

# **ANNUAL REPORT**

**2025-2026**

**(1<sup>st</sup> April 2025 to 31<sup>st</sup> March 2026)**

**TPADL**

**TP-AJMER DISTRIBUTION LIMITED**

**TP AJMER DISTRIBUTION LIMITED**

CIN: U40100MH2017PLC293914

Registered Office C/o The Tata Power Company Limited  
Corporate Center, 34, Sant Tukaram Road,  
Carnac Bunder, Mumbai 400009

# Board of Directors of TP AJMER DISTRIBUTION LIMITED



**Mr. Dwijadas Basak**  
(Chairman)



**Mr. Suranjit Mishra**  
Non-Executive Director



**Ms. Ritu Gupta**  
Non-Executive Director



**Mr. Nilesh Kane**  
Non-Executive Director



**Ms. Monica Singhania**  
Non-Executive (Additional) Director



**Mr. Tarun Katiyar**  
Non-Executive (Additional) Director



**Mr. Sunil Kumar Sharma**  
Chief Executive Officer

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<b>Annual General Meeting</b>	
<b>Day &amp; Date</b>	<b>: Friday, 17<sup>th</sup> July 2026</b>
<b>Time</b>	<b>: 5:30 p.m.</b>
<b>Venue</b>	<b>: Second Floor, NDPL House, Hudson Lines, Kingsway Camp, Delhi-110009</b>

**BOARD OF DIRECTORS**

Mr. Dwijadas Basak	Chairman (Appointed w.e.f 13 <sup>th</sup> October 2025)
Mr. Suranjit Mishra	Director (Ceased w.e.f 31 <sup>st</sup> May 2026)
Mr. Nilesh Narayan Kane	Director
Ms. Ritu Gupta	Woman Director
Mr. Tarun Katiyar	Additional Director (Appointed w.e.f 2 <sup>nd</sup> September 2025)
Ms. Monica Singhania	Additional Woman Director (Appointed w.e.f 2 <sup>nd</sup> September 2025)

**REGISTERED OFFICE:**

C/o The Tata Power Company Limited, Corporate Center,  
34, Sant Tukaram Road, Carnac Bunder, Mumbai 400009

**CORPORATE IDENTITY NUMBER (CIN):**

U40100MH2017PLC293914

**STATUTORY AUDITORS:**

Messrs V. Sankar Aiyar & Co., Chartered Accountants (ICAI Firm Registration No. 109208W)

**SECRETARIAL AUDITORS:**

Messrs Siddiqui & Associates, Company Secretaries (FCS 2229, CP No. 1284)

**INTERNAL AUDITORS:**

The Tata Power Company Limited

**COST AUDITORS:**

Messrs Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212)

**BANKERS:**

ICICI Bank

IndusInd Bank

State Bank of India

**TP AJMER DISTRIBUTION LIMITED**

**NOTICE**

NOTICE is hereby given that the **Ninth (9<sup>th</sup>) Annual General Meeting (“AGM”)** of the members of TP Ajmer Distribution Limited will be held on **Friday, 17<sup>th</sup> July 2026 at 5:00 p.m. at Second Floor, NDPL House, Hudson Lines, Kingsway Camp, Delhi-110009** through Video Conferencing/ Other Audio-Visual Means to transact the following business(es):

**Ordinary Business(es):**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2026 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nilesh Narayan Kane (DIN: 09216070) who retires by rotation and being eligible, offers himself for re-appointment.

**Special Business(es):**

**3. Appointment of Mr. Tarun Katiyar (DIN: 09777839) as a Director of the Company**

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

**"RESOLVED** that Mr. Tarun Katiyar (DIN: 09777839), who was appointed as an Additional Director of the Company by the Board of Directors, effective 2<sup>nd</sup> September 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

**4. Appointment of Ms. Monica Singhania (DIN: 11066837) as a Director of the Company**

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

**"RESOLVED** that Ms. Monica Singhania (DIN: 11066837), who was appointed as an Additional Director of the Company by the Board of Directors, effective 2<sup>nd</sup> September 2025 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

## 5. 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 (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 2026-27.”

### **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 & 5 and the relevant details of the Directors of the Company seeking re-appointment/appointment as set out in item nos. 2, 3 & 4 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, No.09/2023 dated 25<sup>th</sup> September 2023, No.09/2024 dated 19<sup>th</sup> September 2024 and No.03/2025 dated 22<sup>nd</sup> September 2025 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the Ninth 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 Ninth Annual General Meeting will be 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 2025-26 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 2025-26 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 are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. at the email id i.e. [bhupinderjeet.kaur@tatapower-ddl.com](mailto:bhupinderjeet.kaur@tatapower-ddl.com)
- (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. [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.
- (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, 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)
- (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 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.
- (15) 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)

- (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/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.
- (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 (MS Teams). Members may participate in the meeting through the following link:  
<https://teams.microsoft.com/meet/46311243809469?p=3lyWhHszgZ0za96Mev>  
Meeting ID: 463 112 438 094 69  
Passcode: hR2cz3R8
- (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. 9654915833 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 Act and the rules made thereunder.

Delhi, 24<sup>th</sup> April 2026  
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 business(es) mentioned under item nos. 3,4 & 5 of the accompanying notice dated 24<sup>th</sup> April 2026.

**Item No. 3: Appointment of Mr. Tarun Katiyar (DIN: 09777839) as a Director of the Company**

The Board of Directors had appointed Mr. Tarun Katiyar as an Additional Director of the Company with effect from 2<sup>nd</sup> September 2025 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. Katiyar 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. Tarun Katiyar's appointment as a Director.

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

Mr. Tarun Katiyar holds Bachelor's in Electrical and Electronics Engineering from Manipal Institute of Technology and an MBA from IGNOU with specialization in Marketing and Finance. Member of the Institution of Engineers (India) since 2013 and completed the Senior Leadership Development Programme at IIM Ahmedabad.

Mr. Katiyar possesses an immense leadership experience owing to more than three decades of experience spanning across entire power sector value chain.

His extensive background encompasses acquisition and management of greenfield and brownfield generation, transmission and distribution utilities and allied services including renewable integration, smart metering, energy efficiency, e-mobility, and integrated utility services. Mr. Katiyar is renowned for his strategic prowess and innovative thinking, which he has adeptly employed to adapt to the ever-evolving demands of the business landscape.

Presently, Mr. Tarun Katiyar is Chief Executive Officer and Managing Director at Tata Power Trading Company Limited. He also serves as Director on the Boards of a several Tata Power Group Companies.

Mr. Katiyar, possesses the requisite qualifications, appropriate skills, experience and knowledge related to the business of the Company. Further details and current Directorships of Mr. Katiyar are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Mr. Katiyar 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. Katiyar, none of the Directors 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. Katiyar is not related to any other Director or KMPs of the Company.

**Item no. 4: Appointment of Ms. Monica Singhania (DIN: 11066837) as a Director of the Company**

The Board of Directors had appointed Ms. Monica Singhania as an Additional Director of the Company with effect from 2<sup>nd</sup> September 2025 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, Ms. Singhania 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. Monica Singhania's appointment as a Director.

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

Ms. Monica Singhania is a distinguished academic and researcher in accounting and finance. She holds a Ph.D. in Accounting & Finance from the University of Delhi (awarded in 2006) and is a Chartered Accountant, securing an All India Rank of 22<sup>nd</sup> from the Institute of Chartered Accountants of India (ICAI). Throughout her career, she has been the recipient of several prestigious fellowships.

Ms. Singhania has held various academic positions at the University of Delhi, culminating in her current role as Professor at the Faculty of Management Studies (FMS) since 2013. Her prior roles at FMS include Associate Professor, Reader, and Senior Lecturer.

Ms. Singhania actively participates in the academic community, having delivered lectures at undergraduate, graduate, and doctoral levels. She has also presented at over 100 international and national conferences, seminars, and corporate training programs.

Her research interests encompass sustainability accounting and reporting, ESG, sustainable investing, and fintech. Her research contributions have been recognized with multiple awards.

Ms. Singhania, possesses the requisite qualifications, appropriate skills, experience and knowledge related to the business of the Company. Further details and current Directorships of Ms. Singhania are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Ms. Singhania 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. Singhania, none of the Directors of the Company or their respective relatives are concerned or interested in the resolution set out at item no. 4 of the accompanying notice. Ms. Singhania is not related to any other Director of the Company.

**Item no. 5: Ratification of Cost Auditor's remuneration**

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 2026-27, 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. 5 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2026-27, 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. 5 of the accompanying notice.

Delhi, 24<sup>th</sup> April 2026  
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 Directors, seeking re-appointment/appointment at the Ninth Annual General Meeting (In pursuance of Secretarial Standard 2 on General Meetings):**

Name of Directors	Mr. Nilesh Narayan Kale	Mr. Tarun Katiyar	Ms. Monica Singhanian
DIN	09216070	09777839	11066837
Designation	Additional Director (Non-Executive)	Additional Director (Non-Executive)	Additional Director (Non-Executive)
Date of birth Age	13 <sup>th</sup> December 1972 (53 years)	24 <sup>th</sup> October 1970 (55 years)	24 <sup>th</sup> May 1974 (51 years)
Date of appointment	20 <sup>th</sup> July 2021	2 <sup>nd</sup> September 2025	2 <sup>nd</sup> September 2025
Expertise in functional areas	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.	Mr. Tarun Katiyar possesses an immense leadership experience owing to more than three decades of experience spanning across entire power sector value chain. His extensive background encompasses acquisition and management of greenfield and brownfield generation, transmission and distribution utilities and allied services including renewable integration, smart metering, energy efficiency, e-mobility, and integrated utility services. Mr. Katiyar is renowned for his strategic prowess and innovative thinking, which he has adeptly employed to adapt to the ever-evolving demands of the business landscape.  Presently, Mr. Tarun Katiyar is Chief - Executive Officer and Managing Director at Tata Power Trading Company Limited. He also serves as Director on the Boards of a few Tata Power Group Companies.	Ms. Monica Singhanian is a distinguished academic and researcher in accounting and finance. Ms. Singhanian has held various academic positions at the University of Delhi, culminating in her current role as Professor at the Faculty of Management Studies (FMS) since 2013. Her prior roles at FMS include Associate Professor, Reader, and Senior Lecturer.  Ms. Singhanian actively participates in the academic community, having delivered lectures at undergraduate, graduate, and doctoral levels. She has also presented at over 100 international and national conferences, seminars, and corporate training programs.  Her research interests encompass sustainability accounting and reporting, ESG, sustainable investing, and fintech. Her research contributions have been recognized with multiple awards.
Qualifications	Alumnus of Harvard Business School and Ph.D. in Power & Strategy Management	Bachelor's in Electrical and Electronics Engineering from Manipal Institute of Technology and an MBA from IGNOU with specialization in Marketing and Finance. Member of the Institution of Engineers (India) since 2013 and completed the Senior Leadership Development Programme at IIM Ahmedabad.	Ph.D. in Accounting & Finance from the University of Delhi (awarded in 2006) and is a Chartered Accountant, securing an All India Rank of 22 <sup>nd</sup> from the Institute of Chartered Accountants of India (ICAI).
Terms & conditions of appointment	Appointed as Non- Executive Director	Appointed as Additional Director (Non-Executive)	Appointed as Additional Woman Director (Non-Executive)
Remuneration	Nil	Nil	Nil

<b>Name of Directors</b>	<b>Mr. Nilesh Narayan Kale</b>	<b>Mr. Tarun Katiyar</b>	<b>Ms. Monica Singhania</b>
Directorships held in other Companies (excluding Foreign Companies)	Director of the following companies: 1. Yashmun Engineers Limited 2. TP Paradeep Transmission Limited 3. NRSS XXXVI Transmission Limited 4. South East U.P. Power Transmission Company Limited 5. TP Jejuri Hinjewadi Power Transmission Limited	Director of the following companies: 1. Dugar Hydro Power Limited 2. Solace Land Holding Limited 3. TP Power Plus Limited 4. TP Jalpura Khurja Power Transmission Limited (Formerly Jalpura Khurja Power Transmission Limited) 5. TP Bikaner III Neemrana II Transmission Limited (Formerly known as Bikaner III Neemrana II Transmission Limited) 6. TP Gopalpur Transmission Limited (Formerly known as ERES-XXXIX Power Transmission Limited) 7. TP Renewable Microgrid Limited 8. Tata Power Trading Company Limited 9. NDPL Infra Limited	Director of the following companies: 1. TP Western Odisha Distribution Limited 2. TP Northern Odisha Distribution Limited 3. Prayagraj Power Generation Company Limited
Committee positions held in other Companies	Nil	Nil	1. TP Western Odisha Distribution Limited – Member (Audit Committee) 2. TP Northern Odisha Distribution Limited – Member (Audit Committee) 3. Prayagraj Power Generation Company Limited: a. Chairperson (Audit Committee) b. Chairperson (Corporate Social Responsibility Committee) c. Member (Nomination and Remuneration Committee)
Number of shares held	Nil	Nil	Nil
Number of Meetings of the Board attended during FY 2025-26	4	3	3
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None

**TP AJMER DISTRIBUTION LIMITED**

**Board's Report**

To the Members,

The Directors present Ninth Annual Report of TP Ajmer Distribution Limited ("the Company" or "TPADL") along with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March 2026.

**TP AJMER DISTRIBUTION LIMITED**

**1. FINANCIAL RESULTS**

<b>Particulars</b>	<b>2024-25</b>	<b>2025-26</b>
	(₹ crore)	
Net Sales / Income from Other Operations	506.87	516.09
Less: Operating Expenditure	494.75	502.13
<b>Operating Profit/(Loss)</b>	<b>12.12</b>	<b>13.96</b>
Add: Other Income	14.02	13.30
(Less): Finance Cost	1.53	9.82
<b>Profit/(Loss) before Depreciation and Tax</b>	<b>24.61</b>	<b>17.44</b>
(Less): Depreciation/Amortization	9.92	12.73
<b>Profit/(Loss) before tax</b>	<b>14.69</b>	<b>4.71</b>
Add/(Less): Tax Expenses	3.29	1.06
<b>Profit/(Loss) after tax</b>	<b>11.39</b>	<b>3.65</b>
Other Comprehensive Income	-0.56	0.61
<b>Total comprehensive income for the year ended attributable to:</b>	<b>10.83</b>	<b>4.26</b>
Owners of the Company	<b>10.83</b>	<b>4.26</b>
Non-controlling interests	NIL	NIL

**2. DIVIDEND**

No dividend is proposed for the financial year 2025-26 as the Company has prioritized repaying its perpetual debt to The Tata Power Company Limited. This decision aligns with long-term strategic goal of strengthening the Company's financial position and ensuring sustainable growth.

**3. STATE OF THE COMPANY'S AFFAIRS**

• **FINANCIAL HIGHLIGHTS**

The Company had reported revenue from operations aggregating ₹ 516.09 crore in FY 2025-26 as compared to ₹ 506.87 crore in FY 2024-25.

The Company had earned profit of ₹ 3.65 crore in FY 2025-26 as compared to profit of ₹ 11.39 crore in FY 2024-25 due to high finance charges in FY 2025-26.

- **BUSINESS ENVIRONMENT**

Generation, Transmission, Distribution and Trading of Power are the four distinct components of the electricity sector, which are governed by the provisions of the Electricity Act, 2003 and various regulations issued by the Central Electricity Regulatory Commission (CERC) and State Electricity Regulatory Commission (SERC).

Our Company operates as a Distribution Franchisee in the retail end of the electricity chain and is a Power Distribution Company.

Distribution is the most important link in the entire power sector value chain. As the only interface between utilities and consumers, it is the cash register for the entire sector. Under the Indian Constitution, Power is a concurrent list subject and the responsibility for distribution and supply of power to rural and urban consumers rests within the States.

AT&C losses in India is approx. 15.41% (FY 2022-23), which is higher as compared to world average. The commercial losses which are a pre-dominant part of AT&C losses are mainly due to low billing efficiency, collection deficiency and theft of electricity.

The progress in distribution reform has been difficult and slower than originally expected. The major factors responsible for underperformance of Discoms are absence of timely tariff revisions and increasing fuel costs leading to increased gap between Average Cost of Supply and Average Revenue Realized. Integrated Power Development Scheme (IPDS), Deendayal Upadhyaya Gram Jyoti Yojana (DDUGJY) and SAUBHAGYA Yojana, were launched to improve the system, provide stable supply and reliable electricity to end consumers.

As per report published by Power Finance Corporation Limited in May 2017 on performance of the State Distribution Utilities, Ministry of Power formulated an Integrated Rating Methodology in July 2012 for evaluating performance of State Power Distribution utilities on a range of parameters covering operational, financial, regulatory and reform parameters. The rating exercise is on an annual basis and covers 41 States distribution utilities spread across 22 States.

With growing focus on improving distribution business, further reduction in AT&C losses, increase in efficiency and customer satisfaction, the Government of Rajasthan has adopted an input-based Distribution Franchisee (DF) model in Ajmer, Kota, Bikaner and Bharatpur.

- **CURRENT BUSINESS**

The Company was incorporated on 17<sup>th</sup> April 2017 as a Special Purpose Vehicle (SPV) to take-over the supply and distribution of power in Ajmer city after The Tata Power Company Limited (Tata Power) successfully won the bid floated by Ajmer Vidyut Vitran Nigam Limited (AVVNL) for appointment of a Distribution Franchisee (DF) in Ajmer city, Rajasthan.

The Company entered into an agreement with AVVNL on 19<sup>th</sup> April 2017 for distribution of power supply for 20 years and started its operations with effect from 1<sup>st</sup> July 2017 with minimum capital expenditure of ₹ 37.60 crore to be incurred over a period of 5 years.

The Ajmer city circle consists of seven subdivisions. The total area under the franchisee is around 200 sq. km. The total consumer base is around 1.72 lakh and total peak demand in FY 2025-26 is 157.5 MW.

- **OPPORTUNITIES AND THREATS**

The Company is governed by the rules and regulations specified by the Rajasthan Electricity Regulatory Commission (RERC) and also the terms and conditions mentioned in the Distribution Franchisee Agreement (DFA) signed with AVVNL.

