

Form No. MGT-7**Annual Return (other than OPCs and Small Companies)**

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

All fields marked in * are mandatory

Refer instruction kit for filing the form



Form language

 English Hindi**I REGISTRATION AND OTHER DETAILS**

i *Corporate Identity Number (CIN)

U40109OR2020PLC035195

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	TP SOUTHERN ODISHA DISTRIBUTION LIMITED	TP SOUTHERN ODISHA DISTRIBUTION LIMITED
Registered office address	C/O- OFFICE OF THE MANAGING DIRECTOR SOUTHCO, KAMAPALLI, COURTPETA, NA, BERHAMPUR, Ganjam, Orissa, India, 760004	C/O- OFFICE OF THE MANAGING DIRECTOR SOUTHCO, KAMAPALLI, COURTPETA, NA, BERHAMPUR, Ganjam, Orissa, India, 760004
Latitude details	19.3038	19.3038
Longitude details	84.8096	84.8096

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

TPSODL_PhotoGraph RO_N.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****9P

(c) *e-mail ID of the company

*****njyoti.nayak@tpsouthernodisha.com

(d) *Telephone number with STD code

06*****07

(e) Website

www.tpsouthernodisha.com

iv *Date of Incorporation (DD/MM/YYYY)

25/12/2020

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67190MH1999PTC118368	MUFG INTIME INDIA PRIVATE LIMITED	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West),,,Mumbai,Mumbai City,Maharashtra,India,400083	

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

23/07/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	D	Electricity, gas, steam and air condition supply	35	Electric power generation, transmission and distribution	100

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

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

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	L28920MH1919PLC000567		THE TATA POWER COMPANY LIMITED	Holding	51

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	1000000000.00	677940000.00	677940000.00	677940000.00
Total amount of equity shares (in rupees)	10000000000.00	6779400000.00	6779400000.00	6779400000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY				
Number of equity shares	1000000000	677940000	677940000	677940000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10000000000.00	6779400000.00	6779400000	6779400000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

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

(c) Unclassified share capital

Particulars	Authorised Capital

Total amount of unclassified shares

0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	0	510940000	510940000.00	5109400000	5109400000	
Increase during the year	0.00	167000000.00	167000000.00	1670000000.00	1670000000.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	167000000	167000000.00	1670000000	1670000000	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text"/>						
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	677940000.00	677940000.00	6779400000.00	6779400000.00	
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INEISU01013

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

0

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

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

Nil

Number of transfers

1

Attachments:

1. Details of shares/Debentures Transfers

Share Transfer
Details_TPSODL.xlsm

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

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

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

i *Turnover

19939900000

ii * Net worth of the Company

8973954022.72

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	332190600	49.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	345749400	51.00	0	0.00

10	Others <input type="text"/>				
	Total	677940000.00	100	0.00	0

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>				
	Total	0.00	0	0.00	0

Total number of shareholders (other than promoters)

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

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	0
3	Individual - Transgender	0
4	Other than individuals	9
	Total	9.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	0	0
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	0	13	0	12	0.00	0.00
i Non-Independent	0	9	0	9	0	0
ii Independent	0	4	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others						
Total	0	13	0	12	0.00	0.00

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

15

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

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
MANOJ AHUJA	02742969	Director	0	
VISHAL KUMAR DEV	01797521	Additional Director	0	
PRAVEER SINHA	01785164	Director	0	
SANJAY KUMAR BANGA	07785948	Director	0	
TRILOCHAN PANDA	00836793	Director	0	09/07/2025

UMAKANTA SAHOO	08750414	Director	0	19/06/2025
ARUN KUMAR PANDA	00786320	Director	0	
KAILASH NATH SHRIVASTAVA	01584124	Director	0	
ADITI RAJA	00164313	Director	0	
SANJEEV SATYAPRKASH GUPTA	09180029	Director	0	
NARENDRA NATH MISRA	00575501	Director	0	
SUNIL SINGH	08114215	Director	0	
AMIT KUMAR GARG	ACKPG3341A	CEO	0	
BIJAY KUMAR MOHANTY	ABKPM8073A	CFO	0	
JEEVANJYOTI NAYAK	AOHPN5637F	Company Secretary	0	

