



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

भारत सरकार का उद्यम A Govt. of India Enterprise

मिनीरत्न : श्रेणी-I Miniratna : Category-I

एनटीपीसी लिमिटेड की पूर्ण स्वामित्व वाली सहायक कंपनी A wholly owned subsidiary of NTPC Ltd.

कंपनी सचिवालय **COMPANY SECRETARIAT**

NOTICE FOR THE 48th ANNUAL GENERAL MEETING

Notice is hereby given that the **48th Annual General Meeting** of the Shareholders of North Eastern Electric Power Corporation Ltd. will be held on **Monday, 16th September, 2024 from 12:00 Noon** 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 2024, together with the Board's Report, the Report of Auditors and Comments of the Comptroller & Auditor General of India 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 the audited Standalone & Consolidated financial statements of the Company for the financial year ended 31st March 2024 together with the Board's Report, the Report of Auditors and Comments of the Comptroller & Auditor General of India, as circulated to the Members, be and are hereby received, considered and adopted."

2. To confirm the payment of interim dividend and declare final dividend 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 the payment of interim dividend of ₹ 0.69 per equity share of ₹ 10 each (aggregating to ₹ 250 Crores) be and is hereby confirmed and the declaration of final dividend of ₹ 0.14 per equity share of ₹ 10 each (aggregating to ₹ 50 Crores) as recommended by the Board of Directors, be and is hereby approved for the Financial Year 2023-24."

3. To appoint Shri Ranendra Sarma, Director (Technical) - (DIN 10048417), who retires by rotation and being eligible, offers himself for re-appointment, 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 in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Ranendra Sarma, Director (Technical) (DIN 10048417), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

4. To fix the remuneration of the Statutory Auditors for the year 2024-25 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 the Board of Directors of the Company be and is hereby authorised to fix an appropriate remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2024-25."



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SPECIAL BUSINESS:

5. To appoint Major General Rajesh Kumar Jha, AVSM** (Retd.) (DIN 10305647), as Director (Personnel) 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, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Major General Rajesh Kumar Jha, AVSM** (Retd.) (DIN 10305647), Director (Personnel), NEEPCO who was appointed by the President of India, vide Ministry of Power's Order No.14-7/14/2021-H.I (259545) dated 31st August, 2023, w.e.f. the date of assumption of charge of the post i.e. 25th September, 2023 and subsequently appointed as an Additional Director by the Board of Directors w.e.f. 25th September, 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 (Personnel) of the Company, on terms and conditions as may be fixed by the Government of India.”

6. To confirm the appointment of Shri Shambhu Nath Tripathi (DIN 10428360) as Nominee 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, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Clause 5.2 of the Share Purchase Agreement between the President of India and NTPC Limited signed on 25-03-2020, and NTPC's letter dated 06-12-2023, the appointment of Shri Shambhu Nath Tripathi, RED (Hydro) & Executive Director (PM), NTPC (DIN:10428360), as the Nominee Director of the Company (NTPC Nominee Director) by the Board of Directors w.e.f. 15th December, 2023, be and is hereby confirmed.”

7. To confirm the appointment of Shri Piyush Surendrapal Singh (DIN 07492389) as Nominee 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, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of Ministry of Power's letter F.No.14-37/38/2023-H.I (270636) dated 20-02-2024, the appointment of Shri Piyush Surendrapal Singh, (DIN 07492389), as Part-Time Official Director (Government Nominee Director) of the Company by the Board of Directors w.e.f. 20th February 2024, be and is hereby confirmed.”

8. To confirm the appointment of Shri Virendra Malik (DIN: 10427762) as Nominee 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,



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applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Clause 5.2 of the Share Purchase Agreement between the President of India and NTPC Limited signed on 25-03-2020, NTPC's letter dated 31-07-2024, and Ministry of Power's letter F.NO.14-37/38/2023-H.I (270463), dated 31st July, 2024, the appointment of Shri Virendra Malik, Executive Director (Finance), NTPC Limited (DIN 10427762) as the Nominee Director of the Company (NTPC Nominee Director) by the Board of Directors w.e.f. 31st July 2024, be and is hereby confirmed."

9. To ratify the remuneration of the Cost Auditors for the financial year 2024-25 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 2024-25, 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 2024-25 including conversion of Consolidated Cost Audit Report in XBRL mode & filing the same with MCA."

