

**TP AJMER DISTRIBUTION LIMITED**

**NOTICE**

NOTICE is hereby given that the Sixth Annual General Meeting of the members of TP Ajmer Distribution Limited will be held on Friday, 7<sup>th</sup> July 2023 at 10:00 a.m. through video conferencing 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 31<sup>st</sup> March 2023 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Suranjit Mishra (DIN: 08176957), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Re-appointment of Statutory Auditors of the Company.**

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

“**RESOLVED** that pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder, M/s V Sankar Aiyar & Co., Chartered Accountants (ICAI Firm Registration No. 109208W), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five years, to hold office from the conclusion of this, the sixth Annual General Meeting (AGM) till the conclusion of eleventh AGM of the Company (i.e. from FY 2023-24 to FY 2027-28), to examine and audit the accounts of the Company, on such remuneration plus applicable taxes and out of pocket expenses, as may be determined in consultation with the Statutory Auditors and duly approved by the Board of Directors of the Company.”

**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 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 2023-24.

**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 and 4 and the relevant details of the Director of the Company seeking re-appointment as set out in item no. 2 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (2) Pursuant to General Circulars No.14/2020 dated 8<sup>th</sup> April 2020, No.17/2020 dated 13<sup>th</sup> April 2020, No.20/2020 dated 5<sup>th</sup> May 2020, No. 02/2021 dated 13<sup>th</sup> January 2021, No. 21/2021 dated 14<sup>th</sup> December 2021, No. 2/2022 dated 5<sup>th</sup> May 2022 and No. 10/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the Twenty Second 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 Sixth 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 2022-23 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 2022-23 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](mailto: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](mailto: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](mailto: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](#)

Meeting ID: 487 244 076 616

Passcode: WV6rZF

- (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, 14<sup>th</sup> April 2023  
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/-  
**(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 14<sup>th</sup> April 2023.

**Item no.3:** This explanatory statement is provided though strictly not required as per Section 102 of the Act.

The shareholders of the Company in their Annual General Meeting (AGM) held on 20<sup>th</sup> July 2018 had approved appointment of M/s V Sankar Aiyar & Co., Chartered Accountants (ICAI Firm Registration No. 109208W) as Statutory Auditors to hold office for a period of five years from the conclusion of 1<sup>st</sup> AGM till the conclusion of 6<sup>th</sup> AGM of the Company (i.e. from FY 2018-19 to FY 2022-23), pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder.

M/s V Sankar Aiyar & Co. have conducted the Statutory Audit of the Company from FY 2018-19 to FY 2022-23 and their performance was found to be satisfactory.

The Board of Directors recommends to re-appoint M/s V Sankar Aiyar & Co. as Statutory Auditors for second term of five years to hold office from the conclusion of sixth AGM till the conclusion of eleventh AGM of the Company (i.e. from FY 2023-24 to FY 2027-28).

The Company has received written consent and eligibility certificate from M/s V Sankar Aiyar & Co. to act as Statutory Auditors of the Company along with a confirmation that, their re-appointment, if made, would be within the limits prescribed under the Act.

Accordingly, approval of the members is being sought for the proposal contained in the resolution set out at item no. 3 of the accompanying notice.

The Board recommends the resolution at item no. 3 of the accompanying notice for re-appointment of Statutory Auditors of the Company, 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. 3 of the accompanying notice.

**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 2023-24, 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 re-appointment of Statutory Auditors of the Company, 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, 14<sup>th</sup> April 2023  
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/-**  
**(Bhupinder Jeet Kaur)**  
**Company Secretary**  
Membership No. 33905

Details of the Director, seeking re-appointment at Sixth Annual General Meeting:

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

<b>Name of Director</b>	<b>Mr. Suranjit Mishra</b>
DIN	08176957
Designation	Non-Executive Director
Date of birth Age	22 <sup>nd</sup> May 1975 (48 years)
Date of appointment	17 <sup>th</sup> January 2020
Expertise in functional areas	Mr. Suranjit Mishra is the Chief Financial Officer at Tata Power Delhi Distribution Limited. Mr. Mishra 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 & Accounts including Financial Controller, Maithon Power; CFO, Powerlinks Transmission Limited, and CFO, Tata Power Trading Company Limited. He is also a Board member of Tata Power Ajmer Distribution Limited.
Qualifications	Associate Member of the Institute of Chartered Accountants of India (ICAI). Master's in business management from the Faculty of Management Studies (FMS), Delhi
Terms & conditions of appointment/re-appointment	Appointed as Non-Executive Director
Remuneration	Nil
Directorships held in other Companies (excluding Foreign Companies)	Director of NDPL Infra Limited
Committee positions held in other Companies	Nil
Number of Shares held	1
Number of Meetings of the Board attended during FY 2022-23	5
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None