

**TP AJMER DISTRIBUTION LIMITED**

**NOTICE**

NOTICE is hereby given that the Third Annual General Meeting of the members of TP Ajmer Distribution Limited will be held on Wednesday, the 15<sup>th</sup> July 2020 at 1:45 p.m. at Board Room, Second Floor, NDPL House, Hudson Lines, Kingsway Camp, Delhi-110009, to transact the following business(es) *[Through video conferencing as per relaxation given by Ministry of Corporate Affairs to hold Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) vide its General Circular No. 20 /2020 dated 5<sup>th</sup> May 2020, due to COVID 19 pandemic]:*

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2020 together with the reports of the Board of Directors and the auditors thereon.
2. To appoint a Director in place of Mr. Sunil Parashuram Joglekar (DIN: 07832066), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Suranjit Mishra (DIN: 08176957), who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business(es):**

**4. Appointment of Ms. Kiran Gupta as a Director**

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

**“RESOLVED** that Ms. Kiran Gupta (DIN: 08196580), who was appointed as an Additional Director of the Company with effect from 26<sup>th</sup> June 2019, 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 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 her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**5. Appointment of Mr. Ganesh Srinivasan as a Director**

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

**“RESOLVED** that Mr. Ganesh Srinivasan (DIN: 08208444), who was appointed as an Additional Director of the Company with effect from 17<sup>th</sup> 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 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.”

## 6. 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 ₹ 1,00,000/- (Rupees one lakh only) (plus other applicable taxes, travelling and out of pocket expenses with capping of 10% of fee amount) payable to M/s Sanjay Gupta & Associates, 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. 4 to 6 and the relevant details of the Directors of the Company seeking re-appointment/ appointment as set out in item nos. 2 to 5 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (2) In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, Government of India, the Ministry of Corporate Affairs (“MCA”) allowed conducting AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, MCA vide its circular dated 5<sup>th</sup> May 2020 read with circulars dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> 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.18 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/ Depositories. Members may note that the Notice for FY 2019-20 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 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) 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. [komal.jolly@tatapower-ddl.com](mailto:komal.jolly@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, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company i.e. [komal.jolly@tatapower-ddl.com](mailto:komal.jolly@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/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.
- (14) 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. [komal.jolly@tatapower-ddl.com](mailto:komal.jolly@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 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.

- (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 (Webex). Members may participate in the meeting through the following link:  
<https://tatapowerddl.webex.com/tatapowerddl/j.php?MTID=m7f7e722136750fca9944eb6da08b8bea>  
Password (if prompted) is: Tatapower  
Meeting number (Access code):- 166 207 5704
- (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. 9958004416 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 Companies Act 2013 and the rules made thereunder.

Delhi, 28<sup>th</sup> April 2020  
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](mailto:Customercare.tpadl@tatapower.com)  
Website: <https://tpadl.com/>

Sd/-  
(Komal Jolly)  
Company Secretary  
Membership No. 22020

**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 to 6 of the accompanying notice dated 28<sup>th</sup> April 2020.

**Item no.4:** The Board of Directors appointed Ms. Kiran Gupta (DIN: 08196580), nominated by The Tata Power Company Limited (Tata Power) as an Additional (Woman) Director of the Company with effect from 26<sup>th</sup> June 2019 in terms of Article 64 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. 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 Ms. Gupta's appointment as a Director.

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

Ms. Gupta holds a B. Tech (Electrical) degree from Delhi College of Engineering with 'GOLD Medal' from Delhi University. She is a certified TBEM assessor and has done various assessments across Tata Group of Companies and also undertaken Technology Innovation workshop at Indian Institute of Management Bangalore (IIMB). She has been conferred with 'Best TBEM Assessor' award and 'Champion for Best Customer Centric practices' on Tata EDGE platform.

Ms. Gupta has an overall experience of 25 years in the Power Sector covering various Consultancy Projects for Design, Erection and Commissioning under Industrial and government domain along with leading the prestigious project for 'Feasibility study for Privatization of DVB' with M/s Tata Consulting Engineers for initial years.

