

TP AJMER DISTRIBUTION LIMITED

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the members of TP Ajmer Distribution Limited will be held on Tuesday, the 21st June 2022 at 10:00 a.m. at Board Room, Second Floor, NDPL House, Hudson Lines, Kingsway Camp, Delhi-110009, to transact the following business(es) [Through video conferencing in terms of MCA General Circular No. 20/2020 dated 5th May 2020 and General Circular No. 2/2022 dated 5th May 2022]:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ganesh Srinivasan (DIN: 08208444), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Appointment of Mr. Nilesh Narayan Kane as a Director

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

“RESOLVED that Mr. Nilesh Narayan Kane (DIN: 09216070), who was appointed as an Additional Director of the Company with effect from 20th July 2021, 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.

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 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 2022-23.

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

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 business(es) set out in item nos. 3 & 4 and the relevant details of the Directors of the Company seeking re-appointment/appointment as set out in item nos. 2 & 3 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (2) Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 20/2020 dated 5th May 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and General Circular no. 2/2022 dated 5th May 2022 in relation to “Clarification of holding of Annual General Meeting (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM)-reg.” (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the members of the Company is being held through VC/OAVM. The deemed venue for fifth Annual General Meeting will be at 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 2021-22 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 2021-22 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 Companies Act 2013, 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: [Click here to join the meeting](#)
- (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.

Delhi, 13th April 2022
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

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 businesses mentioned under item nos. 3 and 4 of the accompanying notice dated 13th April 2022.

Item no.3: The Board of Directors appointed Mr. Nilesh Narayan Kane (DIN: 09216070), nominated by The Tata Power Company Limited (Tata Power) as an Additional Director of the Company with effect from 20th July 2021 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. Kane holds office only upto the date of the forthcoming Annual General Meeting (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. Kane’s appointment as a Director.

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

Mr. Nilesh Narayan Kane has an extensive experience of more than 25 years in the field of Generation, Transmission, Distribution and Renewables in power sector. Before Joining Tata Power, he has worked in various organizations such as L&T, Reliance Energy & Suzlon Energy. He has worked in the field of Operations & Maintenance, Network Protection and Engineering, Meter Management & Battery Energy Storage System. He has contributed in various innovation initiatives of Tata Power and represented on various innovation platforms. He is an alumnus of Harvard Business School and holds Ph.D. in Power & Strategy Management.

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

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

The Board recommends the resolution at item no.3 of the accompanying notice for the approval by the members of the Company.

Other than Mr. Kane, none of the Directors or Key Managerial Personnel (KMP) of the Company or their respective relatives are concerned or interested in the resolution set out at item no. 3 of the accompanying notice.

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

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 2022-23, 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 2022-23, 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.

Delhi, 13th April 2022
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 Fifth Annual General Meeting:

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

Name of Director	Mr. Ganesh Srinivasan	Mr. Nilesh Narayan Kane
DIN	08208444	09216070
Designation	Non-Executive Director	Non-Executive Director
Date of birth Age	24 th March 1976 (46 years)	13 th December 1972 (49 years)
Date of appointment	17 th January 2020	20 th July 2021
Expertise in functional areas	<p>Mr. Ganesh Srinivasan is Chief Executive Officer (CEO) of Tata Power Delhi Distribution Limited (Tata Power-DDL). The Company is a Public Private Partnership (Joint Venture) between Tata Power and the Government of National Capital Territory of Delhi, supplying electricity to a populace of over 7 million in North Delhi.</p> <p>He brings with him two decades of experience in areas like Power Utility, Infrastructure (Cement, Steel), Automotive, Product Development & Manufacturing.</p> <p>He spearheaded Strategy, Operations, Transformation & Organizational Development in his preceding roles. In his previous stint, Mr. Srinivasan was the Chief - Transmission & Distribution, Tata Power, Mumbai. He has also served as the Head Strategy & Corporate Planning Division. He has been with Tata Power since September 2012.</p> <p>He started his career with Cummins Inc. and has also worked with McKinsey & Company, a global management consulting firm. He is a regular speaker at the industry forums and seminars where he champions the cause of developing 'Utilities of the Future' with Sustainability and Strategic Planning at the core.</p>	<p>Mr. Nilesh Narayan Kane has an extensive experience of more than 25 years in the field of Generation, Transmission, Distribution and Renewables in power sector. Before Joining Tata Power, he has worked in various organizations such as L&T, Reliance Energy & Suzlon Energy. He has worked in the field of Operations & Maintenance, Network Protection and Engineering, Meter Management & Battery Energy Storage System. He has contributed in various innovation initiatives of Tata Power and represented on various innovation platforms.</p>
Qualifications	B. Tech from IIT Madras, Master's Degree in Industrial Engineering from Purdue University, USA, Masters in Business Administration from Indian School of Business (ISB), Hyderabad and an alumnus of IIM, Ahmedabad.	Alumnus of Harvard Business School and Ph.D. in Power & Strategy Management
Terms & conditions of appointment	Appointed as Non-Executive Director	Appointed as an Additional (Non-Executive) Director
Remuneration	Nil	Nil
Directorships held in other Companies (excluding Foreign Companies)	<p><u>Director of the following Companies:</u></p> <ol style="list-style-type: none"> 1. NDPL Infra Limited 2. Tata Power Jamshedpur Distribution Limited 3. Mandakini Coal Company Limited 4. Tata Power Trading Company Limited 5. Powerlinks Transmission Limited 	Nil
Committee positions held	<p><u>Chairman of the following Committee:</u></p> <ol style="list-style-type: none"> 1. NDPL Infra Limited-Corporate Social Responsibility Committee 	Nil

Name of Director	Mr. Ganesh Srinivasan	Mr. Nilesh Narayan Kane
in other Companies	<u>Member of the following Committee:</u> 1. Powerlinks Transmission Limited- Audit Committee	
Number of Shares held	1	Nil
Number of Meetings of the Board attended during FY 2021-22	4	3
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None