



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 - 793003
कंपनी सचिवालय / COMPANY SECRETARIAT



फाइल सं./File No.CS/ 172/505

दिनांक Dated 08.04.2024

सेवा में / To

BSE Ltd.
P. J. Tower, Dalal Street
Mumbai-400001

विषय/Subject : Submission of Corporate Governance Report - Reg.27(2) SEBI (LODR) Regulations, 2015

Sir / Madam,

With reference to Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Corporate Governance Report for the Quarter ending 31st March, 2024.

Thanking you.

भवदीय / Yours faithfully

ABINOAM
PANU RONG

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(Abinoam Panu Rong)
Company Secretary

Format of report on Corporate Governance to be submitted by a listed equity on quarterly basis

Annex I

1. Name of Listed Entity: North Eastern Electric Power Corporation Limited

2. Quarter ending: 31st March, 2024

I. Composition of Board of Directors												
Title (Mr./ Ms./ Dr.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)&	Initial date of Appointment	Date of Reap-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr	Gurdeep Singh	00307037	Chairperson	01-06-2023	15-09-2023			07-07-1965	2	0	0	0
Mr	Baidyanath Maharana	09263864	Executive Director	10-09-2021	20-09-2021			09-09-1967	1	0	1	0
Mr	Ranendra Sarma	10048417	Executive Director	18-04-2023	15-09-2023			20-07-1965	1	0	0	0
Mr	Major Rajesh Kumar Jha, AVSM** (retd)	10305647	Executive Director	25-09-2023	-			22-11-1965	1	0	0	0
Mr	Jaikumar Srinivasan	01220828	Non Executive - NTPC Nominee Director	17-08-2022	19-09-2022			29-12-1966	2	0	3	0
Mr	Shambhu Nath Tripathi	10428360	Non Executive - NTPC Nominee Director	15-12-2023	-			27-09-1964	1	0	0	0
Mr	Piyush Singh	07492389	Non Executive - Nominee Director Govt of India	20-02-2024	-			26-10-1976	2	0	1	0
Mr	Bimal Chand Oswal	03286483	Independent Director	10-11-2021	19-09-2022			09-10-1960	1	1	1	1
Dr	Viveka Nand Paswan	09397615	Independent Director	10-11-2021	19-09-2022			07-10-1973	1	1	2	1
		Whether Regular chairperson appointed : Yes										
		Whether Chairperson is related to managing director or CEO : Yes, Chairman & Managing Director of the Company										
		\$PAN of any director would not be displayed on the website of Stock Exchange										
		&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen										
		*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.										

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II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment	Date of Cessation
1. Audit Committees	Yes	1. Shri Bimal Chand Oswal	Independent Director - Chairperson	04-02-2022	
		2. Dr Viveka Nand Paswan	Independent Director - member	04-02-2022	
		3. Shri Jaikumar Srinivasan	NTPC Nominee Director - member	19-09-2022	
2. Nomination & Remuneration Committee	Yes	1. Dr Viveka Nand Paswan	Independent Director - Chairperson	19-09-2022	
		2. Shri Bimal Chand Oswal	Independent director - member	04-02-2022	
		3. Shri Jaikumar Srinivasan	NTPC Nominee Director- member	19-09-2022	
3. Risk Management Committee (if Applicable)	Yes	1. Shri Ranendra Sarma	Executive Director - Chairperson	23-02-2024	
		2.Shri Shambhu Nath Tripathi	NTPC Nominee Director - member	23-02-2024	
		3. Dr Viveka Nand Paswan	Independent Director - member	04-02-2022	
		4. Major Gen Rajesh Kumar Jha, AVSM** (Retd)	Executive Director - member	25-09-2024	
4. Stakeholders Relationship Committee	Yes	1. Dr Viveka Nand Paswan	Independent Director - Chairperson	19-09-2022	
		2. Shri Piyush Singh	Non-Executive - Nominee Director Govt of India - member	23-02-2024	
		3. Shri Jaikumar Srinivasan	NTPC Nominee Director - member	19-09-2022	
		4. Baidyanath Maharana	Executive Director - member	04-02-2022	
& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen					

III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met* (Yes / No)</i>	<i>Total Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
10-11-2023					
	25-01-2024	Yes	8	2	76
	09-02-2024	Yes	8	2	15
	23-02-2024	Yes	9	2	14
	22-03-2024	Yes	8	2	28

**to be filled in only for the current quarter meetings*

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes / No)	Total Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
Audit Committee					
09-02-2024	Yes	3	2	09-11-2023	39
19-03-2024	Yes	3	2		
Risk Management Committee					
-	-	-	-	13-10-2023	-
Nomination & Remuneration Committee					
09-02-2024	Yes	3	2	-	42
22-03-2024	Yes	3	2		
Stakeholders Relationship Committee					
-	-	-	-	13-10-2023	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
**to be filled in only for the current quarter meetings					

