

NORTH EAST TRANSMISSION COMPANY LIMITED

NOTICE OF THIRTEENTH (13TH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirteenth (13th) Annual General Meeting (AGM) of the members of North East Transmission Company Limited will be held on Tuesday, the 28th Day of September, 2021 at 3:00 p.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

Item No. 1- Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2021, and the reports of Board of Directors and Auditor thereon along with the comments of the Comptroller and Auditor General of India.

Item No. 2- Declaration of Dividend

To note the payment of interim dividend of Rs. 1.20 per equity share and declare a final dividend of Rs. 0.30 per equity share, for the financial year ended March 31, 2021.

Item No. 3- Re-appointment of Shri Murhari Sopanrao Kele as Director liable to retire by rotation

To appoint a director in place of Shri Murhari Sopanrao Kele (DIN 07323280), who retires by rotation and, being eligible, seeks reappointment.

Item No. 4- Re-appointment of Shri Tilak Chandra Sarmah as Director liable to retire by rotation

To appoint a director in place of Shri Tilak Chandra Sarmah (DIN 07381585), who retires by rotation and, being eligible, seeks reappointment.

Item No. 5- Fixation of the remuneration of the Auditor of the company, appointed by the Comptroller and Auditor-General of India, for the financial year 2021-2022

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

“**RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013, Shiv & Associates, (DE 1228), the Auditor of the Company appointed by the Comptroller and Auditor General of India for the Financial Year 2021-22, shall be entitled to such

NORTH EAST TRANSMISSION COMPANY LIMITED

remuneration for the financial year 2021-22 as may be approved by the Board of Directors of the Company.”

SPECIAL BUSINESS

Item No. 6- Ratification of remuneration of the Cost Auditors of the Company for the financial year 2021-22

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, 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, 2022, amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus GST and reimbursement 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.”

Item No. 7- Appointment of Shri Vanlal Tlana as Director of the Company

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

“RESOLVED that Shri Vanlal Tlana (DIN 08988053) a nominee of the Government of Mizoram, who was appointed as an Additional Director of the Company with effect from 18th December 2020 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 Nominee Director of the Company, liable to retire by rotation.”

NORTH EAST TRANSMISSION COMPANY LIMITED

Item No. 8- Extension of the tenure of the Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the Rules made thereunder, read with Schedule IV of the Act, the extension of the tenure of Mr. P. Uma Shankar (DIN: 00130363) by the Board of Directors of the Company, as an Independent Director for further period of two years with effect from 26.03.2021, be and is hereby ratified.”

By Order of the Board of Directors

Sd/-

(Mukesh Kumar)

Company Secretary

Place: Delhi

Dated: 28.08.2021

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item No. 6-8 of the Notice, is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the MCA Circulars, the AGM of the members of

NORTH EAST TRANSMISSION COMPANY LIMITED

the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**
 - a. Members will be able to attend the AGM through VC / OAVM by using their remote login credentials (provided to the members separately by email id provided by the members).
 - b. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM.
 - c. Members who need assistance before or during the AGM, can contact to Mukesh Kumar, Company Secretary at mukeshkumar@netcindia.in / +91 9818858867 or Mr. Yashwant Kumar, Executive (IT) at yashwant@netcindia.in / +91 9873624604.
7. Government / Corporate shareholders are required to send a scanned copy (PDF / JPG Format) of their respective Board Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote. The said Resolution / Authorization shall be sent to the Company Secretary by e-mail on its registered e-mail address to mukeshkumar@netcindia.in.

NORTH EAST TRANSMISSION COMPANY LIMITED

8. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, if any, will be available for inspection at the Annual General Meeting.
9. Record date and Dividend:
 - A. September 28, 2021 has been fixed as the record date for the payment of the dividend. If dividend on equity shares, as recommended by the Board, is approved at the meeting, the payment of such dividend will be made to all members whose names are on the Company's Register of Members on September 28, 2021.
 - B. Members are requested to provide details of their bank account in which the amount of the dividend can be credited.
10. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates.
11. 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.
12. The Resolutions, if passed by the requisite majority, shall be deemed to have been passed on the date of the 13th Annual General Meeting i.e. 28th September, 2021.

