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SCHEDULE I

Application form for Grant of Distribution License

Particulars of the Applicant

1. **Name of the Applicant:** M/s Telangana Rythu Power Distribution Company Limited (TGRPDCL)
2. **Form of Incorporation, if any:**
3. **Address:** Room No-2, Second Floor, Block-B, H No. 6-1-58, Mint Compound, Hyderabad- 500004
4. **Name, designation, & Address of the contact person:** Sri Musharraf Ali Faruqui, Chairman and Managing Director, TGRPDCL
Address: 12-2-819, Rethibowli, Mehdiapatnam, Asifnagar, Hyderabad, Telangana- 500028
5. **Contact Tel. No:** 040-23431299
6. **Fax No.** -
7. **E-mail ID.** cmd@tgrpdcl.com
companysecretarytgrpdcl@gmail.com
8. **Place of Incorporation/Registration** Hyderabad
9. **Year of Incorporation/Registration** 2026
10. **Geographical area within which Applicant proposes to undertake distribution:** Total State of Telangana



11. Following documents are to be enclosed

- a. Certificate of registration/incorporation – In process
- b. Certificate for commencement of business - In process
- c. Memorandum of Association and Articles of Association- Provided
- d. Original power of attorney of the signatory to commit the Applicant or its promoter
- e. Details of Income tax Registration – In process

Details of Financial Data of Applicant

12. Net worth (in equivalent Indian Rupees-conversion to be done at the rate of exchange prevailing at the end of each Year) for immediate past 5 (five) financial years. (Specify financial year as applicable)

(DD / MM / YY) to (DD / MM / YY)	In Home Currency	Exchange rate used	In equivalent Indian Rupees
	Rs. 5,00,00,000/-	-	-

Copies of Annual Reports or certified audited results to be enclosed in support of above.

13. Annual turnover (in equivalent Indian Rupees - conversion to be done at the rate of exchange prevailing at the end of each year) for immediate past 5 (five) financial years. (Specify financial year as applicable)

(DD / MM / YY) to (DD / MM / YY)	In Home Currency	Exchange rate used	In equivalent Indian Rupees
Not Applicable			

Copies of Annual Reports or certified audited results to be enclosed in support of above.

14. Certificate of credit rating: Not Applicable

15. Certificate of Standard borrowal Account: Not Applicable

16. Certificate stating that RBI has not classified the Applicant as a willful defaulter : Not Applicable

17. List of documents enclosed in support of Sl. Nos. (10) and (11) above: Name of the documents:

- a) Approval from Government of Telangana on formation of TGRPCL
- b) Memorandum of Association under the Companies Act, 2013
- c) Articles of Association under the Companies Act, 2013

18. A) Whether Applicant himself shall be financing the proposed distribution of electricity fully on its own balance sheet: Yes

B) If, yes, proposed equity from the Applicant

(I) Amount: Rs. 5,00,00,000/-

(ii,) Percentage: 100%

19. In case the applicant proposes to tie up with some other Agency for equity, then name & address of such agency: Not Applicable

- a. Name, designation & Address, of reference person of the other. Agency.
- b. Contact Tel. No.
- c. Fax No.
- d. E-mail ID
- e. Proposed equity from the other Agency:
 - i. Amount:
 - ii. Percentage of total equity:
 - iii. Currency in which the equity is proposed:
- f. Consent letter of the other agency to associate with the Applicant for equity participation to be enclosed:
- g. Nature of proposed tie-up between the Applicant and the other agency:

20. Details of debt proposed for the distribution Activity: Yet to be tied up

- a. Details of lenders: Yet to be tied up
- b. Amount to be sourced from various lenders: Yet to be tied up
- c. Letters from the lenders in support of the above to be enclosed. Yet to be tied up

21. Organizational & Managerial capability of the Applicant:

It is proposed that the employees from Southern Power Distribution Company of Telangana (TGSPDCL) & Northern Power Distribution Company of Telangana (TGNDPCL) are deployed for Telangana Rythu Power Distribution Company Limited (TGRPDCL). With the above, TGRPDCL attains adequate organizational & managerial capabilities required for DISCOM operation.

22. Approach & Methodology:

(The Applicant is required to describe approach & methodology for setting up its distribution system and conduct of the business of distribution of electricity as proposed by it. This should contain a statement of the Applicant's plan on conduct of the business of distribution of electricity during the first year after the grant of licence and future plans for the said business during the next five years.)

The applicant proposes to supply electricity to the following consumer categories in the state of Telangana

- a. Agriculture
- b. Lift Irrigation Schemes (LIS)
- c. Composite Protected Water Supply Scheme (CPWS)/ Mission Bhagiratha
- d. Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB)
- e. Municipal water connections with separate DTRs (LT VI-B)

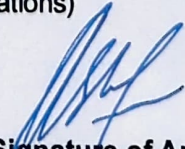
Business plan will be submitted within 3 months of distribution license coming into force as per clause 38.1 of Regulation 04 of 2016 (Distribution License Regulations)

23. Data relating to the applicant's future business

i. Five year Business Plan for transmission or distribution of electricity for which the application is being made and funding arrangements for meeting its obligations under proposed licence for maintenance, operation, improvement and expansion for future load growth.

ii. Five year annual forecasts of costs, sales, revenues and project financing stating the assumptions underlying the figures provided.

Business plan will be submitted within 3 months of distribution license coming into force as per clause 38.1 of Regulation 04 of 2016 (Distribution License Regulations)


Signature of Applicant

Date: 18/03/2026

CHAIRMAN & MANAGING DIRECTOR
Telangana Rythu Power Distribution
Company Limited (TGRPDCL)
Mint Compound, Hyderabad-500 004.

**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

OFFICE OF THE REGISTRAR OF COMPANIES

CRC Manesar

Plot No. 6,7, 8, Sector 5, IMT Manesar, IMT Manesar, District Gurgaon (Haryana), Manesar, Haryana, India, 122050

Dated 12/03/2026

NOTE - THIS LETTER IS ONLY AN APPROVAL FOR AVAILABILITY OF NAME FOR A PROPOSED COMPANY. THE APPLICANT CANNOT START BUSINESS OR ENTER INTO ANY AGREEMENT, CONTRACT, ETC. IN THE NAME OF THE PROPOSED COMPANY UNTIL AND UNLESS A CERTIFICATE OF REGISTRATION IS ISSUED BY THE REGISTRAR OF COMPANIES AS PER THE PROVISIONS OF THE COMPANIES ACT 2013 AND THE RULES MADE THEREUNDER.

