

NORTH EAST TRANSMISSION COMPANY LIMITED

(A JV Company of Power Grid Corporation of India Ltd., ONGC Tripura Power Company Ltd., Assam Electricity Grid Corp. Ltd., Govt. of Tripura, Mizoram, Meghalaya, Manipur & Nagaland)

Corp Office : #2C, 3rd Floor, D-21 Corporate Park, DMRC Building, Sector -21, Dwarka, New Delhi- 110077



SHORTER NOTICE is hereby given that the 17th Annual General Meeting of the members of **North East Transmission Company Limited** will be held on Friday, the 26th September, 2025 at 04:00 P.M. at Orchid Hall, Hotel Crowne Plaza, Sector-29, NH-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 on March 31, 2025 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. Re. 1.00 per equity share and declare a final dividend @ 5% i.e. Re. 0.50 per equity share of Rs. 10/- each for the financial year ended on March 31, 2025.

Item No. 3- Appointment of Dr. Yatindra Dwivedi as a Director, liable to retire by rotation

To appoint a Director in place of Dr. Yatindra Dwivedi (DIN:10301390), who retires by rotation and being eligible, seeks re-appointment.

Item No. 4- Appointment of Shri Biswajit Basu as a Director, liable to retire by rotation

To appoint a Director in place of Shri Biswajit Basu (DIN: 09003080), who retires by rotation and being eligible, seeks re-appointment.

Item No. 5- Authorization to the Board of Directors for fixation of the remuneration payable to Statutory Auditors of the Company, appointed by the Comptroller and Auditor-General of India, for the Financial Year 2025-2026

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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 applicable provisions 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 2025-26, shall be entitled to such remuneration for the Financial Year 2025-26 including reimbursement of out of pocket expenses, if any, incurred by the said Auditors during the course of Audit of accounts of the Company for FY 2025-26, as may be approved by the Board of Directors of the Company.”

SPECIAL BUSINESS:

Item No. 6- Appointment of Smt. Manju Gupta (DIN: 08820741) 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 pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013(“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force and in accordance with the Articles of Association of the Company, Smt. Manju Gupta (DIN: 08820741), nominee of Power Grid Corporation of India Limited (POWERGRID), who was appointed as an Additional Director of the Company with effect from 27th December, 2024 to hold office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under section 160 of the Act, proposing her candidature for the office of Director of the Company be and is hereby appointed as Director of the Company, liable to retire by rotation.

Item No. 7- Appointment of Shri Lalitlathanga (DIN: 10971098) as Director of the Company

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

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“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013(“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force and in accordance with the Articles of Association of the Company, Shri Lalitlanthanga (DIN: 10971098), nominee of Government of Mizoram, who was appointed as an Additional Director of the Company with effect from 20th March, 2025, to hold office up to the date of this Annual General Meeting of the Company 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.

Item No. 8 - Appointment of Shri Biswajit Pegu (DIN: 07756420) 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 pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013(“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force and in accordance with the Articles of Association of the Company, Shri Biswajit Pegu (DIN: 07756420), nominee of Assam Electricity Grid Corporation Limited (AEGCL), who was appointed as an Additional Director of the Company with effect from 26th April, 2025, to hold office up to the date of this Annual General Meeting of the Company, who being eligible, offers himself for appointment 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.

Item No. 9- Appointment of Shri Avininder Gupta (DIN: 02928872) as Director of the Company

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

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“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions , if any, of the Companies Act, 2013(“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (the Rules), including any statutory modification(s) or re-enactments thereof for the time being in force and in accordance with the Articles of Association of the Company, Shri Avininder Gupta (DIN: 02928872), nominee of ONGC Tripura Power Company Limited (OTPC), who was appointed as an Additional Director of the Company with effect from 24th May, 2025, to hold office up to the date of this Annual General Meeting of the Company , who being eligible, offers himself for appointment 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.

