

# 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

CI #: U40109WB2007SGC113473; website: www.wbsedcl.in

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

Telefax: 033-23597937 ; email: company.secretary@wbsedcl.in

Memo No.: DCL/CS/3(23-24)/241(22)

Dated: 19-09-2023

To  
The Manager,  
Deptt. Of Corporate Service,  
Bombay Stock Exchange,  
P J Towers (Floor-25<sup>th</sup>)  
Dalal Street,  
Mumbai-400001

Sub: 16<sup>th</sup> (Sixteenth) Annual General Meeting of West Bengal State Electricity Distribution Company Limited to be held on Tuesday, the 26<sup>th</sup> September, 2023 at 12:30 P.M.

Dear Sir,

This is to inform you that the 16<sup>th</sup> (Sixteenth) Annual General Meeting (AGM) of the Members of West Bengal State Electricity Distribution Company Limited is scheduled to be held on Tuesday, the 26<sup>th</sup> September, 2023 at 12:30 P.M. at the Registered office of the Company at Vidyut Bhavan, Block DJ, Sector-II, Bidhannagar, Kolkata -700 091 to transact the business as set out in the Notice convening the AGM.

The Notice of AGM and Annual Report including the Standalone and Consolidated Audited Financial Statements for the Financial Year 2022-23, along with Board's Report, Auditors' Report and comments of Comptroller & Auditor General of India are attached.

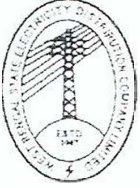
Kindly make it convenient to attend the meeting.

Enclo: As above

Yours faithfully,

*Aparna Biswas.*

(Aparna Biswas) 19/09/2023  
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  
CIN: U40109WB2007SGC113473; website: [www.wbsedcl.in](http://www.wbsedcl.in)

### **NOTICE OF 16<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 16<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-700091 on Tuesday, the 26<sup>th</sup> September, 2023 at 12:30 P.M. to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements including audited consolidated financial statements for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To take note of the appointment of 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 2023-2024 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 Shome & Banerjee, Cost Accountants, 5A, Nurulla Doctor Lane, (West Range), 2<sup>nd</sup> Floor, Kolkata-700017 as Cost Auditor of the Company for the financial year 2023-24 at a remuneration of Rs.2,09,000/- (Rupees Two Lakh Nine Thousand Only) plus GST, as per applicable rate and reimbursement of Out of Pocket expenses on actual basis for visiting the offices of WBSEDCL situated outside Kolkata, 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 Smt. Rita Mukherjee (DIN: 07044872) in pursuance of the Notification No.35-PO/O/C-IV/2E-01/2009 (Pt-I) dated 09.01.2023 of the Department of Power, Government of West Bengal as an Independent Director in the Board of the Company

for a period of five years from 01.02.2023 to 31.01.2028 w.e.f. from her date of joining on 01.02.2023, 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 appointment of Shri Debasish Roychoudhury (DIN: 10043674) in pursuance of the Notification No.197-PO/O/C-IV/1E-18/2022 dated 06.02.2023 of the Department of Power, Government of West Bengal as Director (Finance) in the Board of the Company for a period of three years from 08.02.2023 to 07.02.2026 w.e.f. his date of joining on 08.02.2023 subject to review of annual performance, 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 Shri Rudra Chatterjee (DIN: 01504650) in pursuance of the Notification No.223-PO/O/C-IV/2E-01/2009 (Pt-II) dated 08.02.2023 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 23.02.2023 to 22.02.2026 w.e.f. from his date of joining on 23.02.2023, 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 Mehul Mohanka (DIN: 00052134) in pursuance of the Notification No.222-PO/O/C-IV/2E-01/2009 (Pt-II) dated 08.02.2023 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 06.03.2023 to 05.03.2026 w.e.f. from his date of joining on 06.03.2023, be and is hereby taken on record and approved.”

8. 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 Umesh Chowdhary (DIN: 00313652) in pursuance of the Notification No.221-PO/O/C-IV/2E-01/2009(Pt-II) dated 08.02.2023 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 09.03.2023 to 08.03.2026 w.e.f. from his date of joining on 09.03.2023, be and is hereby taken on record and approved.”

9. 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 (DIN: 00546262) in pursuance of the Notification No. 707-PO/O/C-IV/1E-09/22 dated 16.05.2023 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. 29.05.2023 on existing terms and conditions, 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 2023-2024 is proposed for approval of the Shareholders.

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 (9) is annexed hereto.

4) Route Map to the venue of the meeting.

