



## West Bengal State Electricity Distribution Company Limited

(A Govt. of West Bengal Enterprise)

Registered Office: Vidyut Bhavan, Block-DJ, Sector-II, Bidhannagar, Kolkata-700 091

CIN: U40109WB2007SGC113473; website: www.wbsedcl.in

Company Secretary's Cell, 7<sup>th</sup> floor, D-Block

Telefax: 033-23597937 ; email: wbsedcl.compsec@gmail.com

Memo No.: DCL/CS/3(21-22)/398 (21)

Dated: 15/12/21

To  
The Manager,  
Deptt. Of Corporate Service,  
Bombay Stock Exchange,  
P J Towers (Floor-29<sup>th</sup>)  
Dalal Street,  
Mumbai-400001

Sub: Notice of the 14<sup>th</sup> Annual General Meeting of WBSEDCL

Dear Sir,

This is to inform you that the 14<sup>th</sup> Annual General Meeting of West Bengal State Electricity Distribution Company Limited is scheduled to be held on Thursday, the 23<sup>rd</sup> December, 2021 at 3:00 P.M. at the Registered office of the Company at Vidyut Bhavan, Block DJ, Sector-II, Bidhannagar, Kolkata -700 091.

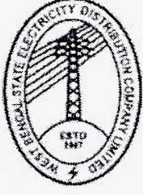
The Notice of the Meeting is attached.

Encl: As above

Yours faithfully,

*Aparna Biswas*

(Aparna Biswas) 15/12/2021  
Company Secretary



West Bengal State Electricity Distribution Company Limited  
(A Government of West Bengal Enterprise)  
Vidyut Bhavan, Sector II, Block – DJ, Bidhannagar, Kolkata-700 091

### **NOTICE OF 14<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 14<sup>th</sup> Annual General Meeting of the Members of West Bengal State Electricity Distribution Company Limited will be held at the Registered Office of the Company at Vidyut Bhavan, 7<sup>th</sup> Floor (Conference room), Sector II, Block DJ, Bidhannagar, Kolkata-700 091 on Thursday, the 23<sup>rd</sup> December, 2021 at 3:00 P.M. to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statement for the financial year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To take note of the appointment of M/s J. Gupta & Co. LLP, Chartered Accountants, YMCA Building, Mezzanine Floor, 25 Jawaharlal Nehru Road, Kolkata-700087 as Statutory Auditors of the Company made by the Comptroller and Auditor General of India for auditing the annual accounts of the Company for the financial year 2021-2022 and to fix their remuneration.

#### **SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the appointment of M/S DGM & Associates, Cost Accountants, B. B. Ganguly Street (2nd Floor), Kolkata – 700012, as Cost Auditor of the Company for the financial year 2021-22 at a remuneration of ₹90,750 (Rupees Ninety thousand seven hundred fifty only) plus Travelling, Boarding and Lodging expenses based on 25 units of ₹36,300 (Rupees Thirty six thousand three hundred only) and Out of Pocket expenses as per actual subject to a maximum of ₹ 36,300 (Rupees Thirty six thousand three hundred only), totaling maximum ₹1,63,350 (Rupees One lakh sixty three thousand three hundred fifty only) plus GST as per applicable rate,

made by the Board of Directors of the Company on the recommendation of the Audit Committee be and is hereby noted and ratified.”

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** the appointment of Shri Srikumar Bandyopadhyay in pursuance of the Notification No. 569-PO/O/C-IV/2E-02/09 dated 28.12.2020 of the Department of Power, Government of West Bengal as an Independent Director in the Board of the Company for a period of three years from 01.10.2020 to 30.09.2023 w.e.f. from his date of joining on 30.12.2020, be and is hereby taken on record and approved.”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** the extension of tenure of Shri Ajay Kumar Pandey in pursuance of the Notification No. 198-PO/O/C-IV/2E-01/09(Pt-1) dated 09.06.2021 of the Department of Power, Government of West Bengal as Director (Regulatory & Trading) in the Board of the Company for a period of 1 (one) year w.e.f. 29.05.2021, be and is hereby taken on record and approved.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** the appointment of Ms Goma Lhamu Tshering, WBCS (Exe.) in pursuance of the Notification No. 199-PO/O/C-IV/2E-01/09(Pt-1) dated 09.06.2021 of the Department of Power, Government of West Bengal as a Government Nominee Director in the Board of the Company for a period of three years w.e.f. 09.06.2021, be and is hereby taken on record and approved.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

**“RESOLVED THAT** the appointment of Shri Partha Pratim Mukherjee in pursuance of the Notification No. 254 -PO/O/C-IV/2E-01/09(Pt-1) dated 09.07.2021 of the Department of Power, Government of West Bengal as Director (Distribution) in the Board of the Company for a period of three years w.e.f. 01.08.2021, be and is hereby taken on record and approved.”

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF.

A proxy need not be a Member of the Company. Proxies in order to be valid and effective must be delivered at the Registered Office of the Company not later than forty-eight hours before the commencement of the meeting. A proxy form is annexed hereto.

