Mr. Shah fulfills the conditions specified in the Act and the rules made thereunder for appointment as a Director.

Mr. Jasmine Shah is the Vice Chairperson of Dialogue and Development Commission, Govt. of NCT of Delhi. Mr. Shah has wide experience working on urban governance and policy issues and had been advising the Government of NCT of Delhi since 2016 on education budget transparency and transport policy reforms. Mr. Shah was the architect of Delhi's first comprehensive outcome budget for 2017-18, a first-of-its-kind initiative in India to bring in complete transparency and accountability in public spending.

He had also worked on several crucial transport reforms of the Delhi Government such as the Electric Vehicle Policy, Common Mobility Card, Bus Route rationalization and last mile connectivity initiative, large-scale induction of electric buses, among other projects. Mr. Shah had previously worked at the Massachusetts Institute of Technology's Jameel Poverty Action Lab (J-PAL) where he was the Deputy Director of its South Asia office and prior to that at the Janaagraha Centre for Citizenship and Democracy.

Mr. Shah holds B.Tech. and M.Tech. degrees in Mechanical Engineering from IIT Madras and a MPA degree from the School of International and Public Affairs at Columbia University, New York, where he was a Fulbright-Nehru Fellow.

Further details and current Directorships of Mr. Shah are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Mr. Jasmine Shah as a Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 7 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Shah, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 7 of the accompanying notice.

Mr. Shah is not related to any other Director or KMPs of the Company.

Item no. 8: Department of Power, GoNCTD vide its letter no. F.11(129)/2002/Power/Vol.II/3072 dated 1st November 2019 and Delhi Power Company Limited (DPCL) vide its letter no. F.17/DPCL/CS/2019-20/158 dated 20th November 2019, had nominated Mr. Ajit Kumar Singh (DIN: 08628370) as Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Ajit Kumar Singh as an Additional Director of the Company with effect from 20th January 2020 in terms of Article 96 of Company's Articles of Association and section 161(1) of the Act and the rules made thereunder, as amended from time to time.

In terms of section 161(1) of the Act, Mr. Singh holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director. A notice under section 160(1) of the Act has been received from a member signifying his intention to propose Mr. Singh's appointment as a Director.

In the opinion of the Board, Mr. Singh fulfills the conditions specified in the Act and the rules made thereunder for appointment as a Director.

As a member of IAS, Mr. Ajit Kumar Singh had worked on a wide range of issues related to public sector management. His assignments ranged from field-level, hands-on administration of a district, head of Excise, Entertainment and Luxury Tax Department. He had also worked as Secretary to Minister and helped in Policy formulation. He had the unique opportunity to study Regional Rapid Railway System at London, Paris, San Francisco, under the leadership of Sh. Noor Mohd., IAS, Secretary, National Planning Board. To study the design and system of VAT, he was part of the official delegation of the Government and visited London, Brussels, Rome, Bangkok and Singapore. He had visited Manila and Hongkong as a part of Asian Development Bank sponsored study tour for slum rejuvenation and water and sanitation master plan. He had attended course on "Dynamics of Public Policy" from Management and Development Centre, Shepherdstown, West Virginia, USA. His work exposure in different capacities and different departments in government had given him unique experience of first-hand knowledge of a whole range of government systems and processes including regulatory, land management, financial systems, municipal and state laws etc. He was also a part of a network of decision makers.

Ministry of Home Affairs in the year, 2009 nominated Mr. Singh as a group for Prime Minister's Award for excellence in Public Administration for innovative work done by the Officer as a Health Secretary of Union Territory of Dadra & Nagar Haveli. As Secretary (Taxation) & Commissioner (Excise) the department generated excise revenue of approximately ₹ 2500 crore, in the year 2011-12, which is the highest ever growth during past 20 years.

Mr. Singh had worked in different capacities as Secretary Health, Education, Rural Development and Special Secretary (Tourism) and Chairman D&NH Development Authority. He had also served as Secretary to the Minister of Finance & Revenue, Education, Higher Education, Govt. of NCT of Delhi; Secretary to the Minister of Education, Transport & Tourism, Govt. of NCT of Delhi and Spl. Secretary, Transport, Govt. of NCT of Delhi.

In compliance with the applicable provisions of the Act, the appointment of Mr. Ajit Kumar Singh as a Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 8 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Singh, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 8 of the accompanying notice.

Mr. Singh is not related to any other Director or KMPs of the Company.

Item no. 9: Department of Power, GoNCTD vide its letter no. F.11(129)/2002/Power/Vol.II/3072 dated 1st November 2019 and Delhi Power Company Limited (DPCL) vide its letter no. F.17/DPCL/CS/2019-20/158 dated 20th November 2019, had nominated Ms. Rashmi Krishnan (DIN: 06796552) as Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Ms. Rashmi Krishnan as an Additional (Woman) Director of the Company with effect from 20th January 2020 in terms of Article 96 of Company's Articles of Association and second proviso of section 149(1) read with section 161(1) of the Act and the rules made thereunder, as amended from time to time.

In terms of section 161(1) of the Act, Ms. Krishnan holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director. A notice under section 160(1) of the Act has been received from a member signifying his intention to propose Ms. Krishnan's appointment as a Director.

In the opinion of the Board, Ms. Krishnan fulfills the conditions specified in the Act and the rules made thereunder for appointment as a Director.

Ms. Rashmi Krishnan is a retired IAS Officer of AGMU Cadre of batch 2000.

She commenced her career as a civil servant in 1984 as a DANICS Officer and had served for 35 ½ years in the NCT of Delhi and in the Andaman and Nicobar Islands.

Among her many assignments, those that had been in commercial areas are:

- a) Sales Tax Officer
- b) Assistant Commissioner Sales Tax
- c) Deputy Commissioner Sales Tax
- d) Additional Commissioner (Refunds), VAT
- e) Director Property Tax, NDMC
- f) Director Law, NDMC
- g) Secretary Law, A&N Administration
- h) Secretary Industries, A&N Administration
- i) Member, Board of Directors, A&N Industrial Devt. Corpn.

She is a Law Graduate, having completed her LL.B. from Campus Law Centre, Delhi University. She had also completed her Post Graduation in Law from Delhi University in 1989.