The Opportunities are:

- O1: Consumer Grievance Redressal
- O2: Load & Revenue Growth
- O3: PAT Improvement through Legal Resolution
- O4: Digital Consumer Communication
- O5: Loss Reduction & Cost Optimization

And Threats are:

- T1: Theft Settlement Revenue Risk
- T2: Tariff & CAPEX Return Risk
- T3: Climate-Induced Reliability Risk
- T4: Solarization Impact on Sales
- T5: Data Security & Safety Risk

- **INPUT**

The Company procured 702.69 MUs input energy in FY 2025-26 as compared to 694.08 MUs in FY 2024-25 through five nos.220/132 kV GSS through 20 input energy points at 33 kV.

- **RELIABILITY**

To improve the reliability and quality of power supply in Ajmer City, the Company has undertaken the following initiatives in FY 2025-26:

- 74 RMU and 19 Feeder activities executed to improve network reliability.
- 31 DTs augmented to address overloading and reduce outages.
- 17 new DTs installed to cater to load growth and improve supply reliability.
- 22.44 km AB Cable erected to strengthen the distribution network.
- 15 new RMUs installed for better fault isolation and network flexibility.
- 2 new feeders commissioned to reduce feeder loading and improve reliability.
- 12 NOPs created for faster restoration and enhanced operational flexibility.
- 46 LTFFPs installed to strengthen the LT network.
- 361 Tyco Boxes installed to improve network safety and reliability.
- **New 33 kV feeder (Subhash Nagar-Parbatpura-2):** Enabled industrial load growth while improving load distribution and supply reliability.
- **RVPNL source interconnectivity:** Reduced outage-related revenue loss by enhancing network redundancy and supply continuity.
- **Breaker Analyzer introduction:** Lowered maintenance costs while strengthening relay coordination and system reliability.
- **PTR breaker restoration (Subhash Nagar):** Avoided replacement capex and restored stable, reliable network operations.
- **33 kV phasing standardization:** Minimized technical losses while improving network stability and ease of maintenance.

- **8 MVA PTRs (RC & Kalyanipura):** Enabled higher load absorption and revenue growth with improved voltage profile.
- **5 MVA PTR at Palra-1:** Deferred capex and reduced overloading through enhanced transformer capacity.
- **UG interconnector (Goldsukh-HMT):** Reduced outage losses by strengthening redundancy and enabling faster restoration.
- **Station transformer (Makhupura):** Increased supply capacity and improved voltage regulation reliability.
- **Parallel operation (Palra-1 & Vaishali):** Prevented overload risks while ensuring efficient peak load management.
- **Revival of Aam Ka Talab cable:** Saved replacement costs while improving network reliability and continuity.
- **New feeders from 132 kV Palra:** Improved supply reliability while optimizing feeder loading and load management.
- **NOP-based restoration schemes:** Minimized outage impact through faster fault isolation and restoration.

- **LOAD GROWTH**

- Consumer base has increased from 1,69,372 to 1,73,154 in FY 2025-26.
- DT capacity was enhanced by 13.21 MVA to 449 MVA.
- Load growth of 38.97 MW was achieved through new connection and load enhancement.

- **LOSS REDUCTION**

AT&C losses has decreased from 7.78% in FY 2024-25 to 4.29% in FY 2025-26. Billing efficiency has increased from 92.10% in FY 2024-25 to 92.64% in FY 2025-26. Collection efficiency has increased from 100.14% in FY 2024-25 to 103.31% in FY 2025-26. The Company has undertaken the following initiatives in FY 2025-26:

- Theft load of 2.341 MW and misuse load of 1.972 MW were booked through various initiatives i.e. mass raid, door to door checking for hidden service line and meter testing.
- 12,056 old meters of AVVNL period were replaced. 14,000 old meters are pending for replacement.
- Meter Faulty Assessment – 8,000 cases analyzed and 281 cases found fit for assessment. Total assessment raised was ₹ 70.32 lakh 0.734 Mus
- Broken meter box replacement: 1144 nos.
- Recovery of ₹ 1.91 crore was done through enforcement cases. Total load of 4313 kW was booked.

- **RECOVERY**

There was increase in collection efficiency from 101.14% in FY 2024-25 to 103.31% in FY 2025-26.

- **CUSTOMER SERVICES**

On the consumer front, the Company has undertaken the following initiatives:

- Online payment increased from 81.04% in FY 2024-25 to 84% in FY 2025-26.
- External CSAT survey was conducted. Achieved a score of 90.7% FY 2025-26 which is better than last year score of 87.2%.

- Commercial Complaint reduction from 2.9% in FY 2024-25 to 2.1% in FY 2025-26.
- 108 consumer grievances were resolved through PHF FY 2025-26.
- Revamped QMS and Inaugurated dedicated Solar Counter.

• **FINANCIAL**

The Company executed distribution related capital expenditure works (CAPEX) amounting to ₹ 38.70 crore in FY 2025-26 as compared to ₹ 30.17 crore in FY 2024-25. It includes Company funded capital expenditure works of ₹ 31.45 crore in FY 2025-26 as compared to ₹ 25.26 crore in FY 2024-25. This amount had been judiciously utilized for enhancement of reliability of system through network improvements, reduction of AT&C losses and improvement in consumer services in line with the terms and conditions of the Distribution Franchisee Agreement with AVVNL.

**4. RESERVES**

There has been no transfer to general reserves during FY 2025-26 (Previous year - Nil).

**5. SUBSIDIARIES/JOINT VENTURES/ASSOCIATES**

TP Ajmer Distribution Limited is a wholly owned subsidiary of The Tata Power Company Limited. Currently, there is no subsidiary, joint venture and associate Company of the Company. There has been no major change in the nature of business of your Company.

**6. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

○ **Company's Policy on Directors' appointment and remuneration for the Directors, Key Managerial Personnel and other employees**

As per Section 178 of the Companies Act, 2013 ("the Act") read with rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company being a wholly owned subsidiary of The Tata Power Company Limited is not required to formulate Nomination and Remuneration Committee. Therefore, the provisions of Section 134(3)(e) of the Act are not applicable to the Company.

○ **Additions/ Retirements/Resignations of Directors**

As on 31<sup>st</sup> March 2026, the Company has Six Non-Executive Directors i.e. Mr. Dwijadas Basak, Mr. Suranjit Mishra, Mr. Nilesh Narayan Kane, Ms. Ritu Gupta, Mr. Tarun Katiyar and Ms. Monica Singhania.

Pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Tarun Katiyar (DIN: 09777839) and Ms. Monica Singhania (DIN:11066837) were appointed as an Additional Directors w.e.f. 2<sup>nd</sup> September 2025, during FY 2025-26. They would hold office up to the conclusion of the forthcoming AGM.

Mr. Dwijadas Basak (DIN:08785527) was appointed as Chairman of Board of Directors of the Company w.e.f 13<sup>th</sup> October 2025.

During FY 2025-26, Mr. Gajanan Sampatrao Kale (DIN:10597438) has ceased to be Chairman and Director w.e.f. 9<sup>th</sup> September 2025 due to transitioning to a new role at the Tata Power

Group Company. Mr. Suranjit Mishra (DIN: 08176957) has also ceased to be Director w.e.f 31<sup>st</sup> May 2026 due to transitioning to a new role at The Tata Power Company Limited (Tata Power) as Chief – Internal Audit and Risk Management.

The Board places on record its deep appreciation for the valuable contribution made by the outgoing Directors during their tenure.

The Company has received a notice under Section 160(1) of the Act from Tata Power proposing the name of Mr. Tarun Katiyar and Ms. Monica Singhanian for their appointment for the office of Director at the forthcoming AGM.

In accordance with the requirements of the Act and Company's Articles of Association, Mr. Nilesh Narayan Kane (DIN: 09216070), retire by rotation and is eligible for reappointment.

None of the Company's Directors is disqualified from being appointed as a Director as specified in Section 164 of the Act.

Members' approval is being sought at the ensuing AGM for the aforesaid appointment/re-appointment of Directors.

In accordance with the Circular dated January 7, 2026 issued by the National Financial Reporting Authority, the Board of Directors in consultation with the Statutory Auditors adopted a framework to ensure effective two-way communication between 'Those Charged with Governance' (TCWG) and the Statutory Auditors.

- **Key Managerial Personnel:** As on 31<sup>st</sup> March 2026, following are the Key Managerial Personnel (KMP) of the Company:

- (i) Mr. Sunil Kumar Sharma, Chief Executive Officer (CEO)
- (ii) Mr. Jitender Bhaya, Chief Financial Officer (CFO)
- (iii) Ms. Bhupinder Jeet Kaur, Company Secretary (CS)

Mr. Sunil Kumar Sharma ceased to be Chief Executive Officer & Key Managerial Personnel (CEO & KMP) w.e.f close of working hours of 30<sup>th</sup> June 2026 and Mr. Sandeep Dhamija has been appointed as CEO & KMP of the Company w.e.f 1<sup>st</sup> July 2026 by the Board in its meeting held on 27<sup>th</sup> May 2026.

- **Number of Board meetings and dates:**

Meetings are scheduled well in advance and minimum seven (7) days' advance notice of each Board meeting is given in writing to the Directors. The Board meets atleast four (4) times in a year to review quarterly performance and financial results.

The Company Secretary in consultation with the Chairman, Chief Executive Officer (CEO) and Chief Financial Officer (CFO) prepares a detailed agenda for the meetings. The Board papers comprising the agenda and other explanatory notes are circulated to the Directors in advance. The members of the Board have complete access to all information of the Company. The members of the Board are also free to recommend inclusion of any matter in the agenda for discussion. Senior Management is invited to attend the Board meetings so as to provide additional inputs to the items being discussed by the Board as well as get Board's first hand perspective on critical issues. The directions of the Board are further communicated down the line by the Senior Management through various town hall meetings and dialogue sessions.

Five (5) meetings of the Board of Directors were held during the year 2025-26 and the gap between two meetings did not exceed 120 days. The meetings were held on 16<sup>th</sup> April 2025, 17<sup>th</sup> July 2025, 13<sup>th</sup> October 2025, 12<sup>th</sup> November 2025 and 20<sup>th</sup> January 2026.

Eight Annual General Meeting of the Company was held on 30<sup>th</sup> July 2025.

No Extra-Ordinary General Meeting was held during the year 2025-26.

The attendance of each Director at the Board Meetings and last Annual General Meeting held during the year is listed below:

S. No.	Name of the Directors	Nature of Relationship	No. of Board meetings held	No. of Board meetings attended	Attendance at the 8 <sup>th</sup> AGM
1.	*Mr. Gajanan Sampatrao Kale	Chairman Non-Executive Director (Nominated by Tata Power)	5	2	Yes
2.	Mr. Dwijadas Basak	Chairman Non-Executive Director (Nominated by Tata Power)	5	5	No
3.	Mr. Suranjit Mishra	Non-Executive Director (Nominated by Tata Power)	5	5	Yes
4.	Mr. Nilesh Narayan Kane	Non-Executive Director (Nominated by Tata Power)	5	4	Yes
5.	Ms. Ritu Gupta	Woman Director (Nominated by Tata Power)	5	5	Yes
6.	**Mr. Tarun Katiyar	Non-Executive Director (Nominated by Tata Power)	5	3	NA
7.	***Ms. Monica Singhanian	Non-Executive (Woman) Director (Nominated by Tata Power)	5	3	N.A

\* Mr. Gajanan Sampatrao Kale ceased to be Chairman and Director w.e.f 9<sup>th</sup> September 2025.

\*\*Mr. Tarun Katiyar was appointed as an Additional Director w.e.f. 2<sup>nd</sup> September 2025.

\*\*\*Ms. Monica Singhanian was appointed as an Additional Director w.e.f. 2<sup>nd</sup> September 2025.

- **A statement on declaration given by Independent Directors under Section 149 of the Act:** The Company is not required to appoint Independent Directors, therefore, the provisions of Section 149 are not applicable to the Company.
- **A statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the Independent Directors:** Not Applicable
- **Compliance by Independent Directors with the Code for Independent Directors prescribed in Schedule IV to the Act:** Not Applicable
- **Statement indicating all pecuniary relationship or transactions of the Non-Executive Directors (NED) vis-à-vis the Company:** None of the NEDs had any pecuniary relation or transactions with the Company.

○ **COMMITTEES OF THE BOARD:**

**(i) Committee of Directors**

The Committee of Directors considers and approves capital expenditure and revenue expenditure proposals/ plans/ schemes/orders etc. of the Company, in accordance with the schedule of authorities approved by the Board, does all such other things/matters as may be delegated to it by the Board of Directors from time to time and as may be required for operations of the Company.

As on 31<sup>st</sup> March 2026, the Committee of Directors comprises of the following Directors:

1. Mr. Dwijadas Basak, Chairman
2. Mr. Suranjit Mishra, Member (ceased to be Director w.e.f 31<sup>st</sup> May 2026)
3. Ms. Ritu Gupta, Member
4. Mr. Nilesh Narayan Kane, Member

**(ii) Loans and Borrowings Committee**

The Loans and Borrowings Committee reviews and approves terms and conditions pertaining to loans and borrowings and such other matters as may be delegated to it by the Board of Directors from time to time.

As on 31<sup>st</sup> March 2026, the Loans and Borrowings Committee comprises of the following Directors:

1. Mr. Suranjit Mishra, Chairman (ceased to be Director w.e.f 31<sup>st</sup> May 2026)
2. Ms. Ritu Gupta, Member

**(iii) Corporate Social Responsibility Committee**

Pursuant to the provisions of Section 135(9) of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, since the amount required to be spent by the Company towards Corporate Social Responsibility (CSR) obligations during FY 2025–26 did not exceed ₹ 50 lakh, the Board of Directors in its meeting held on 17<sup>th</sup> July 2025 approved dissolution of the CSR Committee and decided to directly undertake the functions of the CSR Committee by the Board.

The broad terms of reference of the CSR Committee are as under:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subject as specified in Schedule VII to the Act.
- Recommend the amount of expenditure to be incurred on the activities referred to in the above clause; and
- Monitor the CSR Policy of the Company from time to time.

The composition of CSR Committee was as under:

1. Mr. Dwijadas Basak, Chairman
2. Mr. Nilesh Narayan Kane, Member
3. Ms. Ritu Gupta, Member

The Committee met once on 16<sup>th</sup> April 2025 during FY 2025-26.

The number and attendance of CSR Committee meeting is as under:

Sr. No	Name of Directors	Category	No. of Meeting held	No. of Meeting attended
1	Mr. Dwijadas Basak	Non-Executive Director (Nominated by Tata Power)	1	1
2	Mr. Nilesh Narayan Kane	Non-Executive Director (Nominated by Tata Power)	1	1
3	Ms. Ritu Gupta	Woman Director (Nominated by Tata Power)	1	1

The minutes of the meetings of the CSR Committee were placed before the Board.

## 7. EVALUATION OF BOARD PERFORMANCE

- **Every Company with a paid-up capital of ₹ 25 crore or more shall include a statement indicating the manner in which formal annual evaluation has been made by the Board of: Board as a whole, Board Committees, Chairperson, Independent Directors and other Directors:** The Company has a paid up capital of ₹ 10 crore, hence, formal evaluation of Board's performance is not applicable on the Company.
- **Criteria for evaluation of performance of Independent Directors (as indicated by NRC):** The Company does not have any Independent Director as the requirement to appoint Independent Directors is not applicable on the Company.

## 8. There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## 9. REGULATORY & LEGAL

The Company is governed by rules and regulations framed by the Rajasthan Electricity Regulatory Commission (RERC) and Electricity Act, 2003 in supplying and distributing power

in the Distribution Franchisee Area. The Company is not required to apply to RERC for tariff petition and revision of tariff. Currently, there is no legal case pending against the Company. However, the Company has filed a petition with Commercial Court, Ajmer and challenged the award passed by the Arbitration Tribunal for some disputes with AVVNL. Further, the Company has filed a petition with High Court, Rajasthan against commercial court order.

## **10. RISK MANAGEMENT FRAMEWORK**

### **Risk Management Committee/Framework/Policy/Review Mechanism**

Enterprise Risk Management at TPADL is reviewed by Board. Based on the suggestions of the Board, a comprehensive model covering the qualitative/quantitative impact of risks has been adopted. The Board reviews the actions taken by the Company to value and mitigate these risks.

Following are the top risks of the Company:

- Risk of Installation of smart meters in the city as per the Government of India, Ministry of Power, priority to Smart Metering across the country.
- Impact of increase in number of solar consumers going for RTS under PMSGY.
- Non-inclusion of regulatory surcharge in ABR.
- Interest Liability on Invoices raised by AVVNL which are unpaid.
- Risk of exceeding Capital expenditure against what was committed in DF Agreement.

### **INTERNAL CONTROL OVER FINANCIAL REPORTING**

Under the supervision of the Company's Chief Executive Officer and Chief Financial Officer and effected by the Company's Board of Directors, Management and other personnel, the Company has a robust system of internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Some significant features of the internal controls over financial reporting are:

- The Board of Directors regularly reviews the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards as well as reasons for changes in accounting policies and practices, if any.
- Reinforcement of Tata Code of Conduct is prevalent across the organization. The Code covers integrity of financial reporting, ethical conduct, regulatory compliance, conflict of interests review and reporting of concerns etc.
- Anti-Fraud programs such as proactive vigilance, vigil mechanism are operative across the organization.
- A comprehensive delegation of power exists for smooth decision making which is being reviewed periodically to align it with changing business environment.

## 11. SUSTAINABILITY

### 11.1 SAFETY – CARE FOR OUR PEOPLE

S. No.	Safety Parameters (Employees and contractors)	FY 2023-24	FY 2024-25	FY 2025-26
1	Fatality (Number)	0	1	0
2	LTIFR (Lost Time Injuries Frequency Rate per million-man hours)	0	0.58	0
3	First Aid Cases (Number)	3	1	0
4	MTC Cases (Medical Treated Cases)	0	0	2

For developing culture of safety in the organization, the Company has undertaken the following initiatives:

- **Safety Training for BA employees**
  - Safety Induction Training for BA Employees (392 employees)
  - Competency Assessment of 281 BA employees
  - Hands-on practical training-29 BA employees
  - Total 702 BA Employees covered
- **Audit and Inspection**
  - 207 Senior Leadership Site Visits
  - Cleaning and renovating of water logging points and buildings (all 7 Zones/offices)
  - ELCB checking in all offices (33 nos.)
  - 1274 Leakage current checking drive conducted (20,000+ points checked)
  - 2 Installation Safety Sessions through EI office
  - 2 Electrical Installation Safety Sessions through EI office
- **Line Man Diwas was celebrated from 4<sup>th</sup> March 2026 to 11<sup>th</sup> March 2026 at various locations of TPADL**
  - R&R for Best L/M & ALM from different departments along with their family members.
  - 183 Gift Coupons worth ₹ 500/- has been distributed to the achievers & BA employees including their Wards.
- **Safety Improvement FY26**
  - “Back to Basics” Training Program conducted across division to reinforce fundamental safety practices and operational discipline.
  - Road Safety Training conducted for employees at Vaishali Head Office.
  - 51 tree saplings planted as environment initiative on the occasion of New Year.
  - TBWS activities conducted among TPADL and BA workforce.
  - “10 Golden Safety Rules” Booklet published.
  - Special Safety Drive for Electrical Network has been conducted.
  - Usage of 11kV Electrical Discharge Rod rather than unsafe usage of Loose chain for Network Grounding.
  - 03-Fold FRP Ladder is being used for long Work at Height jobs.

