

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U40109OR2021PLC035951

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAICT5123C

(ii) (a) Name of the company

TP NORTHERN ODISHA DISTRIE

(b) Registered office address

C/O- MANAGING DIRECTOR, NESCO
CORPORATE OFFICE OF NESCO, JANUGANJ
BALASORE
Baleshwar
Orissa
756010

(c) *e-mail ID of the company

devendra.prasad@tpnodl.com

(d) *Telephone number with STD code

06782244336

(e) Website

www.tpnodl.com

(iii) Date of Incorporation

20/03/2021

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U74999MH2018PTC307859

Pre-fill

Name of the Registrar and Transfer Agent

TSR CONSULTANTS PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 20/03/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 29/07/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	94

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	THE TATA POWER COMPANY L	L28920MH1919PLC000567	Holding	51

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,000,000,000	294,943,600	294,943,600	294,943,600
Total amount of equity shares (in Rupees)	10,000,000,000	2,949,436,000	2,949,436,000	2,949,436,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	1,000,000,000	294,943,600	294,943,600	294,943,600
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	2,949,436,000	2,949,436,000	2,949,436,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	50,000	0	50000	500,000	500,000	
Increase during the year	249,950,000	294,943,600	544893600	5,448,936,000	5,448,936,000	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	44,943,600	44943600	449,436,000	449,436,000	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	249,950,000	0	249950000	2,499,500,000	2,499,500,000	

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		250,000,000	250000000	2,500,000,0	2,500,000,0	
Dematerialisation of physical Shares						
Decrease during the year	250,000,000	0	250000000	2,500,000,0	2,500,000,0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	250,000,000		250000000	2,500,000,0	2,500,000,0	
Dematerialisation of physical Shares						
At the end of the year	0	294,943,600	294943600	2,949,436,0	2,949,436,0	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0KML01011

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☒

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)		01/04/2021	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	127,500,000	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	01		
Transferor's Name			GRIDCO Limited
	Surname	middle name	first name
Ledger Folio of Transferee	08		

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text" value="The Tata Power Company Limi"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

27,224,568,291

(ii) Net worth of the Company

3,688,695,232

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	144,522,364	49	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	150,421,236	51	0	
10.	Others	0	0	0	
	Total	294,943,600	100	0	0

Total number of shareholders (promoters)

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(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	

	Total	0	0	0	0
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Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

8

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	8
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	0	4	0	13	0	0
(i) Non-Independent	0	4	0	9	0	0
(ii) Independent	0	0	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	4	0	13	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

15

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Suresh Chandra Ma	00229586	Additional director	0	
Mr. Nikunja Bihari Dhal	01710101	Additional director	0	
Mr. Trilochan Panda	00836793	Director	0	
Mr. Ashok Kumar Tripat	00750952	Additional director	0	
Mr. Arun Kumar Panda	00786320	Additional director	0	
Mr. Kailash Nath Shri	01584124	Additional director	0	
Dr. Praveer Sinha	01785164	Additional director	0	
Mr. Kesava Menon Cha	06466854	Additional director	0	
Mr. Arup Ghosh	06711047	Additional director	0	
Mr. Gagan Bihari Swain	07687872	Additional director	0	
Mr. Sanjay Kumar Bang	07785948	Additional director	0	
Ms. Satya Gupta	08172427	Additional director	0	
Mr. Nipun Aggarwal	08094159	Additional director	0	18/04/2022
Mr. Bhaskar Sarkar	AKKPS1883M	CEO	0	
Mr. Siladitya Sengupta	BBAPS5442J	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