She is known for her clean, transparent, administration and people-friendly, time-targeted approach throughout her many assignments.

Other departments she had served include Health, Education, Social Welfare, Women & Child Development and so on.

Further details and current Directorships of Ms. Krishnan are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Ms. Rashmi Krishnan as a Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 9 of the accompanying notice for the approval by the members of the Company.

Other than Ms. Krishnan, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 9 of the accompanying notice.

Ms. Krishnan is not related to any other Director or KMPs of the Company.

Item no. 10: Department of Power, GoNCTD vide its letter no. F.11(129)/2002/Power/Vol.II/3072 dated 1st November 2019 and Delhi Power Company Limited (DPCL) vide its letter no. F.17/DPCL/CS/2019-20/158 dated 20th November 2019, had nominated Mr. Naveen ND Gupta (DIN: 00271748) as Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors appointed Mr. Naveen ND Gupta as an Additional Director of the Company with effect from 20th January 2020 in terms of Article 96 of Company's Articles of Association and section 161(1) of the Act and the rules made thereunder, as amended from time to time.

In terms of section 161(1) of the Act, Mr. Gupta holds office only upto the date of the forthcoming AGM of the Company but is eligible for appointment as a Director. A notice under section 160(1) of the Act has been received from a member signifying his intention to propose Mr. Gupta's appointment as a Director.

In the opinion of the Board, Mr. Gupta fulfills the conditions specified in the Act and the rules made thereunder for appointment as a Director.

Mr. Naveen ND Gupta is a Fellow Chartered Accountant with All India – 25th Rank by Institute of Chartered Accountants of India and has about 25 years of experience in auditing, corporate laws, banking and finance with M/s. Dass Gupta & Associates, Chartered Accountants. He started his accountancy career as trainee in 1993 and was later elevated to position of Partner. He is a regular speaker and paper writer at national and international forums and had tackled intricate accounting, auditing, corporate governance and finance issues as Central Statutory Auditor of the top banks, insurance Companies and CPSEs.

Mr. Gupta was the Ex. President, Institute of Chartered Accountants of India. He has various professional achievements and possess relevant special knowledge and practical experience in banking, economics, finance, audit, etc.

He had served on various positions at Government, Regulatory Bodies, International Bodies, Public Interest Entities, Technical/Regulatory Committee(s) of Institute of Chartered Accountants of India. He is also an Author and Faculty & Speaker.

Further details and current Directorships of Mr. Gupta are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Mr. Naveen ND Gupta as a Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 10 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Gupta, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 10 of the accompanying notice.

Mr. Gupta is not related to any other Director or KMPs of the Company.

Item no. 11: Mr. Amar Jit Chopra (DIN: 00043355) was appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of three years, with effect from 23rd March 2017 to 22nd March 2020. His first term of three years ended on 22nd March 2020.

As per section 149(10) of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. Further, as per Schedule IV to the Act, the re-appointment of Independent Director shall be on the basis of report of performance evaluation.

The Board had evaluated Mr. Chopra's performance and found it to be satisfactory.

In view of his performance, wide experience, thorough understanding of the business of the Company, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders at the forthcoming AGM, the Board has approved re-appointment of Mr. Amar Jit Chopra as an Independent Director of the Company, not liable to retire by rotation, for a second term of three years, with effect from 23rd March 2020 to 22nd March 2023, pursuant to the provisions of sections 149, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder.

A notice under section 160(1) of the Act has been received from a member signifying his intention to propose Mr. Chopra's appointment as a Director.

The Company has received declaration from Mr. Chopra to the effect that he fulfills all the conditions specified under section 149 of the Act to qualify as an Independent Director on the Board of the Company.

In the opinion of the Board, Mr. Chopra fulfills the conditions specified in the Act and the rules made thereunder for re-appointment as an Independent Director and he is Independent of the management.

The terms and conditions of re-appointment of Mr. Chopra shall be open for inspection in accordance with provisions of the Companies Act 2013 and the rules made thereunder (including relaxations given by Ministry of Corporate Affairs, from time to time, due to COVID 19 pandemic) by any member. The terms and conditions of his re-appointment are disclosed on the Company's website.

Mr. Amar Jit Chopra is the former Chairman of the Institute of Chartered Accountants of India. He is a Chartered Accountant.

Further details and current Directorships of Mr. Chopra are provided in the Annexure to this Notice.

In view of the above and pursuant to the provisions of section 149 read with Schedule IV to the Act, the re-appointment of Mr. Chopra as an Independent Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 11 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Chopra, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 11 of the accompanying notice.

Mr. Chopra is not related to any other Director or KMPs of the Company.

Item no. 12: Mr. Ajay Shankar (DIN: 01800443) was appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of three years, with effect from 23rd March 2017 to 22nd March 2020. His first term of three years ended on 22nd March 2020.

As per section 149(10) of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. Further, as per Schedule IV to the Act, the re-appointment of Independent Director shall be on the basis of report of performance evaluation.

The Board had evaluated Mr. Shankar's performance and found it to be satisfactory.

In view of his performance, wide experience, thorough understanding of the business of the Company, based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders at the forthcoming AGM, the Board has approved re-appointment of Mr. Ajay Shankar as an Independent Director of the Company, not liable to retire by rotation, for a second term of three years, with effect from 23rd March 2020 to 22nd March 2023, pursuant to the provisions of sections 149, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder.

A notice under section 160(1) of the Act has been received from a member signifying his intention to propose Mr. Shankar's appointment as a Director.

The Company has received declaration from Mr. Shankar to the effect that he fulfills all the conditions specified under section 149 of the Act to qualify as an Independent Director on the Board of the Company.

In the opinion of the Board, Mr. Shankar fulfills the conditions specified in the Act and the rules made thereunder for re-appointment as an Independent Director and he is Independent of the management.

The terms and conditions of re-appointment of Mr. Shankar shall be open for inspection in accordance with provisions of the Companies Act 2013 and the rules made thereunder (including relaxations given by Ministry of Corporate Affairs, from time to time, due to COVID 19 pandemic) by any member. The terms and conditions of his re-appointment are disclosed on the Company's website.