10. To enhance the borrowing powers of the Board in excess of paid up capital and free reserves under section 180(1)(c) of the Companies Act, 2013 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 the enhancement of the borrowing powers of the Board of Directors of the Corporation to Rs.6,000 crore above the paid-up capital and free reserves of the Corporation is hereby approved in terms of Section 180(1)(c) of the Companies Act, 2013."

11. To approve the issue of Redeemable Non-Convertible Taxable Debentures i.e. NEEPCO PSU Bonds to the extent of but not exceeding Rs.4000 crore during FY 2025-26 and to create security by way of mortgage and/or hypothecation of the assets of the Company for proposed long term borrowings of Rs.4000.00 crore and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution**:

- i) **"RESOLVED THAT** the issue of Redeemable Non-Convertible Taxable Debentures i.e. NEEPCO PSU Bonds to the extent of but not exceeding Rs.4000 crore during FY 2025-26 is hereby approved in terms of Section 42 of the Companies Act, 2013 read with Rule No.14 (1) of Chapter 3 of the Companies (Prospectus and Allotment of Securities) Rules, 2014."
- ii) **"RESOLVED FURTHER THAT** creation of security by way of mortgage and/or hypothecation of the assets of the Corporation against borrowings aggregating to Rs.4000 crore during FY 2025-26 is hereby approved in terms of Section 180(1)(a) of the Companies Act, 2013."



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By Order of the Board of Directors

Place : Shillong
Date : 07-09-2024

(Abinoam Panu Rong)
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated September 25, 2023 read together with circulars April 8, 2020, April 13, 2020 and May 5, 2020 and circulars issued from time to time (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 2023-24 is being sent only through electronic mode to the Members. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.neepco.co.in.
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 47th Annual General Meeting held on 15th September, 2023, had accorded approval to the Board of Directors to fix an appropriate remuneration of the Statutory Auditors of the Company who would be appointed by the Comptroller & Auditor General of India for the year 2023-24. Accordingly, the Comptroller & Auditor General of India had appointed R. N. Goyal & Co, Chartered Accountants, 201 Royal Centre, G. S. Road, Guwahati- 781007, Assam as the Statutory Auditor of the company for the financial year 2023-24. Further, the Board of Directors in its 282nd Board Meeting held on 10-11-2023 noted the appointment of M/s. R. N. Goyal & Co., Chartered Accountants, Guwahati as the Statutory Auditor of NEEPCO for the financial year 2023-24 and agreed that the remuneration & other allowances of the Statutory Auditors for the FY 2023-24 will be fixed in due course by the end of the current financial year. In view of the same, the Board of Directors in its 287th Board Meeting held on 14-05-2024 approved the Annual Audit Fee of the Statutory Auditor M/s. R. N. Goyal & Co for the financial year 2023-24 amounting to ₹ 10,33,000.00 (Rupees Ten lakh thirty-three thousand only) plus GST, as applicable and out of pocket expenses at actual. The Statutory Auditors of the Company for the year FY 2024-25 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 FY 2024-25.



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5. In accordance with Section 152 of the Companies Act, 2013 and the provisions of the Articles of Association of your Company, Shri Ranendra Sarma, Director (Technical) - (DIN 10048417), 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 ₹ 250.00 crore for the FY 2023-24 in March 2024. Further, the Board of Directors have recommended a final dividend of ₹ 50.00 crore for FY 2023-24. Thus, total dividend payout for the FY 2023-24 is ₹ 300.00 crore, i.e., ₹ 0.83 per share (face value of ₹ 10.00 each). The dividend pay-out represents 54.73% of Profit after Tax (PAT). The final dividend shall be subjected to the Shareholders approval in the Annual General Meeting.
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. Necessary instructions and VC Link for attending the meeting shall be provided to the members separately on their email.
14. A brief resume of the Directors seeking appointment or re-appointment at Annual General Meeting (AGM), is annexed hereto and forms part of the Notice.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice and up to the date of AGM. Members seeking to inspect such documents can send an email to company-secy@neepco.co.in.
16. None of the directors of the Company is in any way related to each other.

