



TATA POWER TRADING CO. LTD.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF TATA POWER TRADING COMPANY LIMITED will be held on Monday, 26th day of August 2019 at Conference Room No. 202, Bombay House, 24, Homi Mody Street, Mumbai 400 001 at 11.15 a.m., to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on Equity Shares for the financial year ended 31st March 2019.
3. To appoint a Director in place of Mr. Ajay Kapoor (DIN:00466631), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

4. Appointment of Ms. Kiran Gupta as a Director

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

"RESOLVED that Ms. Kiran Gupta (DIN: 08196580), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 21st August 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation"

5. Appointment of Mr. Sanjay Kumar Banga as a Director

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

"RESOLVED that Mr. Sanjay Kumar Banga (DIN: 07785948), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19th July 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation"



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NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the business as set out in item no. 4 and 5 above and as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating company. Members are requested to note that a person can act as a proxy on behalf of the nominating organisation. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
4. All documents referred to in the accompanying Notice are open to inspection by the members at the registered office of the Company on all working days up to the date of AGM between 9:00 a.m. and 5:00 p.m.
5. The record date for the purpose of payment of dividend would be 19th August 2019.
6. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

By Order of the Board of Directors,
For Tata Power Trading Company Limited

Neha Malik
Company Secretary
FCS No.: 10045

New Delhi, 13th August 2019

Registered Office:

Corporate Center, 34, Sant Tukaram Road,

Carnac Bunder, Mumbai 400 009

CIN: U40100MH2003PLC143770

Website: www.tatapowertrading.com

Tel: 91 22 6717 0000

E-mail: neha.malik@tatapower.com



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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. 4 and Item No. 5 of the accompanying Notice dated 13th August 2019.

Item No. 4: Ms. Kiran Gupta was appointed as an Additional Director of the Company w.e.f. 21st August 2018 by the Board of Directors under Section 161(1) of the Act and Article 112 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Ms. Gupta holds office only up to the date of forthcoming AGM but is eligible for appointment as a Director, whose office shall be liable to retire by rotation. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Ms. Gupta's appointment as a Director.

Ms. Gupta has an overall experience of 24 years in the Power Sector covering various Consultancy Projects for Design, Erection and Commissioning under Industrial and government domain with Tata Consulting Engineers for initial years. She is heading Customer Services and Key Consumers department including all High Revenue Consumers (>100kW and Xpress consumers) with dedicated services. Ms. Gupta holds a B.Tech (Electrical) degree from Delhi College of Engineering with 'GOLD Medal' from Delhi University. She has vast experience as a TBEM Assessor and has undertaken Technology Innovation workshop at IIM-B.

The Board commends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Other than Ms. Gupta and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Ms. Gupta is not related to any other Director or Key Managerial Personnel of the Company.

Item No. 5: Mr. Sanjay Kumar Banga was appointed as an Additional Director of the Company w.e.f. 19th July 2019 by the Board of Directors under Section 161(1) of the Act and Article 112 of the Company's Articles of Association. In terms of Section 161(1) of the Act, Mr. Banga holds office only up to the date of forthcoming AGM but is eligible for appointment as a Director, whose office shall be liable to retire by rotation. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Banga's appointment as a Director.

Mr. Banga has around three decades of experience in power generation and distribution business, he brings with him extensive learning of power sector for strengthening of electrical utilities to meet reliability and AT&C loss reduction targets under the regulatory regime.

Currently, Mr. Banga is Chief Executive Officer of Tata Power Delhi Distribution Limited. Mr. Banga has been with Tata Power Delhi Distribution Limited (Tata Power-DDL) since July 2003 and was part of the initial group which transformed the ailing distribution company into a benchmark utility.



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Mr. Banga is an alumnus of the National Institute of Technology, Kurukshetra. He has done his Master's in Business Administration (MBA) from Faculty of Management Studies (FMS), Delhi. He is a member of the Bureau of Indian Standard (BIS) LITD10 core committee for defining standards for Power System Control and Communication and is also a member of the Board of Governors of India Smart Grid Forum.

The Board commends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Other than Mr. Banga and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Mr. Banga is not related to any other Director or Key Managerial Personnel of the Company.

By Order of the Board of Directors,
For Tata Power Trading Company Limited

Neha Malik
Company Secretary
FCS No.: 10045

New Delhi, 13th August 2019

Registered Office:

Corporate Center,
34, Sant Tukaram Road,
Carnac Bunder,
Mumbai 400 009
CIN: U40100MH2003PLC143770
Website: www.tatapowertrading.com
Tel: 91 22 6717 0000
E-mail: neha.malik@tatapower.com



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Details of the Director seeking appointment/re-appointment at the forthcoming Annual General Meeting

Name of Director	Ms. Kiran Gupta	Mr. Sanjay Kumar Banga
Date of Birth (Age)	7 th January 1972 (47 years)	24 th July 1967 (52 years)
Date of Appointment	21 st August 2018	19 th July 2019
Expertise in functional areas	<p>Ms. Gupta has an overall experience of 24 years in the Power Sector covering various Consultancy Projects for Design, Erection and Commissioning under Industrial and government domain with Tata Consulting Engineers for initial years.</p> <p>Thereafter, she joined Tata Power Delhi Distribution Limited under Corporate Operations Services and led the Engineering and Procurement group for developing all Utility equipment specifications, Operation Manuals and Inspection Plans including Grid substations.</p> <p>Currently, she is heading Customer Services and Key Consumers department including all High Revenue Consumers (>100kW and Xpress consumers) with dedicated services. This also includes assuring Performance Assurance requirements as laid by Delhi Regulatory Electricity Commission to ensure statutory compliances for 1.64 million customers. Various technological interventions like ADMS/BCM, digitized connect for customer convenience along with engagement platforms across segments have ensured effective Customer Relationship Management</p>	<p>Mr. Banga has around three decades of experience in power generation and distribution business, he brings with him extensive learning of power sector for strengthening of electrical utilities to meet reliability and AT&C loss reduction targets under the regulatory regime.</p> <p>Currently, Mr. Banga is Chief Executive Officer of Tata Power Delhi Distribution Limited.</p> <p>Mr. Banga has been with Tata Power Delhi Distribution Limited (Tata Power-DDL) since July 2003 and was part of the initial group which transformed the ailing distribution company into a benchmark utility.</p> <p>Mr. Banga started his career with NTPC after graduating as an engineering trainee and was involved from 1989 to 1995 in the operation & commissioning of super thermal power projects. Prior to joining Tata Power-DDL, Mr. Banga worked with Reliance Energy (earlier known as BSES Ltd), where he was associated with almost the entire spectrum of generation activity which includes Operations, Maintenance, Planning, Design and</p>



