



NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF TATA POWER TRADING COMPANY LIMITED WILL BE HELD ON MONDAY, THE 31ST DAY OF JULY, 2023 AT 5:00 P.M (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS, TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended 31st March 2023.
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.
4. To appoint a Director in place of Mr. Ganesh Srinivasan (DIN: 08208444), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business

5. To enhance the borrowing limits of the Company.
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED that in supersession of all the resolutions passed earlier and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) (the "Act"), the Members be and hereby accord their approval, to borrow from time to time from banks and/or financial institutions and/or multilateral agencies and/or export import banks and/or other creditors any sum or sums of moneys, in any form whatsoever, including in form of cash credit, term loan, working capital facility, bank guarantee facility, debentures, which, together with the moneys already borrowed by the Company, shall not exceed in the aggregate, at any one time, ₹ 1,500 crore (Rupees Fifteen Hundred crore) irrespective of the fact that such aggregate amount of borrowing outstanding at any one time may exceed the aggregate for the time being of the paid-up capital of the Company, securities premium and its free reserves, that is to say, reserves not set apart for any specific purpose."
6. To enhance the limits for creation of charge on the assets of the Company
To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
"RESOLVED that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) (the "Act"), the Members be and hereby accord their approval, to create any security interest whether by way of any pledge, charge, mortgage, hypothecation, assignment or otherwise (including giving any power of attorney in connection with such security interest) in such form and manner and with

Tata Power Trading Company Limited

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Regd. Office: Corporate Centre, 34, Sant Tukaram Road, Carnac Bunder, Mumbai 400 009

Corporate Identification Number (CIN-U40100MH2003PLC143770)



such ranking and at such time and on such terms as the Board may determine on all or any of the movable, immovable properties and/or any other assets of the Company, both present and future, in favour of the lender(s), agent and the trustees for securing the borrowings/financial assistance obtained/to be obtained from banks, public financial institutions, body(ies) corporate or any other party and/or otherwise to charge the assets of the Company, for monies availed/to be availed by way of loans (in foreign currency and/or rupee currency), securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and/or secured/un-secured premium notes and/or floating rates notes/bonds/fund based/non fund based limits/guarantee or other debt instruments), issued/to be issued by the Company, and any other financial assistance availed by the Company, from time to time, up to an amount not exceeding ₹ 1,500 crore (Rupees Fifteen Hundred crore) together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, commitment charges, premia prepayment, remuneration of the agent(s), trustee(s), premium if any on redemption, all other cost, charges and expenses including any increase as a result of devaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement, heads of agreement, debenture trust deeds or any other documents, entered into/to be entered into between the Company and the lenders, agents and/or trustees in respect of the said loans/borrowings/debentures/bonds."

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

Martand Vikram Gupta
(Company Secretary)
ICSI Membership No. ACS: 53676

Noida,
19th July, 2023

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NOTES:

- (1) Pursuant to the General Circulars issued by the Ministry of Corporate Affairs ("MCA") No. 14/2020 dated 8th April 2020, No. 17/2020 dated 13th April 2020, No. 20/2020 dated 5th May 2020, No. 21/2021 dated 14th December 2021 and General Circular no. 2/2021 dated 13th January 2021, No. 19/2021 dated 8th December 2021, No. 21/2021 dated 14th December 2021, No. 02/2022 dated 5th May 2022 and No. 10/2022 dated 28th December 2022 (collectively referred to as "MCA Circulars") the Company is holding Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio-Video Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for Twentieth AGM will be 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, with regards to the item nos. 5 & 6 and the relevant details of the Directors seeking re-appointment as set out in item nos. 3 & 4 above as required under Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
- (3) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
- (4) 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.
- (5) If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made in accordance with provisions of the Companies Act 2013 and the rules made thereunder. The Company will make adequate provisions for paying dividends directly in members' bank accounts through the Electronic Clearing Service (ECS) or any other electronic means.
- (6) 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.
- (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.

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- (8) In line with the MCA Circular dated 5th May 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company.
- (9) 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/l/meetup-join/19%3ameeting_ODdlZjMzOWEtYTZkMi00M2VILWI1NGEtMzE2MDE3ZWQ1YzMy%40thread.v2/0?context=%7b%22Tid%22%3a%2204ea39e3-ac5b-4971-937c-8344c97a4509%22%2c%22Oid%22%3a%222c1fe812-13b0-47ea-a28b-b4bb03db1653%22%7d
Meeting ID: 432 777 191 722
Passcode: uXxjjY
- (10) Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
- (11) 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.
- (12) As per section 107 of the Companies Act, 2013 above resolutions will be passed with help of voting by a show of hands as it is easier and more straight forward on a practical level at the AGM.
- (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 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.
- (14) 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 martandvikram.gupta@tatapower.com.
- (15) 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.
- (16) The Company ensures that the AGM through VC/OAVM facility allows two way video conferencing or MS Teams for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit

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questions in advance on the e-mail address of the Company i.e. martandvikram.gupta@tatapower.com.