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

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

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

वेबसाइट / website - www.neepco.co.in सीआईएन / CIN - U40101ML1976GOI001658



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

ITEM NO.5: APPOINTMENT OF MAJOR GENERAL RAJESH KUMAR JHA, AVSM (RETD.) (DIN 10305647) AS DIRECTOR (PERSONNEL) OF NEEPCO**

The Ministry of Power, Govt. of India vide Order dated 31-08-2023 conveyed the appointment of Major General Rajesh Kumar Jha, AVSM** (Retd.) to the post of Director (Personnel), NEEPCO for a period with effect from the date of his assumption of charge of the post till the date of his superannuation i.e 30.11.2025, or until further orders, whichever is earlier. Accordingly, Major General Rajesh Kumar Jha, AVSM** (Retd.) has assumed the charge of the post of Director (Personnel), NEEPCO on 25th September, 2023 (F.N).

Accordingly, he was appointed as an Additional Director w.e.f. the date of assumption of charge i.e. 25-09-2023 on the Board of NEEPCO, to hold office until the date of this Annual General Meeting.

In terms of Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements), 2015, a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

The terms and conditions regulating the appointment of Major General Rajesh Kumar Jha, AVSM** (Retd.) 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 Major General Rajesh Kumar Jha, AVSM** (Retd.) as the Director (Personnel) on the Board of NEEPCO.

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 Major General Rajesh Kumar Jha, AVSM** (Retd.), is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

ITEM NO.6: TO CONFIRM THE APPOINTMENT OF SHRI SHAMBHU NATH TRIPATHI (DIN 10428360) AS NOMINEE DIRECTOR OF THE COMPANY

In terms of Clause 5.2 of the Share Purchase Agreement signed between the President of India and NTPC Limited on 25-03-2020, NTPC Limited has a right to nominate 2 (two) representatives on the Board of NEEPCO. NTPC Limited vide its letter bearing Ref.No.01:SEC:NEEPCO&THDC:JV:1 dated 06.12.2023 informed that consequent upon the superannuation of Shri Ujjwal Kanti Bhattacharya from the services of NTPC w.e.f. 30th November, 2023, Shri Ujjwal Kanti Bhattacharya ceased to be a Director of NEEPCO w.e.f. 30th November, 2023.

Further, in pursuance of the powers conferred under the Share Purchase Agreement dated 25-03-2020, NTPC Limited nominated Shri Shambhu Nath Tripathi, RED (Hydro) & Executive Director (PM), NTPC as a Director on the Board of NEEPCO, in place of Shri Ujjwal Kanti Bhattacharya.



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In terms of the applicable provisions of the Companies Act, 2013, the Nominee Directors on the Board are to be appointed by the Board of the Directors of the Company subject to the provisions of the Articles of Association of the Company.

In view of the above and consequent upon the Share Purchase Agreement signed between President of India and NTPC Limited, and in terms of section 152, 153 read with rule 9 of The Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Shambhu Nath Tripathi was allotted Director Identification Number (DIN) 10428360 on 15th December, 2023.

Accordingly, Shri Shambhu Nath Tripathi, RED (Hydro) & Executive Director (PM), NTPC (DIN:10428360), was appointed as Nominee Director on the Board of NEEPCO w.e.f. the date of receipt of his DIN, i.e. 15th December, 2023.

In terms of Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements), 2015, a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

The terms and conditions regulating the appointment of Shri Shambhu Nath Tripathi on the Board of NEEPCO shall be in terms of the Share Purchase Agreement signed between the Government of India and NTPC Limited on 25-03-2020. 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 Shambhu Nath Tripathi.

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 Shambhu Nath Tripathi, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

ITEM NO.7: TO CONFIRM THE APPOINTMENT OF SHRI PIYUSH SURENDRAPAL SINGH (DIN 07492389) AS NOMINEE DIRECTOR OF THE COMPANY

The Ministry of Power, Govt. of India vide Order dated 20-02-2024 conveyed the appointment of Shri Piyush Surendrapal Singh, Joint Secretary (Thermal), Ministry of Power, as Part-Time Official Director (Government Nominee Director), on the Board of NEEPCO with immediate effect till he holds the post of Joint Secretary in Ministry of Power, or till his superannuation or until further orders, whichever is the earliest.

In terms of Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements), 2015, a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

Accordingly, Shri Piyush Surendrapal Singh, (DIN 07492389), was appointed as Part-Time Official Director (Government Nominee Director) w.e.f. 20-02-2024, and accordingly the Board of Directors authorized his appointment as a Nominee Director on the Board of NEEPCO.