Item No. 10- Appointment of Shri Biswajit Bandhu Mukherjee (DIN: 10776715) as Whole-Time Director of the Company and approval of his remuneration

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013, (the Act) read with provisions of Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Articles of Association of the Company or any amendment or re-enactment thereof and subject to such approval as may be necessary, the Company hereby accords its approval to the appointment of Shri Biswajit Bandhu Mukherjee (DIN: 10776715), nominee of Power Grid Corporation of India Limited (POWERGRID) as Director (in capacity of Whole-Time Director (Director -Technical)) of the Company for a period of five years or date of withdrawal of his nomination from nominating authority, which ever be earlier, effective from 24th October, 2024 upon the terms & conditions and remuneration as approved by the Board of Directors of the Company in its meeting held on 24th October, 2024 and as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors which shall deemed to have include the Nomination and Remuneration Committee of the Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

Item No. 11- Appointment of Shri Jai Shankar (DIN: 11052973) as Managing Director of the Company and approval of his remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any of the Companies Act, 2013, (the Act) read with provisions of Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Articles of Association of the Company or any amendment or re-enactment thereof and subject to such approval as may be necessary, the Company hereby accords its approval to the appointment of Shri Jai Shankar (DIN: 11052973), nominee of ONGC Tripura Power Company Limited (OTPC) as Director (in capacity of Managing Director of the Company) for a period of three years effective from the date of his joining i.e. 19th April, 2025 and tenure as Managing Director shall be renewable for such further period and terms as mutually agreed and on the recommendation of nominating authority upon the terms & conditions and remuneration as approved by the Board of Directors of the Company in its meeting held on 26th April ,2025 and as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors which shall deemed to have include the Nomination and Remuneration Committee of the Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

Item No. 12- Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2025-26

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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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment (s) thereof, for the time being in force), the remuneration payable to M/s R Singhal and Associates, Cost Accountants (Firm Registration No. 005196), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31 March, 2026, amounting to Rs. 30,000/- (Rupees Thirty thousand only) plus GST and re-imbursement of out-of-pocket expenses if any, incurred in connection with the aforesaid audit, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

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



Samriti
(Samriti Bajaj)
Company Secretary
Membership No.: ACS 39064
E-Mail: sec@netcindia.in

Registered Office:

North East Transmission Company Ltd,

Village- East Champamura, Khayerpur By-pass Road,

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

West Tripura - 799008

CIN: U40101TR2008PLC008249

Place: *New Delhi*

Dated: *16-09-2025*

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out in respect of Item Nos. 6 to 12 above, to be transacted at the meeting, are annexed hereto and forms part of this Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting is provided in the **Annexure** to this Notice.
2. Dividend:
 - i. Interim Dividend

During FY 2024-25, the Board of Directors has declared an interim dividend of @10% i.e. Re. 1.00 per share and same was paid to the shareholders accordingly.
 - ii. Final Dividend

Members may note that the Board, at its meeting held on 26th April, 2025, has recommended a final dividend @5% i.e. Re. 0.50 per share for the Financial Year 2024-25.

The record date for the purpose of final dividend for the Financial Year 2024-2025 is the date of this AGM i.e. 26th September, 2025. 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 26th September, 2025.

Members are requested to provide details of their bank account in which the amount of the dividend can be credited.
3. 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.
4. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy must be duly filled in all respect and should be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for meeting.

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. The proxies in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company at North East Transmission Company Limited, East Champamura, Khayerpur By-pass Road, Near Asian Paint Godown, P/O & P/S- Old Agartala, West Tripura - 799008 or at Corporate Office at 2C, 3rd Floor, D-21 Corporate Park, DMRC Building, Dwarka, New Delhi-110077, not less than 48 hours before the time fixed for holding the meeting.
6. 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, 2025 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). The Notice of the AGM for the financial year ending on 31st March, 2025 shall also be available on the website of the Company at www.netcindia.in.
7. Members / Proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
8. 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.
9. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2024 dated 19th September, 2024 has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), upto 30th September, 2025 in accordance with the requirement of Para 3 and Para 4 of the General Circular No. 20/2020 dated 05th May, 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.

