

**TP AJMER DISTRIBUTION LIMITED**

**NOTICE**

NOTICE is hereby given that the **Eighth Annual General Meeting** of the members of TP Ajmer Distribution Limited will be held on **Wednesday, 30<sup>th</sup> July 2025 at 03.30 p.m.** through video conferencing (MS Teams) to transact the following business(es):

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Ritu Gupta (DIN: 09027178), who retires by rotation and being eligible, offers herself for re-appointment.

**Special Business:**

**3. Ratification of Cost Auditor's remuneration**

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

**"RESOLVED that** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 1,10,000/- (Rupees One lakh ten thousand only) plus other applicable taxes, travelling and out of pocket expenses incurred in connection with the audit, payable to M/s Sanjay Gupta & Associates, Cost Accountants (Firm Registration No. 000212) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the financial year 2025-26."

## **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 set out in item no. 3 and the relevant details of the Director of the Company seeking re-appointment/appointment as set out in item no. 2 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, is 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 and No.09/2024 dated 19<sup>th</sup> September 2024 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the Eighth 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 Eighth Annual General Meeting will be Board Room, Second Floor, NDPL House, Hudson Lines, Kingsway Camp, Delhi-110009.
- (3) Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote in the meeting to be held through VC/OAVM.
- (4) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for FY 2024-25 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 2024-25 will also be available on the Company’s website <https://www.tpadl.com/>
- (5) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (6) Since the AGM will be held through VC/OAVM, the Route Map and Attendance Slip are not annexed in this Notice.
- (7) In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- (8) To support the ‘Green Initiative’, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including annual reports, notices, circulars etc. from the Company electronically.
- (9) Updation of members’ details:  
The format of the register of members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company to record additional details of members, including their PAN details, e-mail address, bank details for payment of dividend etc.

A form for capturing additional details is appended at the end of this annual report. Members holding shares in physical form are requested to submit the filled in form to the Company. Members holding shares in electronic form are requested to submit the details to their respective DPs.

- (10) Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, at the email id i.e. [cs@sbcoindia.com](mailto:cs@sbcoindia.com) so as to enable the Management to keep the information ready at the AGM.
- (11) Members may obtain meeting link and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving License, Bank Statement, Election Card, Passport, Aadhaar Card) in support of the address of the Member as registered with the Company; to the email address of the Company i.e. [cs@sbcoindia.com](mailto:cs@sbcoindia.com)
- (12) The Company will provide facility for audio visual participation in AGM Weblink/recording etc.
- (13) The Company ensures that all other compliances associated with the provisions relating to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice or authorizations for voting by bodies corporate etc. as provided in the Act and the Articles of Association of the Company are made available for inspection through electronic mode.
- (14) The Company ensures that the AGM through VC/OAVM facility allows two way videoconferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the Company i.e. [cs@sbcoindia.com](mailto:cs@sbcoindia.com)
- (15) The facility for joining the meeting shall be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
- (16) A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at a general meeting on behalf of a member who is not able to attend personally. Since AGM will be held through VC/OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement for appointment of proxies. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence, the proxy form is not annexed to this notice. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting to be held through VC/OAVM.
- (17) The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity or email address(es) and other details of the members shall also be taken by the Company.

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

[Join the meeting now](#)

Meeting ID: 488 279 266 540 1

Passcode: NE6dy2Jp

- (19) Disclosures with regard to the manner in which framework available for use by the members and clear instructions on how to access and participate in the meeting are clearly mentioned in this AGM Notice. 9873132409 is the helpline number for those shareholders who need assistance with using the technology before or during the meeting.
- (20) The Chairman may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Act and the rules made thereunder.

Delhi, 08<sup>th</sup> July 2025  
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 mentioned under item no. 3 of the accompanying notice dated 16<sup>th</sup> April 2025.

**Item no. 3:** 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 2025-26, 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. 3 of the accompanying notice for ratification of the Cost Auditors' remuneration for FY 2025-26, by the Members of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives is concerned or interested, financial or otherwise, in the resolution set out at item no. 3 of the accompanying notice.

Delhi, 08<sup>th</sup> July 2025  
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 at Eighth Annual General Meeting:

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

<b>Name of Directors</b>	<b>Ms. Ritu Gupta</b>
DIN	09027178
Designation	Non-Executive Director
Date of birth Age	10 <sup>th</sup> March 1978 (47 years)
Date of appointment	13 <sup>th</sup> January 2021
Expertise in functional areas	Ms. Ritu Gupta joined Tata Power-DDL in 2003, when the Company had almost started its operations on taking over the erstwhile DVB's distribution business in North and Northwest Delhi. She has also been the recipient of 'CFO Next 100 Roll of honour' from CFO India for two years consecutively from 2012 to 2013. During her tenure in Tata Power-DDL, she has served in almost all the areas of Finance & Accounts, regulatory, taxation, treasury etc. and is presently working as Chief Financial Officer of Tata Power Trading Company Limited.
Qualifications	Honors Graduate degree from Shri Ram College of Commerce and Associate Member of the Institute of Chartered Accountants of India.
Terms & conditions of appointment	Appointed as [Non- Executive (Woman) Director]
Remuneration	Nil
Directorships held in other Companies (excluding Foreign Companies)	Nil
Committee positions held in other Companies	Nil
Number of shares held	1 Equity Share
Number of Meetings of the Board attended during FY 2024-25	5
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None