



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

NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th (Nineteenth) 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, 7th Floor (Conference room), Sector II, Block DJ, Bidhannagar, Kolkata-700091 on Tuesday, the 29th September, 2026 at 12:30 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements along with the Reports of the Board and Auditors thereon.

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.

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

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 comprising of the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss, the Statement of Changes in Equity, the Cash Flow Statement for the year ended 31st March, 2026 and the Notes to Financial Statements together with the Reports of the Board of Directors and Auditors thereon including comments of the Comptroller and Auditor General of India, be and are hereby approved and adopted.”

2. Appointment of the Statutory Auditors of the Company

To take note of the appointment of M/s Singhi & Co., Chartered Accountants, 161 Sarat Bose Road, Kolkata- 700026, as Statutory Auditors of the Company made by Comptroller and Auditor General of India for auditing the annual accounts of the Company for the financial year 2026-2027 and to fix their remuneration.

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

“RESOLVED THAT the appointment of M/s Singhi & Co., Chartered Accountants, 161 Sarat Bose Road, Kolkata-700026, as Statutory Auditors of the Company by the Comptroller and Auditor General of India for auditing the annual accounts of the Company for the financial year 2026-2027, be and is hereby noted and ratified and the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditor of

the Company as appointed by the Comptroller and Auditor General of India for auditing the Annual Accounts of the Company for the year 2026-2027.”

SPECIAL BUSINESS:

3. Ratification of Remuneration of Cost Auditor of the Company for the Financial Year 2026-27

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 Bandyopadhyaya Bhaumik and Co., Cost Accountants, 12, Government Place East, Regent House, 2nd Floor, Kolkata - 700069, as Cost Auditor of the Company for the financial year 2026-27 at a remuneration of Rs. 2,53,000/- (Rupees Two Lakh Fifty Three 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 at their respective Meetings held on 22.07.2026, be and is hereby noted and ratified.”

4. Re-appointment of Shri Rudra Chatterjee (DIN:01504650) as Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** the re-appointment of Shri Rudra Chatterjee in pursuance of the Notification No. 12-PO/O/C-IV/1E-37/2025 dated 05.01.2026 of the Department of Power, Government of West Bengal as an Independent Director in the Board of the Company for a period of 3 (Three) years with effect from 23.02.2026, be and is hereby taken on record and approved.”

5. Re-appointment of Shri Mehul Mohanka (DIN:00052134) as Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** the re-appointment of Shri Mehul Mohanka in pursuance of the Notification No. 13-PO/O/C-IV/1E-37/2025 dated 05.01.2026 of the Department of Power, Government of West Bengal as an Independent Director in the Board of the Company for a period of 3 (Three) years with effect from 06.03.2026, be and is hereby taken on record and approved.”

6. Re-appointment of Shri Umesh Chowdhary (DIN:00313652) as Independent Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT the re-appointment of Shri Umesh Chowdhary in pursuance of the Notification No. 14-PO/O/C-IV/1E-37/2025 dated 05.01.2026 of the Department of Power, Government of West Bengal as an Independent Director in the Board of the Company for the period from 09.03.2026 to 19.05.2026, be and is hereby taken on record and approved.”

7. Extension of Tenure of Shri Debasish Roychoudhury (DIN:10043674) as Director (Finance).

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 Debasish Roychoudhury (DIN:10043674) in pursuance of the Notification No. 1821-PO/O/C-IV/1E-18/2022 dated 22.12.2025 of the Department of Power, Government of West Bengal as Director (Finance) in the Board of WBSEDCL for a further period of 1 (One) year w.e.f. 08.02.2026 to 07.02.2027 on existing terms and conditions, be and is hereby taken on record and approved.”

8. Appointment of Shri Pathik Kumar Nayek (DIN:11549043) as Director (Projects).

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 Pathik Kumar Nayek (DIN:11549043) in pursuance of the Notification No. 285-PO/O/C-IV/1E-14/2022 dated 23.02.2026 and in continuation of the Notification No. 268-PO/O/C-IV/1E-14/2022 dated 19.02.2026 of the Department of Power, Government of West Bengal as Director (Projects) in the Board of the Company for the period of 03 (Three) years w.e.f. 19.02.2026, 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 financial year 2026-2027 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 Annual General Meeting, in respect of item nos. (3) to (8) is annexed hereto.
- 4) Route Map to the venue of the meeting.

Dated: 24.09.2026

Registered Office:

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

By Order of the Board

Aparna Biswas.

