

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 DISTRI

(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

+916782244336

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM is scheduled to be held on 27/06/2023

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	95

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 LIMITED	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	398,148,300	398,148,300	398,148,300
Total amount of equity shares (in Rupees)	10,000,000,000	3,981,483,000	3,981,483,000	3,981,483,000

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	398,148,300	398,148,300	398,148,300
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10,000,000,000	3,981,483,000	3,981,483,000	3,981,483,000

(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	0	294,943,600	294943600	2,949,436,000	2,949,436,000	

Increase during the year	0	103,204,700	103204700	1,032,047,0	1,032,047,0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	103,204,700	103204700	1,032,047,0	1,032,047,0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
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 <input type="text"/>						
Decrease during the year	0	0	0	0	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	
iv. Others, specify <input type="text"/>						
At the end of the year	0	398,148,300	398148300	3,981,483,0	3,981,483,0	
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	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
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		29/07/2022	
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(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

Particulars	Number of units	Nominal value per unit	Total value
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

33,561,442,108

(ii) Net worth of the Company

5,877,400,701

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	195,092,667	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)	203,055,633	51	0	
10.	Others	0	0	0	
	Total	398,148,300	100	0	0

Total number of shareholders (promoters)

9

(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

Total number of shareholders (other than promoters)

0

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

9

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	8	9
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	13	0	10	0	0
(i) Non-Independent	0	9	0	6	0	0
(ii) Independent	0	4	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	13	0	10	0	0

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

13

(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)
Dr. Praveer Sinha	01785164	Director	1	
Mr. Sanjay Kumar Bang 	07785948	Director	1	
Mr. Trilochan Panda	00836793	Director	0	
Mr. Arup Ghosh	06711047	Director	1	
Mr. Kailash Nath Shrivastava 	01584124	Director	0	
Ms. Satya Gupta	08172427	Director	0	
Dr. Arun Kumar Panda	00786320	Director	0	
Mr. Ashok Kumar Tripathi 	00750952	Director	0	
Mr. Gagan Bihari Swain 	07687872	Director	0	
Ms. Sanjeev Gupta	09180029	Director	0	
Mr. Bhaskar Sarkar	AKKPS1883M	CEO	1	
Mr. Siladitya Sengupta	BBAPS5442J	CFO	0	
Mr. Devendra Prasad	CBKPP0518B	Company Secretary	0	

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

19

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. Suresh Chandra Ma ⁺	00229586	Director	29/07/2022	Change in Designation
Mr. Nikunja Bihari Dhal	01710101	Director	29/07/2022	Change in Designation
Mr. Trilochan Panda	00836793	Director	29/07/2022	Change in Designation
Mr. Ashok Kumar Tripat ⁺	00750952	Director	29/07/2022	Change in Designation
Dr. Arun Kumar Panda	00786320	Director	29/07/2022	Change in Designation
Mr. Kailash Nath Shri ⁺	01584124	Director	29/07/2022	Change in Designation
Dr. Praveer Sinha	01785164	Director	29/07/2022	Change in Designation
Mr. Kesava Menon Cha ⁺	06466854	Director	29/07/2022	Change in Designation
Mr. Arup Ghosh	06711047	Director	29/07/2022	Change in Designation
Mr. Gagan Bihari Swain ⁺	07687872	Director	29/07/2022	Change in Designation
Mr. Sanjay Kumar Bang ⁺	07785948	Director	29/07/2022	Change in Designation
Ms. Satya Gupta	08172427	Director	29/07/2022	Change in Designation
Ms. Sanjeev Gupta	09180029	Additional director	28/04/2022	Appointment
Ms. Sanjeev Gupta	09180029	Director	29/07/2022	Change in Designation
Mr. Devendra Prasad	CBKPP0518B	Company Secretar	19/07/2022	Appointment
Nipun Aggarwal	08094159	Director	18/04/2022	Cessation
Kesava Menon Chandra ⁺	06466854	Director	19/02/2023	Cessation
Mr. Suresh Chandra Ma ⁺	00229586	Director	28/02/2023	Cessation
Mr. Nikunja Bihari Dhal	01710101	Director	28/03/2023	Cessation

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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/07/2022	9	9	100

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2022	13	12	92.31
2	19/07/2022	13	12	92.31
3	18/10/2022	13	12	92.31
4	17/01/2023	13	11	84.62