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

12

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
ASHOK KUMAR TRIPATHY	00750952	Director	28/04/2024	Cessation
PRADEEP KUMAR JENA	02466580	Director	30/06/2024	Cessation
VISHAL KUMAR DEV	01797521	Additional Director	15/07/2024	Cessation
MANOJ AHUJA	02742969	Additional Director	20/07/2024	Appointment
SASWATA . MISHRA	01724416	Additional Director	20/07/2024	Appointment
MANOJ AHUJA	02742969	Director	20/07/2024	Change in designation
SUNIL SINGH	08114215	Director	20/07/2024	Change in designation
SASWATA . MISHRA	01724416	Director	20/07/2024	Change in designation
SASWATA . MISHRA	01724416	Director	22/08/2024	Cessation
HEMANT SHARMA	01296263	Additional Director	08/10/2024	Appointment
HEMANT SHARMA	01296263	Additional Director	11/11/2024	Cessation

VISHAL KUMAR DEV	01797521	Additional Director	28/11/2024	Appointment
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IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

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

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	20/07/2024	9	8	100

B BOARD MEETINGS

*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/04/2024	13	13	100
2	20/07/2024	12	11	91.67
3	19/10/2024	12	12	100
4	20/01/2025	12	11	91.67

C COMMITTEE MEETINGS

Number of meetings held

13

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

1	Audit Committee Meeting	16/04/2024	9	9	100
2	Audit Committee Meeting	12/06/2024	8	7	87.5
3	Audit Committee Meeting	15/07/2024	8	8	100
4	Audit Committee Meeting	17/10/2024	8	8	100
5	Audit Committee Meeting	24/12/2024	8	8	100
6	Audit Committee Meeting	16/01/2025	8	8	100
7	Nomination and Remuneration Committee Meeting	15/04/2024	3	3	100
8	Nomination and Remuneration Committee Meeting	18/04/2024	3	3	100
9	Nomination and Remuneration Committee Meeting	16/07/2024	3	3	100
10	Nomination and Remuneration Committee Meeting	15/10/2024	3	3	100
11	Nomination and Remuneration Committee Meeting	17/01/2025	3	3	100
12	CSR Committee Meeting	15/04/2024	4	4	100
13	CSR Committee Meeting	13/12/2024	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 23/07/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MANOJ AHUJA	3	2	66	0	0	0	Yes
2	VISHAL KUMAR DEV	2	2	100	0	0	0	Yes
3	PRAVEER SINHA	4	4	100	5	5	100	Yes

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	NARENDRA NATH MISRA	Director	0			400000	400000.00
2	SUNIL SINGH	Director	0			700000	700000.00
3	KAILASH NATH SHRIVASTAVA	Director	0			925000	925000.00
4	ADITI RAJA	Director	0			725000	725000.00
5	ARUN KUMAR PANDA	Director	0			675000	675000.00
6	ASHOK KUMAR TRIPATHY	Director	0			175000	175000.00
	Total		0.00	0.00	0.00	3600000.00	3600000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details (if any)

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

S. No.	Name	Designation	Gross salary	Commisssion	Stock Option/ Sweat equity	Others	Total amount
1	NARENDRA NATH MISRA	Director	0			400000	400000.00
2	SUNIL SINGH	Director	0			700000	700000.00
3	KAILASH NATH SHRIVASTAVA	Director	0			925000	925000.00
4	ADITI RAJA	Director	0			725000	725000.00
5	ARUN KUMAR PANDA	Director	0			675000	675000.00
6	ASHOK KUMAR TRIPATHY	Director	0			175000	175000.00
	Total		0.00	0.00	0.00	3600000.00	3600000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS/OFFICERS