- Zone wise MMG field Engineers deputed to ensure safe work execution activities.
  - 2 Man Lifter procured separately for MMG related activities.
  - 2 Work at Height structure developed (Congested Network and Vertigo Test structure) for skill improvement in HOTT Centre.
  - In house practice developed for BA workforce Competency assessment.
  - As a “Be Seen, Be Safe – Use Reflectors” initiatives 20 four wheeler and 40 of crash helmet covered.
  - Self-Vehicle Assessment conducted for both TPADL & BA employees.
  - 86 nos. of BA employees covered under Work at Height Training.
  - Psychological Safety training by Mr. Suresh Khetwani Sir (138 employees covered) on 17<sup>th</sup> February 2026.
  - 2 Days workshop for SOP and HIRA on 5<sup>th</sup> and 6<sup>th</sup> February 2026. 8 New SOPs developed and HIRA document updated.
  - Mock Drill cum Fire Training Conducted with Nagar Nigam Fire Safety Team (56 Employees are covered).
- **Step Change (SC), Safety Intervention (SI) and Horizontal Deployment (HD)**
    - HT and LT Line spacer for preventing short circuit
    - DT Bushing cap eliminating Electrical Hazard
    - Insulated Piercing Connectors (IPC)
    - Online ZSO Shift Report (Integrated digitalization approach)
    - New Design for Oil Soak Pit for PTR in 33/11kV GSS
    - Polymer Post Insulator in 33KV GOD
    - RCC Fire Wall at Motikatla GSS
    - Smart Anti-Theft Tyco Box for Elimination of Electrical Hazards and Protection from Theft
    - Fire wall at Motikatla GSS (Dargah Area) to prevent spread of fire to nearby Hydraulic cable spiking and cable cutter
    - Uniform Phasing at Grid level
    - Innovative Zero-Cost Engineered Solution for Safe 11kV Feeder for 3 phase to 2 phase conversion
  - **Mock drill**
    - Fire due to leakage of oil from stored drum in Parbatpura GSS
    - Flood in RC GSS reported by unknown Public to Customer Care
    - Fire observed in parking inside Parbatpura Stores
    - Fire due to sparking in DT at RC GSS
    - Emergency evacuation due to fire in office building
    - Remote operation of PSC work in case of strike, waterlogging and terrorist attack
    - Oil Leakage (>20 liter) at D5 Zone DT and Oil Drum (Spare) placed at RC GSS

## 11.2 CARE FOR OUR COMMUNITY/COMMUNITY RELATIONS

### CORPORATE SOCIAL RESPONSIBILITY

The Tata Group is a value driven organization. One of the core values underpinning the way the business is carried, clearly demonstrates that “we must continue to be responsible and sensitive to the countries, communities and environments in which we work, always ensuring

that what comes from the people goes back to the people many times over”. Community welfare is central to the core values of the Company and serves as one of the major purposes of our existence.

Tata’s philosophy “to give back to the community manifold” and Tata Power-DDL’s Mission Statement “Reach out and engage in community development programs and initiatives” provide the necessary direction and the rationale to create an environment supporting these communities.

While the prescribed CSR expenditure of two per cent of the average net profits of the Company made during the three immediately preceding financial years was ₹ 17,17,000/- as per the requirements of the Act and the rules made thereunder, the Company has spent ₹ 17,17,000/- during FY 2025-26. The Annual Report on CSR Activities is provided in **Annexure III**.

## 11.2 AFFIRMATIVE ACTION

Presently, 12% management cadre employees are from scheduled caste. The Company has taken specific initiative under Affirmative Action during selection of employees wherein eligibility criteria was relaxed by 5% for prospective candidates from SC/ST community.

## 12. HUMAN RESOURCES

### ○ Organizational Workforce

- The Company has sourced and inducted 129 management cadre employees, 8 employees from AVVNL, 3 from Fixed Duration Associate cadres, 4 Consultants and 1 Operation & Maintenance Supervisory Trainee.
- The Company has engaged more than 535 contract workforces through various agencies in areas of operation, maintenance, metering, billing, security, facility services etc.
- Despite various challenges and location constraint, the Company has been able to restrict employee attrition at 20.68% during FY 2025-26.

### ○ Gender Diversity & Delight

In line with Tata Group’s vision to increase gender diversity, the Company has also started engaging women employees in different departments and is in the process of developing women for leadership position. Presently, gender diversity is 14% of the regular workforce and 7% in Outsource. During FY 2025-26, number of initiatives were driven and participation was recognized by the Management of the Company i.e. volunteering, organizing cultural events, sports etc. International Women’s Day was celebrated with 100% participation and presence from all women employees. Mentoring program and career plan have been implemented for women employees to promote equality and provide career development opportunities.

### ○ Employee Connect & Engagement

The Company is a seven-year-old organization. During this short span, it has adopted a holistic approach to engage its employees towards creating a performance driven and consumer centric organization. Several leadership communication platforms and social engagement initiatives have been undertaken in this direction, which are as under:

**Town Hall Session:** 3 CEO Town Hall session was conducted during FY 2025-26.

**Employee Engagement** – Various employee engagement initiatives were organized which include the following:

- National Festival - Republic Day and Independence Day were celebrated at Corporate office, Vaishali.
- Festival Celebration - Festivals viz. Holi, Diwali, Navratri, etc. were celebrated at different occasions. A Navratri color-based ethnic dress theme was organized, encouraging all employees and associates to participate actively and celebrated the spirit of festival through vibrant traditional attire.
- Birthday Celebrations - Birthday of every employee is being celebrated every month at different locations of the Company in the presence of CEO and Heads.
- Women's Day Celebration - International Women's Day was celebrated with enthusiastic participation, witnessing 100% presence of women employees. The session was chaired by Meghna Choudhary (RAS), Rajasthan, along with the CEO.

○ **Integrated Management System**

The Company has been continuously demonstrating and reflecting its significant improvements since its inception. One of the main reasons for the Company's success is Committed and Multitasking Workforce. It has secured position under Integrated Management System – IMS (ISO 9001:2015, ISO 14001:2015, ISO 45001:2018) on 10<sup>th</sup> March 2021. The Company undergone IMS Certificate Renewal audit from 24<sup>th</sup> March 2026 to 25<sup>th</sup> March 2026 and successfully cleared the audit with no non-conformities.

○ **Rewards and Recognition**

To recognize exceptional achievements, reinforce and institutionalized Culture of Meritocracy, the Management of the Company has recognized its employees by nominating their names for different R&R as per R&R Policy. The Company had also been recognized at different forums. Below is the list of R&R given to the Company, its employees and allied workforce:

S. No	Award Category	Rewards Count
1	Illuminous Award	6
2	Kudos	6
3	Ethical Heroes	18
4	Safety Maestro	8
5	Star of the Month	39
6	TPADL In-House Awards	151
<b>Total</b>		<b>228</b>

The achievements of the Company in external and internal forums are as under:

- GOLD Award at 50<sup>th</sup> International Convention on Quality Control circles (Taipei, Taiwan).
- 2 Excellence Awards in National Convention on Quality Concepts Greater Noida, Uttar Pradesh.
- 2 QC team of the Company won Gold Award at Chapter Convention on Quality Concepts –Jaipur, Rajasthan.
- 3<sup>rd</sup> Position in T&D Cluster Best Delta Competition.

○ **Capability Development**

The Company has complied Tata Power's L&D Policy for its employees and various training needs viz. technical training needs, behavioral training needs, safety training needs, organizational training needs and Focus Group Training (FGT) which have been identified by individual appraiser during KRA finalization and senior management team. Based on training needs, various trainings have been designed throughout the year. The Company follows July 2025 to June 2026 annual training calendars in line with Tata Power. All behavioral Training Need Identification are assigned to employees in GYANKOSH. 100% employees have completed their assigned courses, logged in GYANKOSH & Linked in learning and they are also doing different courses in GYANKOSH & Linked in learning as per their needs and interests. Training Mandays was 1064.58 days. All training records has been captured in LMS HR One Portal. We have also developed in house training assessment Platform "Parishkaran" through which Pretest & Post test conducted. Learning Effectiveness of Parishkaran achieved 93%.

Apart from above, various other training programs were organized at TPADL level, which are as under:

- Behavioural Training Program by Mr. Sahil Sahore (External faculty)
- Behavioural Training Program by Ms. Sangeeta Pathak Bansal (External faculty)
- Training on Rooftop Solar System Training
- Training for First Time Managers – Ms. Divya Shah (External Faculty)
- Back To Basics Training – Internal
- AIR Awareness session – Internal
- Digital and AI Academy workshop – Mr. Alok Sethi (External Faculty)

○ **Performance Management System (PMS)**

The Company ensures PMS for all its management cadre employees during FY 2025-26. Annual PMS started through Goal Setting for all employees as per the Company's KPI followed by KRA audit by HR team. Midyear review carried out by each employee was performed and each employee was given performance feedback by respective managers. This was followed by Annual Performance Assessment for annual increment and consideration for career progression.

● **Industrial Relations**

Industrial Relations situation in the Company was peaceful during the year under review. The Company has engaged 129 management cadre employees and 535 outsourced employees from different backgrounds, MMG, MRBD, AMC etc. and is driven by different people policies. Hence, maintaining healthy industrial relation is of prime importance. The Company has

customized an IR strategy which includes strong communication and feedback mechanism. Issues raised at various communication platform(s) have been addressed. Different engagement initiatives were also conducted for allied workforce viz. sports event, trekking, festival celebration, regular interaction with BA employees etc. For the capability development for these employees, competency was conducted.

- **Compliance of Maternity Benefits Act, 1961**

The Company affirms that it has duly complied with all the provisions of the Maternity Benefits Act, 1961 and has extended all statutory benefits to eligible women employees.

- **Compliance of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"), notified in December 2013 requires an organization employing 10 or more persons to constitute an Internal Complaints Committee ("ICC") for hearing complaints of sexual harassment and to include in its annual report the number of cases filed with the ICC and disposed of under the POSH Act in the previous financial year.

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace In line with the POSH Act and the rules made thereunder, for prevention and redressal of complaints of sexual harassment at workplace. An Internal Committee has been constituted to investigate/ redress grievances relating to sexual harassment in pursuant to the provisions of Rule (8)(5)(x) of the Companies (Accounts) Rules, 2014.

The following is a summary of sexual harassment issues raised, attended and dispensed during FY 2025-26:

S. No.	Particulars	Nos.
1.	Complaints received	0
2.	Complaints disposed of	0
3.	Cases pending	0
4.	Cases pending for more than 90 days	0
5.	Established cases of Sexual Harassment	0
6.	Nature of action taken by the employer or District Officer	0

- **Creating Awareness**

2 sessions are conducted and posters are displayed at all locations for creating awareness amongst the employees of the Company.

- **Ethics Management**

Ethics Management has been institutionalized through Tata Code of Conduct. To create and sustain an ethical culture, govern and implement ethics management across the organization, the Company has appointed 2 Local Ethics Counsellor (LEC) in line with the Tata Power practices. The LEC assists in addressing issues at local level and also spreads awareness among employees and BA employees. Moreover, Ethics is practiced and discussed in most of the forums and meetings. Ethics week was celebrated which was followed by ethics related video creation by using AI, Quiz, Poster making, Poem writing, Slogan and drawing competition for children.

Ethics awareness session conducted for BA Proprietors through vendor meet. 60 Ethical Heroes were recognized and their stories were circulated throughout Tata Power through Ethical Hero Series.

- **Vigil Mechanism**

As per the requirements of the Act and the rules made thereunder, the Company has also formulated Vigil Mechanism with a view to provide a mechanism for the Directors, employees and stakeholders of the Company to approach the Chief Ethics Counsellor of the Company to report concerns of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This mechanism shall provide adequate safeguards against victimization of persons who use such mechanism and shall also ensure direct access to the Chief Ethics Counsellor in appropriate or exceptional cases.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In line with the Tata Code of Conduct (TCOC), any actual or potential violation, howsoever, insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the TCOC cannot be undermined.

The Company has an active Vigil Mechanism Policy in place and is available at the following web-link:

[https://www.tpadl.com/Editor\\_UploadedDocuments/Content/TPAjmerVigilMechanism\\_WebSiteUpdate14\\_06\\_21.pdf](https://www.tpadl.com/Editor_UploadedDocuments/Content/TPAjmerVigilMechanism_WebSiteUpdate14_06_21.pdf)

## **13. CREDIT RATING**

The Company's borrowing facilities (both fund and non-fund based) are rated by Care Ratings, the credit rating agency. As on 31<sup>st</sup> March 2026, the Company had long term credit rating as A1+ Stable with stable outlook.

## **14. LOANS, GUARANTEES, SECURITIES AND INVESTMENTS**

The Company, being an infrastructure Company, is exempt from the provisions as applicable to loans, guarantees and securities under Section 186 of the Act. The details of investments are provided in the notes forming part of the financial statements.

## 15. FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no foreign exchange transaction during FY 2025-26 (Previous Year-Nil).

## 16. DISCLOSURE OF PARTICULARS

Particulars of employees who are employed throughout the financial year or part of financial year and were in receipt of remuneration not less than Rupees One Crore and Two Lakh per annum or Rupees Eight Lakh and Fifty Thousand per month, respectively - This is not applicable as Section 197(12) of the Act read with rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is applicable only to listed companies.

## 17. AUDITORS

**Statutory Audit:** The shareholders in their 6<sup>th</sup> Annual General Meeting held on 7<sup>th</sup> July 2023 had approved re-appointment of M/s V. Sankar Aiyar & Co., Chartered Accountants (ICAI Firm Registration No. 109208W), as Statutory Auditors, to examine and audit the accounts of the Company, for a second term of five years to hold office from the conclusion of 6<sup>th</sup> AGM till the conclusion of 11<sup>th</sup> AGM of the Company (i.e. from FY 2023-24 to FY 2027-28).

**Internal Audit:** The Tata Power Company Limited was re-appointed as Internal Auditor of the Company for FY 2025-26 at the Board Meeting held on 16<sup>th</sup> April 2025.

At its meeting held on 24<sup>th</sup> April 2026, the Board had approved re-appointment of The Tata Power Company Limited as Internal Auditor of the Company for the financial year 2026-27.

**Secretarial Audit:** M/s Siddiqui & Associates, Company Secretaries were re-appointed as Secretarial Auditors of the Company for FY 2025-26 at the Board Meeting held on 16<sup>th</sup> April 2025 to conduct the secretarial audit for the year under review.

At its meeting held on 24<sup>th</sup> April 2026, the Board had approved re-appointment of M/s Siddiqui & Associates, Company Secretaries, as the Secretarial Auditors of the Company for FY 2026-27. They have, pursuant to provisions of the Act and the rules made thereunder, furnished a certificate regarding their eligibility for appointment as the Secretarial Auditors of the Company.

## 18. AUDITORS' REPORT

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (IndAS) notified under Section 133 of the Act.

We are pleased to append herewith the auditors' report comments of the auditors in their report and the notes forming part of the accounts are self-explanatory. There are no qualifications, reservations, remarks or disclaimers made by the auditors in their auditors' report.

## 19. COST ACCOUNTS, COST AUDITOR AND COST AUDIT REPORT

Pursuant to provisions of Rule 8(5)(ix) of the Companies (Accounts) Rules, 2014, the Company is required to maintain cost records as specified by the Central Government under Section

148(1) of the Act. Further, in accordance with the requirements of the Central Government and pursuant to Section 148 of the Act and the rules made thereunder, the Company carries out an audit of the cost accounts relating to electricity every year.

M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) were re-appointed as Cost Auditors of the Company for FY 2025-26 at the Board Meeting held on 16<sup>th</sup> April 2025 to conduct the cost audit for the year under review.

The Cost Audit Report of the Company for the financial year ended 31<sup>st</sup> March 2025 was filed with the Central Government, Ministry of Corporate Affairs on 25<sup>th</sup> July 2025 through Extensive Business Reporting Language (XBRL), before the due date of 30<sup>th</sup> September 2025.

The Board at its meeting held on 24<sup>th</sup> April 2026 has approved the re-appointment of M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) as the Cost Auditors of the Company for the financial year 2026-27, to audit the cost accounts relating to electricity, subject to the ratification of remuneration by the members in the ensuing Annual General Meeting of the Company. They have, pursuant to Section 148 of the Act, furnished a certificate regarding their eligibility for appointment as the Cost Auditors of the Company. They have also certified their independence and arm's length relationship with the Company.

## **20. SECRETARIAL AUDIT REPORT**

M/s Siddiqui & Associates, Company secretaries, were re-appointed as Secretarial Auditor to conduct Secretarial Audit of records and documents of the Company for FY 2025-26 at the Board Meeting held on 16<sup>th</sup> April 2025 and Secretarial Audit was conducted by them. The Secretarial Audit report confirms that the Company has generally complied with the provisions of the Act, rules, regulations and guidelines.

The Secretarial Audit Report is provided in **Annexure-I**.

## **21. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

The information on conservation of energy and technology absorption stipulated under Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as **Annexure III**.

## **22. RELATED PARTY TRANSACTIONS**

Details of related party transactions as per AOC-2 are provided in Annexure **IV**.

