



NORTH EAST TRANSMISSION COMPANY LIMITED

PROCEEDINGS

17th Annual General Meeting

Day: Friday

Date: 26th September 2025, 4:00 p.m.

Company Secretary: Good afternoon everyone. I on behalf of the NETC team, welcome the esteemed Chairman of the Board and other Directors on the Board of the Company, Shareholders and all other participants in the 17th AGM of the Company.

This meeting has been called at a shorter notice u/s 101 and being held at place other than registered office of the Company u/s 96 of the Companies Act, 2013 for which necessary permissions have already been obtained in due course from the members of the Company.

The members who are unable to attend the meeting in physical mode, are also given the facility to attend the meeting via Video Conference (VC) or Other Audio-visual Means (OAVC) in terms of MCA General Circular No. 09/2024 dated 19th September, 2024. In terms of requirement of a MCA Circulars, the Company is required to make available recorded transcript of the VC meeting on its website and accordingly, this meeting is being recorded in view of requirement of the law.

The Company Secretary started the recording.

Company Secretary: As per section 104 of the Companies Act, 2013 read with Article 99 of the AOA of the Company, I request Dr. Yatindra Dwivedi Sir, Chairman of the Board to Chair the 17th Annual General Meeting of the Company.

Dr. Yatindra Dwivedi to took the Chair and allowed the further proceedings.

Chairman: Before we start the main proceedings of the meeting, I would like to inform that I am attending the meeting physically from the venue of the meeting. Now, I request other participants whether attending the meeting physically or through electronic mode, to introduce themselves and make roll call.

Company Secretary: Are we audible, Sir? All those who are attending through VC.

Shri Arup Kumar Samanta (Representative of POWERGRID): Yes

Shri Lalitlanthanga: Yes, it is audible. I can hear clearly.

Participants attending meeting through VC made a roll call as follows:

1. **Shri Arup Kumar Samanta (Representative of POWERGRID):** I am joining this meeting from Ashoka Hotel, New Delhi as representative of POWERGRID Corporation of India

Limited.

2. **Smt. Manju Gupta (Director - NETC):** Yes, good evening. I am Manju Gupta. I'm attending this meeting from Goa and I can listen to all the participants and I can communicate clearly. Thank you.
3. **Shri Laltlanthanga (Director – NETC & Representative of Govt. of Mizoram):** I am Laltlanthanga. I am attending from Mizoram Aizawl. I can hear clearly.
4. **Shri Biswajit Basu (Director – NETC & Representative of Govt. of Tripura):** Good Afternoon. I am Biswajit Basu, MD, TSECL, attending the meeting from Udaipur, Tripura.

Company Secretary: Mr. Barua kindly make roll call please. Mr. Kikon from Nagaland, kindly make a roll call please.

5. **Shri D. Barua (Representative of AEGCL) :** Attended from AEGCL office in Guwahati.
6. **Shri Mhonlumo Kikon (Representative of the Governor, Govt. of Nagaland):** Good afternoon, everybody. I'm Mhonlumo Kikon, representing the Department of Power, Nagaland and attending from Kohima. Thank you.

Company Secretary: Now I request the shareholders and other directors present in this meeting physically to kindly make a roll call please.

Participants attending meeting physically made a roll call as follows:

1. **Shri Jai Shankar (Managing Director, NETC):** Good Afternoon Chairman sir and all Board members, the shareholders, the representative present here. I am Jai Shankar, MD, NETC, attending this meeting from the venue.
2. **Shri R.T. Agarwal (Independent Director):** Good Afternoon. I am R.T. Agarwal, Independent Director attending this meeting from venue.
3. **Shri B B Mukherjee (Director – Technical):** Namashkar, B.B. Mukherjee, attending this meeting from venue.
4. **Shri Avininder Gupta (Director – NETC):** Good afternoon. I am Avininder Gupta, Nominee Director from OTPC. I am attending the meeting from the venue and I have received the Notice and other agendas.
5. **Shri Laishram Birdas Singh (Representative of Governor, Govt. of Manipur):** Good afternoon, Chairman sir. Good afternoon all the Board members and the team members of the Company. I'm Laishram Birdas Singh, representative of Government of Manipur. I'm attending this meeting physically from the venue.
6. **Shri Neeraj Kumar Aggarwal (Representative of OTPC):** Good afternoon. I'm Neeraj Aggarwal, representative of OTPC. I'm attending this meeting from the venue.

After roll call is completed.

COMPANY SECRETARY: WITH THE PERMISSION OF THE CHAIRMAN SIR, I CONFIRM THE PRESENCE OF QUORUM AS FOLLOWS:

We have the representatives of 7 shareholders/members constituting 95% of shareholding present attending the AGM. Representatives of 5 members are participating in the AGM through VC. Members participating through VC are reckoned for the purpose of quorum as per the circulars issued by MCA read with Section 103 of the Companies Act, 2013 and thus, the quorum is present.

