



नॉर्थ ईस्टर्न इलेक्ट्रिक पावर कॉर्पोरेशन लिमिटेड
NORTH EASTERN ELECTRIC POWER CORPORATION LTD.

पंजीकृत कार्यालय: ब्रुकलैंड कम्पाउंड, लोअर न्यू कॉलोनी, शिलांग-793003
Registered Office: Brookland Compound, Lower New Colony, Shillong - 793 003
कंपनी सचिवालय COMPANY SECRETARIAT



NOTICE FOR THE 47th ANNUAL GENERAL MEETING

Notice is hereby given that the **47th Annual General Meeting** of the Shareholders of North Eastern Electric Power Corporation Ltd. will be held on **Friday, 15th September, 2023 from 5:00 P.M.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), in Microsoft Teams, 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 2023, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.
2. To confirm the interim dividend of ₹ 0.96 per equity share of ₹ 10 each of the company and consider the same as final dividend for the financial year 2022-23.
3. Appointment of Director: Shri Baidyanath Maharana, Director (Finance) - (DIN 09263864), who retires by rotation and being eligible, offers himself for re-appointment.
4. To fix the remuneration of the Statutory Auditors for the year 2023-24.

SPECIAL BUSINESS:

5. To appoint Shri Ranendra Sarma (DIN 10048417), as Director (Technical) of the Company and in this regard 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, the Articles of Association of the Company, Shri Ranendra Sarma (DIN 10048417), Director (Technical), NEEPCO who was appointed by the President of India, vide Order No.14-7/3/2021-H.I (256405) dated 18th April, 2023 w.e.f. the date of his assumption of charge of the post i.e. 18th April, 2023, and subsequently appointed as an Additional Director by the Board of Directors in its 278th Board Meeting held on 25.04.2023, to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director (Technical) of the Company, on terms and conditions as may be fixed by the Government of India."

6. To appoint Shri Gurdeep Singh (DIN 00307037) as Chairman & Managing Director of the Company and in this regard 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, the Articles of Association of the Company, Shri Gurdeep Singh (DIN 00307037) who was entrusted with the additional charge of the post of CMD, NEEPCO, in terms of Ministry of Power's Letter F.No.14-11/18/2021-H.I.(259305) dated 30th May, 2023, for a period of three months w.e.f. 01-06-2023 or till the appointment of a regular incumbent to the post or until further orders, whichever is the earliest, read with MOP's Order dated 24-08-2023, and subsequently appointed as an Additional Director by the Board of Directors w.e.f. the date of assumption of charge i.e. 01-06-2023 on the Board of NEEPCO, to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is

टेलीफोन / Telephone No.0364-2228652, ई-मेल/email – company-secy@neepco.co.in

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सीआईएन/CIN - U40101ML1976GOI001658



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hereby appointed as the Chairman & Managing Director of the Company, on terms and conditions as may be fixed by the Government of India.”

7. To ratify the remuneration of the Cost Auditors for the financial year 2023-24 and in this regard 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 and all other applicable provisions of the Companies Act, 2013, the Company hereby ratifies the remuneration of Rs.1,18,000.00 (Rupees One Lakh Eighteen Thousand Only) each, plus GST as applicable and out of pocket expenses (ex – Guwahati), at actuals, as approved by the Board of Directors payable to M/s Niran & Co. and M/s. Dhananjay V. Joshi & Associates, the Lead Cost Auditors and Cost Auditor respectively, appointed by the Board of Directors of the Company to conduct the audit of the cost records/ statements of the Company for the financial year 2023-24, including additional remuneration of Rs.25,000.00 (Rupees Twenty Five Thousand only) plus, GST as applicable, payable to the Lead Auditor (i.e. M/s Niran & Co.) for Consolidation of reports & annexures to the Cost Audit Reports of all power stations of the Company for the FY 2023-24 including conversion of Consolidated Cost Audit Report in XBRL mode & filing the same with MCA.”

8. To create security by way of mortgage and/or hypothecation of the assets of the Company for long term borrowings of Rs.2100 crore during 2024-25 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** creation of security by way of mortgage and/or hypothecation of the assets of the Company against borrowings aggregating Rs.2100 crore during 2024-25 is hereby approved in terms of Section 180(1)(a) of the Companies Act, 2013.”

By Order of the Board of Directors

Place : Shillong
Date : 12-09-2023

(Abinoam Panu Rong)
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) has permitted convening the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”). In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and SEBI (LODR) Regulations, 2015, the AGM of the Company is being held through VC in Microsoft Teams. The deemed venue for the AGM shall be the Board Room of NEEPCO Office, Shillong.
2. In compliance with the statutory guidelines, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website www.neepco.co.in.