11. 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.
12. 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.
13. In terms of provisions of Section 112 and 113 of the Companies Act, 2013 representative of Members such as President of India or the Governor of a State or the Body Corporate can attend the AGM and vote on its behalf.
14. 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 and to vote on their behalf. The said Resolution / Authorization shall be sent to the Company Secretary by e-mail on its registered e-mail address to sec@netcindia.in.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act shall be made available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to sec@netcindia.in.
16. 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.
17. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the AGM.

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

1. A participation link will be shared with the members attending the meeting through VC/OAVM on their e-mail ID registered with the Company. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
2. In case of Android/iPhone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
3. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
6. Members who need assistance before or during the AGM, can contact to Company Secretary at sec@netcindia.in / +91 8800654485.

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


Samriti
(Samriti Bajaj)
Company Secretary
Membership No.: ACS 39064
E-Mail: sec@netcindia.in

Registered Office:

North East Transmission Company Ltd,
Village- East Champamura, Khayerpur By-pass Road,
Near Asian Paint Godown, P/O & P/S- Old Agartala,
West Tripura - 799008
CIN: U40101TR2008PLC008249

Place: *New Delhi*
Dated: *16-09-2025*

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Special Businesses mentioned in the accompanying notice:

Item No. 6- Appointment of Smt. Manju Gupta (DIN: 08820741) as Director of the Company

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Smt. Manju Gupta (DIN: 08820741) in the 17th Annual General Meeting as a Director of the Company. Smt. Manju Gupta was appointed by the Board as an Additional Director of the Company with effect from 27th December, 2024. Smt. Gupta was nominated by POWERGRID pursuant to its rights under Shareholder's Agreement dated 03.02.2009 and Supplementary Agreement 1 dated 24.05.2024.

As per the provisions of Section 161 of the Act, Smt. Manju Gupta 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. A notice has been received under Section 160 of the Companies Act, 2013 proposing the candidature of Smt. Manju Gupta for office of Director. Smt. Gupta, if appointed shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

Brief profile of Smt. Manju Gupta as required by the Secretarial Standards on General Meeting is enclosed with this notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that she is a Director and/or Shareholder of the Company.

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

Item No. 7- Appointment of Shri Lalitlanthanga (DIN: 10971098), as Director of the Company

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Shri Lalitlanthanga (DIN: 10971098) in the 17th Annual

General Meeting as a Director of the Company. Shri Lalitlanthanga was appointed by the Board as an Additional Director of the Company with effect from 20th March, 2025. Shri Lalitlanthanga was nominated by Government of Mizoram pursuant to its rights under Shareholder's Agreement dated 03.02.2009 and Supplementary Agreement 1 dated 24.05.2024.

As per the provisions of Section 161 of the Act, Shri Lalitlanthanga 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. A notice has been received under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Lalitlanthanga for office of Director. Shri Lalitlanthanga, if appointed shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

Brief profile of Shri Lalitlanthanga as required by the Secretarial Standards on General Meeting is enclosed with this notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he is a Director and/or Shareholder of the Company.

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

Item No. 8- Appointment of Shri Biswajit Pegu (DIN: 07756420) as Director of the Company

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Shri Biswajit Pegu (DIN: 07756420) in the 17th Annual General Meeting as a Director of the Company. Shri Biswajit Pegu was appointed by the Board as an Additional Director of the Company with effect from 26th April, 2025. Shri Pegu is nominated by AEGCL pursuant to its rights under Shareholder's Agreement dated 03.02.2009 and Supplementary Agreement 1 dated 24.05.2024.

As per the provisions of Section 161 of the Act, Shri Biswajit Pegu 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. A notice has been received under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Pegu for office of Director. Shri Pegu, if appointed shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

Brief profile of Shri Biswajit Pegu as required by the Secretarial Standards on General Meeting is enclosed with this notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he is a Director and/or Shareholder of the Company.

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

Item No. 9- Appointment of Shri Avininder Gupta (DIN: 02928872) as Director of the Company

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Shri Avininder Gupta (DIN: 02928872) in the 17th Annual General Meeting as a Director of the Company. Shri Avininder Gupta was appointed by the Board as an Additional Director of the Company with effect from 24th May, 2025. He is nominated by OTPC pursuant to its rights under Shareholder's Agreement dated 03.02.2009 and Supplementary Agreement 1 dated 24.05.2024.