- (17) 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 Companies Act 2013 and the rules made thereunder.
- (18) Instructions for members participating in the 20th AGM through VC/OAVM facility are as under:
- Members may attend the AGM, by 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.
- (19) The AGM shall be conducted through Microsoft Teams platform and as the number of members is less than 50, the Chairman may decide to conduct the voting by show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, Members are requested to convey their vote at martandvikram.gupta@tatapower.com.

By Order of the Board of Directors,

Martand Vikram Gupta
(Company Secretary)

ICSI Membership No. ACS: 53676

Noida,
19th July, 2023

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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)**

Name of Director	Mr. Ajay Kapoor	Mr. Ganesh Srinivasan
Date of Birth	19 th June, 1964	24 th March 1976
Date of Appointment	21 st June, 2018	20 th 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 21 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 Honours 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"> 1. Powerlinks Transmission Limited 2. Dugar Hydro Power Limited 3. Mandakini Coal Company Limited 4. Solace Land Holding Limited 5. TP Renewable Microgrid Limited 6. Tata Power Delhi Distribution Limited 	<ol style="list-style-type: none"> 1. Mandakini Coal Company Limited 2. NDPL Infra Limited 3. Tata Power Jamshedpur Distribution Limited 4. TP Ajmer Distribution Limited 5. Powerlinks Transmission Limited

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Name of Director	Mr. Ajay Kapoor	Mr. Ganesh Srinivasan
Committee positions held in other companies	<ol style="list-style-type: none"> 1. Chairman - Audit Committee of Powerlinks Transmission Limited 2. Member - Corporate Social Responsibility Committee of Powerlinks Transmission Limited 3. Member - Audit Committee of Tata Power Delhi Distribution Limited 4. Member - Operations Review Committee of Tata Power Delhi Distribution Limited 5. Chairman - Committee of Directors for Framework/ Policy for Contingent Liabilities of Tata Power Delhi Distribution Limited 	<ol style="list-style-type: none"> 1. Chairman - Corporate Social Responsibility Committee of NDPL Infra Limited- 2. Chairman - Loans and Borrowings Committee, and Committee of Directors of TP Ajmer Distribution Limited
Number of Shares held	Nil	NIL
Number of Board Meetings attended during the year	5	4

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Explanatory Statement

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, sets out all material facts relating to the businesses mentioned under Item Nos. 5 and 6 of the accompanying Notice dated 19th July, 2023:

Item No. 5 & 6

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose and Securities Premium. The Members earlier had accorded their consent to the Board of Directors for borrowing upto an outstanding amount of Rs. 1,000 crore (One Thousand crore).

Now the Company requires additional Working capital to meet its short term Capital needs for participating in the medium term as well as short term tenders and further planning to tie up for additional Overdraft facility which will help the Company to manage its funds more efficiently and effectively and for this it is necessary to enhance/increase the present borrowing limit of the Company. The approval of the Members is, therefore, being sought by way of a Special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, to increase the limit for outstanding borrowings from Rs. 1,000 crore (One Thousand crore) to an amount of Rs. 1,500 crore (Fifteen Hundred crore). The said borrowings may be secured by way of pledge, charge, mortgage, hypothecation and assignment or otherwise on the Company's assets in favour of financial institutions, investment institutions and their subsidiaries, banks, other bodies corporate, etc. For creation of such pledge, charge, mortgage, hypothecation, assignment or otherwise on the Company's assets it is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, consenting to the creation of the said pledge, charge, mortgage, hypothecation, assignment or otherwise on the Company's assets for amount not exceeding Rs. 1,500 crore (Fifteen Hundred crore).

The Board of Directors in their meeting held on 19th July 2023 recommended the Special Resolutions as mentioned at Item Nos. 5 and 6 of the accompanying Notice for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel and their relatives are, in any way interested or concerned in the above resolutions.

By Order of the Board of Directors,

Martand Vikram Gupta
(Company Secretary)

ICSI Membership No. ACS: 53676

Noida,
19th July, 2023

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