## **23. ANNUAL RETURN**

Pursuant to the provisions of Sections 92(3) and 134(3)(a) of the Act and the rules made thereunder, as amended from time to time, Annual Return as on 31<sup>st</sup> March 2026 in the Form MGT-7 is available on the Company's website at the following weblink:

<https://www.tpadl.com/regulations-and-compliances/business-mis/companies-act-compliances>

## **24. DEPOSITS**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

## **25. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE**

- (I) By the Auditor in his report: There are no qualifications, reservations or adverse remarks or disclaimers.
- (II) By the Company Secretary in Practice in his Secretarial Audit Report: There are no qualifications, reservations or adverse remarks or disclaimers.

## **26. There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and date of the Board Report.**

## **27. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India.

## **28. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures therefrom;
- b) They had, in the selection of the accounting policies, consulted the statutory auditors and had applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They had prepared the annual accounts on a going concern basis;
- e) They had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **29. INSOLVENCY AND BANKRUPTCY CODE, 2016**

No application under Insolvency and Bankruptcy Code, 2016 has been made by the Company for initiating its corporate insolvency resolution process nor any such proceedings are pending against the Company as per Company's records.

## **30. VALUATION**

The details of difference between the amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof: Nil

## **31. FRAUD REPORTING**

No frauds have been reported to the Board during FY 2025-26, therefore, Section 134(3)(ca) of the Act pertaining to details of frauds reported by auditors under Section 143(12) other than those which are reportable to the Central Government is not applicable to the Company.

## **32. APPRECIATION**

Your Company has been able to operate efficiently because of the culture of professionalism, creativity, integrity and continuous improvement in all functions and areas as well as the efficient utilization of the Company's resources for sustainable and profitable growth.

The Directors hereby wish to place on record their appreciation of the efficient and loyal services rendered by each and every employee, without whose whole-hearted efforts, the overall satisfactory performance would not have been possible. Your Directors look forward to the long-term future with confidence.

## **33. ACKNOWLEDGEMENTS**

The Board of Directors wish to thank the Government of India (including Ministry of Power), Rajasthan Electricity Regulatory Commission (RERC), The Tata Power Company Limited (Tata Power), Ajmer Vidyut Vitran Nigam Limited (AVVNL), suppliers, their associates, financial institutions, bankers, customers, shareholders, employees of the Company and all individuals and agencies that have contributed in one or the other way, for their co-operation and support extended to the Company.

On behalf of the Board of Directors  
For **TP Ajmer Distribution Limited**

Sd/-  
**Dwijadas Basak**  
Director  
(DIN: 08785527)

Sd/-  
**Ritu Gupta**  
Director  
(DIN: 09027178)

Delhi, 24<sup>th</sup> April 2026

**Annexures to Board's Report**

**ANNEXURE I– SECRETARIAL AUDIT REPORT**

Form No. MR-3

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended 31<sup>st</sup> March 2026

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,

**The Members,  
TP Ajmer Distribution Limited  
C/o The Tata Power Company Limited,  
34, Sant Tukaram Road, Carnac Bunder,  
Mumbai, Maharashtra-400009**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TP Ajmer Distribution Limited** having **CIN U40100MH2017PLC293914** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of **TP Ajmer Distribution Limited's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March 2026** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **TP Ajmer Distribution Limited** (“the Company”) for the financial year ended on **31<sup>st</sup> March 2026** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not Applicable**
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **Not Applicable**
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') including any statutory modification or re-enactment thereof: -

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **Not Applicable**
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable** and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**

We further report that, having regard to the compliance system prevailing in the Company and on the examination of relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the following laws applicable specifically to the Company

- The Electricity Act, 2003
- The Electricity (Supply) Act 1948
- The Indian Electricity Rules, 1956
- The Rules, regulations and applicable order(s) under Central and State Electricity Regulatory Commission/Authority
- The Energy Conservation Act, 2001

The Company has also complied with various provisions of Labour Laws and Environment Laws to the extent applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India: Secretarial Standard-1 on the Meetings of the Board of Directors and Secretarial Standard-2 on General Meetings.
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s), if applicable; **Not Applicable**

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. as aforesaid.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining

further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views, if any are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company had no specific events or actions which are having a major bearing on the Company's Affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**for Siddiqui & Associates**  
**Company Secretaries**

**Place New Delhi**  
**Date: 20<sup>th</sup> April 2026**

**K. O. Siddiqui**  
**FCS 2229; CP 1284**  
**UDIN: F002229H000123372**  
**Peer Review Certificate No. 2149/2022**  
**Firm Registration No. S1988DE004300**

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
**The Members,  
TP Ajmer Distribution Limited  
C/o The Tata Power Company Limited,  
34, Sant Tukaram Road, Carnac Bunder,  
Mumbai, Maharashtra-400009**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**for Siddiqui & Associates  
Company Secretaries**

**Place New Delhi  
Date: 20<sup>th</sup> April 2026**

**K. O. Siddiqui  
FCS 2229; CP 1284  
UDIN: F002229H000123372  
Peer Review Certificate No. 2149/2022  
Firm Registration No. S1988DE004300**

**ANNEXURE- II: Annual Report on CSR Activities for FY 2025-26**

**1. Brief outline on CSR Policy of the Company:**

Tata Power Commitment of Corporate Social Responsibility (CSR) is rooted in the Tata Group's ethos that is aptly expressed in the words of Tata Group's founder Jamsetji Tata, "In a free enterprise, the community is not just another stakeholder in our business, but it is in fact, the very purpose its existence."

All initiatives at TPADL are strategically aligned to support the United Nations Sustainable Development goals, in line with the organizational vision.

The key interventions for target communities are directed in the following thematic focus areas:

1. Education (Including Financial & Digital Literacy)
2. Employability and Employment (Skilling for Livelihoods)
3. Entrepreneurship
4. Essential Enablers

The CSR committee outlines, reviews and monitors identification of target communities, geographies, thematic focus areas and resource allocation with respect to CSR action plans.

Our Corporate Social Responsibility policy confirms to the Section 135 of the Companies Act, 2013 on Corporate Social Responsibility as spelt out by the Ministry of Corporate Affairs, Government of India.

Pursuant to the provisions of Section 135(9) of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, since the amount required to be spent by the Company towards Corporate Social Responsibility (CSR) obligations during FY 2025–26 did not exceed ₹ 50 lakh, the Board of Directors in its meeting held on 17<sup>th</sup> July 2025 approved dissolution of the CSR Committee and decided to directly undertake the functions of the CSR Committee by the Board.

**2. Composition of CSR Committee:**

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Dwijadas Basak	Non-Executive Director, Chairperson CSR Committee	1	1
2	Mr. Nilesh Narayan Kane	Non-Executive Director, Member, CSR Committee	1	1
3	Ms. Ritu Gupta	Woman Director, Member, CSR Committee	1	1

**3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:**

The Company's CSR Policy including overview of projects or programs undertaken or proposed to be undertaken, is provided on the Company website:

<https://www.tpadl.com/regulations-and-compliances/business-mis/companies-act-compliances>

**4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable**

Since the average CSR obligation of the Company during the last three financial years does not cross the limit of ₹ 10 crore or more as prescribed in Rule 8(3) of Companies (Corporate Social Responsibility Policy) Rules, 2014, therefore, the requirement of undertaking impact assessment of CSR projects is not applicable on the Company.

**5. a) Average net profit of the company as per sub-section (5) of section 135: ₹ 8,58,00,000/-**

**b) 2% of average net profit of the company as per sub-section (5) of section 135: ₹ 17,17,000/-**

**c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Not Applicable**

**d) Amount required to be set off for the financial year, if any: Nil**

**e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 17,17,000/-**

**6. a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 17,17,000/- [Other than ongoing projects: ₹ 17,17,000/-] [Ongoing projects: Nil]**

**b) Amount spent in Administrative Overheads: Nil**

**c) Amount spent on Impact Assessment, if applicable: Nil**

**d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 17,17,000/-**

**e) CSR amount spent or unspent for the financial year**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 17,17,000/-	Nil	-	-	Nil	-

**f) Excess amount for set off, if any: Nil**

Sl. No.	Particulars	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	₹ 17,17,000/-
(ii)	Total amount spent for the Financial Year	₹ 17,17,000/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil

(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

**7. Details of Unspent CSR amount for the preceding three financial years- Not Applicable**

1	2	3	4	5	6		7	8
					Amount (in ₹)	Date of transfer		
Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
1	FY-1							
2	FY-2							
3	FY-3							

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No**

If Yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

S. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries.)

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135:** Not Applicable, the Company has spent CSR expenditure in accordance with Section 135 of the Act and the rules made thereunder.

Sunil Sharma  
(Chief Executive Officer)  
(PAN: AHIPS6050P)  
Delhi, 24<sup>th</sup> April 2026

Dwijadas Basak  
(Chairman, CSR Committee)  
(DIN: 08785527)  
Delhi, 24<sup>th</sup> April 2026

**ANNEXURE- III: CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

**A. Conservation of Energy**

- i) The steps taken or impact on conservation of energy: Inaugurated a dedicated Solar Counter to guide and assist consumers for fast-tracking solar rooftop installations under PMSGY.
- ii) The steps taken by the Company for utilizing alternate sources of energy: 18.13 MW rooftop solar plant in FY 2025-26.
- iii) The capital investment on energy conservation equipment: Nil

**B. Technology Absorption**

i)	The efforts, made towards technology absorption	Organized specialized Training on Rooftop Solar Systems to upskill the workforce for solar integration and maintenance.
ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	<ul style="list-style-type: none"> <li>• Reduction in Opex cost</li> <li>• Reliability Improvement</li> </ul>
iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): <ol style="list-style-type: none"> <li>a) the details of technology imported</li> <li>b) the year of import</li> <li>c) whether the technology been fully absorbed</li> <li>d) if not fully absorbed, areas where absorption has not taken place and reasons thereof</li> </ol>	Nil
iv)	Expenditure incurred on Research and Development	Nil

**TECHNOLOGIES BEING REVIEWED/ADOPTED**

- Solar automation workflow in TUPS.
- Parallel Processing framework for Solar Load enhancement

On behalf of the Board of Directors  
For **TP Ajmer Distribution Limited**

**Dwijadas Basak**  
Director  
(DIN: 08785527)

**Ritu Gupta**  
Director  
(DIN: 09027178)

Delhi, 24<sup>th</sup> April 2026

**Annexure IV – Related Party Transactions**

**FORM AOC-2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in section 188(1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

**1. Details of contracts or arrangements or transactions not at arm's length basis: NIL**

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transactions	Duration of contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transactions including the value, if any	Justification for entering into such contracts/ arrangements/ transactions	Date (s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**2. Details of material contracts or arrangements or transactions at arm's length basis: NA**

(a)	(b)	(c)	(d)	(e)	(f)
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts/ arrangements/ transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
NA	NA	NA	NA	NA	NA

On behalf of the Board of Directors  
For **TP Ajmer Distribution Limited**

**Dwijadas Basak**  
Director  
(DIN: 08785527)

**Ritu Gupta**  
Director  
(DIN: 09027178)

Delhi, 24<sup>th</sup> April 2026

## INDEPENDENT AUDITOR'S REPORT

To

**The Members of TP Ajmer Distribution Limited**

**Report on the Audit of the Financial Statements**

### Opinion

We have audited the accompanying Financial Statements of **TP Ajmer Distribution Limited** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year on that date and notes to the Financial Statements, including a summary of the material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2026, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Financial Statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the Financial Statements and our auditor's report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information; we are required to report that fact. Reporting under this section is not applicable as no other information is obtained at the date of this auditor's report.



### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A".
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the Company has not paid or provided any managerial remuneration within the meaning of section 197 of the Act, therefore, the provisions of section 197(16) of the Act are not applicable.
  - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations that would have an impact on its financial statements, except for the matter disclosed under Commitments and Contingencies (Refer Note 25).
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31<sup>st</sup> March 2026.
    - iii. There were no amounts, which were required to be transferred during the year to the Investor Education and Protection Fund by the Company.
    - iv. (a) The management has represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



(b) The management has also represented to us that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(c) Based on audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) of the Companies (Audit and Auditors) Rules 2014, as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not paid any dividend during the year.
- vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended 31<sup>st</sup> March, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure B" a statement on the matters specified in the paragraphs 3 and 4 of the said Order.

For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn No. 109208W



(Deepak Gupta)  
Partner

Membership No. 514856  
ICAI UDIN: 26514856WJSPLX2731

Place: Delhi  
Date: 24<sup>th</sup> April 2026



**“Annexure A” referred to in the Independent Auditors’ Report**

**(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of TP Ajmer Distribution Limited of even date)**

**Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of sub section 3 of Section 143 of the Companies Act, 2013 (the “Act”)**

We have audited the internal financial controls with reference to Financial Statements of the Company as of 31<sup>st</sup> March, 2026 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to Financial Statements (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Financial Statements included obtaining an understanding of internal financial controls with reference to Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to Financial Statements.

#### **Meaning of Internal Financial Controls with reference to Financial Statements**

A Company’s internal financial control with reference to Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control with reference to Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of



unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

**Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Financial Statements to future periods are subject to the risk that the internal financial control with reference to Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to Financial Statements and such internal financial controls with reference to Financial Statements were operating effectively as at 31<sup>st</sup> March, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn No. 109208W



(Deepak Gupta)  
Partner

Membership No. 514856  
ICAI UDIN: 26514856WJSPLX2731

Place: Delhi  
Date: 24<sup>th</sup> April 2026



**“Annexure B” referred to in the Independent Auditors’ Report**

**(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of TP Ajmer Distribution Limited.of even date)**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit and the representation obtained from the management,

- i a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment (Refer Note – 3(a)).  
(B) The Company is maintaining proper records showing full particulars of assets held and presented under intangible assets (Refer Note 3(b))
- b) Property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- c) The Company does not have any immovable properties. Hence reporting under clause 3(i)(c) of the Order is not applicable.
- d) The Company has not revalued its property, plant and equipment (including right of use assets) and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the company as at 31<sup>st</sup> March, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules thereunder.
- ii a) The inventories consisting of stores and spares have been physically verified by the management at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification is appropriate. According to the information and explanations given to us, no discrepancies of 10% or more in the aggregate for each class of inventory were noticed on such physical verification by the management.
- b) The Company has been sanctioned working capital limits in excess of ₹5 crore, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- iii The Company, during the year, has not made investment, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties. Hence the provisions of clause 3(iii)(a) to 3(iii)(f) of the Order are not applicable.
- iv (i) The Company has not granted any loans to any of its directors or any other person in whom director is interested or given guarantee or provided any security in connection with any loan taken by him or such other person within the meaning of section 185 of the Act and  
(ii) the Company has not given any loan, given any guarantee or provided any security and acquired securities within the meaning of section 186 of the Act.
- v The Company has not accepted any deposits or amounts which are deemed to be deposit within the provisions of sections 73 to 76 of the Act and the Rules framed there under. Hence reporting under clause 3(v) of the Order is not applicable.
- vi We have broadly reviewed the books of accounts maintained by the Company, pursuant to rules made by the Central Government for the maintenance of cost records under clause (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.



- vii In respect of statutory dues
- a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues including goods and services tax (GST) provident fund, employees' state insurance, income tax, and other material statutory dues with the appropriate authorities. We are informed that there is no liability on the Company on account of sales tax, service tax, duty of customs, excise duty and value added tax. There were no arrears of undisputed statutory dues as at 31<sup>st</sup> March, 2026, which were outstanding for a period of more than six months from the date they became payable.
- b) There are no disputed dues as referred to in sub-clause (a) which have remained unpaid as on 31<sup>st</sup> March, 2026.
- viii The Company, during the year, has not surrendered or disclosed as income any transaction not recorded in the books of accounts in the tax assessments under the Income Tax Act, 1961.
- ix a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) The Company is not declared wilful defaulter by any bank or financial institution or other lender;
- c) The Company has taken term loans during the year which has been applied for the purpose for which the loans were obtained. Hence reporting under clause 3(ix)(c) of the Order is applicable.
- d) On the overall examination of the balance sheet of the Company, funds raised on short term basis have not been used for long term purposes.
- The Company does not have any subsidiaries, associates or joint ventures company. Hence the provision of clause 3(ix)(e) and (f) of the Order are not applicable.
- x a) The Company has not raised any money by way of initial public offer, further public offer (including debt instruments) during the year. Hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible). Hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the audit.
- b) No report under section 143(12) of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report
- c) The Company has not received any whistle blower complaints during the year.
- xii The Company is not a Nidhi Company. Hence reporting under of clause 3(xii)(a) to (c) of the Order is not applicable.
- xiii In our opinion, the Company is in compliance with section 188 of the Act with respect to applicable transactions with related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards. The Company is not required to form Audit Committee under section 177 of the Act. Therefore, the provisions of clause 3(xiii) with respect to section 177 of the Order are not applicable.
- xiv a) The Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered, the internal audit report for the period under audit, issued to the Company during the year and till date.
- xv In our opinion, during the year, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence reporting under clause 3(xv) of the Order are not applicable.
- xvi (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.



Hence reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(d) The Group has six CICs in total out of which five are registered with the Reserve Bank of India and one CIC is not required to be registered with the Reserve Bank of India. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Hence reporting under clause 3(xviii) of the Order is not applicable.

xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements, our knowledge of the Board of Directors and management plans, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) There is no unspent amount at year end as per the provision of section 135 of the companies Act, 2013. Hence reporting under clause 3(xx)(a) and (b) of the Order is not applicable.

xxi) The Company is not required to prepare consolidated Financial Statements. Hence reporting under clause 3(xxi) of the Order is not applicable.