(Aparna Biswas) 24/09/2026

Company Secretary

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

Item No. 3

The Board of Directors of the Company in its 139th Meeting held on 22.07.2026, on the recommendation of the Audit Committee in its 117th Meeting held on 22.07.2026, approved the appointment and remuneration of M/s Bandyopadhyaya Bhaumik and Co., Cost Accountants, 12, Government Place East, Regent House, 2nd Floor, Kolkata - 700069, as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027. 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. 2,53,000 /- (Rupees Two Lakh Fifty Three 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. 12-PO/O/C-IV/1E-37/2025 dated 05.01.2026 of the Department of Power, Government of West Bengal, Shri Rudra Chatterjee (DIN: 01504650) is re-appointed as Independent Director in the Board of the Company for the period of 03 (Three) years w.e.f. 23.02.2026. The Board of Directors of the Company in its 137th meeting held on 12.02.2026 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 re-appointment of Shri Rudra Chatterjee as an Independent Director of the Company. As contained under Section 150(2) of the Companies Act, 2013, the appointment of every Director shall be approved by the Company in a general meeting. Pursuant to the provision of Section 149(10) of Companies Act, 2013, Shri Chatterjee shall be eligible for re-appointment on passing of a special resolution by the Company.

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 Special Resolution set out at Item No. 4 for the approval of Members.

Item No. 5

In pursuance of the Notification No. 13-PO/O/C-IV/1E-37/2025 dated 05.01.2026 of the Department of Power, Government of West Bengal, Shri Mehul Mohanka (DIN: 00052134) is re-appointed as Independent Director in the Board of the Company for the period of 03 (Three) years w.e.f. 06.03.2026. The Board of Directors of the Company in its 137th meeting held on 12.02.2026 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 re-appointment of Shri Mehul Mohanka as an Independent Director of the Company. As contained under Section 150(2) of the Companies Act, 2013, the appointment of every Director shall be approved by the Company in a general meeting. Pursuant to the provision of Section 149(10) of Companies Act, 2013, Shri Mohanka shall be eligible for re-appointment on passing of a special resolution by the Company.

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 Special Resolution set out at Item No. 5 for the approval of Members.

Item No. 6

In pursuance of the Notification No. 14-PO/O/C-IV/1E-37/2025 dated 05.01.2026 of the Department of Power, Government of West Bengal, Shri Umesh Chowdhary (DIN: 00313652) is re-appointed as Independent Director in the Board of the Company for the period of 03 (Three) years w.e.f. 09.03.2026. The Board of Directors of the Company in its 137th meeting held on 12.02.2026 took note of the said appointment.

Shri Umesh Chowdhary resigned from the Board of Directors of the Company w.e.f. 20.05.2026 due to pre-occupation with professional and other work commitments. The Board of Directors took note of the same in its 138th Meeting of the Board of Directors held on 28.05.2026.

As contained under Section 150(2) of the Companies Act, 2013, the appointment of every Director shall be approved by the Company in a general meeting. Pursuant to the provision of Section 149(10) of Companies Act, 2013, Shri Chowdhary shall be eligible for re-appointment on passing of a special resolution by the Company. The Members may approve the re-appointment of Shri Umesh Chowdhary as an Independent Director of the Company from 09.03.2026 to 19.05.2026.

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 Special Resolution set out at Item No. 6 for the approval of Members.

Item No. 7

In pursuance of the Notification No. 1821-PO/O/C-IV/1E-18/2022 dated 22.12.2025 of the Department of Power, Government of West Bengal, the tenure of Shri Debasish Roychoudhury (DIN: 10043674) as Director (Finance) in the Board of the WBSEDCL is extended for a further period of 01 (One) year w.e.f 08.02.2026 to 07.02.2027 on existing terms and conditions. The Board of Directors in its 136th Meeting dated 08.01.2026 took note of the same.

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 extension of tenure 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. 7 for the approval of Members.

Item No. 8

In pursuance of the Notification No. 285-PO/O/C-IV/1E-14/2022 dated 23.02.2026 in continuation of the Notification No. 268-PO/O/C-IV/1E-14/2022 dated 19.02.2026 of the Department of Power, Government of West Bengal, Shri Pathik Kumar Nayek (DIN:11549043) as Director (Projects) in the Board of the Company for the period of 03 (Three) years w.e.f. 19.02.2026. The Board of Directors of the Company in its 138th meeting held on 28.05.2026 took note of the said appointment.

Shri Pathik Kumar Nayek 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 Pathik Kumar Nayek as Director (Projects) 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 Pathik Kumar Nayek 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.

Dated: 24.09.2026
Registered Office:
Vidyut Bhavan,
Sector-II, DJ-Block,
Bidhannagar,
Kolkata-700 091.

By Order of the Board

Aparna Biswas

(Aparna Biswas)

Company Secretary

24/09/2026