Mr. Ajay Shankar is a distinguished fellow at TERI, The Energy and Resources Institute. He has rich and varied experience in public service for over forty three years, primarily in the fields of industry, the power sector and urban development.

He was a member of the premier Indian Administrative Service which he joined in 1973 and retired as Secretary, Department of Industrial Policy and Promotion in the Government of India in December, 2009. He played a crucial role in putting together the stimulus packages at the time of the global economic crisis of 2008 which enabled the Indian economy to recover in a short time and again grow at over 8%. The plan for the ambitious Delhi-Mumbai Industrial Corridor Project was developed under his stewardship. The FDI policy was further liberalized and rationalized. He was the Chairman of the National Productivity Council and of the Quality Council of India and gave greater momentum to their activities. He initiated the setting up of Invest India.

He served for a three-year term, November 2011-2014, as Member Secretary of the National Manufacturing Competitiveness Council (NMCC), an advisory body comprising leading Captains of Industry, Key Secretaries of Government and eminent Academics. Some of the major recommendations of NMCC have been taken up for implementation by the Government including the National Skill Mission, Facilitating Start-ups, Reform of Labour Laws and reducing the Regulatory burden on enterprises. Sector specific recommendations for breakthroughs in manufacturing in Electronics and IT Hardware, Defence Manufacturing, Civilian Aircraft, Shipbuilding, Electric Vehicles, Steel and Textiles were evolved.

As Joint Secretary and then Additional Secretary in the Ministry of Power he played a key role in enactment of the Electricity Act, 2003, and rules and policies under it. This created a new liberal framework for the development of the power sector and was one of the major pieces of reform legislation at that time. He was also instrumental in promoting private sector participation in the Power Sector including the Ultra Mega Power Projects. He played a crucial role in the conceptualization and the launch of the national program for completing rural electrification which was launched in 2005 and under which over 1,00,000 villages have been electrified.

Before serving as Secretary (DIPP), he was Principal Adviser in the Planning Commission looking after Environment and Forests, Water and Sanitation as well as provision of Rural Infrastructure and contributed to the preparation of the Eleventh Five Year Plan in these areas.

He had served on the Boards of major public sector Companies such as IDBI, EXIM Bank, NTPC, NHPC, PFC and REC and had also served as an Independent Director on the Boards of HAL and Tata Global Beverages. He is presently serving as a non-executive Independent Director on the Board of Larsen and Toubro Limited. He is also a senior advisor at IRADE. He is also a Special Advisor on the Board of Power Roll Limited (Technology Company in UK, Washington Business Centre 2 Turbine Way, Sunderland SR5 3NZ) and Chairman of the Board of Trustees of the Foundation of MSME Clusters (FMC).

Further details and current Directorships of Mr. Shankar are provided in the Annexure to this Notice.

In view of the above and pursuant to the provisions of section 149 read with Schedule IV to the Act, the re-appointment of Mr. Shankar as an Independent Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 12 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Shankar, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 12 of the accompanying notice.

Mr. Shankar is not related to any other Director or KMPs of the Company.

Item no. 13: Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Kesava Menon Chandrasekhar (DIN: 06466854) as Additional Director of the Company and also as Independent Director, not being liable to retire by rotation for a first term of three years with effect from 24th March 2020 to 23rd March 2023, subject to approval of members.

In terms of section 161(1) of the Act and Articles of Association of the Company, Mr. Chandrasekhar holds office only upto the date of this AGM of the Company and is eligible to be appointed as Director. A notice under section 160(1) of the Act has been received from a member signifying his intention to propose Mr. Chandrasekhar's appointment as a Director.

The Company has received declaration from Mr. Chandrasekhar to the effect that he fulfills all the conditions specified under section 149 of the Act to qualify as an Independent Director on the Board of the Company.

In the opinion of the Board, Mr. Chandrasekhar fulfills the conditions specified in the Act and the rules made thereunder for appointment as an Independent Director and he is Independent of the management.

The terms and conditions of appointment of Mr. Chandrasekhar shall be open for inspection in accordance with provisions of the Companies Act 2013 and the rules made thereunder (including relaxations given by Ministry of Corporate Affairs, from time to time, due to COVID 19 pandemic) by any member. The terms and conditions of his appointment are disclosed on the Company's website.

Mr. Kesava Menon Chandrasekhar entered the Indian Administrative Service in 1970. He was ranked third in the list in the batch. Prior to that, Mr. Chandrasekhar secured B.A. (Honours) in Economics and M.A. in History from St. Stephen's, College, University of Delhi. After entering Government service, Mr. Chandrasekhar did his M.A. in Management Studies from the University of Leeds in United Kingdom.

Mr. Chandrasekhar spent the first 25 years of his career in Kerala, holding such positions as Managing Director of the State Civil Supplies Corporation, District Collector, Idukki, Director of Fisheries, Principal Secretary (Industries) and Principal Secretary (Finance). During this period, Mr. Chandrasekhar was also Chairman of the Spices Board under the Ministry of Commerce, Government of India.

In 1996, Mr. Chandrasekhar left Kerala on Central Government deputation. During his 15 years tenure with the Government of India, from 1996 to 2011, Mr. Chandrasekhar was Joint Secretary in the key Trade Policy Division of the Ministry of Commerce, Deputy Chief of Mission in the Embassy of India, Brussels and the Ambassador and Permanent Representative of India in the World Trade Organization in Geneva. Mr. Chandrasekhar rose to the position of Union Cabinet Secretary. As Cabinet Secretary, Mr. Chandrasekhar was Head of all the Civil Services in India and reported directly to the Prime Minister. He retained that position for four years. Mr. Chandrasekhar retired from Government service in 2011 at the age of 63, having served Government for 41 years.

Post Retirement, he was, for 5 years, Vice-Chairman, Kerala State Planning Board with rank of Cabinet Minister of the State.

Mr. Chandrasekhar has considerable management experience having been associated as Chairman, Managing Director or member of the Board of Directors of more than 40 Companies in the public, joint and private sector. He has written several articles and presented papers. He has also been consultant to the Commonwealth Secretariat and to the UN Food and Agriculture Organization.

Mr. Chandrasekhar is presently President, Sree Chitra Institute of Medical Sciences and Technology, Trivandrum and Chairman, Centre for Development Studies, Trivandrum.