To,

ANIL KUMAR VORUGANTI H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5,
Kothapet, Hyderabad, Hyderabad, Telangana, India, 500035

Subject: In Reference to Availability of Name TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED

Reference: Your application dated 11/03/2026 (SRNAC2612260),

Sir/Madam,

With reference to the above, it is informed that:

1. The above-mentioned name is made available for registration of the company with the following details:

Entity Type: New Company (Others)

2. The name is valid for a period of 20 days from the date 12/03/2026 on which the application for Reservation is approved i.e. name will be available till the date 01/04/2026.

3. The name is liable to be withdrawn at any time before registration of the company, if it is found later on that the name ought not to have been allowed and will be subject to penal proceedings under section 4(5)(ii) of the Companies Act, 2013.

4. In case of NBFCs (Non-banking Financial companies) there is a requirement to maintain a minimum net owned fund as may be prescribed by the Reserve Bank of India (RBI) from time to time and no new NBFC shall commence business as such without obtaining a certificate of registration from RBI as per provisions of Reserve Bank of India Act, 1934.

5. In case of name include words such as Insurance, Bank, Stock Exchange, Venture capital, Asset Management, Nidhi, Mutual Fund etc., the applicant shall submit a declaration that requirements of respective regulator have been complied with.

Signature Not Verified

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS, CRC MANESAR 2
Date: 2026.03.12 16:45:58 IST



Yours sincerely,

PEEYUSH DUBEY

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Registrar of Companies

Central Registration Centre, Ministry of Corporate Affairs

Note: The corresponding form has been approved by PEEYUSH DUBEY, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED is incorporated on this EIGHTEENTH day of MARCH TWO THOUSAND TWENTY SIX under the Companies Act, 2013 (18 of 2013) and that the company is Company limited by shares

The Corporate Identity Number of the company is **U35100TS2026SGC213226**

The Permanent Account Number (PAN) of the company is **AAMCT9433D***

The Tax Deduction and Collection Account Number (TAN) of the company is **HYDT17767B***

Given under my hand at Manesar this EIGHTEENTH day of MARCH TWO THOUSAND TWENTY SIX

Signature Not Verified

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS , CRC MANESAR 2
Date: 2026.03.18 12:47:07 IST

V Harish

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED

6-1-50, Mint Compound, Lakdikapool, Khairatabad, Khairatabad, Hyderabad- 500004, Telangana

*as issued by Income tax Department



FORM NO. INC-33
INCORPORATED
UNDER
THE COMPANIES ACT, 2013
(Act No. 18 of 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED

1. The name of the Company is **"TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED"**.
2. The Registered Office of the Company will be situated in the state of **Telangana**.
3. **(a)The objects to be pursued by the company on its incorporation are:**
 - I. To establish and operate a distribution company in the State of Telangana for undertaking the business of distribution and retail supply of electrical energy, including purchasing, procuring, importing, exporting, wheeling, trading, selling and supplying electrical energy, and to operate and manage the electricity distribution system including billing, collection and related functions for designated consumer categories including Agriculture, Lift Irrigation Schemes (LIS), Composite Protected Water Supply Schemes (CPWS) including Mission Bhagiratha, Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB), Municipal water supply connections having separate Distribution Transformer Centres (LT VI-B), including such subsidized or Government supported consumer categories as may be notified by the Government of Telangana or the appropriate regulatory authority from time to time and to carry on the business of electricity distribution, supply, wheeling and related activities in accordance with the provisions of the Electricity Act, 2003 and the rules, regulations, orders and

directions issued by the Telangana State Electricity Regulatory Commission (TGERC) or any other competent authority, including any statutory modification or re-enactment thereof for the time being in force.

- II. To extend and provide electricity supply and service connections to the aforesaid consumer categories including agricultural consumers, lift irrigation schemes, protected water supply schemes including Mission Bhagiratha, Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB) and municipal water supply systems, and to undertake electrification works, infrastructure development, strengthening and expansion of the electricity distribution network required for such supply.
- III. To purchase, procure, receive and allocate electrical energy from generating companies, transmission utilities, power trading companies or other authorised entities in accordance with power purchase agreements or such other arrangements approved by the Government of Telangana or the competent regulatory authority, and to distribute and supply such electrical energy to the consumers served by the Company.
- IV. To plan, develop, operate, maintain and manage the electricity distribution system and related infrastructure including distribution transformers (DTRs), low tension lines, service lines, substations, metering systems and other associated electrical facilities, and to undertake energy accounting, monitoring and measurement through distribution transformer metering and consumer metering for lift irrigation schemes, CPWS/Mission Bhagiratha, HMWSSB and other designated consumers.
- V. To receive, acquire, take over, operate and manage such electricity distribution undertakings, assets, infrastructure, systems, rights, obligations, liabilities, employees and personnel as may be transferred, assigned, vested or otherwise made available to the Company by the Government of Telangana or any competent authority, whether by way of restructuring, reorganisation, transfer scheme, demerger, business transfer, slump sale, asset transfer, statutory vesting or any other arrangement relating to the power distribution sector in the State, and to carry on and continue the operations of such undertakings and assets, and to undertake all activities and functions that may be permitted to a distribution licensee or electricity utility under applicable laws

governing the electricity sector in India, including compliance with regulatory requirements and ensuring reliable, efficient and quality supply of electricity to its consumers, and to execute such agreements, arrangements or instruments as may be necessary for giving effect to such restructuring, transfer or vesting and to undertake all such activities as are incidental, ancillary or conducive to the attainment of the above objects.