The terms and conditions regulating the appointment of Shri Piyush Surendrapal Singh on the Board of NEEPCO shall be determined by the Government of India. The Company has received a requisite notice



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pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Piyush Surendrapal Singh.

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 Piyush Surendrapal Singh, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution for your approval.

ITEM NO.8: TO CONFIRM THE APPOINTMENT OF SHRI VIRENDRA MALIK (DIN 10427762), AS NOMINEE DIRECTOR OF THE COMPANY

NTPC Limited vide its letter dated 31.07.2024 informed that in pursuance of the powers conferred under Share Purchase Agreement, NTPC Limited has nominated Shri Virendra Malik, Executive Director, NTPC Limited as Part-time Director on the Board of NEEPCO in place of Shri Jaikumar Srinivasan, Director (Finance) NTPC Limited.

The Ministry of Power, Govt. of India vide Letter F.No.14-37/38/2023-H.I (270463), dated 31st July, 2024 has conveyed the approval of the competent authority for the said appointment.

As per section 161(3) of the Companies Act, 2013, the Nominee Directors on the Board are to be appointed by the Board of the Directors of the Company subject to the provisions of the Articles of Association of the Company.

Accordingly, Shri Virendra Malik, Executive Director (Finance), NTPC Limited was appointed as Nominee Director on the Board of NEEPCO by the Board of Directors of the Company w.e.f. 31st July 2024.

The terms and conditions regulating the appointment of Shri Virendra Malik on the Board of NEEPCO shall be in terms of the Share Purchase Agreement signed between the Government of India and NTPC Limited on 25-03-2020. 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 Virendra Malik.

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.

Furthermore, in terms of Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements), 2015, a public sector company shall ensure that the approval of the shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting.

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

The Board recommends the resolution for your approval.



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NORTH EASTERN ELECTRIC POWER CORPORATION LTD.

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कंपनी सचिवालय **COMPANY SECRETARIAT**

ITEM NO.9: 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 288th Board Meeting held on 10th August, 2024, 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 2024-25, 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 2024-25 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 2024-25.

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.10: TO ENHANCE THE BORROWING POWERS OF THE BOARD IN EXCESS OF PAID UP CAPITAL AND FREE RESERVE UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

The Corporation has signed Memorandums of Agreement on 12.08.2023 with the Government of Arunachal Pradesh for execution of several hydro projects. The following three projects are in presently in an advanced stage for commencement of execution activities:

1. Heo HE Project (240 MW)
2. Tato-I HE Project (186 MW)
3. Tato-II HE Project (700 MW)

In addition to the above, NEEPCO has decided to develop Ground Mounted Solar Projects of 1000 MW through NTPC Green Energy Ltd. (NGEL) as the Project Management Consultant in three phases, i.e. Phase-1: 300 MW, Phase-2: 300 MW and Phase-3: 400 MW. Thus, the Corporation expects to incur CAPEX of Rs.5,000 crore during 2025-26 as shown below:

Sl.	Particulars	Rs. crore
A.	Commissioned power stations	225.00
B.	New projects	4,615.00
C.	S&I Projects	160.00
	Total estimated CAPEX	5,000.00

As per the projections for FY 2025-26 and considering the above estimated CAPEX, there will be a deficit of Rs.5,025 crore as shown below:

Particulars	Rs. crore
Revenue	4,500.00
Outflow:	
CAPEX	5,000.00



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O&M Expenditure	1,100.00
Gas cost	1,400.00
Repayment of loan	1,190.00
Payment of interest	510.00
Dividend	325.00
Total Outflow:	9,525.00
Deficit	5,025.00

Since NTPC has committed to assist NEEPCO in the execution of its new projects, it is assumed that equity contribution of Rs.1000 crore may be infused by NTPC:

Rs. crore			
CAPEX: New projects	2025-26	NTPC Equity (approx.)	
i. Heo HEP	313.00	30%	150.00
ii. Tato-I HEP	276.00	30%	
iii. Tato-II HEP	701.00	30%	200.00
iv. Solar-Bikaner (300 MW)	1,331.00	20%	250.00
v. Solar Phase-II (300 MW)	1,231.00	20%	250.00
vi. Solar Phase-II (400 MW)	763.00	20%	150.00
Total	4,615.00		1,000.00