Apart from them, we also have key executives and senior management of NETC joining from the meeting venue.

Company Secretary: Sir, till now the Secretarial Auditors and Statutory Auditors are not present. Once they join I will confirm.

I now request Chairman of the meeting to start the proceedings.

Welcome Address by the Chairman

Since, the Company Secretary has confirmed the presence of requisite quorum, I call this meeting in order.

Dear Shareholders,

On behalf of the Board of Directors of North East Transmission Company Limited, it is my immense pleasure to welcome you all to the 17th Annual General Meeting of your Company. I would like to extend my heartfelt thanks to you all for sparing your valuable time for attending this important event of your Company.

The Annual Report for FY 2024-25 containing Board's Report, Auditor's Report and Financial Statements has been already circulated to you and I take these as read, with your permission.

Now, I would like to share the Performance highlights of your Company.

Performance Highlights:

Your company is making all its efforts towards achieving new milestones which is reflected by the Company being accredited with AAA (Stable) Credit Rating by ICRA in the year 2025 & financial year 2024-25 has proved to be another bright year in the success story of your Company. I am glad to share with you some of the highlights of the financial year 2024-25:

- The Transmission system availability of your Company was 99.94% & the Company has received full incentive in line with the CERC Regulations since the availability exceeded 99.75%.
- Total income for the financial year 2024-25 was Rs. 269.20 crore and profit after tax (PAT) was Rs. 78.69 crore, thereby marking an increase in PAT by 10.6% over the previous year.
- Your Board of Directors declared an Interim dividend at the rate of 10% of its paid up

capital, accordingly paid to all the shareholders. In addition your Board has recommended final dividend at the rate of 5% of paid up capital for the FY 2024-25, subject to your approval in this AGM.

- In FY 2024-25, ICRA has reaffirmed the long-term rating of the Company as AA+ (Stable).
- The Statutory Auditors, the Comptroller & Auditor General of India (CAG), the Cost Auditors and the Secretarial Auditors have given their respective unqualified Audit report and the same are placed before you as part of Board's Report.
- Your Company is striving to diversify its business through business development activities. Apart from core business area i.e. development of transmission line, the business development activities are also considering the opportunities in renewables & consulting services which will bring significant growth to the Company in near future. The business development initiatives would help in growth of your Company and wealth maximization for its stakeholders.
- Your Company is committed to ensure its contribution to the welfare of the communities where it is present, through its Corporate Social Responsibility (CSR) initiatives. During Financial Year 2024-25, your Company has incurred expenditure of ₹1.58 Crores on CSR projects related to health, education and ecology.

Acknowledgement:

- First of all, on behalf of the Board of Directors, I want to express my deepest gratitude to each one of our shareholders for reposing your constant trust and faith in the Company which has helped the Company to attain this level. We look forward for your continued trust, confidence and support for its future growth and maintaining the sustainable practices.
- Further, I would like to convey our sincere thanks to all our stakeholders, business associates and the Central Government and State Governments of North East Region for their continuance support to the Company.
- I wish to place on record my appreciation and heartfelt gratitude for the significant contribution and support extended by my colleagues on the Board. On behalf of the Board, I also acknowledge the commitment, hard work and valuable contribution extended by our employees, irrespective of tough weather & other environmental conditions of North-East.

Company Secretary: Thank you, Sir. The Annual Report of the Company for FY 2024-25, Register of Directors & KMPs and their shareholdings, Register of Contracts or Arrangements, nominations received under section 160 (1) and resolutions passed by the shareholders in General Meetings are available for inspection by members at the AGM venue and also in electronic form during the meeting. Members seeking to inspect such documents in electronic form can send their request to Company Secretary at email id: sec@netcindia.in

Company Secretary: With the permission of Chairman, I am now providing the summary of the Auditors' Report

The Statutory Auditors, Comptroller & Auditor General of India (CAG) and Secretarial Auditors have expressed unqualified opinion in Statutory Audit Report, Supplementary Audit Report on

Financial Statement for FY 2024-25 and Secretarial Auditor Report respectively. The Statutory Auditor's report on financial statements is available on Page number 49 - 61 of the annual report. CAG Report is on Page number 43 and Secretarial Auditor report is on Page number 39 - 42 of the annual report.

Thank you.

Now, I with the permission of the Chairman sir, would invite the shareholders to raise queries, if any on the Annual Report and Financial Statements for the financial year 2024-25.

Any Query any shareholder. Anybody any query??

Since, no query is received. I now request Chairman, to allow me to take up the agenda items for consideration by the members.

Chairman: Go ahead.

