



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 सचिव का कार्यालय / OFFICE OF THE COMPANY SECRETARY



फाइल सं. / File No.CS/ 172/18

दिनांक Dated 20.04.2023

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, 2023.

Thanking you.

भवदीय / Yours faithfully

Abinoam
Panu Rong

(Abinoam Panu Rong)
Company Secretary

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

Annex 1

1. Name of Listed Entity : **NORTH EASTERN ELECTRIC POWER CORPORATION LIMITED**

2. Quarter ending : **March 31st, 2023**

I. Composition of Board of Directors												
Title(Mr./Ms.)	Name of the Director	PAN\$ & DIN	Category(Chairperson/Executive/Non-Executive/Independent/Nominee) &	Initial Date of Appointment	Date of Re-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	RAJEEV KUMAR VISHNOI	08534217	Chairperson	02-06-2022	19-09-2022			30-03-1967	2	0	0	0
Mr	Baidyanath Maharana	09263864	Executive Director	10-09-2021	20-09-2021			09-09-1967	1	0	1	0
Mr	Ujjwal Kanti Bhattacharya	08734219	Non Executive Director	31-08-2020	22-09-2020			01-12-1963	2	0	0	0
Mr	Jithesh John	09218272	Nominee Director (Government)	21-06-2021	20-09-2021			28-05-1978	1	0	1	0
Mr	Jaikumar Srinivasan	01220828	Non Executive Director	17-08-2022	19-09-2022			29-12-1966	2	0	3	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.

II. Composition of Committees as on quarter ending on December 31st, 2022

Name of Committees	Whether Regular Chairperson appointed	Name of Committees 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	04-02-2022	
		3. Shri Jaikumar Srinivasan	NTPC Nominee Director	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 Rajeev Kumar Vishnoi	Chairperson	02-06-2022	
		2. Shri U. K Bhattacharya	NTPC Nominee Director	04-02-2022	
		3. Dr Viveka Nand Paswan	Independent Director	04-02-2022	
4. Stakeholders Relationship Committee	Yes	1. Dr Viveka Nand Paswan	Independent Director - Chairperson	19-09-2022	
		2. Jithesh John	Non-Executive - Nominee Director	04-02-2022	
		3. Shri Jaikumar Srinivasan	NTPC Nominee Director	19-09-2022	
		4. Baidyanath Maharana	Executive Director	04-02-2022	

\$ Category of directors means executive/non-executive/independent/Nominee. If a director fits into a more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
11-11-2022		Yes	7	2	
22-12-2022		Yes	7	2	41
	10-02-2023	Yes	6	1	50
	16-03-2023	Yes	7	2	34

**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)*	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 meeting in number of days*
Audit Committee					
10-02-2023	Yes	3	2	11-11-2022	28
10-03-2023	Yes	3	2		
Risk Management Committee					
-	-	-	-	21-10-2022	-
Nomination & Remuneration Committee					
10-02-2023	Yes	3	2	22-12-2022	34
16-03-2023	Yes	3	2		
Stakeholders Relationship Committee					
-	-	-	-	21-10-2022	-

* This information has to be mandatorily 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

Subject	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		

Abinoam
Panu Rong

Abinoam Panu Rong
Company Secretary
Date : 20-04-2023

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	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)		
It is certified that these contents on the website of the listed entity are correct .		
II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA) Refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	No. (Refer Note)
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	NA
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	NA
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Note. 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. 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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.		
III Affirmations:		
The Listed Entity does not have any Material Subsidiary. Therefore, the requirement of Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity is not applicable.		
Name & Designation		
Abinoam  Panu Rong  Abinoam Panu Rong Rong Company Secretary & Compliance Officer		

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 31-03-2023

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	Balance outstanding at the end of six
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly 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 by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0

KMPs or any other entity controlled by them	Nil	0	0
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(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

II. Affirmations:

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.



Name & Designation: (Baidyanath Maharana)
Director (Finance) & CFO

Date : 18-04-2023

Note

- 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;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..