

NORTH EAST TRANSMISSION COMPANY LIMITED

(A Joint Venture Company of Powergrid, ONGC Tripura Power Company Ltd. and North Eastern States)
Registered Office: Village- East Champamura, Khayerpur By-pass Road, Near Asian Paint Godown, P/O- Old Agartala, District-West Tripura, Agartala-799008 (Tripura), website: www.netcindia.in

SHORTER NOTICE is hereby given that the 16th Annual General Meeting of the members of North East Transmission Company Limited will be held on Friday, the 27th day of September, 2024 at 3:00 p.m. at Lavender Board Room, Hotel Crowne Plaza, Sector-29, National Highway-8, Gurugram, Haryana-122001 to transact the following business:

ORDINARY BUSINESS:

Item No. 1- Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024 together with the reports of Board of Directors and Auditor thereon along with comments of the Comptroller and Auditor General of India, if any.

Item No. 2- Declaration of Dividend

To confirm the payment of interim dividend @ 10% i.e Rs. 1.00 per equity share and declare a final dividend @ 5% i.e Rs. 0.50 per equity share of Rs. 10/- each for the financial year ended March 31, 2024.

Item No. 3- Appointment of Shri V.K. Chaudhary as a director, liable to retire by rotation

To appoint a director in place of Shri V.K Chaudhary (DIN 08287261), who retires by rotation and being eligible, seeks re-appointment.

Item No. 4- Appointment of Smt. Chaitali Dutta as a director, liable to retire by rotation

To appoint a director in place of Smt. Chaitali Dutta (DIN 08681238), who retires by rotation and being eligible, seeks re-appointment.

Item No. 5- Fixation of the remuneration to Statutory Auditors of the company, appointed by the Comptroller and Auditor-General of India, for the financial year 2024-2025

In this connection, to consider, and if deemed fit, to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139 and all other applicable provisions, if any, of the Companies Act, 2013, the Statutory Auditors of the Company as appointed by the Comptroller and Auditor General of India for the Financial Year 2024-25, shall be entitled to such remuneration for the financial year 2024-25 as may be approved by the Board of Directors of the Company.”

SPECIAL BUSINESS:

Item No. 6- Ratification of remuneration to Cost Auditors for the financial year 2024-25

To consider and, if thought fit, to pass with or without modification (s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder including any statutory modification (s) or re-enactment (s) thereof, the company do hereby ratify the remuneration amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus GST and reimbursement of out-of-pocket expenses, if any payable to M/s K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 00024) who were re-appointed by the Board of Directors as Cost Auditors, at the same fee as of FY 2023-24, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025.

RESOLVED FURTHER THAT MD, CFO and CS of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution and to file necessary intimation regarding aforesaid appointment before Registrar of Companies.”

Item No. 7- Appointment of Shri H. Zonunsanga (DIN: 10363738) as Director of the Company

To consider, and if deemed fit, to pass the following resolution, with or without modification(s) as an **Ordinary Resolution**:

“RESOLVED THAT Shri H. Zonunsanga (DIN: 10363738), a nominee of Government of Mizoram, who was appointed as an Additional Director of the Company with effect from 26th October 2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the company has received a notice in writing under section 160 of the Act, proposing his

candidature for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT MD, CFO and CS of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution and to file necessary intimation regarding aforesaid appointment before Registrar of Companies.”

Item No. 8- Appointment of Shri Alok Kumar Sharma (DIN: 10626455) as Director of the Company

To consider, and if deemed fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

“**RESOLVED THAT** Shri Alok K. Sharma (DIN: 10626455), a nominee of Power Grid Corporation of India Limited who was appointed as an Additional Director of the Company with effect from 28th May 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the company has received a notice in writing under section 160 of the Act, proposing his candidature for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT MD, CFO and CS of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution and to file necessary intimation regarding aforesaid appointment before Registrar of Companies.”