The equity contribution of Rs.1,000 crore by NTPC during 2025-26 will reduce the deficit to Rs.4,025 crore which can then be met by way of long-term borrowings as shown below:

Particulars	Rs. crore
Estimated revenue collections	4,500
Estimated cash outflow:	9,525
Total Deficit:	(-) 5,025
Less: Expected Equity infusion by NTPC	1,000
Net Deficit to be met by way of borrowings	(-) 4,025 say 4,000

In terms of section 180(1)(c) of the Companies Act, 2013, **where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, consent of the company by a special resolution is required.**

The enhancement of the Board's borrowing powers by Rs.4,000 crore above the paid-up capital and free reserves was previously approved by a special resolution in the 38th AGM held on 17.09.2014. In this regard, the borrowing powers of the Board as on 31st March, 2025 have been estimated as follows:

Particulars	Rs. crore
Paid-up Share Capital as on 31.03.2024	3,609.81
Add: Free Reserves as on 31.03.2024	2,607.50
Add: Expected equity infusion by NTPC in 2024-25	500.00
Less: Debt outstanding as on 31.07.2024	7,860.16
Sub-total	-1,142.85
Less: Estimated borrowings during August 2024 to March 2025	1,600.00
Add: Estimated repayments August 2024 to March 2025	1,347.48
Estimated borrowing powers as on 31.03.2025	-1,395.37
Add: Additional borrowing powers as per AGM dated 17.09.2014	4,000.00

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Estimated available borrowing powers as on 31.03.2025	2,604.63
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It is evident that despite the enhancement of the borrowing powers of the Board on 17.09.2014, there will be a shortfall in the borrowing powers of the Board vis-à-vis the estimated borrowings of Rs.4,000 crore required in FY 2025-26. Hence, it is required to further enhance the borrowing powers of the Board to Rs.6,000 crore as shown below:

Paid-up Share Capital as on 31.03.2024	3,609.81
Add: Free Reserves as on 31.03.2024	2,607.50
Add: Expected equity infusion by NTPC	500.00
Add: Enhanced borrowing powers	6,000.00
Sub-total	12,717.31
Less: Debt outstanding as on 31.07.2024	7,860.16
Less: Estimated borrowings during August 2024 to March 2025	1,600.00
Add: Estimated repayments August 2024 to March 2025	1,347.48
Total estimated balance borrowing powers as on 31.03.2025	4,604.63

Therefore, as per the section 180(1)(c) of the Companies Act, 2013, it is required to obtain approval of the shareholders for further enhancement of the borrowing powers of the Board.

In view of the above, the Board of Directors of NEEPCO in its 288th Board Meeting held on 10th August, 2024 had inter-alia, approved the following resolutions:

“Resolved that enhancement of the borrowing powers of the Board of Directors of the Corporation to Rs.6,000 crore above the paid-up capital and free reserves of the Corporation is hereby recommended for approval of the Shareholders in terms of Section 180(1)(c) of the Companies Act, 2013.”

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.11: TO APPROVE THE ISSUE OF REDEEMABLE NON-CONVERTIBLE TAXABLE DEBENTURES i.e. NEEPCO PSU BONDS TO THE EXTENT OF BUT NOT EXCEEDING RS.4000 CRORE DURING FY 2025-26 AND TO CREATE SECURITY BY WAY OF MORTGAGE AND/OR HYPOTHECATION OF THE ASSETS OF THE COMPANY FOR PROPOSED LONG TERM BORROWINGS OF RS.4000.00 CRORE

The Corporation has signed Memorandums of Agreements (MoAs) with the Government of Arunachal Pradesh on 12.08.2023 for execution of the following hydro projects in Arunachal Pradesh:

1. Heo HE Project (240 MW)
2. Tato-I HE Project (186 MW)
3. Tato-II HE Project (700 MW)
4. Naying HE Project (1000 MW)
5. Hironag HE Project (500 MW)

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On the basis of the status of various clearances, three projects, viz. Heo HEP, Tato-I HEP and Tato-II HEP, are in advanced stages of project commencement.

NEEPCO has also decided to develop 1000 MW Ground Mounted Solar Projects through NTPC Green Energy Limited (NGEL) as the Project Management Consultant and it has been agreed to float tenders in three phases, i.e. Phase-1: 300 MW, Phase-2: 300 MW and Phase-3: 400 MW.