17

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Umakanta Sahoo	08750414	Director	01/04/2021	Cessation
Mr. Gagan Bihari Swain	07687872	Director	01/04/2021	Cessation
Mr. Srinibas Mohapatra	08606407	Director	01/04/2021	Cessation
Mr. Suresh Chandra Ma	00229586	Additional director	01/04/2021	Appointment
Mr. Nikunja Bihari Dhal	01710101	Additional director	01/04/2021	Appointment
Dr. Praveer Sinha	01785164	Additional director	01/04/2021	Appointment
Mr. Sanjay Kumar Bang	07785948	Additional director	01/04/2021	Appointment
Mr. Bhaskar Sarkar	AKKPS1883M	CEO	01/04/2021	Appointment
Mr. Siladitya Sengupta	BBAPS5442J	CFO	01/04/2021	Appointment
Mr. Kesava Menon Cha	06466854	Additional director	27/04/2021	Appointment
Mr. Arup Ghosh	06711047	Additional director	27/04/2021	Appointment
Mr. Nipun Aggarwal	08094159	Additional director	27/04/2021	Appointment
Mr. Ashok Kumar Tripat	00750952	Additional director	28/07/2021	Appointment
Mr. Arun Kumar Panda	00786320	Additional director	28/07/2021	Appointment
Mr. Kailash Nath Shri	01584124	Additional director	28/07/2021	Appointment
Ms. Satya Gupta	08172427	Additional director	28/07/2021	Appointment
Mr. Gagan Bihari Swain	07687872	Additional director	28/07/2021	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet	01/04/2021	7	7	100
Extraordinary General Meet	27/04/2021	8	8	100

B. BOARD MEETINGS

*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	22/03/2021	4	4	100
2	01/04/2021	4	4	100
3	01/04/2021	4	4	100
4	01/04/2021	4	4	100
5	01/04/2021	8	7	87.5
6	27/04/2021	8	6	75
7	28/07/2021	13	11	84.62
8	20/09/2021	13	13	100
9	22/10/2021	13	13	100
10	28/01/2022	13	12	92.31

C. COMMITTEE MEETINGS

Number of meetings held

5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	21/10/2021	8	8	100
2	Audit Committee	16/12/2021	8	8	100
3	Audit Committee	27/01/2022	8	8	100
4	Nomination & Remuneration Committee	22/10/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	Corporate Soc	20/10/2021	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	29/07/2022
								(Y/N/NA)
1	Mr. Suresh Ch	6	3	50	0	0	0	Yes
2	Mr. Nikunja Bi	6	5	83.33	0	0	0	Yes
3	Mr. Trilochan P	10	10	100	4	4	100	Yes
4	Mr. Ashok Kur	4	4	100	3	3	100	Yes
5	Mr. Arun Kum	4	4	100	3	3	100	Yes
6	Mr. Kailash Na	4	4	100	4	4	100	Yes
7	Dr. Praveer Si	6	6	100	1	1	100	Yes
8	Mr. Kesava M	5	5	100	1	1	100	No
9	Mr. Arup Ghos	5	4	80	3	3	100	Yes
10	Mr. Gagan Bih	8	8	100	4	4	100	Yes
11	Mr. Sanjay Ku	6	6	100	3	3	100	Yes
12	Ms. Satya Gu	4	4	100	4	4	100	Yes
13	Mr. Nipun Agg	5	5	100	0	0	0	Not Applicable

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Bhaskar Sarkar	CEO	9,670,187	0	0	507,685	10,177,872
2	Mr. Siladitya Sengu	CFO	4,837,019	0	0	260,709	5,097,728
	Total		14,507,206	0	0	768,394	15,275,600

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Arun Kumar Par	Director	0	0	0	525,000	525,000
2	Mr. Arup Ghosh	Director	0	0	0	450,000	450,000
3	Mr. Kailash Nath Sh	Director	0	0	0	575,000	575,000
4	Mr. Ashok Kumar Ti	Director	0	0	0	525,000	525,000
5	Ms. Satya Gupta	Director	0	0	0	575,000	575,000
6	Mr. Kesava Menon	Director	0	0	0	350,000	350,000
7	Mr. Nipun Aggarwal	Director	0	0	0	300,000	300,000
	Total		0	0	0	3,300,000	3,300,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ganeshwar Pradhan

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

24284

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

8

dated

19/07/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

07785948

To be digitally signed by

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders as on 31032022_TPN MGT-8 for FY22_TPNODL.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

TPNODL
TP NORTHERN ODISHA DISTRIBUTION LIMITED
(A Tata Power and Odisha Government Joint Venture)