ORDINARY BUSINESS

ITEM NO. 1:

Chairman: The first item of the business relates to adoption of Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 together with the reports of Board of Directors and Auditor's thereon and the report of the Comptroller & Auditor General of India.

I now request Company Secretary to read the proposed resolution.

Company Secretary:

“RESOLVED THAT the Audited Financial Statements of the Company for financial year ended on 31st March, 2025 together with report of Board of Directors and Auditor's thereon and the report of the Comptroller & Auditor General of India as circulated to the Members and laid before the meeting, be and are hereby received, considered and adopted.”

Chairman: I now invite the members to propose and second the resolution.

Shri Arup Kumar Samanta: We propose the resolution.

Company Secretary: Anybody please second the resolution.

Shri Laishram Birdas Singh: I second the resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 2:

Chairman: Now we move to next item pertaining to Declaration of dividend on equity shares for the year ended on 31st March, 2025. I would now request the Company secretary to brief this item and read the proposed resolution.

Company Secretary: Dear Shareholders, I would like to inform that the Board of Directors of the Company had declared and paid an Interim Dividend for the Financial Year 2024-25 at the rate of 10% (Re. 1/- per share) on the Equity shares of the Company. It is further informed that the Board of Directors of the Company had recommended to the members for declaration of final dividend at the rate of 5% i.e. Re. 0.50 per equity share for the Financial Year 2024-25 in this Annual General Meeting. The proposed resolution is:

“RESOLVED THAT declaration of the interim dividend by the Board of Directors in its 80th meeting held on 22.01.2025, to all the members of the Company for the Financial Year 2024-25 at the rate of 10% i.e. Re. 1.00 per equity share of Rs. 10/- each fully paid up and its payment, be and is hereby noted.

RESOLVED FURTHER THAT the final dividend @ of 5% i.e. Re. 0.50 per equity share of Rs. 10/- each, for the financial year 2024-25 as recommended by the Board of Directors of the Company be and is hereby declared for payment to shareholders whose names appear in the Register of Members of the Company as on the date of AGM i.e. 26th September 2025.”

Chairman: I now invite the members to propose and second the resolution.

Shri Neeraj Kumar Aggarwal: I, Neeraj Aggarwal propose the resolution.

Company Secretary: Somebody kindly please second the resolution.

Shri Laishram Birdas Singh: I, Laishram Birdas Singh, second the resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 3:

Company Secretary: Sir, the next item is related to appointment of Dr. Yatindra Dwivedi (DIN:10301390) as a Director, liable to retire by rotation. Since this agenda item pertains to the Chairman sir, I with the permission of the Chairman sir would request Sh. Jai Shankar, Managing Director to Chair the meeting for this item.

Chairman: Sh. Jai Shankar, please go ahead.

Shri Jai Shankar to take Chair.

Shri Jai Shankar: I would now request the Company Secretary to read the proposed resolution:

Company Secretary: “RESOLVED THAT Dr. Yatindra Dwivedi (DIN:10301390), Director of the Company, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Chairman (Sh. Jai Shankar): I now invite the members to propose and second the resolution.

Shri Laishram Birdas Singh : I propose this resolution.

Shri Neeraj Kumar Aggarwal: I second the resolution.

Chairman (Sh. Jai Shankar):

I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

Company Secretary: I now request Dr. Yatindra Dwivedi Sir, to Chair the meeting for rest of the agenda items.

ITEM NO. 4:

Chairman: Now, the item no. 4 pertains to appointment of Shri Biswajit Basu (DIN: 09003080) as a Director, liable to retire by rotation. I would now request the Company Secretary to read the proposed resolution.

Company Secretary: “**RESOLVED THAT Shri Biswajit Basu (DIN: 09003080), Director of the Company, who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.**”

Chairman: I now invite the members to propose and second the resolution.

Shri Laishram Birdas Singh : I propose this resolution.

Shri Neeraj Kumar Aggarwal: I second the resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 5:

Chairman: I move to next item for 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. I would now request the Company secretary to read the proposed resolution.

Company Secretary: “**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.”

Chairman: I now invite the members to propose and second the resolution.

Shri Arup Kumar Samanta: We propose the resolution.

Shri Neeraj Kumar Aggarwal: Second the resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

SPECIAL BUSINESS

ITEM NO. 6:

Chairman: Now, I take up the next agenda item related to appointment of Smt. Manju Gupta (DIN: 08820741) as Director of the Company. I would now request the Company Secretary to confirm the receipt of nomination under section 160 (1) in respect of Smt. Manju Gupta and read the proposed resolution.

Company Secretary: I confirm the receipt of notice under section 160 (1) proposing the candidature of Smt. Manju Gupta as Director. The proposed resolution is:

“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.”

Chairman: I now invite the members to propose and second the resolution.

Shri Laishram Birdas Singh: I propose the resolution.