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3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as body corporate can attend the AGM through VC/ OAVM.
4. Pursuant to Section 139 of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and in pursuant to 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 shareholders of the Company in its 46th Annual General Meeting held on 19th September, 2022, had accorded approval to the Board of Directors to fix an appropriate remuneration of M/s. L. K. Kejriwal & Co., Chartered Accountants, Statutory Auditors of the Company who had been appointed by the Comptroller & Auditor General of India for the year 2022-23. The Board of Directors in its 279th Board Meeting held on 16th May, 2023 had fixed the Audit fees of M/s. L. K. KEJRIWAL & CO., for the year 2022-23 amounting to ₹ 9,61,000.00 (Rupees Nine lakh sixty one thousand only) *plus* GST, as applicable and out of pocket expenses at actual. The Statutory Auditors of the Company for the year 2023-24 are yet to be appointed by the C&AG. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the year 2023-24.
5. In accordance with Section 152 of the Companies Act, 2013 and the provisions of the Articles of Association of your Company, Shri Baidyanath Maharana, Director (Finance) - DIN 09263864, shall retire by rotation at the Annual General Meeting of your Company and, being eligible, offers himself for re-appointment.
6. 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.
7. This Notice is being sent pursuant to the provisions of section 101(1) of the Companies Act, 2013.
8. Corporate Member intending to send their authorized representative to attend the Meeting is requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on behalf at the Meeting.
9. The Company has paid an interim dividend of ₹ 35000.00 lakhs for the FY 2022-23 in April 2023. Since the interim dividend paid earlier was substantial in amount and more than 5% of the networth, no final dividend has been recommended. Accordingly, the total dividend payout for the year amounts to ₹ 35000.00 lakhs, i.e., ₹ 0.96 per share. The dividend pay-out represents 88.18% of Profit after Tax (PAT).
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. Designated email address of the Company is company-secy@neepco.co.in
12. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
13. 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.5: APPOINTMENT OF SHRI RANENDRA SARMA (DIN 10048417) AS DIRECTOR (TECHNICAL) OF NEEPCO

The Ministry of Power, Govt. of India vide Order dated 18-04-2023 has conveyed the appointment of Shri Ranendra Sarma to the post of Director (Technical), NEEPCO for a period of five years with effect from the date of his assumption of charge of the post, or till the date of his superannuation i.e. 31.07.2025, or until further orders, whichever is the earliest. Accordingly, Shri Ranendra Sarma has assumed the charge of Director (Technical), NEEPCO w.e.f. 18-04-2023 (FN).

Accordingly, he was appointed as an Additional Director w.e.f. the date of assumption of charge i.e. 18-04-2023 on the Board of NEEPCO, to hold office until the date of this Annual General Meeting.

The terms and conditions regulating the appointment of Shri Ranendra Sarma on the Board of NEEPCO shall be determined by the Government of India. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Ranendra Sarma.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership / Chairmanship of Committees and other particulars are enclosed with this notice.

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

The Board recommends the resolution for your approval.

ITEM NO.6: APPOINTMENT OF SHRI GURDEEP SINGH (DIN 00307037) AS CHAIRMAN & MANAGING DIRECTOR OF NEEPCO

The Ministry of Power, Govt. of India, vide letter F.No.14-11/18/2021-H.I.(259305) dated 30th May, 2023, had informed that with the approval of Hon'ble Minister of Power & NRE, a proposal to entrust the additional charge of the post of CMD, NEEPCO to Shri Gurdeep Singh, CMD, NTPC, for a period of three months w.e.f. 01/06/2023 or till the appointment of a regular incumbent to this post or until further orders, whichever is the earliest, was forwarded to the DoPT. Approval of DoPT is awaited. For smooth functioning of the day to day activities of NEEPCO, Shri Gurdeep Singh, CMD, NTPC may take over the charge of the post of CMD, NEEPCO with effect from 01/06/2023. In view of the same, Shri Gurdeep Singh, assumed the charge of the post of CMD, NEEPCO, w.e.f. 1st June, 2023. Subsequently, the Ministry of Power, Govt. of India, vide Order F.No.14-11/18/2021-H.I.(259305) dated 8th June, 2023 conveyed the approval of the competent authority for entrustment of additional charge of the post of Chairman & Managing Director, NEEPCO, to Shri Gurdeep Singh, CMD, NTPC for a period of three months w.e.f. 01.06.2023, or till the appointment of a regular incumbent to the post, or until further orders, whichever is the earliest. Further, the Ministry of Power vide Order F.No.14-11/18/2021-H.I.(259305) dated 24th August, 2023 conveyed the approval of the Competent Authority for entrustment of additional charge for the post of CMD, NEEPCO to Shri Gurdeep Singh, CMD, NTPC, for a period of three months w.e.f. 01.09.2023, or till the appointment of a regular incumbent to the post, or until further orders, whichever is the earliest.



