



## **NOTICE**

NOTICE IS HEREBY GIVEN THAT THE EIGHTEENTH ANNUAL GENERAL MEETING of THE MEMBERS OF TATA POWER TRADING COMPANY LIMITED will be held on Monday, the 20<sup>th</sup> September 2021 at 11:00 a.m. through video conferencing as per relaxation given by Ministry of Corporate Affairs to hold Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) vide its General Circular No. 20/2020 dated 5<sup>th</sup> May 2020 and General Circular No. 02/2021 dated 13<sup>th</sup> January 2021, due to COVID 19 pandemic, to transact the following business(es):-

### **Ordinary Businesses:**

1. Adoption of Accounts

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 together with the Reports of the Board of Directors and the Auditors thereon.

2. Appointment of Director retiring by Rotation

To appoint a Director in place of Mr. Ajay Kapoor (DIN: 00466631), who retires by rotation and is eligible for re-appointment.

### **Special Business:**

3. Appointment of Mr. Ganesh Srinivasan as a Director

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED that Mr. Ganesh Srinivasan (DIN: 08208444), who was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> July 2021, by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under 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 a Director of the Company, liable to retire by rotation.”

#### **Tata Power Trading Company Limited,**

Shatabdi Bhawan, 2nd Floor, Plot No. B-12 & 13, Sector 4, Noida, Uttar Pradesh-201301

Tel: +91 120 610 2000, Fax: + 91-120 254 0050

Website: [www.tatapowertrading.com](http://www.tatapowertrading.com), Email: [TPTCLMarketing@tatapower.com](mailto:TPTCLMarketing@tatapower.com)

Regd. Office: Corporate Centre, 34, Sant Tukaram Road, Carnac Bunder, Mumbai-400009

CIN No: U40100MH2003PLC143770



**NOTES:**

1. In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed, Government of India, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 20/2020 dated 5<sup>th</sup> May 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Act (including statutory modifications or re-enactment thereof for the time being in force) read with Rule 20 of the Companies ( Management and Administration) Rules, 2014 (the Rules) as amended from time to time, read with MCA Circulars, the AGM of the members of the Company is being held through VC/OAVM. The deemed venue for Eighteenth Annual General Meeting will be the registered office of the Company.

2. The relative explanatory statement pursuant to Section 102 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 Directors of the Company seeking re-appointment as set out in item nos. 2 & 3 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.

3. In terms of Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, since the physical attendance of members has been dispensed with, the facility of appointment of proxies by members under section 105 of the Act will not be available for this AGM and Hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. However, authorised representatives of the members may be appointed for the purpose of participation and voting in the AGM through VC/OAVM.

4. Pursuant to the MCA circulars, in view of the prevailing situation, owing to the difficulties involved in dispatching physical copies, the notice of the 18<sup>th</sup> AGM are being sent only by email to the members at their email addresses registered with the Company.

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5. The Members can join the AGM through VC/OAVM facility which shall be kept open for the members 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Company may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start of the AGM.

6. As per section 107 of the Companies Act, 2013 above resolutions will be pass with help of voting by a show of hands as it is easier and more straight forward on a practical level at the AGM.

7. Members seeking any information with regard to the accounts, are requested to write to the Company Secretary at an early date as to enable the Management to keep the information ready at the AGM.

8. 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 Companies Act 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act 2013 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.

9. The attendance of the Members attending the 18th AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

10. The queries can also be given in advance to the Company Secretary.

11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

12. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

13. In case of a demand for a poll, the members shall cast their vote on the resolutions only by sending emails through their email addresses that are registered with the Company. The said emails to be sent to [neha.malik@tatapower.com](mailto:neha.malik@tatapower.com).

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14. 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.

15. Instructions for members participating in the 18<sup>th</sup> AGM through VC/OAVM facility are as under:

- Members may attend the AGM, by following the invitation link sent to their registered email ID. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. Members are encouraged to join the Meeting through Laptops for better experience.
- In case of Android/iphone connection, participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
- Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
- Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- The helpline number for joining the Meeting through electronic mode will be provided in the meeting invitation which will be sent to the eligible applicants.