3. (b)Matters which are necessary for furtherance of the objects specified in clause3(a) are:

- i. To establish and maintain branches, agencies or appoint representative for anyone or more objects of the Company.
- ii. To obtain, maintain and comply with licences, permissions and directions issued by the electricity regulatory commission or other competent authorities.
- iii. To establish and operate smart metering systems, energy management systems and data platforms for efficient electricity distribution.
- iv. To purchase, take on lease, mortgage or hire in exchange or otherwise acquire any moveable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company and in particular any land, buildings, easements, machinery, plants, vehicles or stock-in-trade.
- v. To adopt and use trademarks, trade names, service marks, logos or brands in connection with the services, activities and programmes of the Company and to undertake appropriate publicity, consumer awareness and communication activities relating to electricity distribution and related services.
- vi. To employ, remove or suspend or enter into agreement with such technical experts, officers, managers, clerks, and others as may be deemed expedient and to remunerate them in any manner desirable for services rendered or to be rendered to the Company.
- vii. To train or pay for training in India or abroad to any member or any of the Company's employees or any other candidate in the interests and for the furtherance of the Company's business.

- viii. To enter into any partnership or arrangement in the nature of a partnership, cooperation or union of interests with any person or persons, Company or corporation engaged or interested in the carrying on or conduct of any profession, business or enterprises which the Company is authorized to carry on or conduct from which this Company would or might derive any direct benefit subject to the provisions of the Companies Act, 2013 and approval of the Government of Telangana wherever applicable.
- ix. To borrow or raise or secure the payment of money by the issue or sale of debentures, debenture-stock, bonds, obligation, mortgages and securities of all kinds, either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise, on the undertaking of the Company, or upon any specific property and rights present and future, of the Company or otherwise howsoever, subject to provisions of the Companies Act, 2013.
- x. To secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the assets and property (present and future) and the uncalled capital of the Company or by the creation and issue on such terms and may be thought expedient of debentures, debenture-stock, or other securities of any description or by the issue of the shares credited as fully or partially paid up.
- xi. To facilitate and encourage the creation, issue or conversion of debentures, debenture-stock, bonds, obligations, shares, stocks & securities and to act as trustees in connection with any such securities subject to the provisions of the Companies Act, 2013 and approval of the Government of Telangana wherever applicable.
- xii. To appoint trustees (whether individual or corporation) to hold securities on behalf of and to protect the interest of the Company.
- xiii. To pay all expenses of and incidental to the preliminaries, and the formation and registration of this Company and of any other company in which this Company has interest and for the issue of its capital including any underwriting or other connection therewith and to reimburse the promoters all preliminary and promotional expenses incurred or paid by them as appearing in any account submitted by them.

- xiv. To assist any other company under the same management within the meaning of the Companies Act, 2013 or any other Statutory modification thereof, in any manner and to extent including the giving of loan and guarantees or providing of securities of any kind whatsoever in connection with any loan given to the latter by any person subject to the provisions of the Companies Act, 2013 and approval of the Government of Telangana wherever applicable.
- xv. To apply the assets of the Company in any way in or towards the establishments, maintenance or extensions of any associate institution or fund in any way connected with any particular trade or business or with scientific, research, trade, industry or commerce generally and particularly with the business and activities of the Company including any association or fund for the protection of the interests of masters, owners, and employees against loss, bad debts, accidents or otherwise.
- xvi. To distribute any of the income or property of the Company in specie among the members subject to the provisions of the Companies Act, 2013 in the event of winding up.
- xvii. To erect, construct, enlarge, alter or maintain buildings, structures of every kind necessary or convenient for the Company's business and to purchase, take on lease, under license or concession or in exchange or obtain assignments of or otherwise acquire lands of every description and tenure, building works, mines, mining rights, plantations, forest, licenses, lease and any rights and privileges or interests therein and explore work exercise, develop and turn to account the same.
- xviii. To enter into any arrangements with central, municipal or local government authorities or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any right, privileges, and concessions which the Company may think fit desirable to obtain and to carry out, exercise, or comply with any such arrangements rights, privileges or concessions.
- xix. To receive money or deposit, loan or otherwise upon such terms as the Company may approve, and to give guarantees and indemnities in respect of the debts and contracts or others, subject to the provisions of the Companies Act, 2013 and the rules, regulations or directives issued by the Reserve Bank of India.

- xx. To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares or by the issue of securities, or partly in one mode and partly in another and generally on such terms as may be determined.
- xxi. To purchase or otherwise acquire and undertake the whole or any part of any interest in the business, profession, goodwill, property, contracts, agreements, rights, privileges effects and liabilities of any other Company, corporation, partnership, body or person, carrying on or having ceased to carry on any profession or business which the Company is authorized to carry on and upon such terms and subject to such stipulation and conditions and at or for such price or consideration (if any) in money shares, monies worth or otherwise as may be deemed advisable subject to the provisions of the Companies Act, 2013 and approval of the Government of Telangana wherever applicable.
- xxii. To sell, mortgage, exchange, lease, grant license, easements and other rights over, improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including any stocks, shares or securities of any other Company, whether partly or fully paid, with the prior approval of the government.
- xxiii. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments, with the prior approval of the government.
- xxiv. To procure to the recognition of the Company in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any profession or business of the Company.
- xxv. To open bank accounts of all the nature including overdraft accounts, term loan account, cash credits and to operate the same and to draw, make, accept, endorse, discount, execute and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and to deal with all documents mercantile or otherwise in or ordinary course of business and to deal with the monies of the Company not immediately requiring investments in such manner as may from time to time be determined.
- xxvi. To refer or agree to refer any claims, demands, disputes or any other question by or against the Company, or in which the Company is interested or concerned and whether between the Company and the members or member or his or their representatives or between the Company and their party to arbitration in India



or at any place outside India and to observe and perform and to do all acts, deeds matters and things to carryout or enforce the awards.



- xxvii. To undertake publicity, consumer awareness and communication activities through print media, electronic media, digital platforms, cinema advertising or any other mode of communication.
- xxviii. To acquire any such shares, stock, debentures, debenture stocks, bonds, obligations or securities by original subscriptions, tenders purchase, exchange or otherwise, and to guarantee the subscription thereof and to exercise and enforce all the rights ad powers conferred by or incidental to the ownership thereof, with the prior approval of the government.
- xxix. To mortgage or take on mortgage, lease, take on lease, exchange or otherwise deal inlands, buildings, and hereditaments of any tenure or freehold of residential or business purpose, with the prior approval of the government.
- xxx. To apply for, promote and obtain any legislation, rights, charter, privileges, concession, license, authorization, if any government, state or municipality provisional order of license of any authority for enabling the Company to carry any of its objects in effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interest.
- xxxi. To create any depreciation fund, sinking fund, reserve fund, insurance fund, development fund, or any other special funds whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interests of the Company, with the prior approval of the government.
- xxxii. To send out to foreign countries and anywhere in India its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the main business of the company and to pay all expenses incurred in connections therewith.
- xxxiii. To invest the surplus funds of the Company from time to time in government securities or in other securities including bill of exchange and acceptance as may from time to time be determined by the directors and from time to time sell


or vary all such investments and to execute all assignments, transfers, receipts and documents that maybe necessary in that behalf subject to the provisions of the Companies Act, 2013 and approval of the Government of Telangana wherever applicable.