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Name of Director	Ms. Kiran Gupta	Mr. Sanjay Kumar Banga
	<p>delivering Value added services for Key customers.</p> <p>She has participated as Speaker in various International Power Summit and Conferences on 'PPP model' at Munich, Bishkek and Australia. She has been conferred with 'Best TBEM Assessor' award and also recognized for sharing best Customer Centric practices on Tata EDGE platform.</p>	<p>Project Engineering. His deep knowledge of Operational Technologies, Project Management, Utility Business processes and Regulatory Environment makes him a regular speaker in seminars/workshops/ panel discussions in India and abroad.</p>
Qualifications	<p>Ms. Gupta holds a B.Tech (Electrical) degree from Delhi College of Engineering with 'GOLD Medal' from Delhi University. She has vast experience as a TBEM Assessor and has undertaken Technology Innovation workshop at IIM-B.</p>	<p>Mr. Banga is an alumnus of the National Institute of Technology, Kurukshetra. He has done his Master's in Business Administration (MBA) from Faculty of Management Studies, Delhi. He is a member of the Bureau of Indian Standard (BIS) LITD10 core committee for defining standards for Power System Control and Communication and is also a member of the Board of Governors of India Smart Grid Forum.</p>
Remuneration	Eligible for sitting fees.	
Directorships held in other companies (excluding foreign companies)	<ol style="list-style-type: none"> 1. Mandakini Coal Company Limited 2. TP Ajmer Distribution Limited 	<ol style="list-style-type: none"> 1. TP Ajmer Distribution Limited 2. NDPL Infra Limited 3. Tata Power Delhi Distribution Limited 4. Tata Power Jamshedpur Distribution Limited 5. Mandakini Coal Company Limited



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Name of Director	Ms. Kiran Gupta	Mr. Sanjay Kumar Banga
Committee positions held in other companies	None	Corporate Social Responsibility Committee <i>Chairman</i> - NDPL Infra Limited Committee of Directors <i>Member</i> - TP Ajmer Distribution Limited
No. of meetings of the Board attended during the year	2 (two)	N.A.
Number of Shares held	Nil	Nil

Route Map of AGM Venue



Route Map Link

<https://www.google.co.in/maps/place/Bombay+House/@18.9316482,72.8304099,17z/data=!3m1!4b1!4m5!3m4!1s0x3be7d1dcb446b1fd:0x66f084ba202c3a37!8m2!3d18.9316431!4d72.8325986>



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ATTENDANCE SLIP

TATA POWER TRADING COMPANY LIMITED

REGISTERED OFFICE: CARNAC RECEIVING STATION, 34, SANT TUKARAM ROAD,
MUMBAI 400 009

CIN: U40100MH2003PLC143770

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE
MEETING HALL

(Joint shareholders may obtain additional slip at the venue of the meeting)

DP id*		Folio No	
Client id*		No of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I have recorded my presence at the 16th Annual General Meeting of the Company held on Monday, 26th day of August 2019 at 11.15 a.m at Conference Room No. 202, Bombay House, 24, Homi Mody Street, Mumbai 400 001.

(Signature)

*Applicable for investors holding shares in electronics form



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TATA POWER TRADING COMPANY LIMITED

REGISTERED OFFICE: CARNAC RECEIVING STATION, 34, SANT TUKARAM ROAD,
MUMBAI 400 009

CIN: U40100MH2003PLC143770

Name of the member(s)		E-mail Id :	
Registered address		Folio No/*Client Id :	
		*DP Id :	N/A

I/We, being the member(s) of _____ shares of TATA POWER TRADING COMPANY LIMITED, hereby appoint:

- 1) _____ of _____ having e-mail id -----or failing him/her
- 2) _____ of _____ having e-mail id -----or failing him/her
- 3) _____ of _____ having e-mail id-----

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company on Monday, 26th day of August 2019 at 11.15 a.m at Conference Room No. 202, Bombay House, 24, Homi Mody Street, Mumbai 400 001, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

SI Resolution No.	Description of Resolutions	FOR	AGAINST
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2019, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To declare dividend on Equity Shares for the financial year ended 31 st March 2019.		
3.	To appoint a Director in place of Mr. Ajay Kapoor (DIN:00466631), who retires by rotation and, being eligible, offers himself for re-appointment.		
Special Business			
4.	Appointment of Ms. Kiran Gupta (DIN: 08196580) as a Director		
5.	Appointment of Mr. Sanjay Kumar Banga (DIN: 07785948) as a Director		



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Signed this..... day of.....2019

Affix
revenue
stamp

(Signature of shareholder)

(Signature of first proxy holder)

(Signature of second proxy holder)

(Signature of third proxy holder)

Notes:

- (1) This form of proxy in order to be elective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) Proxies submitted on behalf of companies, must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating company.
- (4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (5) ** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (6) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (7) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.