As per the provisions of Section 161 of the Act, Shri Avininder Gupta 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. A notice has been received under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Gupta for office of Director. Shri Gupta, if appointed shall be liable to retire by rotation in terms of Section 152 of the Companies Act, 2013.

Brief profile of Shri Avininder Gupta as required by the Secretarial Standards on General Meeting is enclosed with this notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he is a Director and/or Shareholder of the Company.

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

Item No. 10- Appointment of Shri Biswajit Bandhu Mukherjee (DIN: 10776715) as Whole-Time Director (Director- Technical) of the Company and approval of his remuneration

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in its 79th Board meeting held on 24th October, 2024 appointed Shri Biswajit Bandhu Mukherjee (DIN: 10776715) as an Additional and Whole-Time Director (Director-Technical) of the Company with effect from the same date. He is nominated by POWERGRID pursuant to its rights under Shareholder's Agreement dated 03.02.2009 and Supplementary Agreement 1 dated 24.05.2024.

Brief profile of Shri Biswajit Bandhu Mukherjee as required by the Secretarial Standards on General Meeting is enclosed with this notice.

Tenure of Appointment: 5 years from the date of appointment or date of withdrawal of his nomination by POWERGRID, whichever be earlier.

DETAILS OF SALARY AND PERQUISITES & TERMS & CONDITIONS OF APPOINTMENT

Wage Description	Monthly	Annually
Basic Pay	239810.00	2877720
Cafeteria (35% of Basic Pay)	83933.50	1007202
Dearness Allowance	107434.88	1289218.56
Deput. Allow. PGCIL Pay	9000.00	108000
House Rent Allowance	64748.70	776984.4
Provisional PRP Exe.	185133.00	2221596
Transfer Settlement Bene.	75.00	900
GRAND TOTAL	6,90,135	82,81,621
Superannuation Benefits @30.185%	1,04,816	12,57,790
Lease Salary Contribution @ 11.11%	38,579	4,62,947
SUB TOTAL (TAXABLE)	8,33,530	1,00,02,358
GST @18%	1,50,035	18,00,424
GRAND TOTAL	9,83,565	1,18,02,783

- i. The remuneration/ emoluments/ allowances/ PRP/ R&M Attendant Reimb. /R&M Furniture Reimb. / R&M Ent. Expenditure and other benefits as drawable by the incumbent in POWERGRID shall be fully protected.
- ii. The incumbent is on deputation and shall continue to be on the rolls of POWERGRID and will be entitled to all such consequential service benefits.
- iii. Further allowances/taxes shall be paid in the following manner as per POWERGRID policy:
 - Telecommunication expenses including Residential Phone, Mobile and Internet charges reimbursement, etc. as per POWERGRID policy;
 - Medical reimbursement, including hospitalization for self and dependent family members, as per POWERGRID rules;
 - Reimbursement of cost of crockery/ uniform/ towels/ other items, as per POWERGRID rules/ circulars issued from time to time.
 - Other benefit, perquisites, allowance, pay or remuneration of whatsoever nature as he may entitled as per the policy/practice of POWERGRID.
- iv. Remuneration of Shri Biswajit Bandhu Mukherjee shall be paid to POWERGRID on monthly basis on receipt of monthly mandate/claim from POWERGRID in this regard.
- v. In addition to above, Shri Biswajit Bandhu Mukherjee will be entitled to following benefits/facility as per the policy of the Company:
 - Laptop/other gadget;
 - Tour Expenses / reimbursement; and
 - A chauffeur driven car including parking/ toll tax / road tax etc.

Pursuant to Section 196, 197, 203 and Schedule V of the Companies Act, 2013 approval of shareholders is required for appointment of Shri Biswajit Bandhu Mukherjee as Whole-time Director (Director- Technical) w.e.f. 24th October, 2024, terms & conditions of his appointment and remuneration.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he is a Director and/or Shareholder of the Company.