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Accordingly, he was appointed as an Additional Director w.e.f. the date of assumption of charge i.e. 01-06-2023 on the Board of NEEPCO, to hold office until the date of this Annual General Meeting.

The terms and conditions regulating the appointment of Shri Gurdeep Singh on the Board of NEEPCO shall be determined by the Government of India. The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Ranendra Sarma.

His brief resume, inter-alia, giving nature of expertise in specific functional area, shareholding in the Company, other Directorship, Membership / Chairmanship of Committees and other particulars are enclosed with this notice.

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

The Board recommends the resolution for your approval.

ITEM NO.7: RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS

Based on the recommendation of the Audit Committee, and the approval of the Board of Directors in its 280th Board Meeting held on 14th August, 2023, M/s Niran & Co. and M/s Dhananjay V. Joshi & Associates, are appointed as the Lead Cost Auditors and Cost Auditor of NEEPCO respectively, to conduct the audit of the cost records/ statements of the Company for the financial year 2023-24, at a remuneration of Rs.1,18,000.00 (Rupees One Lakh Eighteen Thousand Only) each, plus GST as applicable and out of pocket expenses ex – Guwahati, at actuals, including additional remuneration of Rs.25,000.00 (twenty-five thousand) plus, GST as applicable, to the Lead Auditor (i.e. M/s Niran & Co.) for Consolidation of Cost Reports & annexures to the Cost Audit Reports of all power stations of NEEPCO for the FY 2023-24 including conversion of Consolidated Cost Audit Report in XBRL mode & filing the same with MCA.

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 2023-24.

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.

ITEM NO.8: CREATION OF SECURITY BY WAY OF MORTGAGE AND/OR HYPOTHECATION OF THE ASSETS OF THE COMPANY FOR LONG TERM BORROWINGS OF Rs.2100 CRORE DURING FY 2024-25

NEEPCO is presently taking up the various hydro projects in Arunachal Pradesh as allocated by the Govt. of India. In addition, NEEPCO has taken up the Renovation, Restoration & Modernisation as well as Life Extension of all the three plants under the Kopili HPS (275 MW). Further, Life Extension of the Agartala Gas Turbine PP (135 MW) and the Assam Gas Based PP (291 MW) are also in progress as these projects are reaching the fag-end of their useful lives.



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The following table shows the estimated CAPEX on the above mentioned projects during 2024-25:

| Sl. | Particulars | Rs. crore |
|-----|---|-----------------|
| A. | Commissioned power stations | 287.44 |
| B. | New projects including Survey & Investigation | 2,013.50 |
| | Total CAPEX | 2,300.94 |

NEEPCO is earnestly reorganising its debt portfolio by replacing high cost borrowings with less expensive debt as and when feasible. A proposal for exercising the Call Option in respect of the 9.50% XXth Series Bonds of Rs.300 crore on 29.11.2023 has also been approved by the Board. Similarly, depending on the prevailing market circumstances, the Call Option in respect of the 8.69% XXIst Series Bonds of Rs.150 crore may be exercised on 26.09.2024.

The following table shows the expected cash inflows and expenditure during FY 2024-25:

| Particulars | Rs. crore |
|--|-----------------|
| Estimated revenue collections | 4,250.00 |
| Estimated outflow: | 6,725.00 |
| Call Option in respect of the 8.69% XXI st Series | 150.00 |
| Total Deficit: | 2,625.00 |
| Less: Expected Equity infusion by NTPC | 500.00 |
| Deficit: | 2,125.00 |

The table above shows a net deficit of Rs.2,125.00 crore in FY 2024-25 after considering Equity infusion by NTPC for 30% of the estimated CAPEX for Nafra HEP, Tato-II HEP and Solar projects. It is proposed to obtain borrowings up to Rs.2,100 crore during FY 2024-25 to cover the remaining deficit.

The borrowing powers of the company as on 31.03.2024 are estimated as follows:

| Particulars | Rs. Crore |
|--|------------------|
| Paid-up Share Capital as on 30.06.2023 | 3,609.81 |
| Add: Free Reserves as on 30.06.2023 | 3,032.56 |
| Add: Additional borrowing powers as per AGM dated 17.09.2014 | 4,000.00 |
| Sub-total | 10,642.37 |
| Less: Debt outstanding as on 30.06.2023 | 6,845.26 |
| Total estimated balance borrowing powers as on 30.06.2023 | 3,797.11 |
| Add: Estimated borrowings during July 2023 to March 2024 | 1,550.00 |
| Less: Estimated repayments July 2023 to March 2024 | 1,125.00 |
| Total estimated balance borrowing powers as on 31.03.2024 | 3,372.11 |

The balance borrowing power as indicated above is subject to change as per actual drawal and repayment of loans during the year.