By **Order of the Board of Directors,**

Neha Malik  
(Company Secretary)

ICSI Membership No. FCS: 10045

Noida, 20<sup>th</sup> July 2021

**Registered Office:** Carnac Receiving Station,  
34, Sant Tukaram Road, Mumbai 400 009

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Tel: 022 67171000

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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 Nos. 3 of the accompanying Notice dated 20<sup>th</sup> July 2021.

**Item No.3:** Mr. Ganesh Srinivasan was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> July 2021 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act and Articles of Association of the Company, Mr. Srinivasan holds office only upto the date of the forthcoming AGM of the Company 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. Srinivasan's appointment as a Director.

In the opinion of the Board, Mr. Srinivasan fulfils the conditions specified in the Act and the rules made thereunder for appointment as a Director. The Board recommends the Resolution at Item No.3 of the accompanying Notice for the approval by the Members of the Company.

Further details and current Directorships of Mr. Srinivasan are provided in the Annexure to this Notice.

In compliance with the applicable provisions of the Act, the appointment of Mr. Ganesh Srinivasan as a Director is now being placed before the members for their approval.

Other than Mr. Srinivasan, none of the Directors of the Company or their respective relatives are concerned or interested in the Resolution at Item No.3 of the accompanying Notice.

Mr. Srinivasan is not related to any other Director or KMPs of the Company.

By **Order of the Board of Directors,**

Neha Malik  
(Company Secretary)  
ICSI Membership No. FCS: 10045

Noida, 20<sup>th</sup> July 2021

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**Details of the directors seeking re-appointment/appointment at the forthcoming  
Annual General Meeting  
(in pursuance to the Secretarial Standard-2 on General Meetings)**

<b>Name of Director</b>	<b>Mr. Ajay Kapoor</b>	<b>Mr. Ganesh Srinivasan</b>
Date of Birth	19 <sup>th</sup> June, 1964	24 <sup>th</sup> March 1976
Date of Appointment	21 <sup>st</sup> June, 2018	20 <sup>th</sup> July 2021
Expertise in functional areas	Mr. Ajay Kapoor has extensive experience in all areas of finance, ERP implementations, and has handled matters relating to international collaborations, joint ventures in India and abroad, financial restructuring, policy advocacy, capital raising, and acquisition besides handling legal advisory and has handled electricity litigation matters at all levels/forums.	Mr. Ganesh Srinivasan has vast and varied experience of 19 years. He joined Tata Power in 2012 and was heading Strategy and Corporate Planning. Prior to joining Tata Power, he had worked with McKinsey and Cummins India.
Qualifications	Mr. Kapoor is an Honors graduate from the prestigious Shri Ram College of Commerce, Delhi University, India. A qualified Chartered Accountant he also holds MBA and LL.B degrees.	Alumnus of Indian Institute of Technology (IIT), Madras. M.S. (Industrial) from Purdue University and Masters in Business Administration (Management) from Indian School of Business (ISB), Hyderabad.
Remuneration	-	-
Directorships held in other companies (excluding foreign Companies)	<ol style="list-style-type: none"> <li>1. Powerlinks Transmission Limited</li> <li>2. Dugar Hydro Power Limited</li> <li>3. Mandakini Coal Company Limited</li> <li>4. Solace Land Holding Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Mandakini Coal Company Limited</li> <li>2. NDPL Infra Limited</li> <li>3. Tata Power Jamshedpur Distribution Limited</li> <li>4. TP Ajmer Distribution Limited</li> <li>5. Tata Power Delhi Distribution Limited- Chief Executive Officer</li> </ol>

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<b>Name of Director</b>	<b>Mr. Ajay Kapoor</b>	<b>Mr. Ganesh Srinivasan</b>
Committee positions held in other companies	1. Chairman - Audit Committee of Powerlinks Transmission Limited 2. Member - Corporate Social Responsibility Committee of Powerlinks Transmission Limited	1. Chairman - Corporate Social Responsibility Committee of NDPL Infra Limited- 2. Chairman - Loans and Borrowings Committee, Committee of Directors of TP Ajmer Distribution Limited
Number of Shares held	Nil	NIL
Number of Board Meetings attended during the year	3	-

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