- xxxiv. To insure against losses, damages, risks, accidents and liabilities of all kinds which may affect the Company in respect of its contracts, agreements, advances or securities or in respect of servants, employers, officers and agents of the Company or in respect of servants, employees, officers and agents of the Company or in respect of the property belonging to or leased to or hired by the Company.
 - xxxv. To recruit and employ foreign nationals or otherwise acquire their services on contract/consultancy basis through collation with or under license from foreign companies for the attainment of the main objects of the Company, with the prior approval of the government.
 - xxxvi. To become member of any association of companies or traders or brokers or dealers or member of any chamber of commerce or other body.
 - xxxvii. To enter into any arrangement with the Government of India or with any other Government or State or any local or State Government or with authorities, supreme, national, International, local, municipal or otherwise or with any person for the purpose of directly or indirectly carrying out the objects of furthering the interests of the Company or its members and to obtain from any such Government, State, authority or person, any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanction, privileges, licences or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and carry out, exercise and comply with the same.
4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. The Authorized Share Capital of the company is Rs. 5,00,00,000/- {Rupees FiveCrores Only} divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees ten only) each with power to increase, consolidate, sub-divide, or otherwise alter the share capital in accordance with the Companies Act, 2013.



6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:



Subscriber Details					
S. No.	Name, Address, Description and Occupation	DIN/PAN/P assport/ Number And Photo of the Subscriber	Number of Equity shares taken by each subscriber	Signatures of Subscribers	Name, Description, Occupation and Signature of witness
1.	<p>His Excellency the Hon'ble Governor of Telangana, having office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082, be and is hereby represented by</p> <p>Name: Sri Venkateswara Rao Bandaru (S/o. Panduranga Prasad Rao Bandaru)</p> <p>Designation: Assistant Secretary to Govt, Energy Department, Govt of Telangana.</p> <p>Address: Telangana Secretariat, Dr. B.R. Ambedkar Telangana Secretariat Building, 2nd Floor, Hyderabad - 500 004</p> <p>Occupation: Government Service</p> <p>DOB:10.06.1973 Nationality: Indian Qualification: M. Com</p>	<p>PAN: BDCPB7803A</p> 	49,99,993 (Forty-Nine Lakhs Ninety-Thousand Nine Hundred and Ninety Three Shares Only)		<p>V. Anil Kumar Signed before me: Anil Kumar Voruganti</p> <p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Sarcoomagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary</p>

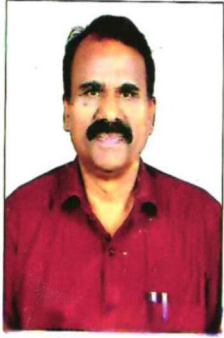

2.	<p>Sri. Navin Mittal, S/o: Manohar Lal Mittal</p> <p>Designation: : Special Chief Secretary to Government, Energy Department, Government of Telangana</p> <p>Address: 2nd Floor, Dr. B.R. Ambedkar Telangana Secretariat Building, Hyderabad - 500 004.</p> <p>Occupation: Government Service</p> <p>DOB:01.10.1973 Nationality: Indian Qualification: B.Tech.</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 07718701</p> 	<p>01 (One Share Only)</p>		<p><i>V. Anil Kumar</i> Signed before me: Anil Kumar Voruganti</p> <p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary</p>
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3.	<p>Sri D. Krishna Bhaskar S/o:D Venkatramani Bhaskar</p> <p>Designation: Chairman and Managing Director/TGTRANSCO</p> <p>Address: 6th Floor, Vidyut Soudha, 6-3-636, Khairatabad Rd, Near Eenadu Head Office</p> <p>Occupation: Government Service</p> <p>DOB:21.06.1984 Nationality: Indian Qualification:B.Tech</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 09388725</p>	<p>01 (One Share Only)</p>		<p><i>Sri D. Krishna Bhaskar</i></p>	<p><i>V. Anil Kumar</i> Signed before me: Anil Kumar Voruganti</p> <p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary</p>
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4.	<p>Sri Musharraf Ali Faruqui S/o: Murtuza Ali Faruqui Mohd</p> <p>Designation: Chairman and Managing Director/ TGRPDCL</p> <p>Address: 12-2-819, Rethibowli, Mehdipatnam, Asifnagar, Hyderabad, Telangana, 500028</p> <p>Occupation: Government Service</p> <p>DOB: 30.07.1988 Nationality: Indian Qualification: M.Tech</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 10429742</p>	<p>01 (One Share Only)</p>			<p><i>V. Anil Kumar</i> Signed before me: Anil Kumar Voruganti Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary</p>
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5.	<p>Sri. Jitesh Vishvanath Patil S/o: Vishvanath Dayaram Patil</p> <p>Designation: Chairman and Managing Director, TGSPDCL</p> <p>Address: Collector Camp Office, Adloor Road, Near Collector Office, Kamareddy, Nizamabad- 503111, Telangana, India.</p> <p>Occupation: Government Service</p> <p>DOB: 25/05/1989 Nationality: Indian Qualification: B. Tech</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 11585266</p> 		<p>Signed before me: <i>V. Anil Kumar</i> Anil Kumar Voruganti</p> <p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India</p> <p>Occupation: Company Secretary Membership Number: F9521</p>
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6.	<p>Sri Karnati Varun Reddy, S/o:Karnati Janardhan Reddy</p> <p>Designation: Chairman and Managing Director/ TGNPDCL</p> <p>AddressH.No. 28, 145/A1, Ward No.7, Vidya Nagar street, Housing Board Colony, Miryalaguda, Nalgonda-508207, TELANGANA, India</p> <p>Occupation: Government Service</p> <p>DOB:11.05.1993</p> <p>Nationality: Indian</p> <p>Qualification: B.Tech</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 10451180</p>	<p>01 (One Share Only)</p>			<p>V. Anil Kumar.</p>	<p>Signed before me:</p>	<p>Anil Kumar Voruganti</p>	<p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet Sarcomagar, K. V. Rangareddy, Telangana - 500035, India</p>
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7.	<p>Sri P Krishna Reddy S/o: Chandra Reddy Palvai</p> <p>Designation: Director - Finance, Revenue & Legal, TGSPDCL</p> <p>Address: H.No.3-7-63/31, Plot No.32, Sai Baba Temple, Sapthagiri Colony, L.B.Nagar, Hayathnagar, K.V.Rangreddy Telangana-500068</p> <p>Occupation: Government Service</p> <p>DOB:20.08.1963 Nationality: Indian Qualification:M.com</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 11194276</p> 	<p>01 (One Share Only)</p>		<p><i>V. Anil Kumar.</i> Signed before me: Anil Kumar Voruganti</p> <p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary</p>
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8.	<p>Sri Vanteru Thirupathi Reddy S/o: Venteru Laxmi Narasimha Reddy</p> <p>Designation: Director-Finance, TGNPDCL</p> <p>Address: H.No.2-10-339/1, Teachers Colony, Phase-2, Near Veerabhadra Residency, Waddepalli, Hanamkonda, Telangana-506370</p> <p>Occupation: Government Service</p> <p>DOB:05.06.1966 Nationality: Indian Qualification:M.Com</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 11195596</p> 	<p>01 (One Share Only)</p>	<p><i>V. Tirupathi Reddy</i></p>	<p>Signed before me: <i>V. Anil Kumar</i> Anil Kumar Voruganti Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary</p>
Total			50,00,000		

