TPADL
TP-AJMER DISTRIBUTION LIMITED

TP AJMER DISTRIBUTION LIMITED

NOTICE

NOTICE is hereby given that the **Seventh Annual General Meeting** of the members of TP Ajmer Distribution Limited will be held on **Friday, 26th July 2024 at 10:00 a.m.** through video conferencing (MS Teams) to transact the following business(es):

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024 together with the reports of the Board of Directors and the Auditors thereon.

2. To confirm the payment of interim dividend on equity shares for the financial year ended 31st March 2024.

3. To appoint a Director in place of Mr. Dwijadas Basak (DIN: 08785527), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. **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(3) 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 ₹ 1,10,000/- (Rupees One lakh ten thousand only) plus other applicable taxes, travelling and out of pocket expenses incurred in connection with the audit, payable to M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2024-25."

5. **Appointment of Mr. Gajanan Sampatrao Kale (DIN: 10597438) as Director of the Company**

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

   "RESOLVED that Mr. Gajanan Sampatrao Kale (DIN: 10597438), who was appointed as an Additional Director of the Company with effect from 1st July 2024, 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 64 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."

NOTES

(1) The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and the rules made thereunder, in regard to the businesses set out in item no. 4 & 5 and the relevant details of the Directors of the Company seeking re-appointment/appointment as set out in item nos. 3 & 5 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, is annexed hereto.

(2) Pursuant to General Circulars No.14/2020 dated 8th April 2020, No.17/2020 dated 13th April 2020, No.20/2020 dated 5th May 2020, No. 02/2021 dated 13th January 2021, No. 21/2021 dated 14th December 2021, No. 2/2022 dated 5th May 2022 and No. 10/2022 dated 28th December 2022 and No.09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the Seventh Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and the applicable provisions of the Act, the AGM of the members of the Company is being held through VC/OAVM. The deemed venue for Seventh Annual General Meeting will be Board Room, Second Floor, NDPL House, Hudson Lines, Kingsway Camp, Delhi-110009.

(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 2023-24 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 2023-24 will also be available on the Company’s website https://www.tpadl.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) 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.

(9) 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.

(10) 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. bhupinderjeet.kaur@tatapower-ddl.com so as to enable the Management to keep the information ready at the AGM.

(11) 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. bhupinderjeet.kaur@tatapower-ddl.com

(12) The Company will provide facility for audio visual participation in AGM Weblink/recording etc.

(13) 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 Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice or authorizations for voting by bodies corporate etc. as provided in the Act and the Articles of Association of the Company are made available for inspection through electronic mode.

(14) 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. bhupinderjeet.kaur@tatapower-ddl.com

(15) 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.

(16) 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 Sections 112 and 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.

(17) 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.

(18) The meeting will be conducted through audio visual means (MS Teams). Members may participate in the meeting through the following link:

Join the meeting now
Meeting ID: 464 623 559 915
Passcode: g5zfwz

(19) 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. 9654915833 is the helpline number for those shareholders who need assistance with using the technology before or during the meeting.

(20) 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 Act and the rules made thereunder.

By order of the Board
For **TP Ajmer Distribution Limited**

Delhi, 2nd July 2024
Corporate Identity No. :U40100MH2017PLC293914

Registered Office:
C/o The Tata Power Company Limited
34, Sant Tukaram Road
Carnac Bunder, Mumbai 400 009, Maharashtra
Tel: 0145-2643091
email: Customercare.tpadl@tatapower.com
Website: https://tpadl.com/

Sd/-
(Bhupinder Jeet Kaur)
Company Secretary
Membership No. 33905

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. 4 and 5 of the accompanying notice dated 17th April 2024.

Item no. 4: 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. The Board of Directors have approved the re-appointment of M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the financial year 2024-25, at a remuneration of ₹ 1,10,000/- (Rupees One lakh ten thousand only) plus other applicable taxes, travelling and out of pocket expenses

M/s Sanjay Gupta & Associates, 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 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. 4 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2024-25, 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. 4 of the accompanying notice.

Item no. 5: The Board of Directors had appointed Mr. Gajanan Sampatrao Kale (DIN:10597438), as an Additional Director of the Company with effect from 1st July 2024 in terms of Article 64 of Company's Articles of Association, 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. Gajanan S Kale 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. Gajanan S Kale's appointment as a Director.

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

Mr. Gajanan S Kale is B.E.- Electrical Power System (Amravati University), M. Tech - integrated Power System (National Institute of Technology- Nagpur), MBA – Finance (Sikkim Manipal University) and Advance Management Program (Indian Institute of Management -Ahmedabad) under senior leadership development program of Tata Power.

He has more than three decades of experience in different electricity utilities like BHEL Bhopal, Central Railway Nagpur, Delhi Vidyut Board, Tata Power Delhi Distribution Limited. The Tata Power Company Limited (Tata Power) and TP Ajmer Distribution Limited. He has rich experience in Power Distribution utilities with special focus on Profit and Loss, Aggregate Technical & Commercial (AT&C) Loss Reduction & Customer delight with emphasis on managing the change of government undertakings to private, managing people process improvement, network improvement, strategic business growth and developing contacts with different stakeholders.