For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn No. 109208W



(Deepak Gupta)  
Partner

Membership No. 514856  
ICAI UDIN: 26514856WJSPLX2731

Place: Delhi  
Date: 24<sup>th</sup> April 2026



**TP AJMER DISTRIBUTION LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2026**

		Rs./Lacs As at 31.03.2026	Rs./Lacs As at 31.03.2025
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	3 (a)	19.30	-
Intangible assets	3 (b)	15,655.88	13,679.23
Financial assets			
Service Concession Arrangement	3 (b)	1,492.72	960.19
Other non-current assets	4	37.84	64.89
<b>Total non-current assets</b>		<b>17,205.74</b>	<b>14,704.31</b>
<b>Current assets</b>			
Inventories	5	1,674.64	1,267.05
Financial assets			
Investments	6	-	5,597.00
Trade receivables	7	1,785.10	1,747.04
Cash and bank balances			
Cash and cash equivalents	8.1	408.90	65.83
Bank balance other than above	8.2	10,190.00	9,443.00
Other financial assets	9	3,812.39	3,219.68
<b>Total current assets</b>		<b>17,871.03</b>	<b>21,339.60</b>
<b>Total Assets</b>		<b>35,076.77</b>	<b>36,043.91</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	10	1,000.00	1,000.00
Instruments entirely Equity in Nature	11	9,200.00	9,200.00
Other equity		1,945.16	1,518.91
<b>Total Equity</b>		<b>12,145.16</b>	<b>11,718.91</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Provisions	13	361.63	475.09
Deferred Tax Liabilities (Net)	12	680.74	554.38
Other non-current liabilities	14	5,095.70	4,822.64
<b>Total non-current liabilities</b>		<b>6,138.07</b>	<b>5,852.11</b>
<b>Current liabilities</b>			
Financial liabilities			
Short-term borrowings	15	2,500.00	1,386.99
Trade payables	16		
Total outstanding dues of micro enterprises and small enterprises		503.10	1,327.00
Total outstanding dues of trade payables other than micro enterprises and small enterprises		8,256.54	12,570.62
Other financial liabilities	17	4,824.38	2,760.03
Provisions	13	76.56	29.23
Other current liabilities	14	632.96	399.02
<b>Total current liabilities</b>		<b>16,793.54</b>	<b>18,472.89</b>
<b>Total Equity and Liabilities</b>		<b>35,076.77</b>	<b>36,043.91</b>

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn. No. 109208W

  
Deepak Gupta  
Partner  
Membership No. 514856

For and on behalf of the Board of Directors

  
Dwijadas Basak  
Director  
DIN - 08785527

  
Suranjit Mishra  
Director  
DIN - 08176957

  
Sunil Kumar Sharma  
Chief Executive Officer

  
Jitender Bhaya  
Chief Financial Officer

  
Bhupinderjeet Kaur  
Company Secretary

Place : Delhi  
Date : 24.04.2026

Place : Ajmer  
Date : 24.04.2026



**TP AJMER DISTRIBUTION LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2026**

	Note No.	Rs./Lacs Year Ended 31-03-2026	Rs./Lacs Year Ended 31-03-2025
<b>INCOME</b>			
Revenue from Operations	18	51,609.71	50,687.58
Other income	19	1,329.68	1,401.56
<b>Total income</b>		<b>52,939.39</b>	<b>52,089.14</b>
<b>EXPENSES</b>			
Cost of power purchased		46,079.18	45,788.77
Less : Rebate on early payment		(59.57)	(60.54)
Cost of power purchased (net)		46,019.61	45,728.23
Employee benefits expense	20	1,245.30	1,105.81
Finance costs	21	982.42	153.44
Depreciation & Amortisation Expenses	22	1,273.31	991.74
Other Expenses	23	2,947.78	2,641.26
<b>Total expenses</b>		<b>52,468.42</b>	<b>50,620.48</b>
<b>Profit for the year before tax</b>		<b>470.97</b>	<b>1,468.66</b>
<b>Tax expense</b>			
Current tax		-	-
Deferred tax charge / (credit)	12	105.81	329.29
<b>Profit for the Year after tax</b>		<b>365.16</b>	<b>1,139.37</b>
<b>Other comprehensive income</b>			
Remeasurement of Defined Benefit Plans gain / (loss)		81.64	(75.35)
Income tax effect on above		20.55	(18.97)
		<b>61.09</b>	<b>(56.38)</b>
<b>Total comprehensive income for the year</b>		<b>426.25</b>	<b>1,082.99</b>
<b>Earnings per equity share:</b> (Face value Rs. 10 per share)	24	3.65	11.39

The accompanying notes form an integral part of the Financial Statements

As per our report of even date attached

For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn. No. 109208W

  
Deepak Gupta  
Partner  
Membership No. 514856

For and on behalf of the Board of Directors

  
Dwijadas Basak  
Director  
DIN - 08785527

  
Suranjit Mishra  
Director  
DIN - 08176957

  
Sunil Kumar Sharma  
Chief Executive Officer

  
Jitender Bhaya  
Chief Financial Officer

  
Bhupinderjeet Kaur  
Company Secretary

Place : Delhi  
Date : 24.04.2026

Place : Ajmer  
Date : 24.04.2026



**TP AJMER DISTRIBUTION LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2026**

	Rs./Lacs	Rs./Lacs
	<u>Year Ended</u>	<u>Year Ended</u>
	<u>31-03-2026</u>	<u>31-03-2025</u>
<b>A. Cash flow from operating activities</b>		
Net Profit before tax	470.97	1,468.66
<u>Adjustments for:</u>		
Amortisation expense	1,273.31	988.87
Amortization of Consumer Contribution & Service Line Charges	(411.03)	(356.60)
Finance cost	982.42	153.44
Gain on sale of Current Investment	(290.93)	(143.24)
Unrealised Gain on Current Investment measured at FVTPL	197.00	(171.45)
Interest on financial assets	(104.08)	(60.15)
Interest on fixed deposits	(682.33)	(637.29)
Loss on disposal of assets including write offs	90.31	0.89
Provision for Doubtful Debts	33.26	7.98
Interest on Overdue Trade Receivable (including Delayed Payment Charges)	(317.23)	(279.85)
<b>Operating profit before working capital changes</b>	<b>1,241.67</b>	<b>971.26</b>
<u>Changes in working capital:</u>		
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Trade receivables	(71.32)	(156.93)
Inventories	(407.59)	(730.12)
Other current financial assets	(595.79)	(367.99)
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Trade payables	(5,137.98)	3,389.58
Provision	15.51	(26.54)
Other current liabilities	233.94	63.70
Other current financial liabilities	1,240.46	743.24
<b>Cash generated from operations</b>	<b>(3,481.10)</b>	<b>3,886.20</b>
Income tax (paid) / refund - Net	27.05	(4.60)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(3,454.05)</b>	<b>3,881.60</b>
<b>B. Cash flow from Investing Activities</b>		
Payments for assets acquired under SCA	(3,848.67)	(3,184.95)
Purchase/ sale of fixed assets	(20.67)	-
Sale Proceeds from assets of SCA	81.32	0.94
Interest received on Fixed Deposits	685.41	620.70
Investment in short term bank deposits (Net)	(747.00)	(1,238.00)
(Purchase)/ proceeds from sale of Current Investments (Net)	5,690.93	(1,616.76)
Interest on Overdue Trade Receivable (including Delayed Payment Charges)	317.23	279.85
<b>NET CASH (USED) / FROM INVESTING ACTIVITIES</b>	<b>2,158.55</b>	<b>(5,138.22)</b>
<b>C. Cash flow from Finance Activities</b>		
Loan from Bank (Net of Repayment)	(1,386.99)	1,010.84
Loan from Holding Co. (Net of Repayment)	2,500.00	-
Repayment of Unsecured perpetual securities	-	(300.00)
Proceeds from contribution for capital works & service line charges	684.09	681.85
Payment of Finance costs	(158.53)	(153.44)
<b>NET CASH USED IN/(FROM) FINANCING ACTIVITIES</b>	<b>1,638.57</b>	<b>1,239.25</b>
Net Increase/ (Decrease) in Cash and cash equivalents	343.07	(17.37)
Cash and cash equivalents at the beginning of the year	65.83	83.20
<b>Cash and cash equivalents at the end of the Year</b>	<b>408.90</b>	<b>65.83</b>

**Notes:**

I) The above cash flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (Ind AS) 7 - 'Statement of Cash Flows'.

II) Break up of Closing Cash & Cash Equivalent

Current Account

Escrow Account

205.01      0.19

203.89      65.64

**408.90      65.83**

The accompanying notes form an integral part of the Financial Statements

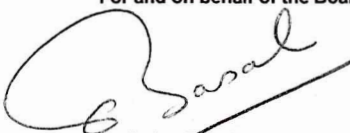
As per our report of even date attached

For **V. Sankar Aiyar & Co.**  
Chartered Accountants  
ICAI Firm Regn. No. 109208W



**Deepak Gupta**  
Partner  
Membership No. 514856

For and on behalf of the Board of Directors



**Dwijadas Basak**  
Director  
DIN - 08785527

**Suranjit Mishra**  
Director  
DIN - 08176957

**Sunil Kumar Sharma**  
Chief Executive Officer



**Jitender Bhaya**  
Chief Financial Officer



**Bhupinderjeet Kaur**  
Company Secretary

Place : Delhi  
Date : 24.04.2026

Place : Ajmer  
Date : 24.04.2026



**TP AJMER DISTRIBUTION LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**

Rs./Lacs

**(a) Equity Share Capital**

Particulars	Amount
As at 01st April 2024	1,000.00
Changes during the year	-
As at 31st March 2025	1,000.00
Changes during the year	-
Balance as at 31st March 2026	1,000.00

**(b) Unsecured Perpetual Securities**

Particulars	Amount
As at 01st April 2024	9,500.00
Changes during the year	(300.00)
As at 31st March 2025	9,200.00
Changes during the year	-
Balance as at 31st March 2026	9,200.00

**(c) Other Equity**

Particulars	Retained Earnings
As at 01st April 2024	435.92
<b>Adjustments:</b>	
Profit for the year	1,139.37
<b>Other Comprehensive Income</b>	
Re-measurement gains (losses) on defined benefit plans	(56.38)
Balance as at 31st March 2025	1,518.91
<b>Adjustments:</b>	
Profit for the year	365.16
<b>Other Comprehensive Income</b>	
Re-measurement gains / (losses) on defined benefit plans	61.09
Balance as at 31st March 2026	1,945.16

The accompanying notes form an integral part of the Financial Statements  
As per our report of even date attached

For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn. No. 109208W



Deepak Gupta  
Partner  
Membership No. 514856

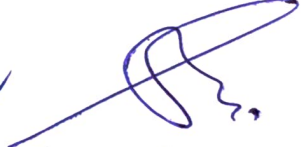
For and on behalf of the Board of Directors



Dwijadas Basak  
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Company Secretary

Place : Delhi  
Date : 24.04.2026

Place : Ajmer  
Date : 24.04.2026



## **TP AJMER DISTRIBUTION LIMITED**

### **NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

#### **1 Background**

TP Ajmer Distribution Limited (TPADL) or (the Company) is a public limited company incorporated and domiciled in India and is primarily engaged in the business of supply and distribution of electricity in Ajmer City (City Division I & II), Rajasthan . The Company was set up as an Special Purpose Vehicle (SPV) after Tata Power Company Limited won the Ajmer Vidyut Vitran Nigam Limited (AVVNL) franchisee bid for the Ajmer City, Rajasthan. The Company was incorporated on 17th April 2017.

AVVNL is a statutory body constituted in the year 1999 from the erstwhile Rajasthan State Electricity Board and has been engaged in distribution of electricity in the eastern part of the State of Rajasthan. In an endeavour to improve operational efficiency of the distribution system and provide quality services to its consumers, Ajmer Discom seeks to bring in management expertise through Public-Private Partnership in distribution of electricity through appointing Input and Investment Based Distribution Franchisee for Ajmer City Circle adhering to open and transparent competitive bidding process.

Tata Power Company Limited won the bid and formed a SPV named "TP Ajmer Distribution Limited" (TPADL) and entered into an agreement with AVVNL on 19th April 2017. AVVNL transferred all the right of the distribution assets to TAPDL with effect from 1st July 2017 which also marked the commencement of commercial operations for the Company.

The address of its registered office of the Company is c/o Tata Power Company Limited, 34 Sant Tukaram Road, Carnac Bunder, Mumbai, Maharashtra, India - 400009. The address of the place of business and records is Vaishali Nagar, Ajmer, Rajasthan. The Company has been granted authorisation by Rajasthan Electricity Regulatory Commission to act as "Distribution Franchisee of AVVNL". The term of the agreement and authorisation is valid for a period of twenty years.

The Company is a wholly owned subsidiary of Tata Power Company Limited (TPCL), which holds 100% equity shares and controlling stake.

#### **2 Material Accounting Policies**

##### **2.1 Statement of compliance**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with section 133 of the Companies Act, 2013 (as amended from time to time).

##### **2.2 Basis of preparation and presentation**

These financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique

##### **2.3 Use of Estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

##### **2.4 Revenue recognition**

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

##### **2.4.1 Sale of power**

Revenue from sale of power is recognised net of estimated rebates and other similar allowances when the units of electricity is delivered. Revenue from such contracts is recognised over time for each unit of electricity delivered at the pre determined rate.As the customer simultaneously receives and consumes the benefits of the Company's performance obligation, as it best depicts the value to the customer and complete satisfaction of performance obligation.

Consumers are billed on a monthly / Bi-Monthly basis and are given average credit period of 15 to 18 days for payment. No delayed payment charges ('DPC') is charged for the initial Credit Period allowed from the date of issue of invoice to customers, Thereafter, DPC is charged at the rate prescribed by the Rajasthan State Regulatory Commission (RERC) on the outstanding balance. Revenue in respect of delayed payment charges and interest on delayed payment is recognized as and when recovered because its ultimate collection is uncertain.

There is no significant judgement involved while evaluating the timing as to when customers obtain control of promised goods and services.



#### **2.4.2 Service Concession Arrangement**

The Company has been set up to operate and maintain the Ajmer City I & II Distribution business on behalf of the Ajmer Vidyut Vitran Nigam Limited (AVVNL), a public company on franchisee basis. As per the Distribution Franchise Agreement (DFA), the Company will operate and maintain the infrastructure for a period of 20 years and is obligated to construct or upgrade the infrastructure used to provide electricity supply to the public.

In terms of the application of IND AS 115 Revenue from Contract with Customers, Appendix D "Service Concession Arrangement (SCA)", value of the construction services obligation as per the agreement with AVVNL has been initially recognised as Intangible Assets representing Power Distribution rights under the Service Concession Arrangement at fair value of the consideration received or receivable for the construction services delivered and subsequently as and when the Company completes the construction obligation. Construction revenue and cost shall be recorded in accordance with the IND AS 115 by reference to the stage of completion of construction. Any subsequent capital expenditure incurred shall be capitalised as an addition to intangible asset, if and only, if it is incurred to satisfy an obligation as per the agreement.

As per the terms of the Distribution Franchise Agreement (DFA) the Company shall have the right to receive depreciated value of the asset at the end of its term. Accordingly the residual value of the infrastructure constructed or upgraded shall be accounted for as a financial assets initially at fair value and subsequently at amortised cost over the period of the agreement. Value of the Intangible Assets get reduced by the Financial Asset thus created.

Intangible asset created on account of such Service Concession Arrangement is amortised over the remaining life of DFA on straight line basis from the effective date of agreement i.e. 1st July 2017.

#### **2.4.3 Rendering of services**

Revenue from a contract to provide services is recognized based on:

Input method where the extent of progress towards completion is measured based on the ratio of costs incurred to date to the total estimated costs at completion of performance obligation. Revenue, including estimated fees or profits, are recorded proportionally based on measure of progress.

Output method where direct measurements of value to the customer based on survey's of performance completed to date.

#### **2.4.4 Interest income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the effective interest rate applicable. It is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### **2.4.5 Contribution for capital works and service line charges**

Consumers' contribution towards cost of capital assets and service line charges are treated as capital receipts and they are recognised as income to the statement of profit and loss over the balance life of the DFA.

#### **2.4.6 Solar Incentive**

Solar Incentive is recognised on accrual basis and as per guidelines issued by MNRE.

#### **2.5 Ind AS 116 – Leases**

At inception of contract, the Company assesses whether the Contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At inception or on reassessment of a contract that contains a lease component, the Company allocates consideration in the contract to each lease component on the basis of their relative stand alone price.

##### **As a lessee**

###### **i) Right-of-use assets**

The Company recognises right-of-use assets at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received and estimate of costs to dismantle. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

The Company presents right-to-use assets that do not meet the definition of investment property in 'Property, plant and equipment'.

###### **ii) Lease liabilities**

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. In calculating the present value of lease payments, the Company generally uses its incremental borrowing rate at the lease commencement date if the discount rate implicit in the lease is not readily determinable.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The carrying amount is remeasured when there is a change in future lease payments arising from a change in index or rate. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

The Company presents lease liabilities separately on face of the Balance Sheet.

###### **iii) Short term leases and leases of low value of assets**

The Company applies the short-term lease recognition exemption to its short-term leases. It also applies the lease of low-value assets recognition exemption that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term. (Para 60 of Ind AS 116)

##### **As a lessor**

Leases are classified as finance lease whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership to the lessee. All other leases are classified as operating lease. The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term as part of other income.

The Company has evaluated that all its existing lease agreements are either short term leases or low value leases and have availed exemptions from lease accounting in respect of such agreements as provided in the standard. Accordingly there is no impact on the financial statements of the Company due to adoption of Ind AS 116 on the date of transition i.e. 1st April 2019.



**2.6 Foreign Currencies**

The functional currency of the Company is Indian rupee.

Income and expenses in foreign currencies are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in foreign currencies are not retranslated.

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use. They are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

**2.7 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred

**2.8 Employee benefits**

Employee benefits include salaries and wages, provident fund, gratuity, compensated absences and other terminal benefits including employees on deputation from AVVNL. Salaries of employees directly engaged in new connection and metering related activities is treated as part of capital expenditure in terms of DFA and is capitalised.

**2.8.1 Defined contribution plans**

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions

**2.8.2 Defined benefits plans**

For defined benefit retirement plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur.

Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

The retirement benefit obligation recognised in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

**2.8.3 Short-term and other long-term employee benefits**

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

**2.8.4 Deputation Employee from AVVNL**

**Current service cost -**

Recognised as expenses on accrual basis and paid to the respective employees on deputation.

**Short-term and other long-term employee benefits**

Recognised as expenses on the basis of invoices raised by Ajmer Vidyut Vitran Nigam Limited ( AVVNL).



**2.8.5 Share Based Payments**

The Tata Power Company Limited ("Holding Company") has granted employee stock options to the eligible employees of the Company. As per the scheme, on fulfilling of the vesting condition, the Holding Company will issue its equity shares to the eligible employees of the Company.

