

TP AJMER DISTRIBUTION LIMITED

NOTICE

NOTICE is hereby given that the **Ninth (9th) Annual General Meeting (“AGM”)** of the members of TP Ajmer Distribution Limited will be held on **Friday, 17th 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 31st 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 2nd 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 2nd 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 8th April 2020, No. 17/2020 dated 13th April 2020, No. 20/2020 dated 5th May 2020, No. 02/2021 dated 13th January 2021, No. 21/2021 dated 14th December 2021, No. 2/2022 dated 5th May 2022 and No. 10/2022 dated 28th December 2022, No.09/2023 dated 25th September 2023, No.09/2024 dated 19th September 2024 and No.03/2025 dated 22nd 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
- (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 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
- (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

- (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, 24th 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
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 24th 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 2nd 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 2nd 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 22nd 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, 24th 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
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 th December 1972 (53 years)	24 th October 1970 (55 years)	24 th May 1974 (51 years)
Date of appointment	20 th July 2021	2 nd September 2025	2 nd 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 nd 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

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TP-AJMER DISTRIBUTION LIMITED

Name of Directors	Mr. Nilesh Narayan Kale	Mr. Tarun Katiyar	Ms. Monica Singhania
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