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

Item No. 11- Appointment of Shri Jai Shankar (DIN: 11052973) as Managing Director of the Company and approval of his remuneration

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors in its 82nd Board meeting held on 26th April, 2025 appointed Shri Jai Shankar (DIN: 11052973) as an Additional Director and Managing Director of the Company with effect from the date of his joining i.e. 19th April, 2025. He is nominated by ONGC Tripura Power Company Ltd. (OTPC) pursuant to its rights under Shareholder's Agreement dated 03.02.2009 and Supplementary Agreement 1 dated 24.05.2024.

Brief profile of Shri Jai Shankar as required by the Secretarial Standards on General Meeting is enclosed with this notice.

Tenure of Appointment: 3 years effective from date of joining i.e. 19th April, 2025 and shall be renewable for such further period and terms as mutually agreed and on the recommendation of nominating authority.

DETAILS OF SALARY AND PERQUISITES & TERMS & CONDITIONS OF APPOINTMENT

Components	Monthly (INR)	Yearly (INR)
Basic Pay (BP: 45% of Total Gross Pay)	2,62,500	31,50,000
House Rent Allowance (40% of Basic Pay)	1,05,000	12,60,000
Special Allowance (Balancing Allowance)	1,18,282	14,19,384
LTA (One month Basic Pay)	21,875	2,62,500
Meal Voucher	2,200	26,400
Uniform Allowance or washing Allowance	2,000	24,000
Children education/ Hostel Fees	100	1,200
Newspaper/ Magazine Reimbursement	1,000	12,000
Sub-total (a)	5,12,957	61,55,484
Retirals - Employer Contribution		
Provident Fund (Employer's contribution - 12% of BP)	31,500	3,78,000
NPS (Employer's contribution - 10% of BP)	26,250	3,15,000
Gratuity (Employer's contribution - 4.81% of BP)	12,626	1,51,512
Sub-total (b)	70,376	8,44,512

Total Gross Pay [A = a + b]		5,83,333	69,99,996
Hired or leased Car with driver (with maximum monthly leasing cost of Rs. 70,000/- approx.) [B]			8,40,000
Performance Incentive Ceiling (Shall be payable annually as per Company Policy in this regard and subject to Board discretion) [C]			20,00,000
Sub-total (c)		[A + B + C]	Rs.98,39,996
Over and above figures at (c), he shall be entitled for following benefits / perquisite as per Company Policy (The indicative list of benefits / perquisite are as under):			
Mobile handset (Once in every three years)	Up to Rs.50,000		
Reimbursement of Communication Expenses towards Landline, Mobile & Data Card (Annually)	Up to Rs.48,000		
Health Benefits - GMC (SI of 15 lakhs pa), GPA & GTL (SI of Rs. 1 Cr pa)	XXXXX		
Medical Health Check-up Reimbursement as per Company Policy (For self and Family members – family member includes self, spouse & dependent children only). Every year for employees above 40 yrs.	Up to Rs.7,000 per person (in a block of 2 yrs)		
Reimbursement of OPD Expenses (towards self and dependents)	up to one month Basic Pay		
Holiday Travel Reimbursement	15 days BP		
Leave Benefits as per Company Policy (EL, CL & SL)	As per Co. Policy		
Any other benefits	As per Co. Policy		

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he is a Director and/or Shareholder of the Company.

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

Item No. 12: Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2025-26

Based on recommendation of Audit Committee, appointment of M/s R Singhal and Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the Financial year 2025-26 was decided by the Board of Directors . The Board of Directors in its meeting held on 22nd August, 2025 has accorded approval for payment of total fee of Rs. 30,000/- (Rupees Thirty thousand only) for cost audit for the Financial year 2025-26.

As per Rule 14 of Companies (Audit and Auditors) Rules, 2014 read with Section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year 2025-26.

None of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the proposed resolution set out in item no. 12 of the notice.

The Board recommends the Ordinary Resolution set forth in Item no. 12 of the notice for approval of the Members.