Thereafter, she joined Tata Power-DDL under Corporate Operations Services and led the engineering and contracts group involving development and procurement of Utility equipment specifications, Operation Manuals and Inspection Plans including Grid substations.

She is presently heading Customer Services and Key Consumers department, Tata Power-DDL, including all High revenue consumers (>100kW and Xpress consumers) with dedicated services. This also includes assuring Performance Assurance requirements as laid by Delhi Electricity Regulatory Commission to ensure statutory compliances for 1.71 million customers. Various technological interventions like ADMS/BCM, digitized connect for customer convenience along with engagement platforms across segments have ensured effective Customer Relationship Management delivering Value added services for Key customers.

She has participated as Speaker in various International Power Summit and Conferences on 'PPP model' at Munich, Bishkek and Australia. She has represented Tata Power at first 'WE POWER' regional conference organized by World Bank for SAGE countries for encouraging Women participation in Energy Sector.

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

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

The Board recommends the resolution at item no. 4 of the accompanying notice for the approval by the members of the Company.

Other than Ms. Gupta, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 4 of the accompanying notice.

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

**Item no.5:** The Board of Directors appointed Mr. Ganesh Srinivasan (DIN: 08208444), nominated by The Tata Power Company Limited (Tata Power) as an Additional Director of the Company with effect from 17<sup>th</sup> January 2020 in terms of Article 64 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. Srinivasan 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. Srinivasan's appointment as a Director.

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

Mr. Srinivasan is an alumnus of Indian Institute of Technology (IIT), Madras. He has done M.S. (Industrial) from Purdue University and Masters in Business Administration (Management) from Indian School of Business (ISB), Hyderabad.

Mr. Srinivasan has vast and varied experience of 19 years.

He joined Tata Power in 2012 and was heading Strategy and Corporate Planning. Prior to joining Tata Power, he had worked with McKinsey and Cummins India.

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

In compliance with the applicable provisions of the Act, the appointment of Mr. Ganesh Srinivasan 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. Srinivasan, none of the Directors, Key Managerial Personnel (KMP) or their respective relatives are concerned or interested in the resolution at item no. 5 of the accompanying notice.

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

**Item no. 6:** 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. 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 2020-21, at a remuneration of ₹ 1 lakh (plus other applicable taxes, travelling and out of pocket expenses with capping of 10% of fee amount).

M/s Sanjay Gupta & Associates, 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. 6 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 (KMP) or their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 6 of the accompanying notice.

Delhi, 28<sup>th</sup> April 2020  
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](mailto:Customercare.tpadl@tatapower.com)  
Website: <https://tpadl.com/>