Further details and current Directorships of Mr. Chandrasekhar are provided in the Annexure to this Notice.

In view of the above and pursuant to the provisions of section 149 read with Schedule IV to the Act, the appointment of Mr. Chandrasekhar as an Independent Director is now being placed before the members for their approval.

The Board recommends the resolution at item no. 13 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Chandrasekhar, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 13 of the accompanying notice.

Mr. Chandrasekhar is not related to any other Director or KMPs of the Company.

Item no. 14: Pursuant to the provisions of section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. On the recommendation of Audit Committee of Directors, the Board of Directors have approved the re-appointment of M/s Ramanath Iyer & Co 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 2020-21, at a remuneration of ₹ 2,18,900/- (plus other applicable taxes, traveling and out-of-pocket expenses).

M/s Ramanath Iyer & Co, 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 and have conducted the audit of cost records of the Company for the previous year under the provisions of the Act.

The Board recommends the resolution at item no. 14 of the accompanying notice for ratification of the cost auditors' remuneration for FY 2020-21, 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. 14 of the accompanying notice.

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

Delhi, 29th April 2020
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/appointment at the forthcoming Annual General Meeting

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

Name of Director	Mr. Praveer Sinha	Mr. Ramesh Narayanswamy Subramanyam	Ms. Satya Gupta	Mr. Sanjay Kumar Banga	Mr. Jasmine Shah	Mr. Ajit Kumar Singh
Date of birth	8 th April 1962	27 th June 1969	18 th March 1955	24 th July 1967	27 th April 1981	13 th January 1954
Date of appointment	4 th May 2018	16 th June 2018	18 th July 2018	20 th January 2020	20 th January 2020	20 th January 2020
Expertise in functional areas	Mr. Praveer Sinha has over three decades of experience in the power sector and has been credited with transforming the power distribution sector and development and setting up of greenfield and brownfield power plants in India and abroad.	He 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 it's Chief Finance Officer.	Ms. Satya Gupta has vast experience of more than four decades out of which almost 20 years are in Power Sector. She had been with Tata Power-DDL since December, 2002. She has rich experience in handling large IT & OT (Information Technology & Operational Technology) software development, integration and implementation projects, automation of processes, digitalization by identification and implementation of right technology, handling change management, business process re-engineering, etc. Ms. Gupta provided her professional expertise to the Company on several strategic initiatives and was part of many Cross Functional	Mr. Sanjay Kumar Banga is a power sector veteran with around three decades of experience in power generation and distribution business, Mr. Banga brings with him an expertise in the power sector, covering areas of Operational Technologies, Project Management, Utility Business Process Re-engineering and Regulatory Environment that are essential for strengthening of electrical utilities to meet reliability and AT&C loss reduction targets under regulatory regime. The learning he gathered through associations with leading public and private sector electrical utilities in India equips him very well to tackle the enormous challenges of the electricity distribution business in India and abroad. His deep knowledge of the subject makes him a regular speaker in seminars /	Mr. Jasmine Shah is the Vice Chairperson of Dialogue and Development Commission, Govt. of NCT of Delhi. Mr. Shah has wide experience working on urban governance and policy issues and had been advising the Government of NCT of Delhi since 2016 on education budget transparency and transport policy reforms. Mr. Shah was the architect of Delhi's first comprehensive outcome budget for 2017-18, a first-of-its-kind initiative in India to bring in complete transparency and accountability in public spending. He had also worked on several crucial transport reforms of the Delhi Government such as the Electric Vehicle Policy,	As a member of IAS, Mr. Ajit Kumar Singh had worked on a wide range of issues related to public sector management. His assignments ranged from field-level, hands-on administration of a district, head of Excise, Entertainment and Luxury Tax Department. He had also worked as Secretary to Minister and helped in Policy formulation. He had the unique opportunity to study Regional Rapid Railway System at London, Paris, San Francisco, under the leadership of Sh. Noor Mohd., IAS, Secretary, National Planning Board. To study the design and system of VAT, he was part of the official delegation of the Government and visited London, Brussels, Rome, Bangkok and



			<p>Teams and Innovation Council. As General Manager-IT at Tata Power-DDL, she has been instrumental in implementation of various automation technologies/software applications, SAP practices, setting up IT infrastructure, integration of information and operational technologies. Ms Gupta was working in Delhi Vidyut Board (DVB), a state owned utility prior to joining Tata Power-DDL and has anchored the challenging journey of turning around a loss making utility with no computerization into almost fully automated organization with more than 90% of its processes automated and fully integrated.</p> <p>Ms. Gupta is considered as an expert in Power Sector Cyber Security and is the recipient of the 'Top 100 CISO' award for five consecutive years and also DSCI Excellence Award 2016 – 'Security in Energy Sector-</p>	<p>workshops / panel discussions in India and abroad.</p> <p>Mr. Banga had been associated with Tata Power-DDL since July 2003 and was part of the group which transformed the ailing distribution Company into a benchmark utility. Mr. Banga started his career with National Thermal Power Corporation (NTPC) as an Engineer Trainee and was involved in the Operation & Commissioning of Super Thermal Power Projects (1989 to 1995). Prior to joining Tata Power-DDL, Mr. Banga worked with Reliance Energy (earlier known as BSES Ltd.) from 1996 to 2003, where he was associated with the entire spectrum of generation activities covering wide aspects of operations, maintenance, planning, design and project engineering.</p>	<p>Common Mobility Card, bus route rationalization and last mile connectivity initiative, large-scale induction of electric buses, among other projects. Mr. Shah had previously worked at the Massachusetts Institute of Technology's Jameel Poverty Action Lab (J-PAL) where he was the Deputy Director of its South Asia office and prior to that at the Janaagraha Centre for Citizenship and Democracy.</p>	<p>Singapore. He had visited Manila and Hongkong as a part of Asian Development Bank sponsored study tour for slum rejuvenation and water and sanitation master plan. He had attended course on "Dynamics of Public Policy" from Management and Development Centre, Shepherdstown, West Virginia, USA. His work exposure in different capacities and different departments in government had given him unique experience of first-hand knowledge of a whole range of government systems and processes including regulatory, land management, financial systems, municipal and state laws etc. He was also a part of a network of decision makers.</p> <p>Ministry of Home Affairs in the year, 2009 nominated Mr. Singh as a group for Prime Minister's Award for excellence in Public Administration</p>
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			<p>Power'. Under her leadership, Tata Power-DDL became the only utility at global level to get the appraisal done successfully for CMMI Level 3 for both of its IT&OT systems.</p> <p>Her deep knowledge of various IT & OT technologies, cyber security, utility business processes and regulatory environment made her the recipient of 'Leading Woman in Energy' & 'Leading Woman Owned Innovative Project' for the year 2011 and 'SAP ACE Woman CIO (Chief Information Officer) of the year 2015' Awards.</p> <p>Ms Gupta is the Director in the Board of Tata Power – DDL since 2018. Post superannuation from Tata Power-DDL, Ms Gupta is mentoring energy related innovative technology projects being undertaken by incubators at 'Clean Energy International Innovation Centre'.</p>			<p>for innovative work done by the Officer as a Health Secretary of Union Territory of Dadra & Nagar Haveli. As Secretary (Taxation) & Commissioner (Excise) the department generated excise revenue of approximately ₹ 2500 crore, in the year 2011-12, which is the highest ever growth during past 20 years.</p> <p>Mr. Singh had worked in different capacities as Secretary Health, Education, Rural Development and Special Secretary (Tourism) and Chairman D&NH Development Authority. He had also served as Secretary to the Minister of Finance & Revenue, Education, Higher Education, Govt. of NCT of Delhi; Secretary to the Minister of Education, Transport & Tourism, Govt. of NCT of Delhi and Spl. Secretary, Transport, Govt. of NCT of Delhi.</p>
Qualifications	Master's Degree in Business Law from National	Graduate in Commerce from Nagpur	M.Tech from IIT Delhi, M. Sc. (Maths)	Alumnus of the National Institute of Technology	B.Tech. and M.Tech. degrees in Mechanical	IAS Officer