V. Related Party Transactions	
<i>Subject</i>	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of listing regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosures requirements) Regulations, 2015.		
	The necessary action for appointment to fill the vacancy of Independent Directors & Woman Director is in process at the Ministry of Power / Department of Public Enterprises. North Eastern Electric Power Corporation Limited (NEEPCO) being a Government Company under Section 2(45) of the Companies Act, 2013, as per Articles of Association, all Directors are appointed by the President of India and there is no role of the Company in the appointment of Directors. The Company has already written to the Ministry of Power requesting for Appointment of Independent Directors & Woman Director.		
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosures requirements) Regulation, 2015		
	a.	Audit Committee -	Yes
	b.	Nomination & Remuneration Committee -	Yes
	c.	Stakeholders Relationship Committee -	Yes
	d.	Risk Management Committee (as applicable) -	Yes
3	The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosures requirements) Regulations, 2015 - Yes		
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Requirements, 2015. - Yes		
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/ observations/advice of the Board of directors may be mentioned here. - Yes. No comments / Observation / advice has been received from the Board of Directors		

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Company Secretary

Date : 08.04.2024

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year.

However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://neepco.co.in/corporate-governance-updates
b) Terms and conditions of appointment of independent directors	Yes	https://neepco.co.in/corporate-governance-updates
c) Composition of various committees of board of directors	Yes	https://neepco.co.in/corporate-governance-updates
d) Code of conduct of board of directors and senior management personnel	Yes	https://neepco.co.in/corporate-governance-updates
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	https://neepco.co.in/corporate-governance-updates
f) Criteria of making payments to non-executive directors	Yes	https://neepco.co.in/corporate-governance-updates
g) Policy on dealing with related party transactions	Yes	https://neepco.co.in/corporate-governance-updates
h) Policy for determining 'material' subsidiaries	NA	
i) Details of familiarization programmes imparted to independent directors	Yes	https://neepco.co.in/corporate-governance-updates
j) Email address for grievance redressal and other relevant details	Yes	https://neepco.co.in/investors/bonds
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://neepco.co.in/investors/bonds
l) Financial results	Yes	https://neepco.co.in/investors/bonds
m) Shareholding pattern	NA	
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
p) New name and the old name of the listed entity	NA	

q) Advertisements as per regulation 47 (1)	NA	
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://neepco.co.in/investors/bonds
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	NA	
b) Materiality Policy as per Regulation 30	NA	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct.	Yes	

II. Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No)	Detailed Reason / explanation for Non-compliance
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No.	The necessary action for appointment to fill the vacancy of Independent Directors & Woman Director is in process at the Ministry of Power / Department of Public Enterprises. North Eastern Electric Power Corporation Limited (NEEPCO) being a Government Company under Section 2(45) of the Companies Act, 2013, as per Articles of Association, all Directors are appointed by the President of India and there is no role of the Company in the appointment of Directors. The Company has already written to the Ministry of Power requesting for Appointment of Independent Directors & Woman Director.
<i>Meeting of board of directors</i>	17(2)	Yes	
<i>Quorum of board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for Appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	NA	NEEPCO being a Government Company, therefore, tenure, performance evaluation and extension of term of independent Director is done by the Dept. of Public Enterprises
<i>Recommendation of board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes	

<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes	
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA	
<i>Approval for material related party Transactions</i>	23(4)	NA	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA	No subsidiary
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA	No subsidiary
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>Directors and Officers insurance</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	NA	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

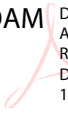
3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied - **Not Applicable as NEEPCO does not have any Subsidiary**

Name & Designation

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Company Secretary

08-04-2024

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending - 31st March, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled	NIL	NIL
Promoter Group or any other entity	NIL	NIL
Directors (Including relatives) or any	NIL	NIL
KMPs or any other entity controlled by	NIL	NIL

(B) Any gurantee/ comfort letter (by whatever name called) provided by the listed entity directly or connection with any loan(s) or any other form of debtg availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled	NIL	NIL	NIL
Promoter Group or any other entity	NIL	NIL	NIL
Directors (including relatives) or any	NIL	NIL	NIL
KMP or any other entity controlled by	NIL	NIL	NIL

(C) Any security provided by the listed entity directly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled	Nil	Nil	Nil
Promoter Group or any other entity	Nil	Nil	Nil
Directors (including relatives) or any	Nil	Nil	Nil

KMPs or any other entity controlled by	Nil	Nil	Nil
<p>II. Affirmations:</p> <p>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s)(including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.</p> <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> <p>BAIDYANATH MAHARANA</p> </div> <div style="font-size: 0.8em; color: gray;"> <p>Digitally signed by BAIDYANATH MAHARANA Date: 2024.04.08 11:32:54 +05'30'</p> </div> </div> <p>Baidyanath Maharana Director (Finance) -cum- CFO Dated : 08-04-2024</p>			
<p><i>Note</i></p> <p>1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;</p> <ul style="list-style-type: none"> a) by a government company to/ for the Government or government company b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity. c) by a banking company or an insurance company; and d) by the listed entity to its employees or directors as a part of the service conditions <p>2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..</p>			

Details of Cyber Security Incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidence or			No
Date of Event:	Not Applicable	Brief details of the event:	Not Applicable

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