Item No. 9- Appointment of Dr. Yatindra Dwivedi (DIN: 10301390) as Director of the Company

To consider, and if deemed fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

“**RESOLVED THAT** Dr. Yatindra Dwivedi (DIN: 10301390), a nominee of Power Grid Corporation of India Limited, who was appointed as an Additional Director of the Company with effect from 22nd July 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the company has received a notice in writing under section 160 of the Act, proposing his candidature for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT MD, CFO and CS of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution and to file necessary intimation regarding aforesaid appointment before Registrar of Companies.”

Item No. 10- Appointment of Shri Biswajit Basu (DIN: 09003080) as Director of the Company

To consider, and if deemed fit, to pass the following resolution, with or without modification, as an **Ordinary Resolution**:

“**RESOLVED THAT** Shri Biswajit Basu (DIN: 09003080), a nominee of Government of Tripura, who was appointed as an Additional Director of the Company with effect from 22nd July 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the company has received a notice in writing under section 160 of the Act, proposing his candidature for the office of Director of the Company be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT MD, CFO and CS of the Company be and are hereby severally/jointly authorized to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution and to file necessary intimation regarding aforesaid appointment before Registrar of Companies.”

Item No. 11- Alteration of Articles of Association as per the provisions of the Companies Act, 2013

To consider and, if deemed fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14, 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to alter the “Clause 2A” of the Articles of Association of the Company as under:

“The provisions of the Shareholders Agreement dated 3rd February 2009 and Supplementary Agreement 1 dated 24th May, 2024 made between the principal shareholders of the Company,

a copy of which is attached as Appendix 'A' & Appendix 'B' shall be read as part of the Articles of Association of the Company and In case of any conflict or inconsistency between the provisions of Shareholders' Agreement And the provisions of the Articles, the provisions of Shareholders' Agreement and Supplementary Agreement shall, to the Extent permissible under Law, prevail."

RESOLVED FURTHER THAT MD, CFO and CS of the Company be and are hereby severally/jointly authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**By Order of the Board of Directors
For North East Transmission Company Ltd.**

Sd/-
(Rajeev Gupta)
Company Secretary

Registered Office:

North East Transmission Company Ltd,

Village- East Champamura, Khayerpur By-pass Road,

Near Asian Paint Godown, P/O- Old Agartala,

West Tripura, Agartala-799008

CIN: U40101TR2008PLC008249

Place: New Delhi

Dated:19.09.2024

Notes:

1. MCA vide its General Circular No. 09/2023 dated September 25, 2023 has permitted holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) Or Other Audio Visual Means (OAVM), up to September 30, 2024, in accordance with the requirements provided in paragraph 3 and 4 of MCA General Circular No. 20/2020 dated May 5, 2020. Members who wish to attend through Video Conference (VC) / Other Audio Visual Means (OAVM) may send their request in writing to the Company at email id at sec@netcindia.in.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item No. 6-11 of the Notice, is annexed hereto.
3. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of Limited Companies, Governors, etc., must be supported by appropriate Resolutions / Authority, as applicable. A person can act as proxy on behalf of Members holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. In conformity with the applicable regulatory requirements, the Notice of this AGM, Board Report, Auditor’s Report, Financial Statements for the financial year ended on 31st March, 2024 are being sent only through electronic mode to those members whose e-mail ids are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s).
5. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with the notice. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
6. Members have option to attend the AGM through Video Conference (VC) / Other Audio-Visual Means (OAVM) and therefore physical attendance of such members has been

dispensed with. Accordingly, the requirements for appointment of proxies and submission of Attendance Slip by the members attending through VC/OAVM will not be applicable to them.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members are requested to notify immediately any change in their addresses if not done earlier. Such information may be sent to the Company Secretary at sec@netcindia.in. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Company Secretary at aforesaid email ID by providing their Name, Address, email ID, PAN, DP ID/Client ID or Folio Number and Number of shares held by them.
9. As per the MCA notification dated 10th September 2018, every holder of securities of an unlisted public company who intends to transfer such securities on or after 2nd October, 2018, shall get such securities dematerialized before the transfer. Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity (since trading is permitted in dematerialized form only), electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
10. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. A Corporate member intending to send its authorized representatives to attend the meeting in terms of section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the board resolution authorizing such representative to attend and vote on its behalf at the meeting.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, Copies of Memorandum and Articles of Association of the Company and other relevant records shall be available for inspection at the Annual General Meeting.
13. Members desiring any information relating to the accounts are requested to write to the Company well in advance to enable the Management to keep such information ready.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