	Law School, Bengaluru and is also professionally trained as an Electrical Engineer. He is a Research Scholar at the Indian Institute of Technology Delhi and is also a visiting Scholar at Massachusetts Institute of Technology, Boston, USA.	University. He is a member of the Institute of Cost Accountants of India and Institute of Company Secretaries of India. He has also passed the CPA (Certified Public Accountants) examination of the American Institute of Certified Public Accountants (AICPA).	from Delhi University	(NIT), Kurukshetra. He had done his Master's in Business Administration (MBA) from Faculty of Management Studies (FMS), Delhi. He is a member of the Bureau of Indian Standard (BIS) LITD10 core Committee for defining standards for Power System Control and Communication. He had successfully completed the Senior Executive Leadership Program from the most coveted Harvard Business School.	Engineering from IIT Madras and a MPA degree from the School of International and Public Affairs at Columbia University, New York, where he was a Fulbright-Nehru Fellow.	
Terms & conditions of appointment	Appointed as a Non-Executive Director	Appointed as a Non-Executive Director	Appointed as a Non-Executive (Woman) Director	Appointed as an Additional (Non-Executive) Director	Appointed as an Additional (Non-Executive) Director	Appointed as an Additional (Non-Executive) Director
Remuneration	Nil	Nil	Only sitting fee is paid.	Nil	Only sitting fee is paid.	Only sitting fee is paid.
Directorships held in other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> Chief Executive Officer and Managing Director of The Tata Power Company Limited Chairman of the following Companies: <ol style="list-style-type: none"> Tata Power Solar Systems Limited Tata Power Renewable Energy Limited Director of the following Company: <ol style="list-style-type: none"> Tata Power Trading 	<ul style="list-style-type: none"> Director of the following Companies: <ol style="list-style-type: none"> Tata Projects Limited Coastal Gujarat Power Limited Tata Power Renewable Energy Limited Prayagraj Power Generation Company Limited Far Eastern Natural Resources LLC 	Nil	<ul style="list-style-type: none"> Director of the following Companies: <ol style="list-style-type: none"> TP Ajmer Distribution Limited (Chairman) Powerlinks Transmission Limited (Additional Director) Tata Projects Limited (Additional Director) TP Renewable Microgrid Limited (Additional Director) Tata Power Trading Company Limited 	<ul style="list-style-type: none"> Director of the following Companies: <ol style="list-style-type: none"> BSES Rajdhani Power Limited (Additional Director) BSES Yamuna Power Limited (Additional Director) 	Nil



	Company Limited					
Committee positions held in other Companies	<ul style="list-style-type: none"> Member of the following Committees: <ol style="list-style-type: none"> 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 Tata Power Renewable Energy Limited- Nomination and Remuneration Committee Tata Power Trading Company Limited- Committee of Directors/ Commercial Committee 	<ul style="list-style-type: none"> Member of the following Committees: <ol style="list-style-type: none"> Coastal Gujarat Power Limited- Audit Committee Tata Projects Limited- Audit Committee Tata Power Renewable Energy Limited- Audit Committee 	Nil	<ul style="list-style-type: none"> Chairman of the following Committee: <ol style="list-style-type: none"> TP Ajmer Distribution Limited- Committee of Directors 	Nil	Nil
Number of Shares held	One equity share of ₹ 10/- in the Company jointly with The Tata Power Company Limited	Nil	Nil	One equity share of ₹ 10/- in the Company jointly with The Tata Power Company Limited	Nil	Nil