The cost of equity-settled transactions is determined by the fair value of holding company's share at the date when the grant is made using an appropriate valuation model. That cost is recognised over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the companies best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of profit and loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the companies best estimate of the number of equity instruments that will ultimately vest. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original vesting terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

**2.9 Income Tax**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**2.9.1 Current tax and Deferred Tax for the year**

Income tax expense comprises of current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**2.9.2 Current Tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted by the end of the reporting period.

**2.9.3 Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

**2.10 Inventories**

Inventories consisting of stores and spares are stated at the lower of cost and net realisable value. Costs of inventories are determined on weighted average basis.

Components and spare parts inventory include items which could be issued for projects to be capitalised.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Unserviceable / damaged stores and spares are identified and written down based on technical evaluation.

**2.11 Provision**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

**2.11.1 Onerous Contracts**

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist where the Company has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract.



## **2.12 Financial instruments**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Except for trade receivables, financial assets and financial liabilities are initially measured at fair value. Trade receivables are measured at the transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets at fair value through profit or loss are recognised immediately in the statement the profit and loss.

## **2.13 Financial assets**

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place. All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### **2.13.1 Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### **2.13.2 Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

On initial recognition, the Company makes an irrevocable election on an instrument-by-instrument basis to present the subsequent changes in fair value in other comprehensive income pertaining to investments in equity instruments, other than equity investment which are held for trading. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the 'Reserve for equity instruments through other comprehensive income'. The cumulative gain or loss is not reclassified to profit or loss on disposal of the investments.

### **2.13.3 Financial assets at fair value through profit or loss (FVTPL)**

Investments in equity instruments which are not held for trading are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income.

Other financial assets are measured at fair value through profit or loss unless it is measured on initial recognition at amortised cost or at fair value through other comprehensive income. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

### **2.13.4 Impairment of financial assets (other than at fair value)**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises life-time expected losses for all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition

## **2.14 Financial liabilities and equity instruments**

### **2.14.1 Classification as debt or equity**

Debt and equity instruments issued by a Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument

### **2.14.2 Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in statement of profit and loss on the purchase, sale, issue or cancellation of the Company's own equity instruments

### **2.14.3 Financial liability**

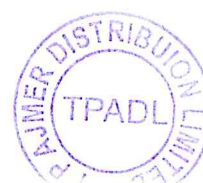
All financial liabilities are subsequently measured at amortised cost using the effective interest method.

## **2.15 Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

## **2.16 Cash Flow Statement**

Cash flows are reported using the indirect method, where by profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.



**2.17 Earnings per share (EPS)**

Basic earnings per equity share has been computed by dividing the profit/(loss) for the reporting period attributable to equity shareholders by the weighted average number of equity shares outstanding during the reporting period in accordance with Ind AS 33, Earnings per share. Diluted earnings per share is computed by dividing the profit/(loss) for the reporting period attributable to equity shareholders as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares by the weighted average number of equity shares outstanding during the reporting period as adjusted to the effects of all dilutive potential equity shares, except where results are anti-dilutive.

**2.18 Critical Accounting Estimates and Judgements**

In the application of the Company's accounting policies, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**The areas involving estimates are :**

Estimation of current tax and deferred tax

Estimation of defined benefit obligation

Estimation of unbilled revenue

Estimates and judgement are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

**2.19 Recent accounting pronouncements**

The Ministry of Corporate Affairs ("MCA") has notified amendments to Indian Accounting Standards ("Ind AS") from time to time.

Pursuant to the notification dated 9 May 2025, certain amendments to Ind AS became applicable for annual reporting periods beginning on or after 1 April 2025. The Company has applied these amendments during the year ended 31 March 2026. The adoption of these amendments did not have any material impact on the Company's financial statements.

Further, pursuant to the notification(s) issued by MCA up to 31 March 2026, certain amendments to Ind AS become applicable for annual reporting periods beginning on or after 1 April 2026. These primarily include amendments relating to Ind AS 1 (classification of liabilities as current or non-current and covenant disclosures), Ind AS 7 and Ind AS 107 (supplier finance arrangements), Ind AS 116 (sale and leaseback transactions), Ind AS 21 (lack of exchangeability), and certain annual improvements.

The Company is evaluating the impact of the aforesaid amendments on its financial statements and does not expect any material impact, except for additional disclosures, presentation or classification changes, where applicable.



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	Rs./Lacs	Rs./Lacs
	<u>As at</u>	<u>As at</u>
	<u>31.03.2026</u>	<u>31.03.2025</u>
<b>3 (a) <u>Property, Plant and Equipment</u></b>		
<u>Motor vehicles</u>		
<u>Cost</u>		
Balance as at beginning of the Year	-	-
Add : Additions	20.67	17.91
Less : Deletion of assets	-	17.91
Balance as at end of the Year	<u>20.67</u>	<u>-</u>
<u>Accumulated Depreciation</u>		
Balance as at beginning of the Year	-	-
Add : Depreciation	1.37	2.87
Less: Disposal	-	2.87
Balance as at end of the Year	<u>1.37</u>	<u>-</u>
<u>Net Carrying Amount</u>		
At the beginning of the Year	-	-
At the end of the Year	<u>19.30</u>	<u>-</u>
<b>3 (b) <u>Intangible Assets-</u></b>		
<u>Service Concession Arrangement (Power Distribution Rights)</u>		
<u>Cost</u>		
Balance as at beginning of the Year	17,714.71	14,849.05
Add : Additions	3,848.67	3,184.95
Less : Transfer to financial assets	428.45	316.35
Less : Deletion of assets	283.16	2.94
Balance as at end of the Year	<u>20,851.77</u>	<u>17,714.71</u>
<u>Accumulated Amortisation</u>		
Balance as at beginning of the Year	4,035.48	3,047.72
Add : Amortization	1,271.94	988.87
Less : Amount written back on disposal of assets	111.53	1.11
Balance as at end of the Year	<u>5,195.89</u>	<u>4,035.48</u>
<u>Net Carrying Amount</u>		
At the beginning of the Year	<u>13,679.23</u>	<u>11,801.33</u>
At the end of the Year	<u>15,655.88</u>	<u>13,679.23</u>
<u>Financial assets</u>		
Service Concession Arrangement	<u>1,492.72</u>	<u>960.19</u>
	<u>1,492.72</u>	<u>960.19</u>
<b>4 <u>Other Non-Current Assets</u></b>		
Advance payment of income taxes (Including TDS / TCS)	37.84	64.89
	<u>37.84</u>	<u>64.89</u>
<b>5 <u>Inventories</u></b>		
Stores and spare parts	1,674.64	1,267.05
	<u>1,674.64</u>	<u>1,267.05</u>



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	As at 31.03.2026	As at 31.03.2025	Rs./Lacs As at 31.03.2026	Rs./Lacs As at 31.03.2025
<b>6 Investments</b>				
<b>Investments carried at fair value through profit or loss</b>				
<b>Unquoted</b>				
<b>Investment in Mutual Funds</b>	No of units	No of units		
DSP Liquidity Fund- Direct Plan - Growth	-	50,720.36	-	1,880.85
Bandhan Liquid Fund - Direct Plan - Growth	-	62,054.11	-	1,943.86
SBI Liquid Fund - Direct - Growth	-	43,696.12	-	1,772.29
			-	<b>5,597.00</b>
Notes:				
1) Aggregate Carrying Value of Unquoted Investments			-	<b>5,597.00</b>
<b>7 Trade Receivable - Current</b>				
Considered good - Secured			648.89	777.73
Considered good - Unsecured			1,136.21	969.31
Trade Receivables which have significant increase in credit risk			275.34	242.08
			2,060.44	1,989.12
Less:- Allowance for doubtful trade receivables			275.34	242.08
			<b>1,785.10</b>	<b>1,747.04</b>
<b>For ageing schedule of trade receivables - refer Note 31 (xx)</b>				
Note 1:				
Contract asset is the right to consideration in exchange for goods or services transferred to the customer.				
Contract assets are transferred to receivables when the rights become unconditional.				
<b>Movement in the Allowance for Doubtful Trade Receivables</b>				
Balance at the beginning of the Year			242.08	234.10
Add: Addition during the Year			33.26	7.98
Less: Provision written back during the Year			-	-
Balance at the end of the Year			<b>275.34</b>	<b>242.08</b>
Note:				
(i) There are no outstanding receivables due from directors or other officers of the Company.				
<b>8 Cash &amp; Bank Balances</b>				
<b>8.1 Cash and cash equivalents</b>				
Balance with banks - in current accounts			205.01	0.19
Balance with banks - in escrow account (Refer note below)			203.89	65.64
			<b>408.90</b>	<b>65.83</b>
<b>8.2 Other Balances with Bank</b>				
<b>Current</b>				
Balance In Deposit Account with remaining maturity of less than 12 months (Refer note below)			10,190.00	9,443.00
			<b>10,190.00</b>	<b>9,443.00</b>
Note -				
As per the terms and conditions of Distribution Franchisee Agreement, the Company is required to maintain an amount equal to 2 months of Input Energy charges and taxes as security. Accordingly the Company has hypothecated the balance in escrow account and these bank deposits by way of first charge in favour of AVVNL.				
<b>9 Other Financial Assets - Current</b> (Unsecured, Considered Good)				
Unbilled revenue			3,219.93	2,872.24
Security deposits			8.12	8.92
Interest accrued on fixed deposits			319.34	322.42
Other recoverable from related parties			-	16.10
Solar Incentive Receivable (Refer Note 18)			265.00	-
			<b>3,812.39</b>	<b>3,219.68</b>



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Rs./Lacs      Rs./Lacs  
As at              As at  
**31.03.2026**      **31.03.2025**

**10 Equity Share Capital**

Authorised

1,00,00,000 equity shares (PY 1,00,00,000) of Rs. 10 each

	1,000.00	1,000.00
	1,000.00	1,000.00

Issued, Subscribed and Paid up

1,00,00,000 equity shares (PY 1,00,00,000) of Rs. 10 each, fully paid up

	1,000.00	1,000.00
	1,000.00	1,000.00

Of the above:

10.1 100,00,000 Equity shares i.e. 100% equity shares of Rs. 10 each with voting rights, are held by Tata Power Company Limited, being the holding company and promoter (including shares held by the nominee shareholders).

10.2 The equity shares of the Company have a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

**10.3 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:**

Particulars

Opening Balance

Add : Shares issued during the year

Closing Balance

	No of Shares	No of Shares
Opening Balance	1,00,00,000	1,00,00,000
Add : Shares issued during the year	-	-
Closing Balance	1,00,00,000	1,00,00,000

**11 Instruments Entirely Equity in Nature**

Unsecured Perpetual Securities

Opening Balance

Less : Repayment during the year

Closing balance

	9,200.00	9,500.00
Less : Repayment during the year	-	300.00
Closing balance	9,200.00	9,200.00

**Note :** During the FY 2022-23, unsecured short term borrowings taken by the Company from its holding company in earlier years aggregating to Rs.9,500.00 lakhs carrying interest rate of 5.49% pa. have been converted into unsecured perpetual debt. Such loan is repayable at the sole option and discretion of the Company or subject to any mutual agreement of the parties in writing in relation to the repayment of the loans or any part thereof.

Further, this perpetual debt / loan amount can be converted into equity in the future at the option of the holding company or TPADL.

The Company, on a non-cumulative basis, may pay interest on the loans in a given financial year, based on the availability of profits, if any dividend is declared by the Company to its shareholders in such financial year. The rate of interest payable, if any, shall be the rate at which dividend has been declared by the Company on equity shares for the relevant financial year.

The Company has paid interest on these securities @ 3% during FY 2023-24 aggregating to RS. 285.00 Lakhs and such interest expenses adjusted directly from related earning in the statement of changes in equity.

**12 Deferred Tax Liabilities (Net)**

Deferred tax assets

Provision for employee benefits

Carried forward losses (Note)

Provision for loss allowance on trade receivables

	75.44	89.09
Carried forward losses (Note)	188.43	395.58
Provision for loss allowance on trade receivables	69.30	60.93
	333.17	545.60

Deferred tax liabilities

Service concession arrangement / fixed assets

Fair Valuation of Investments

	1,013.91	1,056.83
Fair Valuation of Investments	-	43.15
	1,013.91	1,099.98

Net deferred tax assets / (liabilities)

	(680.74)	(554.38)
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Charge / (Credit) for the Year

	126.36	310.32
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Recognised in P&L

	105.81	329.29
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Recognised in OCI

	20.55	(18.97)
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**Note :** The Company has claimed deduction in Income tax return, towards interest paid on perpetual debt during FY 2023-24 however its corresponding impact would be considered in financial statements as and when related Income tax assessments gets completed.



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	Rs./Lacs As at 31.03.2026	Rs./Lacs As at 31.03.2025
<b>13 Provision</b>		
<b>Non-Current</b>		
Provision for employee benefits (Refer Note 28)	361.63	475.09
	<b>361.63</b>	<b>475.09</b>
<b>Current</b>		
Provision for employee benefits (Refer Note 28)	76.56	29.23
	<b>76.56</b>	<b>29.23</b>
<b>14 Other Liabilities</b>		
<b>Non-Current</b>		
(a) <b>Service Line Charges:</b>		
Opening balance	1,763.69	1,535.75
Add: Additions during the Year	344.75	346.33
Less: Transfer to the statement of profit and loss	144.19	118.39
Closing balance	1,964.25	1,763.69
(b) <b>Consumer contribution for deposit works:</b>		
Opening balance	3,058.95	2,961.64
Add: Additions during the Year	339.34	335.52
Less: Transfer to the statement of profit and loss	266.84	238.21
Closing balance	3,131.45	3,058.95
	<b>5,095.70</b>	<b>4,822.64</b>
<b>Current</b>		
Statutory dues	147.79	51.71
Advance deposit towards electricity consumption charges	478.46	343.67
Other liabilities	6.71	3.64
	<b>632.96</b>	<b>399.02</b>
<b>15 Short Term Borrowings</b>		
<b>From Indusind bank - Secured (Refer note 1 below)</b>		
(a) Short term loan	-	1,110.91
(b) Cash Credit	-	276.08
<b>From related party- Unsecured:</b>		
Inter Corporate Deposit (ICD) from Holding Company (Refer note 2 below)	2,500.00	-
	<b>2,500.00</b>	<b>1,386.99</b>

**Note 1-** Secured by exclusive first charge over the entire current assets present and future except balance in escrow and deposit account with banks.

**Note - 2 :**

The Company has obtained short-term Inter-Corporate Deposits (ICDs) from its holding company. The total sanctioned limit for such deposits is ₹5,000.00 lakhs.

**ICD-I:**

The Company availed an Inter-Corporate Deposit of Rs.3,500.00 lakhs in May 2025 at an interest rate of 7.95% per annum. The interest rate is linked to the prevailing base rates of the Reserve Bank of India (RBI) or the State Bank of India (SBI), with appropriate margins and adjustments to reflect the terms and conditions applicable to related party transactions. The deposit has a tenure of 90 days, commencing on 09 May 2025 and maturing on 09 August 2025. As of the balance sheet date this ICD is fully paid.

**ICD-II:**

The Company availed an Inter-Corporate Deposit of Rs.2,500.00 lakhs in March 2026 at an interest rate of 7.50% per annum. The interest rate is linked to the prevailing base rates of the Reserve Bank of India (RBI) or the State Bank of India (SBI), with appropriate margins and adjustments to reflect the terms and conditions applicable to related party transactions. The deposit has a tenure of 360 days, commencing on 23 March 2026 and maturing on 18 March 2027.



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Rs./Lacs	Rs./Lacs
<u>As at</u>	<u>As at</u>
<u>31.03.2026</u>	<u>31.03.2025</u>

**16 Trade Payables**

- Outstanding dues of micro enterprises and small enterprises ("MSE")	503.10	1,327.00
- Outstanding dues other than micro enterprises and small enterprises (Refer Note 25)	8,256.54	12,570.62
	<b><u>8,759.64</u></b>	<b><u>13,897.62</u></b>

For ageing schedule of trade payables - refer Note 31 (xxi)

**Note -**

Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

a) Principal amount remaining unpaid as on 31st March	503.10	1,327.00
b) Interest due thereon as on 31st March #	-	-
c) The amount of Interest paid along with the amounts of the payment made to the supplier beyond the appointed day #	-	-
d) The amount of Interest due and payable for the year #	-	-
e) The amount of Interest accrued and remaining unpaid as at 31st March #	-	-
f) The amount of further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid #	-	-

# Amounts payable to MSE vendors on account of retention money have not been considered for the purpose of interest calculation since it is not due.

