

NOTICE OF ANNUAL GENERAL MEETING



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 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th (Eighteenth) 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 Monday, the 22nd September, 2025 at 1.00 P.M. to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the 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, 2025 together with the Reports of the Board of Directors and the 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, 2025 comprising of the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, the Statement of Changes in Equity, the Cash Flow Statement for the year ended 31st March, 2025 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 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 2025-2026 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 pursuant to Section 142(1) of the Companies Act, 2013, the Board of Directors be and is hereby authorized to fix the remuneration of Statutory Auditor of the Company, appointed by the Comptroller and Auditor General of India under Section 139(5) of the Companies Act, 2013 for the financial year 2025-2026.”

SPECIAL BUSINESS:

3. Ratification of Remuneration of Cost Auditor of the Company for the Financial Year 2025-26.

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 & Co., Cost Accountants, 12, Government Place East, Regent House, 2nd Floor, Kolkata - 700069 as Cost Auditor of the Company for the financial year 2025-26 at a remuneration of Rs. 2,30,000/- (Rupees Two Lakh Thirty 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 12.08.2025, be and is hereby noted and ratified.”

4. Appointment of Secretarial Auditor of the Company

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 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with amended Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12.12.2024, the appointment of M/s Rantu Das & Associates, Company Secretaries, 73B, S.P. Mukherjee Road, Kolkata – 700026, a Peer Reviewed Firm of Practicing Company Secretaries (Unique Identification No. P2012WB065600) as the Secretarial Auditor of the Company for the Financial Year 2025-2026 at an Audit fee of Rs.73,520/- (Rupees Seventy Three Thousand Five Hundred and Twenty only) inclusive of Out of Pocket Expenses plus applicable taxes to be paid in four equal instalments in each quarter, on the recommendation of the 127th Board Meeting held on 06.01.2025, be and is hereby approved.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with amended Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12.12.2024, the appointment of M/s Rantu Das & Associates, Company Secretaries, 73B, S.P. Mukherjee Road, Kolkata – 700026, a Peer Reviewed Firm of Practicing Company Secretaries (Unique Identification No. P2012WB065600) as Secretarial Auditor of the Company for the Financial Year 2026-2027 at an Audit fee of Rs.80,872/- (Rupees Eighty Thousand Eight Hundred and Seventy Two only) inclusive of Out of Pocket Expenses plus applicable taxes to be paid in four equal instalments in each quarter, on the recommendation of the 127th Board Meeting held on 06.01.2025, be and is hereby approved.”

5. Appointment of Shri Lalbahadur Sardar, WBA&AS (DIN: 10347249) as Government Nominee Director

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 Lalbahadur Sardar, WBA&AS (DIN: 10347249) in pursuance of the Notification No. 934-PO/O/C-IV/1E-10/2022 dated 17.06.2025 of the Department of Power, Government of West Bengal as a Government Nominee Director in the Board of the Company w.e.f. his date of joining on 17.06.2025 and until further order, be and is hereby taken on record and approved.”

6. Extension of Tenure of Shri Ajay Kumar Pandey (DIN: 00546262) as Director (Regulatory & Trading)

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. 769-PO/O/C-IV/1E-09/22 dated 20.05.2025 of the Department of Power, Government of West Bengal as Director (Regulatory & Trading) in the Board of WBSEDCL for a further period of 1 (One) year & 6 (six) months w.e.f. 29.05.2025 to 28.11.2026 on existing terms and conditions, be and is hereby taken on record and approved.”

7. Extension of Tenure of Shri Partha Pratim Mukherjee (DIN: 09259119) 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 extension of tenure of Shri Partha Pratim Mukherjee (DIN: 09259119) in pursuance of the Notification No. 937-PO/O/C-IV/1E-20/2025 dated 17.06.2025 of the Department of Power, Government of West Bengal as Director (Projects) in the Board of WBSEDCL for a further period of 1 (One) year w.e.f. 01.08.2025 to 31.07.2026 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 2025-2026 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 (7) is annexed hereto.
- 4) Route Map to the venue of the meeting.

Dated: 16.09.2025

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

By Order of the Board

Sd/-
(Aparna Biswas)
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 133rd Meeting held on 12.08.2025 on the recommendation of the Audit Committee in its 111th Meeting held on 12.08.2025, approved the appointment and remuneration of M/s Bandyopadhyaya Bhaumik & 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, 2026. 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. 2,30,000/- (Rupees Two Lakh Thirty 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

Pursuant to 179(3) read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014, Board of Directors has the power to appoint Secretarial Auditor by passing Board Resolution. However, post the enactment of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, dated 12.12.2024, Regulation 24A has been amended, wherein approval of shareholder is required for the appointment/re-appointment of Secretarial Auditor in Annual General Meeting.

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the Board of Directors in its 127th Meeting held on 06.01.2025 on the recommendation of the 106th Audit Committee Meeting held on 06.01.2025, has approved the appointment of M/s Rantu Das & Associates, Peer Reviewed Company Secretaries (Unique Identification No. P2012WB065600) to conduct the Secretarial Audit of the Company for the Financial Year 2025-2026 at an Audit fee of Rs.73,520/- (Rupees Seventy Three Thousand Five Hundred and Twenty only) inclusive of Out of Pocket Expenses plus applicable taxes to be paid in four equal instalments in each quarter and for the Financial Year 2026-2027 at an Audit fee of Rs.80,872/- (Rupees Eighty Thousand Eight Hundred and Seventy Two only) inclusive of Out of Pocket Expenses plus applicable taxes to be paid in four equal instalments in each quarter.

None of the Directors or Key Managerial Personnel of the Company and their relatives 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. 934-PO/O/C-IV/1E-10/2022 dated 17.06.2025 of the Department of Power, Government of West Bengal, Shri Lalbahadur Sardar, WBA&AS (DIN: 10347249) is appointed as a Government Nominee Director in the Board of the Company w.e.f. his date of joining on 17.06.2025 and until further order. The Board of Directors of the Company in its 132nd meeting held on 10.07.2025 took note of the said appointment.

Shri Lalbahadur Sardar 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 Lalbahadur Sardar 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 Shri Lalbahadur Sardar 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. 769-PO/O/C-IV/1E-09/22 dated 20.05.2025 of the Department of Power, Government of West Bengal, the tenure of Shri Ajay Kumar Pandey (DIN: 00546262) as Director (Regulatory & Trading) in the Board of WBSEDCL is extended for a further period of 1 (One) year & 6 (six) months w.e.f. 29.05.2025 to 28.11.2026 on existing terms and conditions.

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. 6 for the approval of Members.

Item No. 7

In pursuance of the Notification No. 979-PO/O/C-IV/1E-12/24 dated 18.06.2024 of the Department of Power, Government of West Bengal, the tenure of Shri Partha Pratim Mukherjee (DIN: 09259119) as Director (Projects) in the Board of WBSEDCL is extended for a further period of 1 (One) year w.e.f. 01.08.2025 to 31.07.2026 on existing terms and conditions.

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 extension of tenure of Shri Partha Pratim Mukherjee 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 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: 16.09.2025

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

By Order of the Board

Sd/-

(Aparna Biswas)
Company Secretary