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



Samriti Bajaj

(Samriti Bajaj)

Company Secretary

Membership No.: ACS 39064

E-Mail: sec@netcindia.in

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: *16.09.2025*

ANNEXURE TO NOTICE OF 17TH AGM

Details of the Directors seeking Appointment/Re-appointment at the forthcoming Annual General Meeting)

Name of Directors	Dr. Yatindra Dwivedi (DIN: 10301390)	Shri Biswajit Basu (DIN: 09003080)	Shri B B Mukherjee (DIN: 10776715)	Smt. Manju Gupta (DIN: 08820741)
Date of Birth	05.07.1967	30.12.1963	18.10.1965	11.02.1967
Date of first Appointment on the Board	22.07.2024	22.07.2024	24.10.2024	27.12.2024
Qualification	Bachelor's degree in Engineering, PGDIE, PGDM and Doctorate in Management.	Electrical Engineering	Bachelor's degree in Electrical Engineering	Bachelor's degree in Electrical Engineering
Experience	<p>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.</p> <p>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 has represented India and won prestigious Asian Management Challenge Championship in 2017. He has led various management initiatives such as SAP implementation, digitization of HR, readiness for future of work, etc. with a focus on building agile &</p>	<p>He has worked as 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 organizations 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. Presently, he is also serving as Managing Director of Tripura State Electricity Corporation Ltd. (TSECL).</p>	<p>He is a distinguished electrical engineer with an illustrious career spanning over three decades, characterized by pioneering contributions to High Voltage Direct Current (HVDC) systems.</p> <p>Throughout his career, he has significantly contributed to India's power transmission landscape, particularly through his expertise in the design, commissioning, and troubleshooting of HVDC systems. Formerly serving as the Chief General Manager at Power Grid Corporation of India Limited, Shri. Mukherjee has been instrumental in the concept-to-commissioning of several landmark HVDC projects, including: ± 800 kV, 6000 MW HVDC Transmission system with DMR for Raigarh-Pugalur, and the Pugalur-Trichur ± 320 kV, 2 X 1000 MW VSC HVDC Transmission, connected with the</p>	<p>She has a diverse experience of more than 35 years in power sector. She has been associated with POWERGRID since 1991 and has handled multi-disciplinary functions like Quality Assurance & Inspection, Corporate Monitoring, Commercial, Business Strategy & Development, Regulatory Affairs, Law, Consultancy, Distribution Management System, System Planning and Central Transmission Utility in various capacities. As a member in various high-level committees of MoP/CERC, she has strategized and has been part of Policy making in key Sectoral reforms beginning from separation of Transmission to introduction of Open Access, Electricity Act 2003, Tariff Policy, NEP, ISTS planning, Private</p>