- 2) In pursuance of Section 139(5) of the Companies Act, 2013(the Act), the Statutory Auditors of a Government Company is appointed by the Comptroller and Auditor General of India. Further, under Section 142 of the Act, the remuneration of the Statutory Auditors of a Company shall be fixed in its General Meeting or in such manner as may be determined therein. Accordingly, the Resolution authorizing the Board of Directors of the Company to fix the remuneration of the Statutory Auditors of the Company appointed by the Comptroller and Auditor General of India for the year 2021-2022 is proposed for approval of the Members.

- 3) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at this AGM, in respect of item nos. (3) to (7) is annexed hereto.

- 4) Route Map to the venue of the meeting.

Dated: 15.12.2021

Registered Office:  
Vidyut Bhavan,  
Sector-II, DJ-Block,  
Bidhannagar, Kolkata-700 091.

By Order of the Board

*Aparna Biswas.*  
(Aparna Biswas) 15/12/2021  
Company Secretary

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102(1) of the Companies Act, 2013)**

**Item No. 3**

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s DGM & ASSOCIATES, Cost Accountants as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditor. Their remuneration was fixed at ₹90,750 (Rupees Ninety thousand seven hundred fifty only) plus Travelling, Boarding and Lodging expenses based on 25 units of ₹36,300 (Rupees Thirty six thousand three hundred only) and Out of Pocket expenses as per actual subject to a maximum of ₹36,300 (Rupees Thirty six thousand three hundred only), totaling maximum ₹1,63,350 (Rupees One lakhs sixty three thousand three hundred fifty only) plus GST as per applicable rate.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

**Item No. 4**

In pursuance of the notification no. 569-PO/O/C-IV/2E-02/09 dated 28.12.2020 of the Department of Power, Government of West Bengal, Shri Srikumar Bandyopadhyay, was appointed as an Independent Director of the Company for a period of three years from 01.10.2020 to 30.09.2023 w.e.f. from his date of joining on 30.12.2020. The Board of Directors of the Company in its 96<sup>th</sup> meeting held on 25.03.2021 took note of the said appointment.

Shri Srikumar Bandyopadhyay has wide and varied experience which can be gainfully utilized by the Company. It will therefore be in the interest of the Company to approve the appointment of Shri Srikumar Bandyopadhyay as Independent Director of the Company. As



contained under Section 150(2) of the Companies Act, 2013, the appointment of Independent Director shall be approved by the Company in a general meeting.

None of the Directors or Key Managerial Personnel and their relatives, except Shri Srikumar Bandyopadhyay is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

#### **Item No. 5**

In pursuance of the notification no. 198-PO/O/C-IV/2E-01/09(Pt-1) dated 09.06.2021 of the Department of Power, Government of West Bengal the tenure of Shri Ajay Kumar Pandey as Director (Regulatory & Trading) in the Board of the Company was extended for a period of 1 (one) year w.e.f. 29.05.2021. The Board of Directors of the Company in its 98<sup>th</sup> meeting held on 16.06.2021 took note of the said appointment.

Shri Ajay Kumar Pandey has wide and varied experience which can be gainfully utilized by the Company. It will therefore be in the interest of the Company to approve the extension of tenure of Shri Ajay Kumar Pandey as Director (Regulatory & Trading) of the Company. As contained under Section 152(2) of the Companies Act, 2013, the appointment of every Director shall be approved by the Company in a general meeting.

None of the Directors or Key Managerial Personnel and their relatives, except Shri Ajay Kumar Pandey is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

#### **Item No. 6**

In pursuance of the Notification No. 199-PO/O/C-IV/2E-01/09(Pt-1) dated 09.06.2021 of the Department of Power, Government of West Bengal, Ms. Goma Lhamu Tshering was appointed as a Government Nominee Director of the Company for a period of three years w.e.f. 09.06.2021. The Board of Directors of the Company in its 98<sup>th</sup> meeting held on 16.06.2020 took note of the said appointment.

Ms. Goma Lhamu Tshering has wide and varied experience which can be gainfully utilized by the Company. It will therefore be in the interest of the Company to approve the appointment of Ms. Goma Lhamu Tshering as Government Nominee Director of the Company. As contained under Section 152(2) of the Companies Act, 2013, the appointment of every Director shall be approved by the Company in a general meeting.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Goma Lhamu Tshering is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 for the approval of Members.

#### **Item No. 7**

In pursuance of the Notification No. 254 -PO/O/C-IV/2E-01/09(Pt-1) dated 09.07.2021 of the Department of Power, Government of West Bengal, Shri Partha Pratim Mukherjee was appointed as Director (Distribution) in the Board of the Company for a period of three years w.e.f. 01.08.2021. The Board of Directors of the Company in its 99<sup>th</sup> meeting held on 15.09.2021 took note of the said appointment.

Shri Partha Pratim Mukherjee has wide and varied experience which can be gainfully utilized by the Company. It will therefore be in the interest of the Company to approve the appointment of Shri Partha Pratim Mukherjee as Director (Distribution) of the Company. As contained under Section 152(2) of the Companies Act, 2013, the appointment of every Director shall be approved by the Company in a general meeting.

None of the Directors or Key Managerial Personnel and their relatives, except Shri Partha Pratim Mukherjee is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 for the approval of Members.

Dated: 15.12.2021

Registered Office:  
Vidyut Bhavan,  
Sector-II, DJ-Block,  
Bidhannagar, Kolkata-700 091.

By Order of the Board

*Aparna Biswas*  
(Aparna Biswas) 15/12/2021  
Company Secretary

