



NORTH EAST TRANSMISSION COMPANY LIMITED

TRANSCRIPT

15th Annual General Meeting

Day: Thursday

Date: 3rd August 2023, 5:15 p.m.

Company Secretary: Good afternoon. We welcome the Chairman of the Board, Directors and all the participants in the 15th AGM of NETC. As per decision of the Board, members have option to attend the meeting physically or via Video Conference or Other Audio-visual Means (VC). In terms of MCA General Circulars 14, 17 & 20 of 2020, 02 of 21 and 02 of 22, 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 recording.

Company Secretary: The representatives of 6 shareholders/members were present in this meeting. Participation in the AGM through video conference was 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. Shri Naresh Kumar Sinha representative of M/s Kumar Naresh Sinha & Associates, Secretarial Auditor and Shri Shiv Chaturvedi representative of M/s Shiv & Associates had joined through video conference.

As per section 104 of the Companies Act, 2013 read with Article 99 of the AOA of the Company, I request Mr. K. Sreekant Sir, Chairman of the Board to Chair 15th Annual General Meeting.

Chairman: Before we start the main proceedings of the meeting, I would like to inform that I am participating from POWERGRID Corporate Office, Sector 29, Gurgaon, Haryana. Now, I request other participants to introduce themselves.

Thereafter the process of roll call was completed.

Company Secretary: With the permission of Chair, I confirm presence of Quorum as follows:

We have total 8 shareholders. Representatives of 6 shareholders are present in this AGM. Participation of members through video conference shall be reckoned for the purpose of quorum as per the circulars issued by MCA read with Section 103 of the Companies Act, 2013.

Apart from them, we also have key executives and senior management of NETC joining from the meeting venue. Statutory Auditor and Secretarial Auditor, have also joined this meeting.

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

Welcome Address by the Chairman

Participation of the members through video conference has been reckoned for the purpose of quorum. Company Secretary confirmed the presence of requisite quorum. I call the 15th Annual General Meeting in order. Dear Shareholders, on behalf of the Board of Directors of North East Transmission Company, I am pleased to welcome you all to the 15th Annual General Meeting of your company. I wish and pray that you and your families are safe and healthy. The Annual Report for FY 2022-23 has been circulated to you, which includes Board's Report, Auditor's Report, Financial information and related notes. I take it as read, with your permission. Your company is steadily marching towards new milestones and financial year 2022-23 has proved to be yet another year of success story. I am glad to share with you some of the highlights of the financial year 2022-23:

- Our Transmission system availability was 99.97%. The Company has received full incentive in line with the CERC Regulations.
- Total income of Rs. 304.98 crore and profit after tax (PAT) of Rs. 88.41 crore.
- Interim dividend at the rate of 12% has been paid and in addition, recommendation made for 8 % as final dividend for the FY 2022-23, subject to approval in the AGM.
- The Statutory Auditor, the CAG, the Secretarial Auditor and the Cost Auditor have given their respective unqualified Audit report.
- In FY 2022-23, ICRA Limited has affirmed the long-term rating of the company at AA+ and stated that 'NETC will continue to benefit from cost-plus tariff and its ability to maintain healthy transmission line availability'.
- Your Company is striving to diversify its business through business development activities. The business development activities will bring growth to the Company.
- Your Company is committed to ensure its contribution to the welfare of the communities in the society where it is present, through its Corporate Social Responsibility (CSR)

initiatives. During FY 2022-23, the Company has incurred expenditure of ₹141.12 Lakhs in CSR projects related to rural development, education, and health.

On behalf of the Board of Directors, I convey my earnest thanks to all of our stakeholders. The continued support of our shareholders, various authorities of the Central Govt. and State Governments of NER, Central and State Regulatory bodies has been a source of strength for us.

I wish to place on record my appreciation and gratitude for the significant contribution and support extended by my colleagues on the board. On behalf of the Board, I also acknowledge the dedication, commitment, and tireless efforts of our employees. Thank you everyone.

Company Secretary: Thank you Sir. The Annual Report of the Company for FY 2022-23, Register of Directors & Key Managerial Personnel, Register of Contracts or Arrangements, nominations received under section 160 (1) of the Companies Act, 2013 and resolutions passed by the shareholders in General Meetings are available in electronic form for inspection. Members seeking to inspect such documents can send their request to mukeshkumar@netcindia.in.

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

The Statutory Auditor, M/s Shiv & Associates, and Secretarial Auditor, M/s Kumar Naresh Sinha & Co., have expressed unqualified opinion in their respective audit reports for the financial year 2022-2023. The CAG has also given its unqualified audit report. The Statutory Auditor's report on standalone financial statements is available on Page number 32 of the annual report. Secretarial Auditor report is on Page number 22 of the annual report. Thank you.