	<p>resilient organization. Presently, he is also holding position of Director (Personnel) of POWERGRID.</p>		<p>awarded line and cable transmission, India's and the world's first ± 800 kV, 6000 MW North East Agra Multiterminal HVDC System configuration, Ballia-Bhiwadi HVDC system (± 500 kV, 2500 MW), the upgradation of the Talcher-Kolar HVDC system (from ± 500 kV, 2000 MW to 2500 MW), and the commissioning of the Rihand-Dadri HVDC system (± 500 kV, 1500 MW), refurbishment of Rihand-Dadri, Vidyanchal HVDC (BTB) system.</p> <p>He has also been instrumental in the conceptualization, scheme finalization of VSC HVDC scheme and configuration at ± 350 kV, 5 GW, with a parallel symmetrical monopole from the Renewable Energy Park at Leh, Pang (altitude 4700m) to Kalthal (Load Centre), Bhadla-Fatehgarh HVDC ± 800 kV, 6000 MW LCC HVDC system configuration, the development of offshore transmission systems at the 220 kV level in Gujarat and Tamil Nadu, as well as in power system studies and the improvement of transmission system efficiency during his tenure in the Technology Development department.</p> <p>Also, he contributed in conceptualising and executing innovative transmission systems, improving efficiency and reliability across India's power grid. In recognition of his outstanding contributions, Shri. Mukherjee</p>	<p>participation in ISTS, Regulations and procedures for Open Access, Calculation and Sharing of ISTS charges, Integration of RE generation etc. She has been actively involved in initiatives towards grid interlinking and energy cooperation with neighbouring countries. In POWERGRID, she has played a pivotal role in planning and implementation of National Grid including high capacity corridors across the countries. She has also served for 3 years in NTPC prior to joining POWERGRID.</p> <p>She has authored numerous technical papers in various National and international forums. She is also honorary Chairman in Vizag Transmission Ltd. and director in 6 no. JVs/subsidiaries of POWERGRID and PUTL. A result-oriented achiever with excellent track record for identifying opportunities for accelerated growth, she is a leader with motivational management style & reputation for building and retaining highly motivated teams.</p> <p>Presently, Mrs. Manju Gupta is working as Executive Director (CTUIL), Power Grid Corporation of India Ltd.</p>
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			<p>was bestowed with the prestigious IEC 1906 Award for his contributions to TC 115 which is granted in recognition of exceptional individual achievements which helped advance IEC activities in a significant way. This accolade, reserved for the most active and impactful experts within TC/SCs and IEC Conformity Assessment Systems, further cements his legacy in the field</p> <p>Shri. Mukherjee is a global leader in HVDC systems, chairing the ETD40 Committee and representing India on CIGRE and IEC committees. His influential technical papers and active roles in IEEE underscore his global impact. With a career defined by visionary leadership and technical excellence, Shri. Biswajit Bandhu Mukherjee continues to stay at the forefront of advancements in power transmission and reliability of transmission systems in India and beyond.</p>	
Attendance in Board Meeting held during the tenure in FY 2024-25	No. of Board Meeting held: 4 No. of Board Meeting attended: 4	No. of Board Meeting held: 4 No. of Board Meeting attended: 2	No. of Board Meeting held: 3 No. of Board Meeting attended: 3	No. of Board Meeting held: 2 No. of Board Meeting attended: 2
Directorship held in other companies	1. POWERGRID Corporation of India Limited 2. Torrent Power Grid Limited 3. Convergence Energy services Limited 4. POWERGRID Teleservices	1. Tripura Power Generation Limited 2. Tripura State Electricity Corporation Limited (TSECL) 3. Tripura Power Transmission Limited 4. ONGC Tripura Power Company Limited	Nil	1. Bihar Grid Company Limited 2. POWERGRID Himachal Transmission Limited 3. Powerlinks Transmission Limited

	<p>Limited</p> <p>5. POWERGRID Beawar-Mandsaur Transmission Limited</p> <p>6. POWERGRID Mewar Transmission Limited</p> <p>7. Bihar Grid Company Limited</p> <p>8. POWERGRID Sirohi Transmission Limited</p> <p>9. Rajasthan IV 4A Power Transmission Limited</p>			
Details of Memberships/ Chairmanship of committees of other Boards	POWERGRID - Member, CSR Committee	TSECL - Member of CSR Committee	NIL	NIL
Number of shares held in NETC Ltd. as on 31.03.2025	NIL	NIL	NIL	NIL