Dated: 19.09.2023

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

By Order of the Board

*Aparna Biswas.*

(Aparna Biswas) 19/09/2023  
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 Shome & Banerjee, Cost Accountants, 5A, Nurulla Doctor Lane, (West Range), 2<sup>nd</sup> Floor, Kolkata- 700017 as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024. 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 Rs. 2,09,000/- (Rupees Two Lakh Nine Thousand Only) plus GST, as per applicable rate and reimbursement of Out of Pocket expenses on actual basis for visiting the offices of WBSEDCL situated outside Kolkata.

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.35-PO/O/C-IV/2E-01/2009(Pt-I) dated 09.01.2023 of the Department of Power, Government of West Bengal, Smt. Rita Mukherjee (DIN: 07044872) is appointed as an Independent Director in the Board of the Company for a period of five years from 01.02.2023 to 31.01.2028 w.e.f. from her date of joining on 01.02.2023. The Board of Directors of the Company in its 111<sup>th</sup> meeting held on 13.02.2023 took note of the said appointment.

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

None of the Directors or Key Managerial Personnel and their relatives, except Smt. Rita Mukherjee 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. 197-PO/O/C-IV/1E-18/2022 dated 06.02.2023 of the Department of Power, Government of West Bengal, Shri Debasish Roychoudhury (DIN: 10043674) is appointed as Director (Finance) in the Board of the Company for a period of three years from 08.02.2023 to 07.02.2026 w.e.f. his date of joining on 08.02.2023 subject to review of annual performance. The Board of Directors of the Company in its 111<sup>th</sup> meeting held on 13.02.2023 took note of the said appointment.

Shri Debasish Roychoudhury 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 Debasish Roychoudhury as Director (Finance) 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 Debasish Roychoudhury 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. 223-PO/O/C-IV/2E-01/2009(Pt-II) dated 08.02.2023 of the Department of Power, Government of West Bengal, Shri Rudra Chatterjee (DIN: 01504650) is appointed as Independent Director in the Board of the Company for a period of three years from 23.02.2023 to 22.02.2026 w.e.f. from his date of joining on 23.02.2023. The Board of Directors of the Company in its 112<sup>th</sup> meeting held on 30.03.2023 took note of the said appointment.

Shri Rudra Chatterjee 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 Rudra Chatterjee as Independent Director of the Company. As contained under Section 150(2) of the Companies Act, 2013, the appointment of every 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 Rudra Chatterjee 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. 222-PO/O/C-IV/2E-01/2009(Pt-II) dated 08.02.2023 of the Department of Power, Government of West Bengal, Shri Mehul Mohanka (DIN: 00052134) is appointed as Independent Director in the Board of the Company for a period of three years from 06.03.2023 to 05.03.2026 w.e.f. from his date of joining on 06.03.2023. The Board of Directors of the Company in its 112<sup>th</sup> meeting held on 30.03.2023 took note of the said appointment.

Shri Mehul Mohanka 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 Mehul Mohanka as Independent Director of the Company. As contained under Section 150(2) of the Companies Act, 2013, the appointment of every 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 Mehul Mohanka 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.

#### **Item No. 8**

In pursuance of the Notification No. 221-PO/O/C-IV/2E-01/2009(Pt-II) dated 08.02.2023 of the Department of Power, Government of West Bengal, Shri Umesh Chowdhary (DIN: 00313652) is appointed as Independent Director in the Board of the Company for a period of three years from 09.03.2023 to 08.03.2026 w.e.f. from his date of joining on 09.03.2023. The Board of Directors of the Company in its 112<sup>th</sup> meeting held on 30.03.2023 took note of the said appointment.

Shri. Umesh Chowdhary 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 Umesh Chowdhary as Independent Director of the Company. As contained under Section 150(2) of the Companies Act, 2013, the appointment of every 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 Umesh Chowdhary is concerned or interested, financially or otherwise, in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 8 for the approval of Members.

#### **Item No. 9**

In pursuance of the Notification No. 707-PO/O/C-IV/1E-09/22 dated 16.05.2023 of the Department of Power, Government of West Bengal, Shri Ajay Kumar Pandey (DIN: 00546262) is appointed as Director (Regulatory & Trading) in the Board of the Company for a period of 1 (one) year w.e.f. 29.05.2023 for the period 29.05.2023 to 28.05.2024 on existing terms and conditions. The Board of Directors of the Company in its 113<sup>th</sup> meeting held on 24.05.2023 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 appointment 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. 9 for the approval of Members.

Dated: 19.09.2023

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

By Order of the Board

*Aparna Biswas.*

(Aparna Biswas)  
Company Secretary

19/09/2023



