



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, 7th floor, D-Block

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

Memo No.: DCL/CS/3(22-23)/324(21)

Dated: 14/11/2022

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

Sub: Notice of the 15th Annual General Meeting of WBSEDCL

Dear Sir,

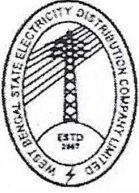
This is to inform you that the 15th Annual General Meeting of West Bengal State Electricity Distribution Company Limited is scheduled to be held on Friday, the 18th November, 2022 at 11:00 A.M. at the Registered office of the Company at Vidyut Bhavan, Block DJ, Sector-II, Bidhannagar, Kolkata -700 091.

The Notice of the Meeting is attached.

Enclo: As above

Yours faithfully,

Aparna Biswas
(Aparna Biswas) 14/11/2022
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
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NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th 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 Friday, the 18th November, 2022 at 11:00 A.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, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To take note of the appointment of M/s R. Gopal & Associates, Chartered Accountants, 1/1A, Vansittart Row, 1st Floor Room No 6, Kolkata- 700001, 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 2022-2023 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), 2nd Floor, Kolkata – 700017, as Cost Auditor of the Company for the financial year 2022-23 at a remuneration of Rs 1,90,000/- (Rupees One Lakh Ninety 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 a Special resolution:

“RESOLVED THAT the re-appointment of Shri Pankaj Batra in pursuance of the Notification No. 573-PO/O/C-IV/2E-01/09(Pt-1) dated 28.12.2021 of the Department of Power, Government of West Bengal as an Independent Director in the Board of the Company for a period of 5 (Five) years from 07.01.2022 to 06.01.2027, 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 Avijit Kumar Latua in pursuance of the Notification No. 500-PAR (WBCS)/1D – 148/2022 dated 19.04.2022 of the P&AR Department (WBCS Cell) of Govt. of West Bengal as Director (HR) in the Board of the Company until further order w.e.f. his date of joining on 29.04.2022, 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 Saurabh Majumdar in pursuance of the Notification No. PO/O/C-IV/1E-10/22 dated 23.06.2022 of the Department of Power, Government of West Bengal as a Government Nominee Director in the Board of the Company until further order w.e.f. his date of joining on 06.07.2022, 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 Subhasankar Debsarma Biswas in pursuance of the Notification No. 648-PO/O/C-IV/1E-14/2022 dated 06.09.2022 of the Department of Power, Government of West Bengal as Director (Generation) in the Board of the Company for a period of 3 (Three) years from his date of joining i.e. 07.09.2022 subject to review of annual performance, 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 2022-2023 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 (7) is annexed hereto.

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

Dated: 14.11.2022

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

By Order of the Board

Aparna Biswas.
(Aparna Biswas) 14/11/2022
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), 2nd 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, 2023. 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.1,90,000/- (Rupees One Lakh Ninety 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 573-PO/O/C-IV/2E-01/09(Pt-1) dated 28.12.2021 of the Department of Power, Government of West Bengal, Shri Pankaj Batra is re-appointed as an Independent Director in the Board of the Company for a period of 5 (Five) years from 07.01.2022 to 06.01.2027. The Board of Directors of the Company in its 103rd meeting held on 12.02.2022 took note of the said appointment.

Shri Pankaj Batra 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 Pankaj Batra 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. Further subsection 10 of Section 149 of Companies Act, 2013 states that subject to the provisions of Section 152, an independent director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of as Special Resolution by the Company and disclosure of such appointment in the Board's report.

None of the Directors or Key Managerial Personnel and their relatives, except Shri Pankaj Batra 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. 500-PAR (WBCS)/1D – 148/2022 dated 19.04.2022 of the P & AR Department (WBCS Cell) of Govt. of West Bengal, Shri Avijit Kumar Latua, WBCS (Exe.) is appointed as Director (HR) in the Board of the Company until further order w.e.f. his date of joining on 29/04/2022. The Board of Directors of the Company in its 105th meeting held on 27.05.2022 took note of the said appointment.

Shri Avijit Kumar Latua 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 Avijit Kumar Latua as Director (HR) 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 Avijit Kumar Latua 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. PO/O/C-IV/1E-10/22 dated 23.06.2022 of the Department of Power, Government of West Bengal, Shri Saurabh Majumdar, WBA&AS, Financial Advisor & Ex-Officio Joint Secretary, is appointed as a Government Nominee Director in the Board of the Company until further order w.e.f. his date of joining on 06.07.2022. The Board of Directors of the Company in its 106th meeting held on 13.07.2022 took note of the said appointment.

Shri Saurabh Majumdar 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 Saurabh Majumdar 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 Saurabh Majumdar 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. 648-PO/O/C-IV/1E-14/2022 dated 06.09.2022 of the Department of Power, Government of West Bengal, Shri Subhasankar Debsarma Biswas is appointed as Director (Generation) in the Board of the Company for a period of 3 (Three) years from his date of joining i.e. 07.09.2022 subject to review of annual performance The Board of Directors of the Company in its 108th meeting held on 20.09.2022 took note of the said appointment.

Shri Subhasankar Debsarma Biswas 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 Subhasankar Debsarma Biswas as Director (Generation) 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 Subhasankar Debsarma Biswas 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: 14.11.2022

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

By Order of the Board

Aparna Biswas
(Aparna Biswas) 14/11/2022
Company Secretary