Sd/-  
(Komal Jolly)  
Company Secretary  
Membership No. 22020

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

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

<b>Name of Director</b>	<b>Mr. Sunil Parashuram Joglekar</b>	<b>Mr. Suranjit Mishra</b>	<b>Ms. Kiran Gupta</b>	<b>Mr. Ganesh Srinivasan</b>
Date of birth	19 <sup>th</sup> April 1961	22 <sup>nd</sup> May 1975	07 <sup>th</sup> January 1972	24 <sup>th</sup> March 1976
Date of appointment	1 <sup>st</sup> June 2017	20 <sup>th</sup> July 2018	26 <sup>th</sup> June 2019	17 <sup>th</sup> January 2020
Expertise in functional areas	<p>Mr. Sunil Joglekar is Chief Distribution Customer Services of TATA Power. He had been associated with Tata Power since December 2010. He carries a vast experience of 33 years in the power industry and had worked with BHEL, Reliance Infra and HIRCO.</p> <p>He had presented multiple papers in various National and International conferences held by CBIP, IGCAR, IEEE and CIGRE. In the past he was also a member of Bureau of Indian Standard for EV batteries and Cables and Accessories. He was also a faculty member for USAID for their DRUM program and has been instrumental in training utility officers from all the states in India as well as some 3<sup>rd</sup> world countries.</p> <p>At Tata Power, Mr. Joglekar is currently heading Distribution Customer Service division which includes Distribution Customer Acquisition department, Operation and Maintenance department, Customer relations department, Commercial department and Demand side management department. He was also associated with Advocacy and Estate department in Tata Power.</p>	<p>Mr. Suranjit Mishra, aged 42 years, has been with The Tata Power Company Limited (Tata Power) since October, 2009. During this tenure in Tata Power, he has served in various capacities in Finance &amp; Accounts including as Financial Controller, Maithon Power, CFO, Powerlinks Transmission Limited and presently as the CFO of Tata Power Trading Company Limited.</p>	<p>Ms. Kiran Gupta has an overall experience of 25 years in the Power Sector covering various Consultancy Projects for Design, Erection and Commissioning under Industrial and government domain along with leading the prestigious project for 'Feasibility study for Privatization of DVB' with M/s Tata Consulting Engineers for initial years.</p> <p>Thereafter, she joined Tata Power-DDL under Corporate Operations Services and led the engineering and contracts group involving development and procurement of Utility equipment specifications, Operation Manuals and Inspection Plans including Grid substations.</p> <p>She is presently heading Customer Services and Key Consumers department, Tata Power-DDL, including all High revenue consumers (&gt;100kW and Xpress consumers) with dedicated services. This also includes assuring Performance Assurance requirements as laid by Delhi Electricity Regulatory Commission to ensure</p>	<p>Mr. Ganesh Srinivasan has vast and varied experience of 19 years.</p> <p>He joined Tata Power in 2012 and was heading Strategy and Corporate Planning. Prior to joining Tata Power, he had worked with McKinsey and Cummins India.</p>



Name of Director	Mr. Sunil Parashuram Joglekar	Mr. Suranjit Mishra	Ms. Kiran Gupta	Mr. Ganesh Srinivasan
			<p>statutory compliances for 1.71 million customers. Various technological interventions like ADMS/BCM, digitized connect for customer convenience along with engagement platforms across segments have ensured effective Customer Relationship Management delivering Value added services for Key customers.</p> <p>She has participated as Speaker in various International Power Summit and Conferences on 'PPP model' at Munich, Bishkek and Australia. She has represented Tata Power at first 'WE POWER' regional conference organized by World Bank for SAGE countries for encouraging Women participation in Energy Sector.</p>	
Qualifications	BE (Electrical) from Regional Institute of Technology – Jamshedpur and M F M from Bajaj Institute.	Associate member of the Institute of Chartered Accountants of India. Masters in Business Management from Faculty of Management Studies (FMS), Delhi University.	B. Tech (Electrical) degree from Delhi College of Engineering with 'GOLD Medal' from Delhi University.	Alumnus of Indian Institute of Technology (IIT), Madras. M.S. (Industrial) from Purdue University and Masters in Business Administration (Management) from Indian School of Business (ISB), Hyderabad.
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 a Non-Executive Director
Remuneration	Nil	Nil	Nil	Nil
Directorships held in other Companies (excluding foreign Companies)	Director of the following Company: 1. Yashmun Engineers Limited	Nil	Director of the following Companies: 1. Tata Power Trading Company Limited 2. Mandakini Coal Company Limited	Director of the following Companies: 1. Mandakini Coal Company Limited 2. NDPL Infra Limited 3. Tata Power Jamshedpur

**TPADL**  
TP-AJMER DISTRIBUTION LIMITED

<b>Name of Director</b>	<b>Mr. Sunil Parashuram Joglekar</b>	<b>Mr. Suranjit Mishra</b>	<b>Ms. Kiran Gupta</b>	<b>Mr. Ganesh Srinivasan</b>
				Distribution Limited
Committee positions held in other Companies	Nil	Nil	Member of the following Committees: 1. Tata Power Trading Company Limited- Audit Committee and Corporate Social Responsibility Committee	Chairman of the following Committee: 1. NDPL Infra Limited- Corporate Social Responsibility Committee
Number of Shares held	One equity share of ₹ 10/- in the Company jointly with The Tata Power Company Limited	Nil	Nil	Nil