**17 Other Financial Liabilities- Current**

Deposits from customers:

Security deposit from customers (Permanent Consumers)	5,320.14	4,884.70
Sundry deposits from customers (Temporary Consumers)	255.59	255.27
	<b><u>5,575.73</u></b>	<b><u>5,139.97</u></b>
Less: Security deposits of customers transferred to AVVNL	5,446.27	4,984.48
	<b><u>129.46</u></b>	<b><u>155.49</u></b>

Security deposit from vendors	486.79	298.00
Interest accrued on ICD from Holding Company	4.62	-
Accrues Salaries and Benefits	304.72	207.13
Payable towards employee stock option plan to the Holding Company	-	16.53
Interest Accrued on Power Purchase Invoices	736.91	-

Payable to AVVNL:

Electricity duty, water cess tax, urban cess tax and Regulatory Surcharge	447.59	169.61
Other dues	2,714.29	1,913.27
	<b><u>4,694.92</u></b>	<b><u>2,604.54</u></b>
	<b><u>4,824.38</u></b>	<b><u>2,760.03</u></b>



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	Rs./Lacs <u>Year Ended</u> <u>31-03-2026</u>	Rs./Lacs <u>Year Ended</u> <u>31-03-2025</u>
<b>18 Revenue from Operations</b>		
Revenue from sale of power	50,852.43	50,229.30
<u>Other Operating Income:</u>		
Transfer from service line charges	144.19	118.39
Transfer from consumer contribution for capital works	266.84	238.21
Solar Incentive (Refer Note)	265.00	-
Miscellaneous revenue	81.25	101.68
	<u>51,609.71</u>	<u>50,687.58</u>
<b>19 Other Income</b>		
Interest Income on bank deposits	682.33	637.29
Interest on financial assets	104.08	60.15
Interest on income tax refund	3.81	2.51
Delayed payment charges	317.23	279.85
Miscellaneous income	128.30	107.07
Gain / (Loss) on Fair valuation of Investment	(197.00)	171.45
Profit on sale of Investment	290.93	143.24
	<u>1,329.68</u>	<u>1,401.56</u>
<b>20 Employee Benefits Expenses</b>		
<b>(a) Employee on Company payroll:</b>		
Salaries, allowances and incentives	1,384.86	1,081.13
Contribution to provident and other funds	55.03	53.58
Employees Stock Option Expenses expense (Refer Note 29)	(16.53)	11.67
Retiral benefits	96.50	106.89
Staff welfare expenses	24.05	19.98
	<u>1,543.91</u>	<u>1,273.25</u>
<b>(b) Employee from AVVNL &amp; TPDDL:</b>		
Deputation from AVVNL & TPDDL	102.40	114.46
<b>(c) Employee Cost Capitalised:</b>		
Employee cost capitalised	(401.01)	(281.90)
	<u>1,245.30</u>	<u>1,105.81</u>
<b>21 Finance Costs</b>		
<b>(a) Interest Expense:</b>		
<u>Borrowings / ICD</u>		
Interest on loans from Banks	81.40	106.11
Interest on ICD from Holding Company	31.00	-
<b>Others</b>		
Interest on Power Purchase Liability	819.27	0.49
	<u>931.67</u>	<u>106.60</u>
<b>(b) Finance Charges:</b>		
Other finance costs	50.75	46.84
	<u>982.42</u>	<u>153.44</u>
<b>22 Depreciation &amp; Amortisation Expenses</b>		
Depreciation on Property, Plant and Equipment	1.37	2.87
Amortization of Intangible Assets	1,271.94	988.87
	<u>1,273.31</u>	<u>991.74</u>



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	Rs./Lacs	Rs./Lacs
	<u>Year Ended</u>	<u>Year Ended</u>
	<u>31-03-2026</u>	<u>31-03-2025</u>
<b>23 Other Expenses</b>		
<u>Operating and Maintenance:</u>		
Consumption of stores	124.78	65.26
Repair and maintenance		
Building	13.82	7.29
Plant & machinery	987.36	806.98
	<u>1,125.96</u>	<u>879.53</u>
<u>Administrative and General:</u>		
Rent	27.96	14.95
Cost of services procured	808.58	756.31
Other operation expenses	38.10	17.96
Insurance	42.21	42.34
Advertisement, publicity and business promotion	12.23	16.78
Brand Equity Fees	90.89	168.02
Communication	110.37	101.51
Electricity charges	49.89	61.23
Travelling and conveyance	81.67	75.54
CSR expenditure (Refer Note 31 (xix) )	17.17	8.49
IT expenses	144.09	183.84
Printing and stationery	32.07	24.78
Training	16.02	24.62
Legal and professional charges	148.68	172.45
Foreign exchange loss	0.02	0.02
Rates and taxes	17.61	20.30
Auditors remuneration (Refer Note 26)	12.73	11.89
Provision for doubtful debts (Net of reversal)	33.26	7.98
Loss on disposal of assets including write offs (Refer Note below)	90.31	0.89
Miscellaneous & other administrative expenses	47.96	51.83
	<u>1,821.82</u>	<u>1,761.73</u>
	<u><b>2,947.78</b></u>	<u><b>2,641.26</b></u>

**24 Earnings Per Share**

The computation of basic / diluted earning per share is set out below:

Net Profit after current and deferred tax	365.16	1,139.37
Weighted average number of equity shares of Rs. 10/- each	1,00,00,000	1,00,00,000
EPS (Rs.) - Basic and Diluted	3.65	11.39

**25 Commitments and Contingencies**

Claims against the Company not acknowledged as debts

TP Ajmer Distribution Limited (the Company) purchases power from Ajmer Vidyut Vitran Nigam Limited (AVVNL) in terms of the Distribution Franchise Agreement (DFA) dated 19 April 2017 for electricity distribution and supply in the Ajmer urban area. As per the terms of the DFA, the cost of power purchase (Average Billing Rate / ABR) is subject to audit by an independent external agency appointed jointly by the Company and AVVNL. Certain disputes arose between the Company and AVVNL regarding consideration of specific components in the computation of ABR and other provisions of the DFA. The Company invoked the dispute resolution mechanism and referred the matter to arbitration. The Hon'ble Arbitral Tribunal, vide award dated 20 June 2022, partially upheld the Company's claims, including a portion relating to power purchase cost. Thereafter, the Company challenged the arbitral award before the Hon'ble Commercial Court, Ajmer, Rajasthan on 1 October 2022. The petition was dismissed vide order dated 3 April 2025. The Company has subsequently filed an appeal before the Hon'ble Rajasthan High Court on 1 June 2025, which is presently pending adjudication, along with an application seeking interim relief. Pending final resolution of the disputes, the Company continues to account for power purchase cost on a provisional basis in accordance with the terms of the DFA, available audit reports and management assessment. The independent auditor has completed the audit of ABR for the period from 1 July 2017 to 30 September 2023, and necessary adjustments in power purchase cost have been considered in the respective periods based on such report. Pursuant to completion of the independent audit process up to 30 September 2023, AVVNL raised differential invoices for the period April 2023 to September 2023, against which the Company paid ₹1,804.79 lakhs out of the total invoice of ₹2,292.08 lakhs, including interest of ₹487.29 lakhs. Thereafter, pursuant to the order of the Hon'ble Commercial Court, AVVNL raised provisional Invoice No. 125 for the period October 2023 to April 2025 amounting to ₹8,563.27 lakhs, including interest of ₹1,093.11 lakhs. In terms of the Hon'ble Rajasthan High Court order dated 28 July 2025, the Company paid ₹4,500.00 lakhs against the said demand, and the balance amount remains unpaid pending adjudication. For the period from May 2025 onwards, AVVNL continues to raise separate periodic invoices comprising (i) regular power purchase dues in the ordinary course of business, and (ii) differential dues arising from matters under dispute pursuant to the order of the Hon'ble Commercial Court. Payments made by the Company in respect of such differential dues are being made in full under protest, without prejudice to its legal rights and remedies. The Company has made adequate provision towards power purchase cost in its books, including the impact of ABR adjustments based on the independent audit report available up to 30 September 2023, and does not presently anticipate any material additional liability towards principal power purchase dues pending completion of future independent audits and final outcome of the legal proceedings.

As at 31 March 2026, the disputed interest component aggregating to ₹1,580.40 lakhs has been disclosed as a contingent liability based on legal advice and considering that the matter remains sub judice. The Company shall continue to monitor the progress of the legal proceedings and reassess the requirement for recognition / provisioning in subsequent reporting periods based on the outcome of the appeal, completion of future audits and further legal advice.

Guarantees and Letter of credit

The holding Company has given performance bank guarantees and Letter of Credit on behalf of the Company to Ajmer Vidyut Vitran Nigam Limited in terms of the Distribution Franchise Agreement.

Bank Guarantee	2,600.00	2,600.00
Letter of Credit	10,189.00	9,442.00
	<u>12,789.00</u>	<u>12,042.00</u>



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	Rs./Lacs 31-Mar-26	Rs./Lacs 31-Mar-26
<b>26 Auditors Remuneration (Including taxes)</b>		
Statutory audit	6.00	5.60
Limited Review	4.00	3.72
Tax Audit Fees	1.33	1.24
Certification Fees	0.30	0.30
Re-imbusement of out of pocket expenses	1.10	1.03
	12.73	11.89
<b>27 Taxation (Including deferred taxes)</b>		
<u>Effective tax Reconciliation</u>		
Profit before tax	470.97	1,468.66
Enacted tax rates	25.17%	25.17%
Computed tax Income / (expense)	118.53	369.63
<u>Tax Expenses</u>		
Current Tax	-	-
Deferred Tax (Refer Note 12)	-	-
Total tax expense / (credit)	126.36	310.32
<u>Items of Reconciliation</u>		
Permanent Adjustments	4.30	71.73
Others	(12.13)	(12.42)
	118.53	369.63
<b>28 Retirement benefit obligations</b>		
<b>1. Defined Contribution plan</b>		
The Company makes Provident Fund and Superannuation Fund contributions to defined contribution retirement benefit plans for eligible employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.		
<b>2. Defined benefit plans</b>		
The Company participates in defined contribution and benefit scheme.		
<b>2.1 Defined Contribution Plans</b>		
The Company makes contribution towards provident fund to a defined contribution plan for qualifying employees. The Company's contribution to Employee Provident fund is deposited with the regional provided fund commissioner. The Company recognises provident fund contribution as expense in the statement of Profit and Loss.		
Expense recognised during the Year	36.42	32.92
<b>2.2 Defined Benefit Plans (Unfunded)</b>		
<b>Post-Employment Medical Benefits</b>		
The Company provides certain post-employment health care benefits to superannuated employees. In terms of the plan, the retired employees can avail free medical check-up and medicines at Company's facilities.		
<b>Pension</b>		
The Company operates a defined benefit pension plan for employees who have completed 15 years of continuous service. The plan provides benefits to members in the form of a pre-determined lump sum payment on retirement.		
<b>Ex-Gratia Death Benefit</b>		
The Company has a defined benefit plan granting ex-gratia in case of death during service. The benefit consists of a predetermined lump sum amount along with a sum determined based on the last drawn basic salary per month and the length of service.		
<b>Retirement Gift</b>		
The Company has a defined benefit plan granting a pre-determined sum as retirement gift on superannuation of an employee.		
<b>Gratuity</b>		
The Company has a defined benefit gratuity plan. The gratuity plan is primarily governed by the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of five years are eligible for gratuity. The level of benefits provided depends on the member's length of service and the retirement date.		
<b>2.3 The principal assumptions used for the purposes of the actuarial valuations were as follows:</b>		
Discount Rate	0.07	0.07
Expected Rate of Increase in salary	0.07	0.07
Attrition Rate		
Age - 21 to 44 Years	0.06	0.06
Age - 45 and above	0.02	0.02
Mortality Rate		
	Indian Assured Lives Mortality (2006-08) UT	



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

Rs./Lacs  
**As at 31-03-2026**

Rs./Lacs  
**As at 31-03-2025**

Below tables sets forth the movement in the defined benefit obligation amounts recognised in the Balance sheet and Statement of Profit and Loss

Particulars	Movement in obligation		Movement in obligation	
	Gratuity	Other Defined benefit plans	Gratuity	Other Defined benefit plans
Present value of obligation at the beginning of the year	291.05	90.87	288.49	64.46
Current service cost	30.23	13.32	23.13	7.79
Past service cost	5.95	-	-	-
Interest cost	16.91	6.09	16.47	4.51
Benefits paid	(5.01)	-	(5.01)	-
Acquisitions credit/ (cost)	(41.88)	-	(101.52)	-
Remeasurements - actuarial loss/ (gain)	(64.63)	(17.02)	69.49	14.12
Immediate recognition of (gains)/losses – other long term employee benefit plans	-	1.55	-	-
<b>Present value of obligation at the year end</b>	<b>232.62</b>	<b>94.81</b>	<b>291.05</b>	<b>90.87</b>

**The components of defined benefit cost recognised in Statement of Profit and Loss are as follows:**

Current Service cost	30.23	13.32	23.13	7.79
Past Service cost	5.95	-	-	-
Interest cost	16.91	6.09	16.47	4.51
Immediate recognition of (gains)/losses – other long term employee benefit plans	-	1.55	-	-
<b>Expense for the year</b>	<b>53.09</b>	<b>20.96</b>	<b>39.60</b>	<b>12.30</b>

**Recognised in Other Comprehensive Income**

Remeasurement - Actuarial loss/(gain) for the year	(64.63)	(17.02)	69.49	14.12
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**Sensitivity analysis for the year**

Effect on Defined benefit obligation on

Increase of 0.50% in discount rate	(11.90)	(8.08)	(14.58)	(7.19)
Decrease of 0.50% in discount rate	13.10	9.29	15.90	8.25

Effect on Defined benefit obligation on

Increase of 0.50% in salary escalation rate	12.99	8.67	15.79	7.66
Decrease of 0.50% in salary escalation rate	(11.91)	(7.62)	(14.62)	(8.13)

**Maturity profile of Defined Benefit obligation**

Particulars	Gratuity	Other Defined benefit plans	Gratuity	Other Defined benefit plans
March 31, 2026	-	-	10.57	2.82
March 31, 2027	43.87	4.55	44.84	5.04
March 31, 2028	9.17	4.43	12.86	6.63
March 31, 2029	11.13	2.51	15.71	3.50
March 31, 2030	18.63	4.34	23.19	5.02
March 31, 2031	14.11	2.37	-	-
March 31, 2031 to March 31, 2035	-	-	176.02	35.82
March 31, 2032 to March 31, 2036	-	-	-	-
<b>Total</b>	<b>222.11</b>	<b>50.02</b>	<b>283.19</b>	<b>58.82</b>

**Impact of Labour Code:** On 21 November 2025, the Government of India notified four Labour Codes, namely the Code on Wages, 2019, the Code on Social Security, 2020, the Industrial Relations Code, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively, the "Labour Codes"), consolidating 29 erstwhile labour laws. Subsequently, the Ministry of Labour & Employment issued draft Central Rules and FAQs to facilitate assessment of the financial implications arising from changes in the regulatory framework.

Based on management's assessment of the impact of the notified provisions of the Labour Codes, supported by draft Rules, FAQs and, the company has recognised an additional expense of Rs. 34 Lakhs towards gratuity and leave encashment liabilities. The company continues to monitor the issuance and finalisation of Central and State Rules and further clarifications from the Government in respect of other aspects of the Labour Codes. Any additional impact arising from such developments will be assessed and appropriately accounted for in the Financial Statements as and when such rules are notified or clarifications are issued.



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**Rs./Lacs**      **Rs./Lacs**  
**31-Mar-26**      **31-Mar-25**

**29 Share-based payment arrangements**

**Equity-settled share option plan**

**The Tata Power Company Limited – Employee Stock Option Plan 2023**

The shareholders of the Holding Company approved The Tata Power Company Limited – Employee Stock Option Plan 2023 ('ESOP 2023'/Plan') during financial year 2024. Pursuant to the Plan, employee stock options were granted to eligible employees of the Holding Company, its subsidiaries and Its Joint ventures, including employees of the Company, at an exercise price of ₹249.80 per option

The expense recognised for employee services received during the year is shown in the following table:

Expense arising from equity-settled share-based payment transactions	(16.53)	11.67
<b>Expense (transferred)/ recognised in the Statement of Profit and Loss</b>	<b>(16.53)</b>	<b>11.67</b>
<b>Corresponding ESOP Liability</b>	-	16.53
<b>Movements during the year</b>		
Option exercisable at the beginning of the year	35,820	35,820
Granted during the year	Nil	Nil
Forfeited/Expired during the year	Nil	Nil
Exercised during the year	Nil	Nil
Expired during the year	Nil	Nil
Options Transferred	Nil	Nil
Option exercisable at the end of the year	(35,820)	Nil
	Nil	35,820

**Number of shares to be issued for outstanding options (conditional on performance measures)**

Maximum		
Minimum		
Share price for options exercised during the year	Not applicable	Not applicable
Remaining contractual life	0.58 Years	1.58 Years

The holding company has estimated fair value of options using Black Scholes model. The following assumptions were used for calculation of fair value of options granted.

**Assumption factor**

Dividend Yield (%)	0.70%	0.70%
Risk free interest rate (%)	7.21%	7.21%
Expected life of share option (Years)	3 - 5 Years	3 - 5 Years
Expected volatility (%)	39.81%	39.81%
Weighted Average Share price	249.80	249.80
Weighted Average Fair Value at the measurement date	97.75	97.75

The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	Rs./Lacs <u>As at</u> <u>31.03.2026</u>	Rs./Lacs <u>As at</u> <u>31.03.2025</u>
<b>30 Related Party disclosures as per Ind AS 24</b>		
<b>A). Promoter of the Group :</b>		
<b>1 Tata Sons Private Limited</b>		
Brand Equity Fees expenses	83.17	168.02
Amount (payable) / receivable at the Year end	(83.17)	(89.71)
<b>B). Holding Company:</b>		
<b>1 Tata Power Company Limited</b>		
<u>Expenses</u>		
Interest expenses on ICD	29.47	-
IT Service cost	80.57	91.63
Internal audit fees	5.30	5.02
Payment of Dividend	-	-
Mutual benefit fund	0.74	-
Reimbursement for Employee benefit expense	-	0.44
<u>Inter Corporate Deposit (ICD)</u>		
ICD received	6,000.00	-
ICD re-paid	(3,500.00)	-
ICD payable at year end	2,500.00	-
Sale of Laptop	-	0.54
<u>Amount Paid</u>		
Repayment of Unsecured Perpetual Securities	-	300.00
Performance liabilities Paid	1.70	3.81
Employees related retiral liabilities paid on transfer ( Net off)	-	(4.18)
Employees related retiral liabilities received on transfer	2.09	-
<u>Balances Outstanding - Payables</u>		
Perpetual debt	9,200.00	9,200.00
Mutual benefit fund	1.22	-
Others	(78.93)	(181.80)
<u>Amount Receivable</u>		
Re-imburements for expenses	18.48	-
Mutual benefit fund	-	0.42
Bank Guarantee / Letter of credit received	12,789.00	12,042.00
<b>C). Fellow Subsidiary :</b>		
<b>1 Tata Power Delhi Distribution Limited</b>		
<u>Expenses</u>		
Management contract for deputation of employees	3.99	4.71
Purchase of PPE - Laptop	0.28	0.46
Recovery of Expenses	0.53	2.05
<u>Employees related retiral liabilities received/ (Paid) Net off on transfer</u>	(9.04)	(132.43)
Amount (payable) / receivable at the Year end	-	1.77
<u>Income/Receipt</u>		
Recovery of Expenses made on behalf of entity	(5.57)	-
<b>2 TP Western Odisha Limited</b>		
Purchase of PPE - Laptop	-	3.57
Employees related retiral liabilities received/ (Paid) Net Off on transfer	0.56	28.97
<b>3 TP Central Odisha Limited</b>		
Purchase of PPE - Laptop	0.32	1.27
Employees related retiral liabilities received/ (Paid) Net Off on transfer	(23.17)	3.04
Amount (payable) / receivable at the Year end	-	0.70
<b>4 TP Northern Odisha Distribution Limited</b>		
<u>Expenses</u>		
Purchase of PPE - Laptop	-	1.65
Sale of car	-	14.33
<u>Retiral Liabilities</u>		
Employees related retiral liabilities received on transfer	-	4.12
Employees related retiral liabilities paid on transfer	11.27	-
Amount (payable) / receivable at the Year end	-	14.33
<b>5 TP Southern Odisha Distribution Limited</b>		
Employees related retiral liabilities received on transfer	-	2.75

**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

	Rs./Lacs As at 31.03.2026	Rs./Lacs As at 31.03.2025
6 <u>Tata Power Trading Company Limited</u>		
Amount (payable) / receivable at the Year end	-	0.11
7 <u>Tata Power Renewable Energy Limited</u>		
Mutual Benefit Fund expenses	1.22	-
8 <u>TP Power Plus Limited</u>		
Performance pay paid	-	0.13
<b>C). Subsidiaries and Jointly Controlled Entities of Promoter (Tata Sons Pvt Ltd)</b>		
1 <u>Tata Capital Financial Service Limited</u>		
Car Lease Expenses to employees	7.23	12.40
2 <u>Tata AIG General Insurance Company Limited</u>		
Insurance Expense	34.81	55.40
Insurance Claim Received	-	14.49
3 <u>Tata AIA Life Insurance Company Limited</u>		
Insurance Expense	4.41	4.52
Amount (payable) / receivable at the Year end	-	(0.89)
4 <u>Tata Consultancy Services</u>		
Software Implementation Expenses	40.58	-
5 <u>The Indian Hotels Limited</u>		
Expenses - Purchase of Gift box	3.72	-
<b>C) Key Management Personnel :</b>		
Remuneration *		
i) Mr. Sunil Sharma - Chief Executive Officer (wef 1 May 2024)	107.21	71.94
ii) Mr. Jitender Bhaya - Chief Finance Officer (wef 1 Aug 2024)	44.44	30.81
iii) Mr. Manoj Digambar Salvi - Chief Executive Officer (upto 30 April 2024)	-	34.43
iv) Mr. Bhupendra Sharma - Chief Finance Officer (upto 31 July 2024)	-	15.57

\* Key Management Personnel are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.