Name of Director	Ms. Rashmi Krishnan	Mr. Naveen ND Gupta	Mr. Kesava Menon Chandrasekhar	Mr. Amar Jit Chopra	Mr. Ajay Shankar
Date of birth	3 rd September 1959	8 th November 1972	20 th February 1948	27 th June 1952	26 th December 1949
Date of appointment	20 th January 2020	20 th January 2020	24 th March 2020	23 rd March 2020 (Re-appointed as an Independent Director for second term of three years w.e.f 23 rd March 2020 to 22 nd March 2023)	23 rd March 2020 (Re-appointed as an Independent Director for second term of three years w.e.f 23 rd March 2020 to 22 nd March 2023)
Expertise in functional areas	<p>Ms. Rashmi Krishnan is a retired IAS Officer of AGMU Cadre of batch 2000.</p> <p>She commenced her career as a civil servant in 1984 as a DANICS Officer and had served for 35 ½ years in the NCT of Delhi and in the Andaman and Nicobar Islands.</p> <p>Among her many assignments, those that had been in commercial areas are:</p> <ul style="list-style-type: none"> a) Sales Tax Officer b) Assistant Commissioner Sales Tax c) Deputy Commissioner Sales Tax d) Additional Commissioner (Refunds), VAT e) Director Property Tax, NDMC f) Director Law, NDMC g) Secretary Law, A&N Administration h) Secretary Industries, A&N Administration i) Member, Board of Directors, A&N Industrial Devt. Corpn. <p>She is known for her clean, transparent, administration and</p>	<p>Mr. Naveen ND Gupta is a Fellow Chartered Accountant with All India – 25th Rank by Institute of Chartered Accountants of India and has about 25 years of experience in auditing, corporate laws, banking and finance with M/s. Dass Gupta & Associates, Chartered Accountants. He started his accountancy career as trainee in 1993 and was later elevated to position of Partner. He is a regular speaker and paper writer at national and international forums and had tackled intricate accounting, auditing, corporate governance and finance issues as Central Statutory Auditor of the top banks, insurance Companies and CPSEs.</p> <p>Mr. Gupta was the Ex. President, Institute of Chartered Accountants of India. He has various professional achievements and possess</p>	<p>Mr. Chandrasekhar spent the first 25 years of his career in Kerala, holding such positions as Managing Director of the State Civil Supplies Corporation, District Collector, Idukki, Director of Fisheries, Principal Secretary (Industries) and Principal Secretary (Finance). During this period, Mr. Chandrasekhar was also Chairman of the Spices Board under the Ministry of Commerce, Government of India.</p> <p>In 1996, Mr. Chandrasekhar left Kerala on Central Government deputation. During his 15 years tenure with the Government of India, from 1996 to 2011, Mr. Chandrasekhar was Joint Secretary in the key Trade Policy Division of the Ministry of Commerce, Deputy Chief of Mission in the Embassy of India, Brussels and the Ambassador and Permanent Representative of India in the World Trade Organization in Geneva. Mr. Chandrasekhar rose to the position</p>	<p>Mr. Amar Jit Chopra is the former Chairman of the Institute of Chartered Accountants of India.</p>	<p>Mr. Ajay Shankar is a distinguished fellow at TERI, The Energy and Resources Institute. He has rich and varied experience in public service for over forty three years, primarily in the fields of industry, the power sector and urban development.</p> <p>He was a member of the premier Indian Administrative Service which he joined in 1973 and retired as Secretary, Department of Industrial Policy and Promotion in the Government of India in December, 2009. He played a crucial role in putting together the stimulus packages at the time of the global economic crisis of 2008 which enabled the Indian economy to recover in a short time and again grow at over 8%. The plan for the ambitious Delhi-Mumbai Industrial Corridor Project was developed under his stewardship. The</p>



	<p>people-friendly, time-targeted approach throughout her many assignments. Other departments she had served include Health, Education, Social Welfare, Women & Child Development and so on.</p>	<p>relevant special knowledge and practical experience in banking, economics, finance, audit, etc.</p> <p>He had served on various positions at Government, Regulatory Bodies, International Bodies, Public Interest Entities, Technical/Regulatory Committee(s) of Institute of Chartered Accountants of India. He is also an Author and Faculty & Speaker.</p>	<p>of Union Cabinet Secretary. As Cabinet Secretary, Mr. Chandrasekhar was Head of all the Civil Services in India and reported directly to the Prime Minister. He retained that position for four years. Mr. Chandrasekhar retired from Government service in 2011 at the age of 63, having served Government for 41 years.</p> <p>Post Retirement, he was, for 5 years, Vice-Chairman, Kerala State Planning Board with rank of Cabinet Minister of the State.</p> <p>Mr. Chandrasekhar has considerable management experience having been associated as Chairman, Managing Director or member of the Board of Directors of more than 40 Companies in the public, joint and private sector. He has written several articles and presented papers. He has also been consultant to the Commonwealth Secretariat and to the UN Food and Agriculture Organization.</p> <p>Mr. Chandrasekhar is presently Chairman, Federal Bank; President, Sree Chitra Institute of Medical Sciences and Technology, Trivandrum and Chairman, Centre for Development</p>		<p>FDI policy was further liberalized and rationalized. He was the Chairman of the National Productivity Council and of the Quality Council of India and gave greater momentum to their activities. He initiated the setting up of Invest India.</p> <p>He served for a three-year term, November 2011-2014, as Member Secretary of the National Manufacturing Competitiveness Council (NMCC), an advisory body comprising leading Captains of Industry, key Secretaries of Government and eminent Academics. Some of the major recommendations of NMCC have been taken up for implementation by the Government including the National Skill Mission, Facilitating Start-ups, Reform of Labour Laws and reducing the Regulatory burden on enterprises. Sector specific recommendations for breakthroughs in manufacturing in Electronics and IT Hardware, Defence Manufacturing, Civilian Aircraft, Shipbuilding, Electric Vehicles, Steel and Textiles were evolved.</p> <p>As Joint Secretary and</p>
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			<p>Studies, Trivandrum.</p>	<p>then Additional Secretary in the Ministry of Power he played a key role in enactment of the Electricity Act, 2003, and rules and policies under it. This created a new liberal framework for the development of the power sector and was one of the major pieces of reform legislation at that time. He was also instrumental in promoting private sector participation in the Power Sector including the Ultra Mega Power Projects. He played a crucial role in the conceptualization and the launch of the national program for completing rural electrification which was launched in 2005 and under which over 1,00,000 villages have been electrified.</p> <p>Before serving as Secretary (DIPP), he was Principal Adviser in the Planning Commission looking after Environment and Forests, Water and Sanitation as well as provision of Rural Infrastructure and contributed to the preparation of the Eleventh Five Year Plan in these areas. He had served on the Boards of major public sector Companies such</p>
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					as IDBI, EXIM Bank, NTPC, NHPC, PFC and REC and had also served as an Independent Director on the Boards of HAL and Tata Global Beverages. He is also a senior advisor at IRADE. He is also a Special Advisor on the Board of Power Roll Limited (Technology Company in UK, Washington Business Centre 2 Turbine Way, Sunderland SR5 3NZ) and Chairman of the Board of Trustees of the Foundation of MSME Clusters (FMC).
Qualifications	IAS Officer. Law Graduate, from Campus Law Centre, Delhi University. She had also completed her Post Graduation in Law from Delhi University in 1989.	Fellow Chartered Accountant with All India – 25 th Rank by Institute of Chartered Accountants of India	IAS Officer ranked third in the list in the batch. Prior to that, Mr. Chandrasekhar secured B.A. (Honours) in Economics and M.A. in History from St. Stephen's, College, University of Delhi. M.A. in Management Studies from the University of Leeds in United Kingdom.	Chartered Accountant	IAS Officer
Terms & conditions of appointment	Appointed as Additional (Non-Executive) Director	Appointed as Additional (Non-Executive) Director	Appointed as Additional (Independent) Director	The terms and conditions of re-appointment of Mr. Chopra shall be open for inspection through electronic mode and are also disclosed on the Company's website.	The terms and conditions of re-appointment of Mr. Shankar shall be open for inspection through electronic mode and are also disclosed on the Company's website.
Remuneration	Only sitting fee is paid.	Only sitting fee is paid.	Only sitting fee is paid.	Only sitting fee is paid.	Only sitting fee is paid.
Directorships held in other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> Director of the following Company: 1. Sevachild Foundation (Additional Director) 	<ul style="list-style-type: none"> Director of the following Companies: 1. Four Plus Security Services Private Limited 	<ul style="list-style-type: none"> Director of the following Companies: 1. Tata Advanced Systems Limited 2. KIMS Health Care Management 	<ul style="list-style-type: none"> Director of the following Companies: 1. Rico Auto Industries Limited 2. Rico Investments Limited 	<ul style="list-style-type: none"> Director of the following Company: 1. Larsen and Toubro Limited



