



## NORTH EAST TRANSMISSION COMPANY LIMITED

### TRANSCRIPT

#### **12<sup>th</sup> Annual General Meeting**

**Day: Thursday**

**Date: 24<sup>th</sup> September, 2020, 2:00 p.m.**

**Company Secretary:** Good Afternoon everyone. Welcome to 12<sup>th</sup> AGM of NETC. In terms of MCA General Circular 14, dated 8<sup>th</sup> April, 2020 and General Circular 20, dated 5<sup>th</sup> May, 2020 the Company is required to make available recorded transcript of the meeting on its website. Accordingly, this meeting is being recorded in view of requirement of the law.

Company Secretary started recording.

**Company Secretary:** 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 12<sup>th</sup> Annual

#### **Welcome Address by the Chairman**

I extend very warm welcome to all the members of NETC to the 12<sup>th</sup> Annual General Meeting. Due to the Covid-19 pandemic and the social distancing norms, the meeting is being conducted through Video Conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs.

I would like to thank you for sparing the time to join us today from your respective location and for your continued faith in NETC and its Management. I sincerely wish that all of you are safe and in good health.

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

We have total 8 shareholders. Out of them 7 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 Corporate Office. Secretarial Auditor, Mr N. K. Sinha, has also joined this meeting.

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

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 my colleagues on the Board who are present here today, to introduce themselves.

**1. Mr. Satyajit Ganguly, Managing Director**

Good afternoon everyone. I am Satyajit Ganguly, Managing Director of NETC. I am participating from the Delhi Corporate Office of NETC.

**2. Mr. Ashwani Kumar Srivastava, Director (Projects)**

Good afternoon. I am Ashwani Kumar Srivastava, Director (Projects) of NETC. I am participating from the Delhi Corporate Office of NETC.

**3. Mr. P. Uma Shankar, Independent Director**

Good afternoon. I am P. Uma Shankar. I am Independent Director and Chairing member of Nomination & Remuneration Committee, Audit Committee and CSR Committee. I am participating from my residence in Gurugram.

**4. Mr. O.P. Singh, Director (Nominee- OTPC)**

Good afternoon. I am O.P. Singh. I am participating in the meeting from our registered office of ONGC, Delhi.

**5. Mrs. Chaitali Dutta, Director (Nominee- OTPC)**

Good afternoon. I am Chaitali Dutta. I am participating in the meeting from Mumbai.

**6. Mr. Dhrubajyoti Hazarika, Director (Nominee- AEGCL)**

Good afternoon. I am Dhrubajyoti Hazarika. I am participating in the meeting from my residence in Guwahati, Assam.

**7. Dr. M. S. Kele, Director (Nominee- Govt of Tripura)**

Good afternoon. I am M. S. Kele. I am participating in the meeting from Agartala, Tripura.

**8. Mr. T. C. Sarmah, Director (Nominee- POWERGRID)**

Good afternoon. I am T. C. Sarmah. I am participating in the meeting from Gurugram.

**9. Mr. Yash Malik, Independent Director**

Good afternoon. I am Yash Malik. I am participating in the meeting from Noida.

All the members present in the meeting also introduced themselves one by one.

**Chairman:**

Company Secretary has confirmed the presence of requisite quorum. The quorum being present, I call the 12<sup>th</sup> AGM of NETC in order.

I now request Company Secretary, to provide general instructions to the members regarding participation in this meeting and thereafter provide summary of the Auditors Report.

**Company Secretary:** Thank you sir.

The Annual Report of the Company for FY 2019-20, 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](mailto:mukeshkumar@netcindia.in) .

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

The Statutory Auditors, M/s Gupta Nayar & Co., and Secretarial Auditor, M/s Kumar Naresh Sinha & Co., have expressed unqualified opinion in their respective audit reports for the financial year 2019-2020. There were no qualifications, observations or adverse remark on financial statements. The Statutory Auditors' report on standalone financial statements are available on Page numbers 33 of the annual report. Secretarial Auditor report is enclosed as Annexure I to the Board's report on Page number 19 of the annual report. Thank you.

