



नॉर्थ ईस्टर्न इलेक्ट्रिक पावर कॉर्पोरेशन लि.

(भारत सरकार का उधम)



NORTH EASTERN ELECTRIC POWER CORPORATION LTD.

(A Government of India Enterprise)

पंजीकृत कार्यालय: ब्रुकलैंड कम्पाउंड, लोअर न्यू कॉलोनी, शिलांग-793003

Registered Office: Brookland Compound, Lower New Colony, Shillong - 793 003

कंपनी सचिव का कार्यालय

OFFICE OF THE COMPANY SECRETARY

No.CS / 55 (40th AGM) /259

Date: 05-08-2016

NOTICE FOR THE 40TH ANNUAL GENERAL MEETING

To,
All Shareholders / Directors

Notice is hereby given that the 40th Annual General Meeting of the Shareholders of North Eastern Electric Power Corporation Ltd. will be held at Conference Room of NEEPCO Office, 15 NBCC Tower, Bhikaji Cama Place, New Delhi - 110 066, on Friday, 2nd September, 2016 from 5:30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2016, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.
2. To note the payment of Interim Dividend and declare Final Dividend for the financial year 2015-16.
3. To fix the remuneration of the Statutory Auditors for the year 2016-17.

SPECIAL BUSINESS:

4. To ratify the remuneration of the Cost Auditors for the financial year 2016-17 and in this regards to consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), M/s. Sanjib Das & Associates, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17, be paid the remuneration of Rs.1,20,000/- (Rupees one lakh twenty thousand) only plus service tax as applicable and out of pocket expenses at actual."

By Order of the Board

Sd/-
(Chiranjeeb Sharma)
Company Secretary-cum-LA

Place: Shillong
Date: 05.08.2016



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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business, as set out above is annexed hereto.
3. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed by the Comptroller and Auditor General of India (C&AG) and in pursuance of section 142 of the Companies Act, 2013, their remuneration is to be fixed by the Company in the Annual General Meeting or in such manner as the Company in general meeting may determine. The Comptroller & Auditor General of India has appointed M/s. SPAN & ASSOCIATES, Chartered Accountants, as the Statutory Auditors of the Company for the financial year 2016-17 at a remuneration of Rs.6,00,000/- (Rupees Six Lakhs) only plus service tax as applicable and out of pocket expenses at actual.
4. The Corporation has paid an interim dividend of Rs.22.59 crores in February' 2016. The Board of Directors in its 224th Board Meeting held on 3rd August, 2016 has recommended the declaration of Dividend of Rs.111.76 crores for the year 2015-16, inclusive of interim dividend of Rs.22.59 crores. The dividend pay-out represents 30% of Profit after Tax (PAT) as per the guidelines of the Ministry of Power, Government of India.
5. None of the directors of the Company is in any way related to each other.



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

Item No.4

Based on the recommendation of the Audit Committee, the Board of Directors in its 224th Board Meeting held on 3rd August, 2016 has approved the appointment of M/s. Sanjib Das & Associates, Cost Auditors, to conduct the audit of the cost records of the Company for the financial year 2016-17, at a remuneration of Rs.1,20,000/- (Rupees one lakh twenty thousand) only plus service tax as applicable and out of pocket expenses at actual.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 read with section 148(3) of the Companies Act, 2013, the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders. Accordingly, members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2016-17.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise in the resolution.

The Board recommends the resolution for your approval.

By Order of the Board

Sd/-

(Chiranjeeb Sharma)

Company Secretary-cum-LA

Place: Shillong

Date: 05-08-2016



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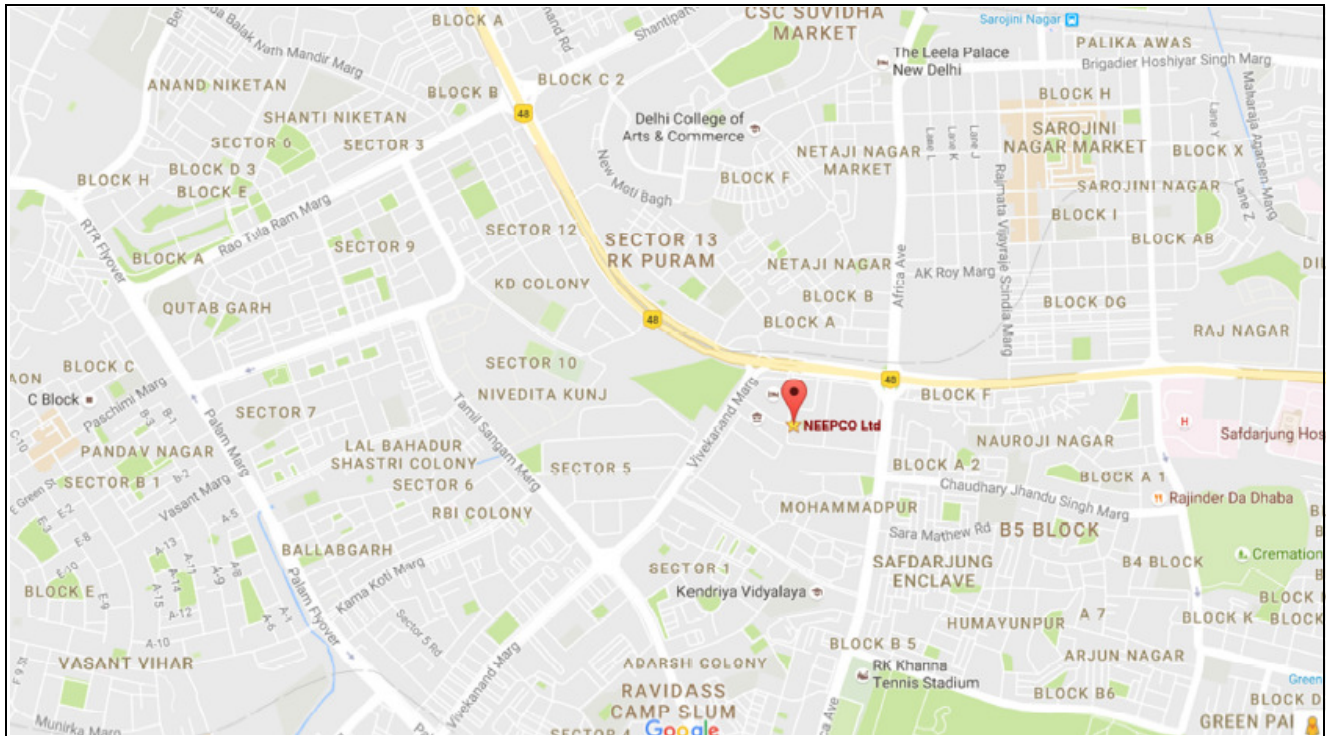
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ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



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