		<p>2. SMC Global Securities Limited</p> <p>3. BSES Yamuna Power Limited (Additional Director)</p> <p>4. BSES Rajdhani Power Limited (Additional Director)</p>	<p>Limited (Independent Director)</p> <p>3. KIMS AI Shifa Healthcare Private Limited (Independent Director)</p> <p>4. Coastal Gujarat Power Limited (Independent Director)</p> <p>5. The Tata Power Company Limited</p>	<p>3. Roop Automotives Limited</p> <p>4. ICAI Accounting Research Foundation</p> <p>5. Village Financial Services Limited</p>	
Committee positions held in other Companies	Nil	Nil	<ul style="list-style-type: none"> Member of the following Committees: <ol style="list-style-type: none"> The Tata Power Company Limited- Audit Committee and Corporate Social Responsibility Committee Coastal Gujarat Power Limited-Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee Tata Advanced Systems Limited- Audit Committee and Corporate Social Responsibility Committee 	<ul style="list-style-type: none"> Chairman of the following Committees: <ol style="list-style-type: none"> Rico Auto Industries Limited-Audit Committee and Stakeholders Relationship Committee ICAI Accounting Research Foundation-Audit Committee Rico Investments Limited- Audit Committee Member of the following Committees: <ol style="list-style-type: none"> Rico Auto Industries Limited - Nomination & Remuneration Committee and Budget & Investment Committee Village Financial Services Limited- Audit Committee Roop Automotives Limited- Audit Committee 	<ul style="list-style-type: none"> Member of the following Committee: <ol style="list-style-type: none"> Larsen and Toubro Limited- Stakeholders Relationship Committee
Number of Shares held	Nil	Nil	Nil	Nil	Nil

SOP for using CISCO – WEBEX Remote meeting solution

To Join from Laptop/Desktop:-

- Copy the Link from invitation mail & Use the Google chrome to join in the meeting.
- Upon Clicking it will prompt and display the screen as below.