Respected Shareholders, the Notice of this AGM and the Annual Report of the Company for FY 2019-20 which have been circulated to you. With your permission I consider them as read.

Now, with the permission of the Chairman Sir, I invite the shareholders to raise queries, if any on the Annual Report and Financial Statements for the financial year 2019-20.

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:** Allow

## ORDINARY BUSINESS

### **ITEM NO. 1: Adoption of Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020.**

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

**“RESOLVED THAT the Audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2020, the Report of Board of Directors and the Auditor’s thereon as circulated to the Members and laid before the meeting, be and are hereby received, considered and adopted.”**

Now with the permission of the Chairman, I invite members to propose and second the resolution.

Mr. Sanil Namboodiripad, representative of ONGC Tripura Power Company Limited proposed the resolution and Mr. Mrinal Srivastava, representative of Power Grid Corporation of India Limited Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**Pause for 5 seconds**

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

**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 31<sup>st</sup> March, 2020.**

**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 31<sup>st</sup> March, 2020.

**Chairman:** Allowed

Company Secretary to read as under:

The members may please note that an interim dividend @7 % has been paid for the Financial Year 2019-20. I am reading out the resolution for declaration of final dividend in this AGM by the members:

**“RESOLVED THAT the final dividend of 30 paise per equity share of Rs. 10/- each, for the financial year 2019-20 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. 24<sup>th</sup> September, 2020.”**

**Now with the permission of the Chairman,** I invite members to propose and second the resolution.

Mr. Mrinal Srivastava, representative of Power Grid Corp. of India Limited proposed the resolution and Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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

**ITEM NO. 3: Re - appointment of Shri Satyajit Ganguly 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 of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to reappoint Shri Satyajit Ganguly (DIN 06961418) as a Director, liable to retire by rotation.”

**Now with the permission of the Chairman,** I invite members to propose and second the resolution.

Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited proposed the resolution and Mr. E. B. Kharmujai, representative of the Government of Meghalaya Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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

**ITEM NO. 4- Re-appointment of Shri Ashwani Kumar Srivastava 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 of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to reappoint Shri Ashwani Kumar Srivastava (DIN 08496885) as a Director, liable to retire by rotation.”

**Now with the permission of the Chairman,** I invite members to propose and second the resolution.

Mr. Mrinal Srivastava, representative of Power Grid Corp. of India Limited proposed the resolution and Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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

**ITEM NO. 5- Fixation of the remuneration of the auditors of the Company, appointed by the Comptroller and Auditor-General of India, for the Financial Year 2020-2021**

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

“**RESOLVED THAT**, pursuant to the provisions of section 139 of the Companies Act, 2013, Shiv Associates, (DE 1228), the Auditors of the Company appointed by the Comptroller and Auditor General of India for the Financial Year 2020-21, shall be entitled to such remuneration for the financial year 2020-21 as may be approved by the Board of Directors of the Company.”

**Now with the permission of the Chairman**, I invite members to propose and second the resolution.

Mr. Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited proposed the resolution and Mr. E. B. Kharmujai, representative of the Government of Meghalaya Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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



## **SPECIAL BUSINESS**

### **ITEM NO. 6- Ratification of remuneration of the Cost Auditors of the Company for the Financial Year 2020-21**

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, 2021, amounting to Rs. 35,000/- (Rupees Thirty-Five Thousand only) plus GST and re-imburement 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.”

**Now with the permission of the Chairman,** I invite members to propose and second the resolution.

Mr. Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited proposed the resolution and Mr. E. B. Kharmujai, representative of the Government of Meghalaya Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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

## **ITEM NO. 7- Appointment of Shri Om Prakash Singh as a Director of the Company**

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

“RESOLVED that Shri Om Prakash Singh (DIN 08704968) a nominee of ONGC Tripura Power Company Limited, who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> May 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.”