Total Number of Shares: 50,00,000 (Fifty Lakhs Shares Only)

Witness Statement:

"I witness to subscriber(s), who have subscribed and signed in my presence on the date and place as given below. Further, I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in"

Name of the Witness: Anil Kumar Voruganti

Signature of the Witness: *V. Anil Kumar*

Place: Hyderabad

Date: 13/03/2026

FORM NO. INC-34
INCORPORATED
UNDER THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED

Interpretation

(1) PRELIMINARY

1.1 The regulations contained in Table 'F' in the Schedule I to the Act shall apply only to the extent of the subject matter of those regulations, not being covered under these Articles of Association.

(2) In these regulations –

- (a) “the Act” means the Companies Act, 2013,
- (b) “the seal” means the common seal of the company.

(3) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, –
 - (a) One certificate for all his shares without payment of any charges; or

- (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of

three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien –
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:
Provided that no sale shall be made –
 - (a) unless a sum in respect of which the lien exists is presently payable; or
 - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board –

- (a) may, if it thinks fit, receive from any member willing to advance the same, allot any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register –

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless –

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall –
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
- 32.
- (i) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - (ii) The transferee shall thereupon be registered as the holder of the share; and
 - (iii) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of on payment of any sum which, by the terms of issue of a share, becomes payable at a

fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution, —
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
36. Where shares are converted into stock, —
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

Capitalisation of profits

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve –
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards –
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, reedited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) Partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall –
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) Generally, do all acts and things required to give effect thereto.
- (ii) The Board shall have power –
- (a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in Fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled there to, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time-to-time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares, —
- (a) On a show of hands, every member present in person shall have one vote;
- And
- (b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

58. (i) The Board of Directors of the Company shall consist of such number of Directors as may be determined by the Government of Telangana from time to time, subject to the provisions of the Companies Act, 2013. The Government of Telangana shall have the power to appoint, remove or replace Directors of the Company.
- (ii) Notwithstanding anything contained in these Articles, the following persons shall act as the first Directors of the Company until the Directors are duly appointed or nominated in accordance with the provisions of these Articles or directions issued by the Government of Telangana:
- a) Sri Musharraf Ali Faruqui, IA Chairman and Managing Director/TGSPDCL.
 - b) Sri Vanteru Thirupathi Reddy, Director-Finance, TGNPDCL.
 - c) Sri P Krishna Reddy, Director – Finance, Revenue & Legal, TGSPDCL.
 - d) Sri Vanguru Mohan Rao, Director – Projects, TGNPDCL

e) Sri N. Narasimhulu, Director- Operation, P&MM, IPC, RAC & Energy Audit)

(iii). Subject to the provisions of the Companies Act, 2013, The Government of Telangana shall have the right to nominate, appoint, remove or replace any Director of the Company from time to time and Subject to the provisions of the Act, so long as the entire issued share capital of the Company is beneficially owned by Government of Telangana. Government of Telangana shall have the right to nominate and appoint all the Directors and to fill any vacancy which may arise as a result of any Director ceasing to hold office for any reason whatsoever and Government of Telangana shall have the right to nominate and appoint one or more of the Directors to the office of Chairman and /or Managing Director for such term and on such remuneration and/or allowances as it may think fit.

(iv). Independent Directors, if appointed, shall be appointed in accordance with the provisions of Section 149 of the Companies Act, 2013 and the applicable rules.

(v). Notwithstanding anything contained in these Articles, the Company shall comply with such directions as may be issued by the Government of Telangana from time to time in matters of policy relating to the functioning of the Company and the Board shall give effect to such directions.

(vi). The Company shall comply with all applicable provisions of the Companies Act, 2013, the Electricity Act, 2003 and all other applicable laws, rules, regulations, directions or orders issued by the Government of Telangana, the Telangana State Electricity Regulatory Commission (TGERC) or any other competent regulatory or statutory authority from time to time.

59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

62. (i) All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

(ii) Subject to the provisions of the Companies Act, 2013 and such approvals as may be required from the Government of Telangana from time to time, the Board of Directors may from time to time borrow or raise or secure the payment of any sum or sums of money for the purposes of the Company in such manner and upon such terms and conditions as the Board may think fit, and in particular by the issue of bonds, debentures, debenture-stock or other securities, whether outright or as security for any debt, liability or obligation of the Company.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. The Directors may participate in meetings of the Board or committees thereof through video conferencing or other audio-visual means in accordance with the provisions of the Companies Act, 2013 and the applicable rules.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) All decisions or actions of the Board shall be taken by a simple majority of the Directors present and voting.