14. A participation link will be shared with the members attending the meeting through VC/OAVM on their e-mail ID registered with the Company.
15. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
16. Members who need assistance before or during the AGM, can contact to Company Secretary at sec@netcindia.in / +91 9312207951.
17. Government / Corporate shareholders are required to send a scanned copy (PDF / JPG Format) of their respective Board Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote. The said Resolution / Authorization shall be sent to the Company Secretary by e-mail on its registered e-mail address to sec@netcindia.in
18. Record date and Dividend:
 - A. Members may note that the Board, at its meeting held on 2nd May 2024, has recommended a final dividend @5% i.e Rs. 0.50 per share for the Financial Year 2023-24.
 - B. The record date for the purpose of final dividend for the Financial Year 2023-2024 is 27th September, 2024. If dividend on equity shares, as recommended by the Board, is approved at the AGM, the payment of such dividend will be made to all members whose names are on the Company's Register of Members on 27th September, 2024.
 - C. Members are requested to provide details of their bank account in which the amount of the dividend can be credited.
19. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend.

20. Members may also note that the Notice of the AGM will be available on the Company's website at www.netcindia.in
21. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the AGM.

**By Order of the Board of Directors
For North East Transmission Company Ltd.**

Sd/-
(Rajeev Gupta)
Company Secretary

Registered Office:

North East Transmission Company Ltd,

Village- East Champamura, Khayerpur By-pass Road,

Near Asian Paint Godown, P/O- Old Agartala,

West Tripura, Agartala-799008

CIN: U40101TR2008PLC008249

Place: New Delhi

Dated: 19.09.2024

Explanatory Statement

Relating to Special Business mentioned in the Notice the Annual General Meeting
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 6- Ratification of remuneration of the Cost Auditors of the Company for the financial year 2024-25

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s K. G. Goyal & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2025. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Member is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and/or their relatives, are concerned or interested (financially or otherwise) in the proposed Resolution set out in item no. 6.

The Board recommends the Ordinary Resolution set forth in Item no. 6 for the approval of Members.

Item No. 7- Appointment of Shri H. Zonunsanga as Director of the Company

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Shri H. Zonunsanga (DIN: 10363738) in the Annual General Meeting as a Director of the Company. Shri H. Zonunsanga is appointed by the Board as an Additional Director of the Company with effect from 26th October 2023. He is nominated by Government of Mizoram pursuant to the Shareholders' Agreement dated February 3, 2009 executed between the Company, ONGC Tripura Power Company Ltd., Power Grid Corporation of India Limited, Government of Tripura and subsequent deed of adherence signed with Assam Electricity Grid Corporation Limited, Government of Meghalaya, Government of Mizoram, Government of Manipur and Government of Nagaland.

As per the provisions of Section 161 of the Act, Shri H. Zonunsanga holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

Shri H. Zonunsanga (59 years) is Engineer in Chief Power & Electricity Department Government of Mizoram. He has vast experience of various decades in the power transmission sector.

None of the Directors or Key Managerial Personnel and their relatives, except Shri H. Zonunsanga, to whom the resolution relates, are concerned or interested (financially or otherwise) in passing the proposed resolution set out in item no. 7.

The Board recommends the Ordinary Resolution set out in Item no. 7 for approval of the Members.

Item No. 8- Appointment of Shri Alok K. Sharma as Director of the Company

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Shri Alok K. Sharma (DIN 10626455) in the Annual General Meeting as a Director of the Company. Shri Alok K. Sharma was appointed by the Board as an Additional Director of the Company with effect from 28th May 2024. He is nominated by Power Grid Corporation of India Limited (POWERGRID) pursuant to the Shareholders' Agreement dated February 3, 2009 executed between the Company, ONGC Tripura Power Company Ltd., Power Grid Corporation of India Limited, Government of Tripura and subsequent deed of adherence signed with Assam Electricity Grid Corporation Limited, Government of Meghalaya, Government of Mizoram, Government of Manipur and Government of Nagaland.