In view of the above, the Corporation expects to incur the following CAPEX during 2025-26:

Sl.	Particulars	Rs. crore
A.	Commissioned power stations	225
B.	New projects including Survey & Investigation:	
	i. Heo HEP	313
	ii. Tato-I HEP	276
	iii. Tato-II HEP	701
	iv. Solar-Bikaner (300 MW)	1,331
	v. Solar Phase-II (300 MW)	1,231
	vi. Solar Phase-III (400 MW)	763
	vii. S&I projects	160
	Total CAPEX	5,000

The following table shows the expected cash inflows and expenditure during FY 2025-26:

Particulars	Rs. crore
Estimated revenue collections	4,500
Estimated cash outflow:	9,525
Total Deficit:	5,025
Less: Expected Equity infusion by NTPC	1,000
Net Deficit:	4,025

The table above shows a net deficit of Rs.4,025 crore in FY 2025-26 after considering Equity infusion by NTPC for 30% of the estimated CAPEX for the Hydro and 20% for the Solar projects excluding S&I projects.

In the AGM held on 17.09.2014, the Shareholders had approved enhancement of the borrowing powers of Board by Rs.4,000 crore above the paid-up capital and free reserves in terms of Section 180(1) of the Companies Act, 2013. However, it is seen that the enhanced borrowing powers of the Board by Rs.4,000 crore will not be sufficient to meet the significant increase in requirement of funds for CAPEX during 2025-26.

A separate agenda item (Item No.10 of this notice) is accordingly being placed before the members for enhancement of the borrowing powers of the company by Rs.6,000 crore over and above the paid-up capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013.

Thus, considering the increased borrowing powers as mentioned above, the balance borrowing powers of the company as on 31.03.2025 are estimated as follows:

Particulars	Rs. crore
Paid-up Share Capital as on 31.03.2024	3,609.81
Add: Free Reserves as on 31.03.2024	2,607.50
Add: Expected equity infusion	500.00
Add: Enhanced borrowing powers	6,000.00
Sub-total	12,717.31
Less: Debt outstanding as on 31.07.2024	7,860.16
Less: Estimated borrowings during August 2024 to March 2025	1,600.00
Add: Estimated repayments August 2024 to March 2025	1,347.48

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Total estimated borrowing power as on 31.03.2025

4,604.63

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

It is proposed to seek approval for borrowings up to Rs.4,000 crore during the FY 2025-26 through privately placed Bonds/ long-term or medium-term loans / foreign currency loans (FCLs) from banks/financial institutions depending upon the market circumstances.

Further in case of mobilisation of funds through privately placed PSU Bonds during 2025-26, it is required to seek the approval of the Shareholders in terms of section 42 of Companies Act, 2013 read with the Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

In case of those borrowings to be secured by way of mortgage/hypothecation of the Corporation's fixed assets, a special resolution of the Shareholders will also be required for creation of security as per Section 180(1)(a) of the Companies Act, 2013.

The proposed additional borrowing of Rs.4,000 crore would be within the borrowing powers of the Board, subject to the approval of shareholders (Item No.10 of this notice) for further enhancement of the borrowing powers of the company to a total amount of Rs.6,000 crore over and above the paid-up capital and free reserves in terms of Section 180(1)(c) of the Companies Act, 2013.

In view of the above, the Board of Directors of NEEPCO in its 288th Board Meeting held on 10th August, 2024 had inter-alia, approved the following resolutions:

Resolved that the debt up to Rs.4,000 crore may be raised during the FY 2025-26 through privately placed Bonds / long-term or medium-term loans / foreign currency loans (FCLs) from banks/ financial institutions depending upon the market circumstances.

Resolved that the issue of Redeemable Non-Convertible Taxable Debentures i.e. NEEPCO PSU Bonds to the extent of but not exceeding Rs.4,000 crore during FY 2025-26 is hereby recommended for approval of the Shareholders in terms of section 42 of Companies Act, 2013 read with the Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

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.4,000 crore during FY 2025-26 is hereby recommended for approval of the Shareholders in terms of Section 180(1)(a) of the Companies Act, 2013.