(iii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Companies Act, 2013, constitute such committees of the Board as it may consider necessary for the efficient management of the affairs of the Company.

(ii) Without prejudice to the generality of the foregoing, the Board may constitute the following committees:

a) **Audit Committee**, which shall function in accordance with the provisions of Section 177 of the Companies Act, 2013 and such terms of reference as may be approved by the Board.

b) **Nomination and Remuneration Committee**, which shall function in accordance with the provisions of Section 178 of the Companies Act, 2013 and such terms of reference as may be approved by the Board.

c) **Technical Committee**, which shall assist the Board in matters relating to technical operations, planning, maintenance and development of the electricity distribution system of the Company.

(iii) The composition, powers and functions of the committees shall be determined by the Board from time to time.

(iv) Any committee so constituted shall, in the exercise of the powers so delegated, conform to such regulations as may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one among themselves to act as Chairperson of the meeting.

- 71.(i) A committee may meet and adjourn as it thinks fit.
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and voting.
(iii) In case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.
72. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

73. Subject to the provisions of the Act, –

- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
74. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting Botha director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

75. The Board shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

76. The Company in general meeting may declare dividends subject to the provisions of Section 123 of the Companies Act, 2013 and directions of the Government of

Telangana wherever applicable, but no dividend shall exceed the amount recommended by the Board.

77. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
78. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.
(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
79. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
80. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
81. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
82. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

83. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

84. No dividend shall bear interest against the company.

Accounts

85. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

(iii) The accounts of the Company shall be audited in accordance with the provisions of the Companies Act, 2013 and the Comptroller and Auditor General of India shall have the powers to appoint the statutory auditors and conduct supplementary audit in accordance with the provisions of Section 139 and Section 143 of the Companies Act, 2013 and other applicable provisions.

Winding up

86. Subject to the provisions of Chapter XX of the Act and other applicable laws and rules made there under –



(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.



(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.


(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.


Indemnity


87. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings.


S. No.	Name, Address, Description and Occupation	DIN/PAN/P assport/Nu mber And Photo of the Subscriber	Signatures of Subscribers	Name, Description, Occupation and Signature of witness
1.	<p>His Excellency the Hon'ble Governor of Telangana, having office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082, be and is hereby represented by</p> <p>Sri Name: Venkateswara Rao Bandaru (S/o. Panduranga Prasad Rao Bandaru)</p> <p>Designation: Assistant Secretary to Govt, Energy Department, Govt of Telangana.</p> <p>Address: Telangana Secretariat, Dr. B.R. Ambedkar Telangana Secretariat Building, 2nd Floor, Hyderabad - 500 004</p> <p>Occupation: Government Service</p> <p>DOB:10.06.1973 Nationality: Indian Qualification: M. Com</p>	<p>PAN: BDCPB7803A</p> 		<p><i>V. Anil Kumar</i> Signed before me: Anil Kumar Voruganti Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary Membership Number: F9521</p>

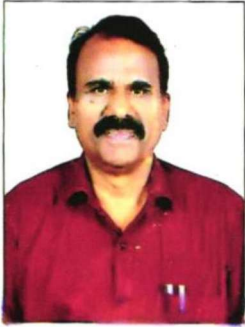
2.	<p>Sri. Navin Mittal, S/o: Manohar Lal Mittal</p> <p>Designation: Special Chief Secretary to Government, Energy Department, Government of Telangana</p> <p>Address: 2nd Floor, Dr. B.R. Ambedkar Telangana Secretariat Building, Hyderabad - 500 004.</p> <p>Occupation: Government Service</p> <p>DOB:01.10.1973 Nationality: Indian Qualification: B.Tech.</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 07718701</p> 		<p><i>V. Anil Kumar</i> Signed before me: Anil Kumar Voruganti</p> <p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary Membership Number: F9521</p>
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3.	<p>Sri D. Krishna Bhaskar S/o:D Venkatramani Bhaskar</p> <p>Designation: Chairman and Managing Director/TGTRANSCO</p> <p>Address: 6th Floor, Vidyut Soudha, 6-3-636, Khairatabad Rd, Near Eenadu Head Office</p> <p>Occupation: Government Service</p> <p>DOB:21.06.1984 Nationality: Indian Qualification: B. Tech</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 09388725</p>	 <p><i>Sri D. Krishna Bhaskar</i></p>	<p><i>V. Anil Kumar</i> Signed before me: Anil Kumar Voruganti Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary Membership Number: F9521</p>
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4.	<p>Sri Musharraf Ali Faruqui S/o: Murtuza Ali Faruqui Mohd</p> <p>Designation: Chairman and Managing Director/ TGRPDCL</p> <p>Address: 12-2-819, Rethibowli, Mehdipatnam, Asifnagar, Hyderabad, Telangana, 500028</p> <p>Occupation: Government Service</p> <p>DOB: 30.07.1988 Nationality: Indian Qualification: M. Tech</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 10429742</p>		<p><i>V. Anil Kumar.</i> Signed before me: Anil Kumar Voruganti</p> <p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India</p> <p>Occupation: Company Secretary Membership Number: F9521</p>
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5.	<p>Sri. Jitesh Vishvanath Patil S/o: Vishvanath Dayaram Patil</p> <p>Designation: Chairman and Managing Director, TGSPDCL</p> <p>Address: Collector Camp Office, Adloor Road, Near Collector Office, Kamareddy, Nizamabad- 503111, Telangana, India. Occupation: Government Service</p> <p>DOB: 25/05/1989 Nationality: Indian Qualification: B. Tech</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 11585266</p> 	<p>Signed before me: Anil Kumar Voruganti</p> <p>Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary Membership Number: F9521</p> <p><i>V. Anil Kumar.</i></p> <p><i>Anil</i></p>
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6.	<p>Sri Karnati Varun Reddy, S/o:Karnati Janardhan Reddy</p> <p>Designation: Chairman and Managing Director/ TGNPDCL</p> <p>Address: H. No. 28, 145/A1, Ward No.7, Vidya Nagar Street, Housing Board Colony, Miryalaguda, Nalgonda-508207, TELANGANA, India</p> <p>Occupation: Government Service</p> <p>DOB:11.05.1993 Nationality: Indian Qualification: B. Tech</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 10451180</p>		<p><i>Anil Kumar</i> Signed before me: Anil Kumar Voruganti Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary Membership Number: P9521</p>
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7.	<p>Sri P Krishna Reddy S/o: Chandra Reddy Palvai</p> <p>Designation: Director - Finance, Revenue & Legal, TGSPDCL</p> <p>Address: H.No.3-7-63/31, Plot No.32, Sai Baba Temple, Sapthagiri Colony, L.B. Nagar, Hayathnagar, K.V. Rangreddy Telangana-500068</p> <p>Occupation: Government Service</p> <p>DOB:20.08.1963 Nationality: Indian Qualification: M.com</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 11194276</p>		<p><i>V. Anil Kumar.</i> Signed before me: Anil Kumar Voruganti Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary Membership Number: F9521</p>
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8.	<p>Sri Vanteru Thirupathi Reddy S/o: Venteru Laxmi Narasimha Reddy</p> <p>Designation: Director-Finance, TGNPDCL</p> <p>Address: H.No.2-10-339/1, Teachers Colony, Phase-2, Near Veerabhadra Residency, Waddepalli, Hanamkonda, Telangana-506370</p> <p>Occupation: Government Service</p> <p>DOB:05.06.1966 Nationality: Indian Qualification: M. Com</p> <p>Nominee of Hon'ble Governor of Telangana, having registered office at Governor's Office, 16, Raj Bhavan Rd, MS Maqta, Somajiguda, Hyderabad, Telangana - 500082</p>	<p>DIN: 11195596</p> 		<p><i>V. Anil Kumar</i> Signed before me: Anil Kumar Voruganti Address: H. No. 2-4-281, 1st Floor, Snehapuri Colony, Road No.5, Kothapet, Saroornagar, K. V. Rangareddy, Telangana - 500035, India Occupation: Company Secretary Membership Number: F9521</p>
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Witness Statement:

"I witness to subscriber(s), who have subscribed and signed in my presence on the date and place as given below. Further, I have verified their Identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in"

Name of the Witness: Anil Kumar Voruganti

Signature of the Witness: *V. Anil Kumar*

Place: Hyderabad

Date: 13/03/2026



SOUTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED
(A Govt. of Telangana Undertaking)
(Formerly Central Power Distribution Company of Andhra Pradesh Ltd)
Corporate office: 6-1-50, Mint Compound, Hyderabad 500063, Telangana, India
CIN U40109TG2000SGC034116, Website: www.tgsouthernpower.org

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S. SOUTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED (CIN: U40109TG2000SGC034116) HELD ON FRIDAY, THE 13th DAY OF MARCH, 2026 AT ITS REGISTERED OFFICE SITUATED AT 6-1-50, MINT COMPOUND LAKDIKAPOOL, HYDERABAD-500004, TELANGANA, INDIA.

SUB: CONSIDERATION AND ADOPTION OF THE ORDERS ISSUED VIDE G.O.MS. NO.4 ENERGY (POWER-I) DEPARTMENT DATED 11/03/2026 FOR IMPLEMENTATION AND ISSUE NO OBJECTION CERTIFICATE FOR FILING OF DISTRIBUTION LICENSE BY THE TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED(TGRPDCL) BEFORE THE HON'BLE TELANGANA STATE ELECTRICITY REGULATORY COMMISSION(TGERC)

“RESOLVED THAT pursuant to the provisions of the Electricity Act, 2003, and applicable rules and regulations, consent of the Board be and is hereby accorded to issue **No Objection Certificate (NOC)** in favour of **TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED(TGRPDCL)**, having its registered office at Room No-2, Second Floor, Block-B, Mint Compound, Hyderabad-500004, for applying to the **The HON'BLE TELANGANA STATE ELECTRICITY REGULATORY COMMISSION(TGERC)** for grant of a Distribution Licence.”

“RESOLVED FURTHER THAT the board has No objection to **“TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED”** applying for a Distribution License for Licensed area of TGSPDCL consisting of 15 Districts of Telangana State i.e Mahabubnagar, Nalgonda, Yadadri Bhuvanagiri, Suryapet, Siddipet, Medchal, Wanaparthy, Nagarkurnool, Jogulamba Gadwal, Narayanpet, Sangareddy, Medak, Hyderabad, Vikarabad and Rangareddy in accordance with G.O.M.S No.4, Energy (Power-I) Department dated 11/03/2026 for the following categories of consumers as below:

- i. Agriculture
- ii. Lift Irrigation Schemes (LIS)
- iii. Composite Protected Water Supply Schemes (CPWS)/Mission Bhagiratha
- iv. Hyderabad Metropolitan Water Supply and Sewage Board (HMWSSB)
- v. Municipal Water Connections with separate DTRs (LT VI-B)

“RESOLVED FURTHER THAT the issuance of such No Objection Certificate shall not adversely affect the Company's existing operations, rights, or obligations under its current distribution licence.”



SOUTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED
(A Govt. of Telangana Undertaking)
(Formerly Central Power Distribution Company of Andhra Pradesh Ltd)
Corporate office: 6-1-50, Mint Compound, Hyderabad 500063, Telangana, India
CIN U40109TG2000SGC034116, Website: www.tgsouthernpower.org.

"RESOLVED FURTHER THAT Sri V. Anil Kumar /Company Secretary of the company be and is hereby authorized to:

1. Sign and issue the No Objection Certificate on behalf of the Company.
2. Provide any confirmations, declarations, or clarifications as may be required by the Hon'ble Commission.
3. Do all such acts, deeds, and things as may be necessary to give effect to this resolution.

"RESOLVED FURTHER THAT a certified true copy of this resolution be provided to Telangana Rythu Power Distribution Company Limited (TGRPDCL) and submitted before the Hon'ble Commission as and when required."

For SOUTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED

V. Anil Kumar.

COMPANY SECRETARY
TGSPDCL, Corporate Office,
6-1-50, Mint Compound,
Hyderabad-500 004.



NORTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED
(A GOVERNMENT OF TELANGANA UNDERTAKING), CORPORATE
IDENTITY NUMBER : U40109TG2000SGC034119, REGISTERED OFFICE &
CORPORATE OFFICE, H.NO.2-5-31/2, VIDYUTH BHAVAN, NAKKALAGUTTA
DISTRICT HANAMKONDA-506001, WARANGAL

From
The Chairman & Managing Director,
TGNPDCL,
Warangal.