Company Secretary: Please somebody second.

Shri Laltlanthanga: I second the resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 7:

Chairman: Now, I take up the next agenda item related to appointment of Shri Laltlanthanga (DIN: 10971098) as Director of the Company. I would now request the Company Secretary to confirm the receipt of nomination under section 160 (1) in respect of Shri Laltlanthanga and read the proposed resolution.

Company Secretary: I confirm the receipt of notice under section 160 (1) proposing the candidature of Shri Laltlanthanga as Director. The proposed resolution is:

“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 Laltlanthanga (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.”

Chairman: I now invite the members to propose and second the resolution.

Shri Laishram Birdas Singh: Propose this resolution.

Company Secretary: Somebody please second.

Shri Neeraj Kumar Aggarwal: I second the resolution.

Company Secretary: Thank You sir.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 8:

Chairman: The next item pertains to appointment of Shri Biswajit Pegu (DIN: 07756420) as Director of the Company. I would now request the Company Secretary to confirm the receipt of nomination under section 160 (1) in respect of Shri Pegu and read the proposed resolution.

Company Secretary: I confirm the receipt of notice under section 160 (1) proposing the candidature of Shri Biswajit Pegu as Director. The proposed resolution is:

“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.”

Chairman: I now invite the members to propose and second the resolution.

Shri Lalitlanthanga: We propose this resolution.

Shri Laishram Birdas Singh: I second the resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 9:

Chairman: Now, I take up item no. 9 related to appointment of Shri Avininder Gupta (DIN: 02928872) as Director of the Company. I would now request the Company Secretary to confirm the receipt of nomination under section 160 (1) in respect of Shri Avininder Gupta and read the proposed resolution.

Company Secretary: I confirm the receipt of notice under section 160 (1) proposing the candidature of Shri Avininder Gupta as Director. The proposed resolution is:

Company Secretary: “**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.”**

Chairman: I now invite the members to propose and second the resolution.

Shri Neeraj Kumar Aggarwal: I propose the resolution.

Shri Laishram Birdas Singh: Second the resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 10:

Chairman: The next agenda item pertains to appointment of Shri Biswajit Bandhu Mukherjee (DIN: 10776715) as Whole- Time Director of the Company and approval of his remuneration. I would now request the Company Secretary to read the proposed resolution.

Company Secretary: “**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, whichever 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.

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.”

Chairman: I now invite the members to propose and second the resolution.

Shri Arup Kumar Samanta: We propose.

Shri Laishram Birdas Singh: I second.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 11:

Chairman: Now, I take up the next item related to appointment of Shri Jai Shankar (DIN:11052973) as Managing Director of the Company and approval of his remuneration. I would now request the Company Secretary to read the proposed resolution.

Company Secretary: “**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.”

Chairman: I now invite the members to propose and second the resolution.

Shri Neeraj Kumar Aggarwal: I propose this resolution.

Shri Laishram Birdas Singh: I second this resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

ITEM NO. 12:

Chairman: Now, the last item pertains to Ratification of remuneration payable to Cost Auditors of the Company for the Financial Year 2025-26. I would now request the Company Secretary to read the proposed resolution.

Company Secretary: “**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 & 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.”

Chairman: I now invite the members to propose and second the resolution.

Shri Neeraj Kumar Aggarwal: I propose the resolution.

Shri Laishram Birdas Singh: I second the resolution.

Chairman: I now put the resolution to vote as an ordinary resolution by show of hands.

Those in favour may now please raise their hands.

Wait for few seconds.

Those not in favor may now please raise their hands.

Chairman: Since there being no hands raised against the resolution, I declare the resolution as carried unanimously.

Company Secretary: Sir, since the Secretarial Auditor and Statutory Auditor could not join, so I request to kindly grant them leave of absence.

Chairman: OK

Company Secretary: Since all the agenda items have been considered and approved by the members.

Chairman: Since there is no other business to transact, I declare the meeting closed.

Company Secretary: I now request MD sir to kindly propose vote of thanks.

Shri Jai Shankar, Managing Director:

Thank You Samriti for making this meeting successful today in presence of respected Chairman, all the Board members, shareholders and all the representatives.

I, Jai Shankar, Managing Director of NETC wish to convey my sincere gratitude to Chairman sir for attending this meeting from the venue, esteemed members of the Board, shareholders, Auditors (Auditors are not present today) and special invitees for sparing their valuable time for attending the 17th Annual General Meeting of the Company and making this event special and memorable for all of us.

I also take this opportunity to express my deep gratitude to all esteemed members of Board for their constant guidance for the development of the Company and also giving all support & confidence to venture into new business opportunities.

Thank You.

Company Secretary: Thank You so much.

THE 17TH ANNUAL GENERAL MEETING CONCLUDED