C. COMMITTEE MEETINGS

Number of meetings held

13

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	11/04/2022	8	8	100
2	Audit Committee	25/04/2022	8	8	100
3	Audit Committee	18/07/2022	8	7	87.5
4	Audit Committee	13/10/2022	8	7	87.5
5	Audit Committee	12/12/2022	8	7	87.5
6	Audit Committee	16/01/2023	8	8	100
7	Nomination & Remuneration Committee	28/04/2022	3	3	100
8	Nomination & Remuneration Committee	17/06/2022	3	3	100
9	Corporate Social Responsibility Committee	20/04/2022	3	3	100
10	Corporate Social Responsibility Committee	13/12/2022	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	
								(Y/N/NA)
1	Dr. Praveer Si	4	4	100	2	2	100	
2	Mr. Sanjay Ku	4	4	100	6	6	100	
3	Mr. Trilochan P	4	4	100	8	7	87.5	
4	Mr. Arup Ghos	4	4	100	6	6	100	
5	Mr. Kailash Na	4	4	100	8	8	100	
6	Ms. Satya Gup	4	4	100	8	7	87.5	
7	Dr. Arun Kuma	4	4	100	6	6	100	
8	Mr. Ashok Kur	4	4	100	6	6	100	
9	Mr. Gagan Bih	4	3	75	8	7	87.5	
10	Ms. Sanjeev G	4	4	100	0	0	0	

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Bhaskar Sarkar	CEO					0
2	Siladitya Sengupta	CFO					0
3	Devendra Prasad	Company Secre					0
	Total		0				0

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Dr. Arun kumar Pan ⁺	Director	0	0	0	675,000	675,000
2	Mr. Kailash Nath Sh ⁺	Director	0	0	0	775,000	775,000
3	Mr. Arup Ghosh	Director	0	0	0	600,000	600,000
4	Mr. Ashok Kumar Ti ⁺	Director	0	0	0	675,000	675,000
5	Ms. Satya Gupta	Director	0	0	0	725,000	725,000
6	Mr. Kesava Menon ⁺	Director	0	0	0	400,000	400,000
	Total		0	0	0	3,850,000	3,850,000

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

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

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:

1. 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.
2. 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

39789

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 Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders_FY23.pdf
Transfer of equity shares during the FY23.

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 31.03.2023

Sl. No.	Name of Shareholders	No of equity shares	Face Value per share	% of equity shares
1.	The Tata Power Company Ltd.	20,30,55,626	10	51.00
2.	GRIDCO Limited	19,50,92,667	10	49.00
3.	The Tata Power Company Ltd. jointly with Praveer Sinha	1	10	0.00
4.	The Tata Power Company Ltd. jointly with Arup Ghosh	1	10	0.00
5.	The Tata Power Company Ltd. jointly with Hemant Goyal	1	10	0.00
6.	The Tata Power Company Ltd. jointly with Sanjay Banga	1	10	0.00
7.	The Tata Power Company Ltd. jointly with Puneet Munjal	1	10	0.00
8.	The Tata Power Company Ltd. jointly with Bhaskar Sarkar	1	10	0.00
9.	The Tata Power Company Ltd. jointly with Gautam Attravanam	1	10	0.00
	Total	39,81,48,300		100.00

For TP Northern Odisha Distribution Limited



Devendra Prasad
(Company Secretary)
ACS A39789

Transfer of equity shares during FY23

Sl. No.	Names of the Transferor	Names of the Transferee	No. of shares held
1.	The Tata Power Company Limited	The Tata Power Company jointly with Dr. Praveer Sinha	1
2.	The Tata Power Company Limited	The Tata Power Company jointly with Mr. Sanjay Kumar Banga	1
3.	The Tata Power Company Limited	The Tata Power Company jointly with Mr. Arup Ghosh	1
4.	The Tata Power Company Limited	The Tata Power Company jointly with Mr. Bhaskar Sarkar	1
5.	The Tata Power Company Limited	The Tata Power Company jointly with Mr. Puneet Munjal	1
6.	The Tata Power Company Limited	The Tata Power Company jointly with Mr. Hemant Goyal	1
7.	The Tata Power Company Limited	The Tata Power Company jointly with Mr. Jitendra Prasad	1
8.	The Tata Power Company jointly with Mr. Jitendra Prasad	The Tata Power Company jointly with Gautam Attravanam	1