**TP AJMER DISTRIBUTION LIMITED**  
**Notes to the financial statements**

**31 Additional disclosure / Regulatory Information as required by Notification no. GSR 207(E) dated 24.03.2021**

- (i) The Company does not have any immovable property
- (ii) The Company does not have any investment property.
- (iii) The Company has not revalued its Property, Plant and Equipment (including Right to Use Assets)
- (iv) The Company has not revalued its intangible assets.
- (v) Loan or advances granted to the promoters, directors and KMPs and the related parties:  
 No loan or advances in the nature of loans have been granted to the promoters, directors, key managerial persons and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person that are:  
 (a) repayable on demand or  
 (b) without specifying any terms or period of repayment
- (vi) The Company does not have any Capital Work in progress at the balance sheet date.
- (vii) The Company does not have intangible assets under development.
- (viii) No proceedings have been initiated or pending against the company for holding any benami property under benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (ix) Reconciliation of quarterly statement of current assets filed with banks or financial statements  
 The quarterly statement of current assets filed, during the year, with banks are in agreement with books of accounts.
- (x) Willful Defaulter  
 No bank has declared the company as "willful defaulter".
- (xi) Relationship with Struck off Companies:  
 There are no instances of transaction / balances with the companies whose name is struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956 as at 31.03.2026 and 31.03.2025.
- (xii) Registration of charges or satisfaction with Registrar of Companies:  
 The Company was not required to file any registration of charges or satisfaction of charges with Registrar of Companies during the current year. No registration or satisfaction is pending at end of financial year.
- (xiii) Compliance with number of layers of companies  
 No layers of companies has been established beyond the limit prescribed as per above said section / rules.
- (xiv) Financial Ratios

Sr No	Ratios	As at 31.03.2026	As at 31.03.2025	As at 31.03.2026	As at 31.03.2025	% of Variance	Reason for Variance
		Numerator / Denominator	Numerator / Denominator	Ratio	Ratio		
a)	Current Ratio = Current assets divided by Current Liabilities	17,871.03	21,339.60	1.06	1.16	-8%	
		16,793.54	18,472.89				
b)	Debt equity ratio = total debt divided by total shareholder's equity	2,500.00	1,386.99	0.21	0.12	74%	Refer Note 1 below
		12,145.16	11,718.91				
c)	Debt service coverage ratio = earnings available for debt services divided by total interest and principal repayments	2,797.46	2,567.89	3.00	6.32	-52%	Refer Note 1 below
		931.67	406.60				
d)	Return on equity ratio/ return on investment ratio = Net profit after tax divided by Average shareholder's equity	365.16	1,139.37	3.01	9.72	-69%	Refer Note 2 below
		12,145.16	11,718.91				
e)	Inventory turnover ratio = Net sales divided by average Inventory	Not Applicable					
f)	Trade receivables turnover ratio = Net sales divided by average trade receivables	51,609.71	50,687.58	29.22	30.31	-4%	
		1,766.07	1,672.57				
g)	Trade Payables turnover ratio = Net Purchases divided by average trade Payables	46,019.61	45,728.23	4.06	3.75	8%	
		11,328.63	12,202.83				
h)	Net capital turnover ratio = Net sales divided by capital	51,609.71	50,687.58	4.25	4.33	-2%	
		12,145.16	11,718.91				
i)	Net profit turnover ratio = Net profit after tax divided by Net sales	365.16	1,139.37	0.71	2.25	-69%	Refer Note 2 below
		51,609.71	50,687.58				
j)	Return on Capital employed = Earnings before interest and taxes(EBIT) divided by Capital Employed	1,402.64	1,575.26	0.10	0.13	-22%	Refer Note 21below
		13,875.53	12,208.99				
k)	Return on investment (Net Income/Cost of Investment)	Not Applicable					

Note : 1. Variance is due to ICD Taken.  
 2. Variance is due to decrease in profit during the year



**TP AJMER DISTRIBUTION LIMITED**  
**Notes to the financial statements**

(xv) Compliance with approved Scheme(s) of Arrangements

No scheme of arrangements has been approved by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013.

(xvi) Utilisation of Borrowed funds and share premium:

Particulars	Description
Transactions where an entity has provided any advance, loan, or invested funds to any other person (s) or entity/ entities, including foreign entities.	No such transaction has taken place during the year
Transactions where an entity has received any fund from any person (s) or entity/ entities, including foreign entity.	

(xvii) Undisclosed income

There is no such income which has not been disclosed in the books of accounts. No such income is surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961.

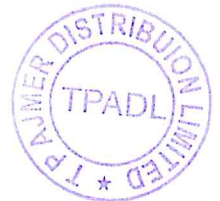
(xviii) Details of Crypto Currency or Virtual Currency

Particulars	31-Mar-26	31-Mar-25
Profit or loss on transactions involving Crypto currency or Virtual Currency	No Such Transaction during the years	
Amount of currency held as at the reporting date		
Deposits or advances from any person for the purpose of trading or investing in Crypto Currency / virtual currency		

(xix) Corporate Social Responsibility Expenditure

The Company is covered by provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility Expenditure.

Particulars	31-Mar-26	31-Mar-25
(i) Amount required to be spent by the company during the year,	17.17	8.49
(ii) Amount of expenditure incurred.	17.17	8.49
(iii) shortfall at the end of the year,	-	-
(iv) total of previous years shortfall,	-	-
(v) reason for shortfall,	Not Applicable	Not Applicable
(vi) nature of CSR activities,	Charitable Activities	Charitable Activities
(vii) details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	Not Applicable	Not Applicable
(viii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	Not Applicable	Not Applicable



**TP AJMER DISTRIBUTION LIMITED**  
**Notes to the financial statements**

(xx) **Ageing schedule Trade Receivables**

**As at 31st March , 2026**

Particulars	Outstanding for following periods from due date of payment #					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables						
a) Considered good	1,344.21	95.00	137.22	59.25	149.42	1,785.09
b) Significant increase in credit risk	1.56	5.83	20.30	21.31	226.35	275.35
c) Credit Impaired	-	-	-	-	-	-
(ii) Disputed Trade Receivables						
a) Considered good	-	-	-	-	-	-
b) Significant increase in credit risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	-	-
<b>Total</b>	<b>1,345.77</b>	<b>100.83</b>	<b>157.52</b>	<b>80.56</b>	<b>375.77</b>	<b>2,060.44</b>
Less: Provision for Doubtful Debt						275.34
<b>Closing Balance after Provision</b>						<b>1,785.10</b>

**As at 31st March , 2025**

Particulars	Outstanding for following periods from due date of payment #					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables						
a) Considered good	1,155.65	207.20	139.75	70.06	174.38	1,747.04
b) Significant increase in credit risk	2.51	6.33	19.72	17.51	196.01	242.08
c) Credit Impaired	-	-	-	-	-	-
(ii) Disputed Trade Receivables						
a) Considered good	-	-	-	-	-	-
b) Significant increase in credit risk	-	-	-	-	-	-
c) Credit Impaired	-	-	-	-	-	-
<b>Total</b>	<b>1,158.16</b>	<b>213.53</b>	<b>159.47</b>	<b>87.57</b>	<b>370.39</b>	<b>1,989.12</b>
Less: Provision for Doubtful Debt						242.08
<b>Closing Balance after Provision</b>						<b>1,747.04</b>

**31-Mar-26      31-Mar-25**

Unbilled Dues (Not due)	<b>3,219.93</b>	<b>2,872.24</b>
Total	<b>3,219.93</b>	<b>2,872.24</b>

# Where due date of payment is not available date of transaction has been considered

(xxi) **Ageing schedule Trade Payables**

**As at 31st March , 2026**

Particulars	Unbilled Dues*	Outstanding for following periods from due date of payment #				Total
		Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade Payables						
a) MSE	-	503.10	-	-	-	503.10
b) Others	250.97	265.82	113.18	37.26	25.15	692.38
(ii) Disputed Trade Payables						
a) MSE	-	5,703.49	1,860.67	-	-	7,564.16
b) Others	-	-	-	-	-	-
<b>Total</b>	<b>250.97</b>	<b>6,472.41</b>	<b>1,973.85</b>	<b>37.26</b>	<b>25.15</b>	<b>8,759.64</b>

**As at 31st March , 2025**

Particulars	Unbilled Dues*	Outstanding for following periods from due date of payment #				Total
		Less than 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade Payables						
a) MSE	-	1,327.00	-	-	-	1,327.00
b) Others	116.57	3,078.44	40.98	25.29	-	3,261.28
(ii) Disputed Trade Payables						
a) MSE	-	2,715.26	3,916.73	1,157.32	1,520.03	9,309.34
b) Others	-	-	-	-	-	-
<b>Total</b>	<b>116.57</b>	<b>7,120.70</b>	<b>3,957.71</b>	<b>1,182.61</b>	<b>1,520.03</b>	<b>13,897.62</b>

Note- Ageing wise outstanding amounts are reported here after netting off payment made under protest to vendors.

\* Includes provision for expenses, where invoices not received.

# Where due date of payment is not available date of transaction has been considered



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**32 Operating Segment as per Ind AS 108**

In line with the provisions of Ind AS 108 – operating segments and on the basis of review of operations being done by the senior management, the operation of the Company fall under Electricity distribution, which is considered to be the only reportable segment by the management and the Chief Operating Decision Maker.

**33 Financial Instruments**

**33.1 Financial Assets and Financial Liabilities**

Rs./Lacs

The carrying value of financial instruments by categories is as follows:

Particulars	As at March 31, 2026			As at March 31, 2025		
	At Cost	Fair value through profit or loss	At Amortised Cost	At Cost	Fair value through profit or loss	At Amortised Cost
<b>Financial assets</b>						
Investments	-	-	-	-	5,597.00	-
Trade Receivables (Net of provision)	1,785.10	-	-	1,747.04	-	-
Cash and cash equivalent	408.90	-	-	65.83	-	-
Other Bank Balances	10,190.00	-	-	9,443.00	-	-
Other Financial assets- Service Concession Arrangement	-	-	1,492.72	-	-	960.19
Other Financial Assets - Current	3,812.39	-	-	3,219.68	-	-
<b>Total</b>	<b>16,196.39</b>	<b>-</b>	<b>1,492.72</b>	<b>14,475.55</b>	<b>5,597.00</b>	<b>960.19</b>
<b>Financial Liabilities</b>						
Short term borrowings	2,500.00	-	-	1,386.99	-	-
Trade payables	8,759.64	-	-	13,897.62	-	-
Other financial liabilities	4,824.38	-	-	2,760.03	-	-
<b>Total</b>	<b>16,084.02</b>	<b>-</b>	<b>-</b>	<b>18,044.64</b>	<b>-</b>	<b>-</b>

Since there are no financial assets or financial liabilities at the balance sheet date for which fair value is adopted therefore classification of hierarchy of fair valuation of financial instruments is not required to be given.

**33.2 Capital risk management**

The Company's capital management is intended to create value for shareholders by facilitating the meeting of its long-term and short-term goals. Its Capital structure consists of net debt (borrowings as detailed in notes below) and total equity.

**Gearing Ratio**

The gearing ratio at the end of the reporting year was as follows:

	31-Mar-26	31-Mar-25
Debt	2,500.00	1,386.99
Cash and bank balances	10,598.90	9,508.83
<b>Net Debt</b>	<b>(8,098.90)</b>	<b>(8,121.84)</b>
<b>Total Equity</b>	<b>12,145.16</b>	<b>11,718.91</b>
<b>Net debt to equity ratio</b>	<b>Nil</b>	<b>Nil</b>

Reported as Nil since negative

**33.3 Financial risk management**

**Financial risk factors**

In its ordinary operations, the Company's activities expose it to the various types of risks, which are associated with the financial instruments and markets in which it operates. The Company has a risk management policy which covers various risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The following is the summary of the main risks:

**i) Market Risk Management**

Market risk is the risk that changes in market prices, such as interest rates (interest rate risk), will affect the company's income or value of its holding of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

**ii) Credit Risk Management**

The Company takes on exposure to credit risk, which is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. Financial assets that potentially expose the Company to credit risks are listed below:

	31-Mar-26	31-Mar-25
Trade Receivables	1,785.10	1,747.04
Other Financial Assets	3,812.39	3,219.68
	<b>5,597.49</b>	<b>4,966.72</b>

Refer Note No. 9 for further information in respect of Other financial assets. The Company believes exposure to credit risk to be minimal in respect of these receivables.



**TP AJMER DISTRIBUTION LIMITED**  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**(iii) Liquidity Risk Management**

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The maturity profile of the financial liabilities are listed below:

Expected contractual maturity for Financial Liabilities	31-Mar-26			31-Mar-25		
	Repayable on Demand	Due within 1 Year	Total	Repayable on Demand	Due within 1 Year	Total
Short term borrowings	-	2,500.00	2,500.00	276.08	1,110.91	1,386.99
Trade Payables	-	8,759.64	8,759.64	-	13,897.62	13,897.62
Other Financial Liabilities	129.46	4,694.92	4,824.38	155.49	2,604.54	2,760.03
<b>Total</b>	<b>129.46</b>	<b>15,954.56</b>	<b>16,084.02</b>	<b>431.57</b>	<b>17,613.07</b>	<b>18,044.64</b>

The Company expects to meet its obligations from operating cash flows and proceeds of maturing financial assets.

**34 Service Concession Arrangements –**

TP Ajmer Distribution Limited ("The Company", "The Operator") has been granted rights for Supply and Distribution of Electricity in Ajmer City from Ajmer Vidyut Vitran Nigam Limited (AVVNL) for a period of 20 years starting from 1st July 2017 to 30th June 2037 in pursuance of Distribution Franchise Agreement ("DFA", "Agreement") dated 19th April 2017.

Following are significant terms of this agreement -

- The operator would be entitled to use the existing distribution infrastructure set up by AVVNL without any additional charge
- The operator is required to incur minimum capital expenditure of Rs.3760.00 lacs to improve efficiencies, augment and upgrade infrastructure, reduction in distribution losses and improvement in quality of supply in the franchise area etc. over a period of 5 years from the effective date i.e. 1st July 2017
- After the expiry of the term of this agreement, all the existing infrastructure including assets created by the Operator would be handed over to the grantor. The grantor would compensate the operator an amount equal to the depreciated value of assets created by it.
- The operator would purchase the electricity from the grantor at a price derived from the formula given in the agreement and sell the electricity to consumers at a price tariff decided by Rajasthan Electricity Regulatory Commission
- The grantor would supply electricity to the operator for supply in the franchise area to fulfil its obligations under the agreement

The Company has considered this agreement to be covered by Appendix D related to Service Concession Arrangement of Ind AS 115 – Revenue from Contract with Customers and have carried out accounting based on the guidance provided in the standard. Accordingly, it has recognised the discounted value of the minimum future obligations it is expected to incur in terms of this agreement as an intangible asset i.e. Service Concession Arrangement. It has also recognised a financial asset on account of receivables due from the grantor at the time of transfer of assets created by it at the time of expiry of this agreement. It is recognised at an amount equal to the discounting value of depreciated value of assets created by it.

The Company has used weighted average cost of capital of its parent Company i.e. Tata Power Company Limited as discount rate.

- Previous year figures have been regrouped / reclassified, wherever considered necessary, to conform to current year classification.

**The accompanying notes form an integral part of the Financial Statements**



**Shareholder Information**

To,  
**Company Secretary,**  
**TP Ajmer Distribution Limited**  
C/o The Tata Power Company Limited,  
Corporate Center, 34, Sant Tukaram Road  
Carnac Bunder, Mumbai 400 009, Maharashtra

**Updation of Shareholder Information**

I/We request you to record the following information against our Folio No.:

**General Information:**

Folio No.:	
Name of the first named Shareholder:	
PAN: *	
CIN/ Registration No.: *(applicable to Corporate Shareholders)	
Tel No. with STD Code:	
Mobile No.:	
Email Id:	

\*Self attested copy of the document(s) enclosed

**Bank Details:**

IFSC: (11 digit)	MICR: (9 digit)
Bank A/c Type:	Bank A/c No.: *
Name of the Bank:	
Bank Branch Address:	

\* A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/we would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained by you till I/we hold the securities under the above mentioned Folio No.

Place:

Date:

\_\_\_\_\_  
Signature of Sole/ First holder