In view of the above, the Board of Directors of NEEPCO in its 280th Board Meeting held on 14th August, 2023 had inter-alia, approved the following resolutions:

Resolved that additional debt up to Rs.2,100 crore may be raised during the FY 2024-25 through privately placed Bonds / long or medium term loans / foreign currency loans (FCLs) from banks/ financial institutions depending upon the market circumstances.

Further resolved that the creation of security, if required, by way of mortgage and/or hypothecation of the assets of the Corporation for these borrowings aggregating to Rs.2,100 crore during FY 2024-25 is hereby recommended for approval of the Shareholders in terms of Section 180(1)(a) of the Companies Act, 2013.



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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 of Directors

Place : Shillong
Date : 12-09-2023

(Abinoam Panu Rong)
Company Secretary



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BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

| Name | Shri Baidyanath Maharana | Shri Ranendra Sarma | Shri Gurdeep Singh |
|---------------------------------------|--|---|---|
| Date of Birth & Age | 09-09-1967 56 years | 20-07-1965 58 years | 07-07-1965 58 years |
| Date of appointment | 10-09-2021 | 18-04-2023 | 01-06-2023 |
| Qualifications | Member of the Institute of Cost Accountants of India. Diploma in Software Commercial Application and is a graduate with Physics Honours from the Utkal University. | Bachelor degree in Civil Engineering. | Graduated in Mechanical Engineering from NIT Kurukshetra and undergone Management Education Program from IIM Ahmedabad. |
| Expertise in Specific Functional Area | His experience is multifaceted and comprises of Projects Accounts, Contracts Management and Finance Concurrence, Funds management, Treasury Management, Direct and Indirect Taxation, Budgetary Control and MIS, MoU, Internal Audit etc. He has established himself as an expert in Funds Management and Contractual Matters. Under his leadership of Finance, NEEPCO has received its highest credit ratings and raised long term loans at all time lowest interest rates. | He has held various senior level positions like Executive Director (PABD), Executive Director-Projects (Hydro), Executive Director (Arunachal), etc. in NEEPCO. He is a member of various international bodies like ISRM, ITA, etc. He has got rich experience of 33 years in investigation, planning, design and execution of hydroelectric power project. He has authored/co-authored a dozen articles published in various National and International Journals. He has contributed in formulation of various BIS codes as sub-committee member. | He is a member of IEA's High Level advisory group on Coal in the Global Net Zero transition and also a member of the Clean Energy Ministerial H2I advisory group. He served as Co-chair for the taskforce on Energy & Resource efficiency, B20 Italy 2021. He has launched a series of initiatives to sustain NTPC's growth and bring about cultural changes necessary to maintain NTPC's position as a leading global energy company. He has positioned NTPC at the forefront of energy transition and has started many initiatives like aggressive renewable addition, green Hydrogen, acquisitions, Biomass, Waste-to-Wealth, CCU, global presence etc. to transform NTPC from merely a "Coal based Power Generating Company" to a "Sustainable Integrated Energy Company". |

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वेबसाइट/website - www.neepco.co.in

सीआईएन/CIN - U40101ML1976GOI001658



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| | | | |
|---|--|--|--|
| Directorship held in other companies | Nil | Nil | 1. NTPC Limited 2. Bangladesh-India Friendship Power Company Private Limited (Foreign Company) – Part Time Chairman 3. NTPC Green Energy Limited 4. NTPC Renewable Energy Limited |
| Membership/ Chairmanship of Committees (i.e. Audit Committee & Stakeholders Relationship Committee) across all Public Companies | Member: Stakeholders Relationship Committee of NEEPCO | Nil | Nil |
| Number of shares held in NEEPCO Ltd. | NIL | NIL | NIL |
| Number of Meetings of Board Attended during the year 2022-23 | No. of Meeting held : 8 No. of Meeting attended : 8 | No. of Meeting held: N.A. No. of Meeting attended: N.A. | No. of Meeting held : N.A. No. of Meeting attended : N.A. |
| Relationship with other Directors/ KMP | No Relationship | No Relationship | No Relationship |
| Terms & Conditions of appointment / re-appointment | As per approval of Govt. of India & relevant guidelines issued from time to time | As per approval of Govt. of India & relevant guidelines issued from time to time | As per approval of Govt. of India & relevant guidelines issued from time to time |

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