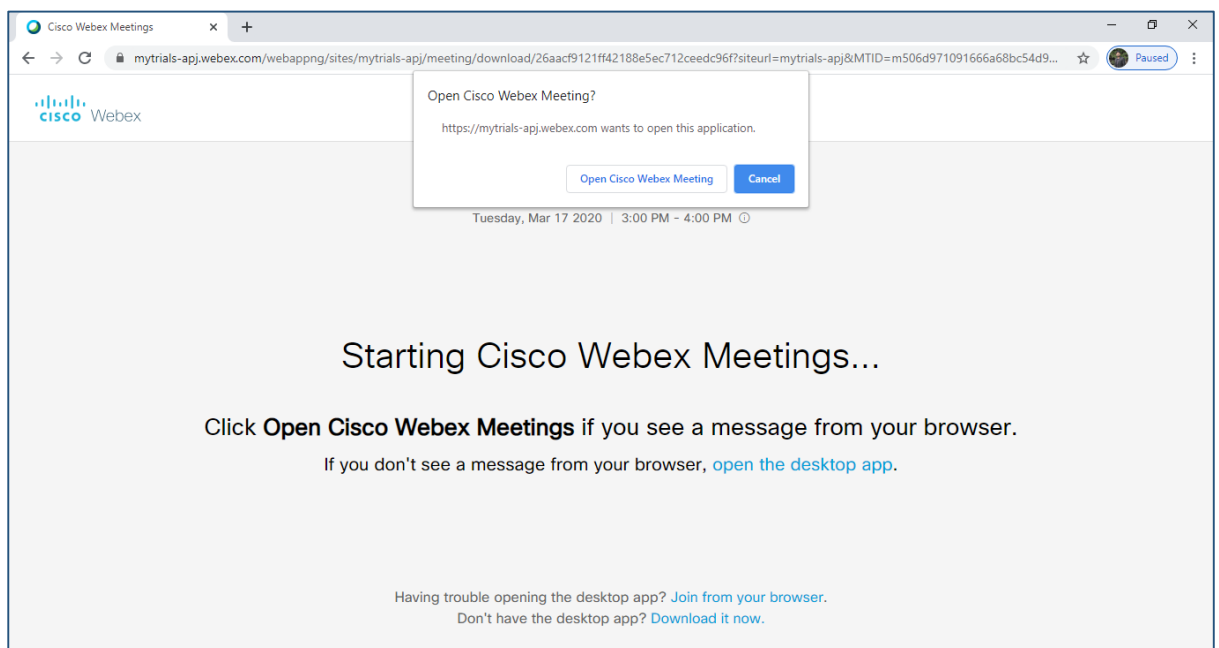
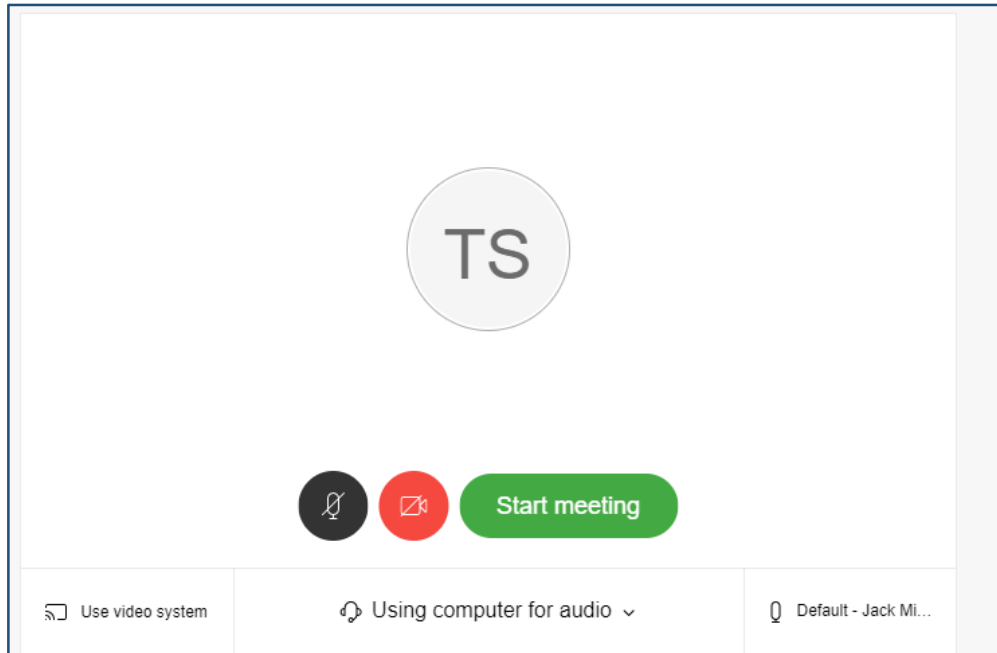


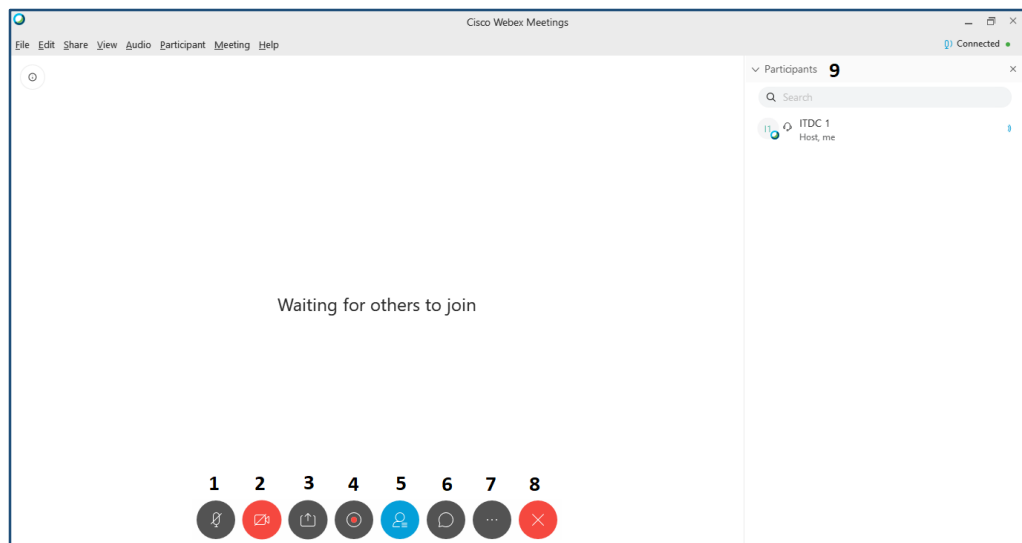
Fig.1

- If you don't have Cisco Webex Desktop app , then click on Download it Now and install it. Or You can also use option Join from your browser (refer Fig.1).
- Click Open cisco WebEx Meeting to Join.
- You need to enter your Name and Email ID. Click on Join meeting.



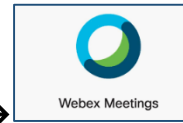
- **Audio Connection is Set to “Using Computer for Audio”. Start and stop video as per requirement and click on “Start Meeting”.**

Understanding about Meeting Zone



- 1) Mute
- 2) To Switch Off/On your own Video
- 3) To Share the Screen / Content Sharing / Share Remote control to attendee
- 4) Recorder – To recode conference video on your laptop.
- 5) To hide Participant Pane i.e. no. 9 in above image
- 6) To Chat with one to one or with everyone in Conference
- 7) Additional Features – Notes , Invite & Remind, Managing Audio Connection
- 8) Leave or End Meeting
- 9) Participant List

To Join from Mobile (Android/ios Device App):-



- Download “ Cisco Webex Meeting “ from Play store/ios store. Webx Icon→
- Open Webex meeting app.
- Go to “Join Meeting”.
- Enter “Meeting no.”, “Name” and “Email ID”. Then Go to Join at right upper corner.

A screenshot of the 'Join Meeting' screen in the Webex app. The screen has a white background with a blue header bar containing a back arrow, the text 'Join Meeting', and a green 'JOIN' button. Below the header, there is a text input field containing '911 603 911'. Underneath, a message reads: 'If you are invited to a Personal Room, you can enter the URL.' followed by the URL 'company.webex.com/meet/username'. There is another text input field containing 'shubham' with a small 'x' icon to its right. At the bottom, there is a text input field containing the email address 'Shubham.jha@tatapower-ddl.com'.

- Then Go to join meeting.
- Enter the Password provided in invitation mail.