Nil

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

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (In rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

9

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder_TPSODL.xlsm

(b) Optional Attachment(s), if any

TPSODL-Form MGT-8_2024-25.pdf

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

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

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

TP SOUTHERN ODISHA
DISTRIBUTION LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:
1 its status under the Act;

- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Date (DD/MM/YYYY)

Place

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

* (a) DIN/PAN/Membership number of Designated Person

39658

* (b) Name of the Designated Person

JEEVANJYOTI NAYAK

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 16 dated* (DD/MM/YYYY) 19/04/2024 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

[Empty box for digital signature]

*Designation

(Director / Liquidator / Interim Resolution Professional (IRP) / Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*1*0*2*

*To be digitally signed by

[Empty box for digital signature]

Company Secretary Company secretary in practice

*Whether associate or fellow:

Associate Fellow

Membership number

3*6*8

Certificate of practice number

[Empty box for certificate of practice number]

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

For office use only:

eForm Service request number (SRN)

AB6685330

eForm filing date (DD/MM/YYYY)

19/09/2025

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

Form No. MGT-8

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

CERTIFICATE BY THE COMPANY SECRETARY IN PRACTICE

We have examined the registers, records, books and papers of **TP Southern Odisha Distribution Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the Financial Year ended on 31st March 2025. In our opinion and to the best of information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
1. It's status under the Act.
 2. Maintenance of registers/records & making entries therein within the time prescribed therefor.
 3. Filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court and other authorities are within the prescribed time or in the extended time, wherever required.
 4. Calling/ convening/ holding meetings of Board of Directors and its Committees and the meeting of the Members of the Company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including circular resolutions have been properly recorded in the minute book/registers maintained for the purpose and the same have been duly signed.
 5. The Company was not required to close its Register of Members.
 6. The Company has not given any advances or loans to its directors and/or persons or firms or Companies referred in Section 185 of the Act.
 7. During the financial year under review, the Company has entered into the contracts/arrangements with related parties in compliance with Section 188 of the Act.
 8. The Company has issued and allotted 16,70,00,000 Nos. of Equity Shares on rights basis to its existing shareholders.

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

9. During the financial year under review, the provisions relating to keeping in abeyance of the rights to dividend, right shares and bonus shares pending registration of transfer of shares were not applicable to the Company.



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10. The Company has not declared any dividend. Therefore, the Company was not required to transfer unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund (IEPF) in accordance with Section 125 of the Act.
11. Signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors' as per sub-sections (3), (4) and (5) thereof.
12. The constitution, appointment, disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them are in compliance with the provisions of the Act.
13. Appointment of Auditors are in compliance with the provisions of Section 139 of the Act.
14. Approvals wherever required are taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.
15. The Company has not accepted, renewed or repaid any deposits.
16. The Company has not borrowed money from its directors, members and public financial institutions. However, the Company has borrowed from banks and creation/modification of charge within the prescribed time limit.
17. The provisions of Section 186, except sub-section (1) of the Companies Act, 2013, are not applicable to the Company for the financial year ended 31st March 2025.
18. During the financial year under review, the company has not altered the provisions of Articles of Association of the company. However, the Company has altered the object clause of the Memorandum of Association.



Place: Bhubaneswar
Date: September 15, 2025

For Saroj Ray & Associates
Company Secretaries


C.S. Uttam Baral, ACS
Partner

M No. 67653, CP No. 26090
PR No. 5377/2023
UDIN:A067653G001247018

Annexure to Form MGT-8

To
TP Southern Odisha Distribution Limited
C/o- Office of the Managing Director Southco,
Kamapalli, Courtpetta, Berhampur,
Ganjam, Odisha-760004.

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

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

Place: Bhubaneswar
Date: September 15, 2025



For Saroj Ray & Associates
Company Secretaries


CS Uttam Baral, ACS
Partner

M No. 67653, CP No. 26090
PR No. 5377/2023