He is presently the Chief Executive Officer of Tata Power Delhi Distribution Limited. Prior to this, he was the Chief Executive Officer of TP Western Odisha Distribution Limited.

In compliance with the applicable provisions of the Act, the appointment of Mr. Gajanan S Kale as a Director is now being placed before the members for their approval. The Board recommends the resolution at Item no. 5 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Gajanan S Kale, none of the Directors of the Company or their respective relatives are concerned or interested in the resolution set out at item no. 5 of the accompanying notice. Mr. Gajanan S Kale is not related to any other Director of the Company.

Delhi, 2nd July 2024
Corporate Identity No. :U40100MH2017PLC293914

By order of the Board
For **TP Ajmer Distribution Limited**

Registered Office:
C/o The Tata Power Company Limited
34, Sant Tukaram Road, Carnac Bunder,
Mumbai 400 009, Maharashtra
Tel:0145-2643091,email:
Customercare.tpadl@tatapower.com
Website: https://tpadl.com/

Sd/-
(Bhupinder Jeet Kaur)
Company Secretary
Membership No. 33905

Details of the Directors, seeking re-appointment/appointment at Seventh Annual General Meeting:

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

Name of Directors	**Mr. Dwijadas Basak**	**Mr. Gajanan Sampatrao Kale**
DIN	08785527	10597438
Designation	Non-Executive Director	Additional (Non-Executive) Director
Date of birth Age	15th December 1966 (57 years)	26th June 1969 (54 years)
Date of appointment	15th July 2020	1st July 2024
Expertise in functional areas	Mr. Dwijadas Basak is the Chief Executive Officer of TP Northern Odisha Distribution Limited (TPNODL), a joint venture between Tata Power and the Government of Odisha, supplying electricity to over 2 million consumers in Northern Odisha. He brings over three decades' experience in power distribution management. Prior to joining TPNODL, he served as Chief Operating Officer (COO) at TP Central Odisha Distribution Ltd (TPCODL), where he played a pivotal role in driving operational excellence. A seasoned electrical engineer, Mr. Basak has held various leadership positions within the Tata Power Group. Before moving to Odisha, he was Chief of the Commercial and Social Impact Group at Tata Power-DDL in New Delhi. Mr Basak has worked in India and Brazil. Between 1991-2000, he worked with three major private power distribution companies in India. During the 2000-2002 period, he served at AES Electro Paulo, and was involved in the business of power distribution in the State of Sao Paulo, Brazil. Since 2003, he has been associated with the Tata Power Group in various roles. He played a key role in the transformation journey of Distribution business in North and Northwest of Delhi (Tata Power-DDL). He had successfully completed Advanced Management Program (SLDP)- 2022-2023 from IIM Ahmedabad and holds Alumni status of IIM-A. He pursued Advanced Leadership Course from IIM- Bangalore and Certification Program on General Management (TGELS) by Stephen M. Ross School of Business, University of Michigan and Tata Management Training Centre (TMTC).	Mr. Gajanan Sampatrao Kale has more than three decades of experience in different electricity utilities like BHEL Bhopal, Central Railway Nagpur, Delhi Vidyut Board, Tata Power Delhi Distribution Limited. The Tata Power Company Limited (Tata Power) and TP Ajmer Distribution Limited. He has rich experience in Power Distribution utilities with special focus on Profit and Loss, Aggregate Technical & Commercial (AT&C) Loss Reduction & Customer delight with emphasis on managing the change of government undertakings to private, managing people process improvement, network improvement, strategic business growth and developing contacts with different stakeholders. He is presently the Chief Executive Officer of Tata Power Delhi Distribution Limited. Prior to this, he was the Chief Executive Officer of TP Western Odisha Distribution Limited.
Qualifications	Graduate (Electrical Engineering)	B.E.- Electrical Power System (Amravati University), M. Tech - integrated Power System (National Institute of Technology- Nagpur), MBA – Finance (Sikkim Manipal University) and Advance Management Program (Indian

Name of Directors	**Mr. Dwijadas Basak**	**Mr. Gajanan Sampatrao Kale**
		Institute of Management -Ahmedabad) under senior leadership development program of Tata Power.
Terms & conditions of appointment	Appointed as Non-Executive Director	Appointed as Additional (Non-Executive) Director
Remuneration	Nil	Nil
Directorships held in other Companies (excluding Foreign Companies)	Director of NDPL Infra Limited	Director of the following companies: 1. TP Power Plus Limited 2. NDPL Infra Limited 3. Tata Power Trading Capital Limited 4. Mandakini Coal Company Limited 5. Tata Power Transmission Company Limited
Committee positions held in other Companies	Nil	Tata Power Trading Capital Limited – Member (Commercial Committee of Directors)
Number of shares held	1	Nil
Number of Meetings of the Board attended during FY 2023-24	5	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None