To
The Chairman & Managing Director
TGRPDCL, Mint Compound,
Hyderabad.

Letter No.CMD/CS(Gr-II)/TGNPDCL/F.No.482/D.No. 800/2025-26, Dated 18-03-2026

Sir,

**SUB: TGNPDCL- CORPORATE AFFAIRS- REQUEST TO ACCORD APPROVAL
FROM TGNPDCL FOR ADOPTION AND IMPLEMENTATION OF THE
G.O.MS.NO.4 ENERGY (POWER.I) DEPARTMENT DATED 11/03/2026 - REG.**

- Ref: 1. G.O.Ms. No.44 Energy (POWER.I) Department dated 17/12/2025.
2. G.O.Ms. No.4 Energy (POWER.I) Department dated 11/03/2026.

&&&

In accordance with G.O.Ms.No.4, Energy (Power- I) Department dated 11/03/2026 the Board of Directors of Northern Power Distribution Company of Telangana Limited approved as below:

- a) To adopt the orders issued vide G.O.Ms. No.4 Energy (POWER.I) Department dated 11/03/2026 for implementation.
- b) Both DISCOMs (TGNPDCL & TGSPDCL) equally to provide financial support to the tune of Equity requirement of the third DISCOM, which is INR 5 crores. Further TGNPDCL is requested to arrange for the Equity Capital contribution (Subscribers Money) for an amount of Rs.2.5 Crores to "TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED" on behalf of Government of Telangana and authorize the Chief General Manager/TGNPDCL to arrange for necessary payment by way of a Cheque.
- c) The Northern Power Distribution Company of Telangana Limited (License No.14 of 2000) has no objection to "TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED" applying for a Distribution License for licensed area of 18 Districts of Telangana State viz. i.e. Hanumakonda, Warangal, Jayashankar (Bhupalpalli), Mulugu, Jangoan, Mahabubabad, Karimnagar, Jagitial, Peddapalli, Rajanna (Sircilla), Khammam, Badradri (Kothagudem), Nizamabad, Kamareddy, Adilabad, Mancherial, Nirmal, KomaramBheem (Asifabad) in accordance with G.O.Ms.No.4, Energy (Power-I) Department dated 11/03/2026 for following categories of consumers as below:
 - (i) Agriculture
 - (ii) Lift Irrigation Schemes (LIS)
 - (iii) Composite Protected Water Supply Schemes (CPWS)/Mission Bhagiratha
 - (iv) Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB)
 - (v) Municipal Water connections with separate DTRs (LT-VI-B)
- d) Such other support as may be required from time to time.

A copy of the Board resolution is enclosed for kind information and record.

Yours faithfully,

Encl: Board resolution.


(Karnati Varun Reddy)
Chairman & Managing Director



**NORTHERN POWER DISTRIBUTION COMPANY OF TELANGANA LIMITED
(A GOVERNMENT OF TELANGANA UNDERTAKING), CORPORATE
IDENTITY NUMBER : U40109TG2000SGC034119, REGISTERED OFFICE &
CORPORATE OFFICE, H.NO.2-5-31/2, VIDYUTH BHAVAN, NAKKALAGUTTA
DISTRICT HANAMKONDA-506001, WARANGAL**

**CERTIFIED COPY OF THE BOARD RESOLUTION APPROVED BY THE BOARD
OF DIRECTORS OF NORTHERN POWER DISTRIBUTION COMPANY OF
TELANGANA LIMITED ON MARCH 18, 2026.**

**SUB: TGNPDCL- CORPORATE AFFAIRS- REQUEST TO ACCORD
APPROVAL FROM TGNPDCL FOR ADOPTION AND
IMPLEMENTATION OF THE G.O.MS.NO.4 ENERGY (POWER.I)
DEPARTMENT DATED 11/03/2026 - REG.**

**Ref: 1. G.O.Ms. No.44 Energy (POWER.I) Department dated 17/12/2025.
2. G.O.Ms. No.4 Energy (POWER.I) Department dated 11/03/2026.**

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**“RESOLVED THAT the Board of Directors of Northern Power Distribution Company of
Telangana Limited hereby accord approval for adoption and implementation of the
G.O.Ms.No.4, Energy (Power- I) Department dated 11/03/2026**

- a) To adopt the orders issued vide G.O.Ms. No.4 Energy (POWER.I) Department dated 11/03/2026 for implementation.
- b) Both DISCOMs (TGNPDCL & TGSPDCL) Equally to provide financial support to the tune of Equity requirement of the third DISCOM which is INR 5 crores. Further TGNPDCL is requested to arrange for the Equity Capital contribution (Subscribers Money) for an amount of Rs.2.5 Crores to “TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED” on behalf of Government of Telangana and authorize the Chief General Manager/TGNPDCL to arrange for necessary payment by way of a Cheque.
- c) The Northern Power Distribution Company of Telangana Limited (License No.14 of 2000) has no objection to “TELANGANA RYTHU POWER DISTRIBUTION COMPANY LIMITED” applying for a Distribution License for licensed area of 18 Districts of Telangana State viz. i.e. Hanumakonda, Warangal, Jayashankar (Bhupalpalli), Mulugu, Jangoan, Mahabubabad, Karimnagar, Jagtial, Peddapalli, Rajanna (Sircilla), Khammam, Badradri (Kothagudem), Nizamabad, Kamareddy, Adilabad, Mancherial, Nirmal, KomaramBheem (Asifabad) in accordance with G.O.Ms.No.4, Energy (Power-I) Department dated 11/03/2026 for following categories of consumers as below:
 - (i) Agriculture
 - (ii) Lift Irrigation Schemes (LIS)
 - (iii) Composite Protected Water Supply Schemes (CPWS) /Mission Bhagiratha
 - (iv) Hyderabad Metropolitan Water Supply and Sewerage Board (HMWSSB)
 - (v) Municipal Water connections with separate DTRs (LT-VI-B)
- d) Such other support as may be required from time to time.”
For Northern Power Distribution Company of Telangana Limited

K. Venkatesham

(K. Venkatesham)

18/03/2026

**I/c Company Secretary (Gr-I)
TGNPDCL, WARANGAL**