Name of Directors	Shri Lalitlanthanga (DIN: 10971098)	Shri Jai Shankar (DIN: 11052973)	Shri Biswajit Pegu (DIN: 07756420)	Shri Avininder Gupta (DIN: 02928872)
Date of Birth	01.05.1967	24.06.1967	01.02.1980	12.04.1966
Date of first Appointment in Board	20.03.2025	19.04.2025	26.04.2025	24.05.2025
Qualification	Engineering in Electronics & Communication	Mechanical Engineer with Post Graduate in Operation Management	MA, M Phil (Intl Pol)	Chartered Accountant and law graduate
Experience	<p>He has a diverse experience of more than 35 years in Power & Electricity department in Govt. of Mizoram. He joined as an Assistant Engineer with the Power and Electricity Department, Government of Mizoram in 1989. Over the years, he has accumulated extensive experience including seven years of working experience in the installation and commissioning of high- voltage (HV) to extra-high-voltage (EHV) substations up to the 132kV level, nine years of experience in the maintenance of distribution lines, 13 years experience in revenue collection (commercial), where he played a key role in the computerization of energy billing within Mizoram. Additionally, he has four years of experience in maintaining 132kV/33kV substations and two years experience in administrative roles as Superintending Engineer (SE) and Chief Engineer.</p>	<p>He is an industry veteran with over 35 years of experience, joined NETC (a JV of PowerGrid, ONGC Tripura Power Company Ltd. (OTPC), Assam Electricity Grid Corporation Ltd (AEGCL), Govt of Tripura, Mizoram, Manipur, Meghalaya & Nagaland) as its Managing Director from 19th April, 2025.</p> <p>Prior to taking charge as MD, NETC, Shri Jai Shankar was the Location Manager of ONGC's Cauvery Asset, Puducherry. He had an extremely successful stint as Head of Sakhalin Asset at ONGC Videsh, which is seen as the most valuable producing Asset in Russia. His leading role in establishing the first Energy office, called "Bharat Energy Office" as a Joint Venture of 5 Indian PSUs (ONGC Videsh, IOCL, GAIL, OIL & EIL) in Moscow for Business Development earned a wide media coverage at the international level. He carries a notable contribution in</p>	<p>He is an IAS officer from 2009 Batch, served as the Secretary, Home & Political, Environment & Forest Department. He was also posted as the Secretary of the Social Justice & Empowerment Department. He has also been District Commissioner in many places in Assam. Shri Pegu has also been on the Board of Brahmaputra Cracker and Polymer Limited. He is presently Commissioner & Secretary of the Home & Political Department, Govt. of Assam. He has also taken charge of Managing Director of Assam Electricity Grid Corporation Limited (AEGCL) and Assam Power Generation Corporation Ltd. (APGCL).</p> <p>Shri Biswajit Pegu is also serving as Director on the Board of Ashok Paper Mill (Assam) Limited.</p>	<p>He has over 34 years of rich experience across the power, banking and financial services sectors. Shri Gupta has held key roles in reputed organizations such as Lanco, Industrial Investment Bank of India, Centurion Bank and the Bhilwara Group. For the past 10 years, Shri Avininder Gupta has been serving as the Chief Financial Officer of ONGC Tripura Power Company Limited.</p>

	<p>He has significantly contributed for Computerization of energy billing by iniaon computerized billing within Mizoram, OFC and wireless communication and was involved in commissioning of most of the 132kV sub stations and hydel stations within Mizoram. Currently, Mr. Laltlanthanga is working as Chief Engineer (RE), Power & Electricity Department, Government of Mizoram.</p>	<p>Corporate & ONGC Power JVs functioning, while working with the ONGC Board level members. He also has a rich experience of working as a Mine Engineer with Hindustan Copper Ltd (A PSU) before joining ONGC.</p> <p>Shri Shankar has a rich experience across the E&P value chain, Power, Mining & Business Development. A dedicated proponent of continuous learning, Shri Jai Shankar has been a strong advocate for integrating cutting-edge technology and digitalization to drive growth and sustainability in the energy sector. He has widely travelled across the globe including participation in Offshore Technology Conference (OTC) Houston USA, Easter Economic Forum (EEF) Vladivostok Russian Federation.</p>		
Attendance in Board Meeting held during the tenure in FY 2024-25	<p>No. of Board Meeting held: 1 No. of Board Meeting attended: 1</p>	<p>No. of Board Meeting held: 0 No. of Board Meeting attended: 0</p>	<p>No. of Board Meeting held: 0 No. of Board Meeting attended: 0</p>	<p>No. of Board Meeting held: 0 No. of Board Meeting attended: 0</p>
Directorship held in other companies	NIL	NIL	<p>1. Assam Electricity Grid Corporation Limited 2. Assam Power Generation Corporation Limited 3. Ashok Paper Mill (Assam) Limited</p>	1. New and Green Energy of Assam Limited
Memberships/ Chairmanship of	NIL	NIL	NIL	NIL

committees across all public companies				
Number of shares held in NETC Ltd. as on 31.03.2025	NIL	NIL	NIL	NIL

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



Samriti
(Samriti Bajaj)
Company Secretary
Membership No.: ACS 39064
E-Mail: sec@netcindia.in

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: *16.09.2025*