Respected Shareholders, the Notice of this AGM and the Annual Report of the Company for FY 2022-23 which have been circulated to you, with your permission I consider them as read.

Now, with the permission of the Chairman, I invite the shareholders to raise queries, if any on the Annual Report and Financial Statements for the financial year 2022-23.

No query was received.

Company Secretary: Now, I request Chairman, to allow me to take up the Agenda items for consideration by the members.

Chairman: Go ahead.

ORDINARY BUSINESS

ITEM NO. 1: Adoption of Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2023.

Company Secretary: With the permission of the Chairman, I am reading the resolution:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended 31st March, 2023, the Report of Auditor’s and the Board of Directors thereon along with 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.”

The Chairman invited the members to propose and second the resolution.

Shri Avininder Gupta, representative of ONGC Tripura Power Company Limited proposed the resolution and Shri Dipendra Barua, representative of Assam Electricity Grid Corporation of India Limited Seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 2: Declaration of final dividend on equity shares for the year ended on 31st March, 2023.

Company Secretary: Now with the permission of the Chairman Sir, I take up the second item of the business relating to declaration of final dividend on equity shares for the year ended 31st March, 2023.

Chairman: Allowed

With the permission of the Chairman, the Company Secretary informed that the Board of Directors of the Company had declared and paid an Interim Dividend for the Financial Year 2022-23 at the rate of 12% (Rs. 1.20/- per share) on the Equity shares of the Company. It was further informed that the Board of Directors of the Company had recommended to the Annual General Meeting to declare a final dividend at the rate of 8% i.e. Rs. 0.80 per equity share for the Financial Year 2022-23.

With the consent of the Chairman, following ordinary resolution was read by the Company Secretary:

“RESOLVED THAT declaration and payment of interim dividend by the Board of Directors of the Company to all the members of the Company for the Financial Year 2022-23 at the rate of 12% i.e. Rs. 1.20 per equity share of Rs. 10/- each fully paid up, be and is hereby noted.

RESOLVED FURTHER THAT the final dividend of Rs. 0.80 per equity share of Rs. 10/- each, for the financial year 2022-23 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. 3rd August 2023."

The Chairman invited the members to propose and second the resolution.

Mr. Avininder Gupta, representative of ONGC Tripura Power Company Limited, proposed the resolution and Mr. Srivastava, representative of Power Grid Corporation of India Limited, Seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 3: Re - appointment of Mr. Debajyoti Das as a Director liable to retire by rotation

Company Secretary: With the permission of the Chairman, I am reading the resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to re-appoint Shri Debajyoti Das as a Director, liable to retire by rotation.”

The Chairman invited members to propose and second the resolution.

Shri Dipendra Barua, representative of Assam Electricity Grid Corp. Limited proposed the resolution and Shri Avininder Gupta, representative of ONGC Tripura Power Company Limited, Seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 4- Fixation of the remuneration of the auditors of the Company, to be appointed by the Comptroller and Auditor-General of India, for the Financial Year 2023-2024

Company Secretary: With the permission of the Chairman, I am reading the resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and all other provisions, if any, of the Companies Act, 2013, the Auditor of the Company, to be appointed by the Comptroller and Auditor General of India for the Financial Year 2023-24, shall be entitled to such remuneration for the financial year 2023-24 as may be approved by the Board of Directors of the Company.”

The Chairman invited the members to propose and second the resolution.

Shri Birdas Singh, representative of the Government of Tripura, proposed the resolution and Shri Dipendra Barua, representative of Assam Electricity Grid Corporation Limited, seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

SPECIAL BUSINESS

ITEM NO. 5- Ratification of remuneration of the Cost Auditors of the Company for the Financial Year 2023-24

Company Secretary: With the permission of the Chairman, I am reading the 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, the remuneration payable to M/s K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 00024), 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 31st March, 2024, amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus GST and re-imbursalment 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 and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman invited the members to propose and second the resolution.

Shri Avininder Gupta, representative of ONGC Tripura Power Company Limited, proposed the resolution and Shri Dipendra Barua, representative of Assam Electricity Grid Corporation Limited, Seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 6- Appointment of Mr. Dilip Nagesh Rozekar as a Director of the Company

Company Secretary to state: With the permission of the Chairman, I am reading the resolution:

“RESOLVED THAT Shri Dilip Nagesh Rozekar (DIN: 09806223) a nominee of Power Grid Corporation of India Limited who was appointed as an Additional Director of the Company with effect from 24th January 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 the Board or any officer authorised by it be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman invited the members to propose and second the resolution.