As per the provisions of Section 161 of the Act, Shri Alok K. Sharma holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

Shri Alok K. Sharma (56 years), is presently Head of Business Development Department in POWERGRID. He is an Electrical Engineer from University of Roorkee (now IIT-Roorkee) and also hold a Post Graduate Diploma in HR from NMIMS, Mumbai. During his career spanning more than 33 years in Power sector, he has worked in various capacities in EHV substations and Transmission lines, both as Asset Management executive as well as construction executive. In POWERGRID he has served as CGM (Asset Management), Southern Region-1, Project in charge of TBCB companies namely POWERGRID Khetri Transmission Limited, POWERGRID Sikar Transmission Limited, POWERGRID Aligarh Sikar Transmission Limited, POWERGRID Southern Interconnector Transmission Limited.

Prior to this he has headed regional contracts department, Jaipur group, Roorkee Group,

Bareilly Group in Northern Region-I of POWERGRID. He has served as Testing and commissioning engineer in early part of career. Before joining POWERGRID in 1991, he was in NTPC for 2 years.

None of the Directors or Key Managerial Personnel and their relatives, except Shri Alok K. Sharma, to whom the resolution relates, are concerned or interested (financially or otherwise) in passing the proposed resolution set out in item no. 8.

The Board recommends the Ordinary Resolution set out in Item no. 8 for approval of the Members.

Item No. 9- Appointment of Dr. Yatindra Dwivedi, as Director of the Company

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Dr. Yatindra Dwivedi (DIN 10301390) in the Annual General Meeting as a Director of the Company. Shri Yatindra Dwivedi was appointed by the Board as an Additional Director of the Company with effect from 22nd July, 2024. He is nominated by Power Grid Corporation of India Limited (POWERGRID) pursuant to the Shareholders' Agreement dated February 3, 2009 executed between the Company, ONGC Tripura Power Company Ltd., Power Grid Corporation of India Limited, Government of Tripura and subsequent deed of adherence signed with Assam Electricity Grid Corporation Limited, Government of Meghalaya, Government of Mizoram, Government of Manipur and Government of Nagaland.

As per the provisions of Section 161 of the Act, Dr. Yatindra Dwivedi holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

Dr. Yatindra Dwivedi (57 years), (DIN: 10301390) is Director (Personnel) of POWERGRID Company. Prior to taking up this assignment, he was Executive Director (HR), POWERGRID and handled challenging & flagship works and delivered results consistently in dynamic business environment. He is a seasoned leader with demonstrated experience of more than 33 years. He has played a pivotal role in alignment of HR Strategy with business and steering organization's growth. He is a business enabler with excellent cross functional knowledge, high acumen and great exposure in policy formulations, HR Process Re-engineering & other Organizational Development initiatives. He started his professional journey with Hindalco Industries and joined POWERGRID in 1993.

He has led various change management initiatives such as SAP implementation, digitization of

HR, readiness for future of work, etc. with a focus on building agile & resilient organization. He holds Bachelor degree in engineering from IIT Roorkee, PGDIE from NITIE Mumbai (now IIM Mumbai), PGDM from MDI Gurgaon and Doctorate in Management. He has represented India and won prestigious Asian Management Challenge Championship in 2017.

None of the Directors or Key Managerial Personnel and their relatives, except Dr. Yatindra Dwivedi being Director nominated by POWERGRID, to whom the resolution relates, are concerned or interested (financially or otherwise) in passing the proposed resolution set out in item no. 9.

The Board recommends the Ordinary Resolution set out in Item no. 9 for approval of the Members.

Item No. 10- Appointment of Shri Biswajit Basu, as Director of the Company

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Shri Biswajit Basu (DIN:09003080) in the Annual General Meeting as a Director of the Company. Shri Biswajit Basu was appointed by the Board as an Additional Director of the Company with effect from 22nd July, 2024. He is nominated by the Government of Tripura pursuant to the Shareholders' Agreement dated February 3, 2009 executed between the Company, ONGC Tripura Power Company Ltd., Power Grid Corporation of India Limited, Government of Tripura and subsequent deed of adherence signed with Assam Electricity Grid Corporation Limited, Government of Meghalaya, Government of Mizoram, Government of Manipur and Government of Nagaland.