List of Equity Shareholders as on 31/03/2022

S. No.	Name of Shareholders	No of equity shares	Face Value per share	% of equity shares
1.	The Tata Power Company Limited	15,04,21,236	10	51.00
2.	GRIDCO Limited	14,45,22,358	10	49.00
3.	Sri Umakanta Sahoo Representing GRIDCO Limited	1	10	0.00
4.	Sri Gagan Bihari Swain Representing GRIDCO Limited	1	10	0.00
5.	Smt. Madhusmita Mishra Representing GRIDCO Limited	1	10	0.00
6.	Sri. Trilochan Panda Representing GRIDCO Limited	1	10	0.00
7.	Smt. Sasmita Patajoshi Representing GRIDCO Limited	1	10	0.00
8.	Sri Srinibas Mohapatra Representing GRIDCO Limited	1	10	0.00
	Total	29,49,43,600		100.00

Form No. MGT-8

**[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]**

CERTIFICATE BY THE COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **TP Northern Odisha Distribution Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2022. In our opinion and to the best of information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. It's status under the Act.
 - 2. Maintenance of registers/records & making entries therein within the time prescribed therefor.
 - 3. Filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court and with and other authorities are within the prescribed time or in the extended time, wherever required.
 - 4. Calling/ convening/ holding meetings of Board of Directors and its Committee and the meetings of the Members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the minute book/registers maintained for the purpose and the same have been duly signed, further the Company was not required to pass any resolution by postal ballot.
 - 5. The Company was not required to close its Register of Members.
 - 6. The Company has not given any advances or loans to its directors and/or persons or firms or Companies referred in Section 185 of the Act.
 - 7. During the financial year the Company has entered into the contracts/arrangements with related parties which were in the ordinary course of business and on the arm's length basis as specified in the provisions of Section 188 of the Act.
 - 8. Company has issued and allotted 4,49,43,600 Equity Shares at a price of Rs. 10/- each on rights basis to its existing share holder.

Further there were no transmission or buy back of securities and there were no preference shares or debentures or alteration or reduction of share capital or conversion of shares/securities.

9. During the financial year under review, the provisions relating to keeping in abeyance of the rights to dividend, rights shares and bonus shares pending registration of transfer of shares were not applicable to the Company.
10. The company has not declared any dividend. Therefore, the Company was not required to transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund (IEPF) in accordance with Section 125 of the Act.
11. The audited financial statement of the Company was signed as per the provisions of Section 134 of the Act and Directors' Report was made as per sub-sections (3), (4) and (5) thereof.
12. The constitution, appointment, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them are in compliance with the provisions of the Act. Further, the Company was not required to fill any casual vacancies.

In terms of the provisions of Section 203 of the Companies Act, 2013 read with rules thereof, the Board of Directors, at their meetings held on 20th September 2021 and 28th January 2022, appointed Mr. Bidu Bhusan Dash and Mr. Manish Bhattacharya as the Company Secretary and Key Managerial Personnel (KMP) of the Company respectively. However, as per the explanation provided by the management, both Mr. Bidu Bhusan Dash and Mr. Bhattacharya declined the position. The Company is in process of appointing Company Secretary of the Company.

13. Appointment of Auditors are in Compliance with the provisions of Section 139 of the Act.
14. Approvals wherever required taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company has not accepted, renewed or repaid any deposits.
16. The Company has not borrowed from its directors, members, public financial institutions and others. However, the Company has borrowed loan from banks and registered the creation of charge within the prescribed time limit.
17. The provisions of Section 186, except sub-section (1) of the Companies Act, 2013, are not applicable to the Company for the financial year ended 31st March, 2022.

18. During the financial year under review, the company has not altered the provisions of the Memorandum and Articles of Association of the company.

For Saroj Ray & Associates
Company Secretaries

Place: Bhubaneswar
Date: 20th September, 2022

CS Ganeshwar Pradhan, ACS
Partner
M No. 57684, CP No.24284
UDIN: A057684D001007666

Annexure to Form MGT-8

To,

TP Northern Odisha Distribution Limited
C/o- Managing Director,
NESCO Corporate Office of NESCO,
Januganj, Balasore, Odisha-756019.

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices we followed, provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of records on test basis.

**For Saroj Ray & Associates
Company Secretaries**

Place: Bhubaneswar
Date: 20th September, 2022

**CS Ganeshwar Pradhan, ACS
Partner
M No. 57684, CP No.24284**