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 : 07-09-2024

(Abinoam Panu Rong)
Company Secretary



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BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT

Name	Shri Ranendra Sarma	Major General Rajesh Kumar Jha, AVSM** (Retd.)	Shri Shambhu Nath Tripathi	Shri Piyush Surendrapal Singh	Shri Virendra Malik
Date of Birth & Age	20-07-1965 59 years	22-11-1965 58 years	27-09-1964 59 years	26-10-1976 47 years	25-09-1967 56 years
Date of appointment	18-04-2023	25-09-2023	15-12-2023	20-02-2024	31-07-2024
Qualifications	Bachelor degree in Civil Engineering.	B. Sc, B. Tech (Civil), M.Sc in Defence and Strategic Studies, M.Phil in Defence & Management Studies	B.Sc (Mech. Engineering)	B. Tech (Civil) from IIT Delhi	Fellow member of the Institute of Cost Accountants of India and Degree in Law from Delhi University
Expertise in Specific Functional Area	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 34 years in investigation, planning, design and execution of hydroelectric power project. He has authored/co-authored a dozen articles published in various National and	He is an alumni from the country's one of the prestigious schools Sherwood College, Nainital. He honed his leadership qualities and skills in his formative years in National Defence Academy and the Indian Military Academy. As part of his professional journey, he has completed all the mandatory professional courses and appointments with great distinction. Chief among them being the prestigious Staff Course from DSSC Wellington, Higher	His experience in power sector spans over past 35 years in O&M as well as Project Management. Currently, as ED Project Management, he is managing NTPC's Project Portfolio (more than 12 GW under construction & approx. 6 GW of upcoming Projects and more than 60 GW of FGD Projects). He has also been entrusted with the additional charge of Regional ED (Hydro) where he is actively steering the Energy	He is presently holding the post of Joint Secretary (Thermal), Ministry of Power, Govt. of India, He is a 2000 Batch IAS officer from Maharashtra Cadre. He worked in various capacities in District Administration, Department of Social Justice & Empowerment and Department of health & family welfare, Government of Maharashtra. He also served in Uttarakhand in	He is an Executive Director (Finance), NTPC Limited and brings over three decades of experience in finance-related matters including SAP/ERP and system development, accounts, costing, taxation, project financing, employee and vendor payments, business development and commercial activities. He has

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	International Journals. He has contributed in formulation of various BIS codes as sub-committee member.	Command Course from Army War College, Mhow, and course in cyber terrorism at NATO Institute in Ankara, Turkey. The recent accomplishment to his illustrious career is the conferring for the second time the award of 'Bar to Ati Vishisht Sewa Medal' (AVSM) on 26 th January 2024 for his distinguished service of exceptional order.	Storage viability analysis and working on faster execution and future capacity addition of Pump storage Plants for NTPC. Earlier he has worked as Business Unit Head of NTPC Barh (3300 MW), one of the most challenging and complex Project undertaken by NTPC.	Planning department, Dehradun. He has wide experience in the area of Public Administration and Planning.	headed the Finance wing of NTPC, Shared Service Center at NTPC Vindhyachal before moving to Corporate Office.
Directorship held in other companies	Nil	Nil	1. Meja Urja Nigam Pvt. Ltd. 2. THDC India Ltd.	1. NTPC Ltd. 2. THDC Ltd.	1. THDC India Limited 2. NTPC ELECTRIC SUPPLY COMPANY LIMITED 3. NTPC MINING LIMITED 4. ARAVALI POWER COMPANY PRIVATE LIMITED
Membership/ Chairmanship of Committees (i.e. Audit Committee & Stakeholders	Nil	Nil	Nil	Stakeholders Relationship Committee of NEEPCO	i) Audit Committee of NEEPCO ii) Stakeholders Relationship

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Relationship Committee) across all Public Companies					Committee of NEEPCO iii) Audit Committee of THDC India Limited
Number of shares held in NEEPCO Ltd.	NIL	NIL	NIL	NIL	NIL
Number of Meetings of Board Attended during the year 2023-24	No. of Meeting held: 9 No. of Meeting attended: 9	No. of Meeting held: 5 No. of Meeting attended: 5	No. of Meeting held: 4 No. of Meeting attended: 4	No. of Meeting held: 2 No. of Meeting attended: 1	No. of Meeting held: 0 No. of Meeting attended: 0
Relationship with other Directors/ KMP	No Relationship	No Relationship	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 Share Purchase Agreement between Government of India and NTPC Limited dated 25-03-2020	As per approval of Govt. of India & relevant guidelines issued from time to time	As per Share Purchase Agreement between Government of India and NTPC Limited dated 25-03-2020