By Order of the Board of Directors

Place: Delhi
Dated: 28.08.2021

Sd/-
(Mukesh Kumar)
Company Secretary
Email: mukeshkumar@netcindia.in

NORTH EAST TRANSMISSION COMPANY LIMITED

Explanatory Statement

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

Item No. 6

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s K. G. Goyal & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Member is sought to ratify the remuneration payable to the Cost Auditors.

None of the Directors or Key Managerial Personnel and/or their relatives, are concerned or interested (financially or otherwise) in this Resolution.

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

Item No. 7

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Shri Vanlal Tlana (DIN: 08988053) in the Annual General Meeting as a Director of the Company. Shri Vanlal Tlana, has appointed by the Board as an Additional Director of the Company with effect from 18th December 2020. He is nominated by the Government of Mizoram as per the Shareholders' Agreement dated February 3, 2009 executed between the Company, ONGC Tripura Power Company Ltd., Power Grid Corporation of India Limited, Government of Tripura and subsequent deed of adherence signed with Assam Electricity Grid Corporation Limited, Government of Meghalaya, Government of Mizoram, Government of Manipur and Government of Nagaland.

As per the provisions of Section 161 of the Act, Shri Vanlal Tlana 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.

NORTH EAST TRANSMISSION COMPANY LIMITED

Shri Vanlal Tlana (60 years), is graduate in Electrical Engineering from Jadavpur University, Kolkata with Master Degree from University of Western Sydney, Nepean, Australia. He is multidimensional personality with over 31 years of rich experience in power distribution system. He is Chief Engineer in Power & Electricity Department, Government of Mizoram. He is a leading expert in Electrical Engineering for the recruitment of officers for various departments conducted by Mizoram Public Service Commission. He has been appointed as Director on our Board with effect from 18th December 2020.

None of the Directors or Key Managerial Personnel and/or their relatives, except Shri Vanlal Tlana himself, are concerned or interested (financially or otherwise) in this Resolution.

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

Item No. 8

The Board, in its meeting held on March 26, 2015, had appointed Mr. P. Uma Shankar as an Independent Director of the Company for a period of three years which was ratified by the members in 7th Annual General Meeting of the Company. Thus, this tenure of Mr. Uma Shankar as an Independent Director completed on 25th March 2018. His tenure of Independent Director had been extended for a further period of three years i.e. up to March 25, 2018 by the members in its 9th Annual General Meeting held on September 25, 2017. Accordingly

As per section 149(10) of the Companies Act, 2013 the second term of an Independent Director can be up to five consecutive years. During the three years of his term, he performed very well as an Independent Director. Considering his performance, the Board has extended his second tenure for a further period of two years with effect from 25.03.2021. As his tenure of three years of the second term was approved by the members of the company by Special resolution under section 149 of the Companies Act, 2013, the extension of the second term for a period of two years requires ratification by the members by way of special resolution.

NORTH EAST TRANSMISSION COMPANY LIMITED

The Company has received a declaration of independence from Mr. P. Uma Shankar. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013, for appointment as Independent Director of the Company.

Shri P. Uma Shankar holds a Master's degree in Mathematics from IIT, Madras and a Master's degree in Social Policy and Planning in Developing Countries from London School of Economics. Joined the I.A.S in 1976, he has more than 3 decades of leadership experience in Government service. He has served as Power Secretary to the Government of India, spearheading an ambitious programme for generation capacity addition and for reviving financial health of DISCOMS, C&MD, Rural Electrification Corporation Limited, implementing RGGVY, the flag-ship rural electrification scheme of the country; Additional Chief Executive Officer of Greater NOIDA; MD, UP State Sugar Corporation, and MD, National Cooperative Development Corporation. He also served as Chairman, India Potash Limited and as a Director on the boards of India Energy Exchange Limited, ONGC and Shipping Corporation of India.

None of the Directors or Key Managerial Personnel and/or their relatives, except Mr. P. Uma Shankar himself, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the **SPECIAL Resolution** set out at Item no. 8 for approval of the Members.

By Order of the Board of Directors

Place: Delhi
Dated: 28.08.2021

Sd/-
(Mukesh Kumar)
Company Secretary
Email: mukeshkumar@netcindia.in