**Now with the permission of the Chairman,** I invite members to propose and second the resolution.

Mr. Mrinal Srivastava, representative of Power Grid Corp. of India Limited proposed the resolution and Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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

## **ITEM NO. 8- Appointment of Mrs. Chaitali Dutta as a director of the company**

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

“RESOLVED that Mrs. Chaitali Dutta (DIN 08681238) a nominee of ONGC Tripura Power Company Limited, who was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> January 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 her 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.”

**Now with the permission of the Chairman,** I invite members to propose and second the resolution.

Mr. E. B. Kharmujai, representative of the Government of Meghalaya proposed the resolution and Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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

## **ITEM NO. 9- Appointment of Shri Dhrubajyoti Hazarika as a Director of the Company**

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

“RESOLVED that Shri Dhrubajyoti Hazarika (DIN 08660226) a nominee of Assam Electricity Grid Corporation Limited, who was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> January 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.”

**Now with the permission of the Chairman,** I invite members to propose and second the resolution.

Dr. M. S. Kele, representative of the Government of Tripura proposed the resolution and Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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

**ITEM NO. 10- Approval of the payment of managerial remuneration to Shri Satyajit Ganguly, Managing Director of the Company**

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

**“RESOLVED THAT** in compliance of the provisions of sections 203, 196, 197 and Schedule V and other applicable provisions, if any, of the Companies Act 2013, consent of the shareholders be and is hereby accorded to ratify the remuneration approved by the Board of Directors of the Company in its meeting held on May 29, 2020 and as set out in the Explanatory Statement annexed to this notice.”

**Now with the permission of the Chairman,** I invite members to propose and second the resolution.

Mr. Sanil Namboodiripad, representative of ONGC Tripura Power Company Limited proposed the resolution and Mr. Dipendra Barua, representative of Assam Electricity Grid Corp. Limited Seconded the resolution.

The Chairman put the motion to the meeting:

- Those in favour may please raise their hands and announce raising of their hands.

**All 7 members raised their hand in favour**

- Those against may also please raise their hands and announce raising of their hands

**None**

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

**Chairman:** I think that the Agenda of the business items has been completed. I will take a couple of minutes to put forth before you the highlights of the Company:

- The Company has been well battling the difficult situation of the Covid-19 pandemic and providing the essential services and having high availability of the transmission network.
- Total income of ₹325.82 crore and profit after tax (PAT) of ₹59.10 crore.
- Transmission system availability was 99.86% and your Company has received full incentive in line with the CERC regulations.
- Interim dividend at the rate of 7% has already been paid and your company proposes an final dividend of 3% for the FY 2019-20 for your kind consideration and approval.
- Your Company has been conferred ‘Gold Medal’ by the institute of Economic Studies (IES) in a seminar on ‘Indo-Thai Economic Co-operation’ held in Bangkok, Thailand in Aug, 2019.
- In FY2019-20, 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 health transmission line availability’.
- 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 2019-20, the Company has expended ₹122.67 lakhs in CSR projects related to rural development, education, and skill development.

**Acknowledgement:**

On behalf of the Board of Directors, I convey my earnest thanks to all our stakeholders. The continued support of our shareholders, various authorities of the 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 and their family members.

Thank you.

**Chairman:** Since there is no other business to transact, I declare the meeting closed and invite the Managing Director, NETC to propose vote of thanks.

**Mr. Satyajit Ganguly, Managing Director:**

**I, Satyajit Ganguly, 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 12<sup>th</sup> Annual General Meeting of the Company via video conferencing and making this event special and memorable for all of us.**

**Chairman:** I on behalf of Board of Directors, thanks all the shareholders and other invitees, for sparing your valuable time to attend this meeting of the Company.

**The 12<sup>th</sup> AGM of NETC stands concluded**