As per the provisions of Section 161 of the Act, Shri Biswajit Basu holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director.

Shri Biswajit Basu (60 years), (DIN: 09003080) is Managing Director of Tripura State Electricity Corporation Ltd. (TSECL). An alumnus of Tripura Engineering College, now known as National Institute of Technology (NIT), Agartala, Mr. Basu holds a degree in Electrical Engineering. Before joining TSECL, Mr. Basu was the Director of Projects at NHPC Limited, where he played a pivotal role in overseeing and executing numerous significant projects. His leadership and technical expertise have been instrumental in driving the growth and efficiency of the organisations where he is associated with. Mr. Basu's career is marked by his dedication to power sector and his contributions has significantly impacted the industries.

None of the Directors or Key Managerial Personnel and their relatives, except Shri Biswajit

Basu being Director nominated by Government of Tripura, to whom the resolution relates, are concerned or interested (financially or otherwise) in passing the proposed resolution set out in item no. 10.

The Board recommends the Ordinary Resolution set out in Item no. 10 for approval of the Members.

Item No. 11- Alteration of Articles of Association as per the provisions of the Companies Act, 2013

The existing “clause 2A” of the Articles of Association (AOA) is considering only the provisions of Shareholders Agreement dated 3rd February, 2009 and read as under:

“The provisions of the Shareholders Agreement dated 3rd February 2009 made between the principal shareholders of the Company, a copy of which is attached as Appendix ‘A’ shall be read as part of the Articles of Association of the Company and in case of any conflict or inconsistency between the provisions of Shareholders’ Agreement and the provisions of the Articles, the provisions of Shareholders’ Agreement shall, to the Extent permissible under Law, prevail.”

On 24th May, 2024, a Supplementary Agreement 1 relevant for Shareholders’ Agreement dated 03rd February, 2009 was executed with the consensus of all stakeholders. Now, as per the provisions of Supplementary agreement 1, Para 6 of Article 4.3 of Shareholders’ Agreement dated 03rd February, 2009 has been changed and now read as under:

“The Chairman of the Board shall be among the Directors nominated by POWERGRID on the Board of Company provided that such Director is on the Board of POWERGRID. The Chairman shall be a non-executive Chairman. So long as POWERGRID holds 26% equity in the Company, POWERGRID shall nominate two other Directors.”

To give effect the above change in Article of Association of the Company as per requirement of Point No. 6 of Supplementary Agreement 1, it is required to alter Clause 2A of the Article of Association of Association and now Clause 2A of Article of Association shall be read as under:

“The provisions of the Shareholders Agreement dated 3rd February 2009 and Supplementary Agreement 1 dated 24th May, 2024 made between the principal shareholders of the Company, a copy of which is attached as Appendix ‘ A’ & Appendix ‘B’ shall be read as part of the Articles of Association of the Company and In case of any conflict or inconsistency between the provisions of Shareholders’ Agreement And the provisions of the Articles, the provisions of

Shareholders' Agreement and Supplementary Agreement shall, to the Extent permissible under Law, prevail.”

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company. The Board recommends the Special Resolution set forth in Item No.11 of the Notice for approval of the Members. The proposed new draft AOA shall be uploaded on the Company's website for perusal of the Members.

Further, a copy of the proposed AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out in Item no. 11 for approval of the Members.

**By Order of the Board of Directors
For North East Transmission Company Ltd.**

Sd/-
(Rajeev Gupta)
Company Secretary

Registered Office:

North East Transmission Company Ltd,

Village- East Champamura, Khayerpur By-pass Road,

Near Asian Paint Godown, P/O- Old Agartala,

West Tripura, Agartala-799008

CIN: U40101TR2008PLC008249

Place: New Delhi

Dated: 19.09.2024