Shri Mrinal Srivastava, representative of POWERGRID, proposed the resolution and Shri Birdas Singh, representative of the Government of Tripura, seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 7- Appointment of Mr. Ram Tirath Agarwal as a Director of the Company

Company Secretary to state: With the permission of the Chairman, I am reading the resolution:

“RESOLVED THAT Shri Ram Tirath Agarwal (DIN:01937329), Independent Director, who was appointed as an Additional Director of the Company with effect from 2nd May 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 Independent Director of the Company for a period of three (3) years from the date of his appointment by the Board i.e. 2nd May 2023.

RESOLVED FURTHER THAT the Board or any officer authorised by it be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman invited the members to propose and second the resolution.

Shri Dipendra Barua, representative of Assam Electricity Grid Corporation Limited, proposed the resolution and Shri Mrinal Srivastava, representative of POWERGRID, seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 8- Appointment of Mr. Sanil C. Namboodiripad as a Director of the Company

Company Secretary stated: With the permission of the Chairman, I am reading the resolution:

“RESOLVED THAT Shri Sanil C. Namboodiripad (DIN: 07963665) a nominee of ONGC Tripura Power Company Limited who was appointed as an Additional Director of the Company with effect from 27st June 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 the Board or any officer authorised by it be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman invited the members to propose and second the resolution.

Shri Avininder Gupta, representative of ONGC Tripura Company Limited, proposed the resolution and Shri Mrinal Srivastava, representative of POWERGRID, seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 9- Appointment of Mr. Sanil C. Namboodiripad as Managing Director of the Company

Company Secretary stated: With the permission of the Chairman, I am reading the resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), as amended or re-enacted from time to time, read with Schedule V to the Act and Articles of Association of the Company, the Company hereby approves the appointment Shri Sanil C. Namboodiripad (DIN: 07963665) as a Managing Director of the Company upon the terms & conditions and NIL remuneration as approved by the Board of Directors of the Company in its meeting held on 21st June, 2023 and as set out in the Explanatory Statement annexed to the Notice, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed to between the Board of Directors and Shri Sanil C. Namboodiripad.

RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

The Chairman invited the members to propose and second the resolution.

Shri Avininder Gupta, representative of ONGC Tripura Company Limited, proposed the resolution and Shri Mrinal Srivastava, representative of POWERGRID, seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 10- Approval of the appointment of Shri Subhash Chander Taneja as Whole-time Director of the Company and approval his remuneration

Company Secretary stated: With the permission of the Chairman, I am reading the resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended or re-enacted from time to time, read with Schedule V to the Act and Articles of Association of the Company, the Company hereby approves the appointment Shri Subhash Chander Taneja (DIN 09850673) as a Whole-time Director of the Company upon the terms & conditions and remuneration as approved by the Board of Directors of the Company in its meeting held on 15th February 2023 and as set out in the Explanatory Statement annexed to the Notice.”

RESOLVED FURTHER THAT the Board or a Committee thereof or any officer authorised by the Board be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

The Chairman invited the members to propose and second the resolution.

Shri Mrinal Srivastava, representative of POWERGRID, proposed the resolution and Shri Avininder Gupta, representative of ONGC Tripura Power Company Limited, seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

ITEM NO. 11- Appointment of Shri Vinod Kumar Chaudhary as Director of the Company

Company Secretary stated: With the permission of the Chairman, I am reading the resolution:

“RESOLVED THAT Shri Vinod Kumar Chaudhary (DIN: 08287261), a nominee of ONGC Tripura Power Company Limited, who was appointed as an Additional Director of the Company with effect from 12th July 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 the Board or any officer authorised by it be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

The Chairman invited the members to propose and second the resolution.

Shri Avininder Gupta, representative of ONGC Tripura Power Company Limited, proposed the resolution and Shri Mrinal Srivastava, representative of POWERGRID, seconded the resolution.

The resolution was then put to vote as an ordinary resolution and was carried unanimously by show of hands.

All 6 members raised their hand in favour

Chairman: I declare the resolution as carried unanimously by show of hand.

Company Secretary: 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.

Mr. Sanil C. Namboodiripad, Managing Director:

I, Sanil C. Namboodiripad, Managing Director of NETC wish to convey my sincere gratitude to Chairman of the meeting, esteemed members of the Board, shareholders and special invitees for sparing their valuable time for attending the 15th Annual General Meeting of the Company and making this event special and memorable for all of us.

THE 15TH ANNUAL GENERAL MEETING CONCLUDED
