

# 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](http://www.wbsedcl.in)

### **NOTICE OF 17<sup>TH</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 17<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 Monday, the 23<sup>rd</sup> September, 2024 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 31<sup>st</sup> March, 2024 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 2024-2025 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 2024-25 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 Shri Gopal Roy, WBA&AS (DIN: 10539821) in pursuance of the Notification No. 302-PO/O/C-IV/1E-10/2022 dated 01.03.2024 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 11.03.2024 and until further order, 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 Sumit Mukherjee (DIN: 10759723) in pursuance of the Notification No. 1402-PO/O/C-IV/1E-12/2024 dated 28.08.2024 of the Department of Power, Government of West Bengal as Director (Distribution) in the Board of the Company for the period of 03 (Three) years w.e.f. his date of joining on 30.08.2024, 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 2024-2025 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 (4) is annexed hereto.
- 4) Route Map to the venue of the meeting.

Dated: 18.09.2024

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, 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, 2025. 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.302-PO/O/C-IV/1E-10/2022 dated 01.03.2024 of the Department of Power, Government of West Bengal, Shri Gopal Roy, WBA&AS (DIN: 10539821) is appointed as a Government Nominee Director in the Board of the Company w.e.f. his date of joining on 11.03.2024 and until further order. The Board of Directors of the Company in its 120<sup>th</sup> meeting held on 25.04.2024 took note of the said appointment.

Shri Gopal Roy 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 Gopal Roy 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 Gopal Roy 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.1402-PO/O/C-IV/1E-12/2024 dated 28.08.2024 of the Department of Power, Government of West Bengal, Shri Sumit Mukherjee (DIN: 10759723) is appointed as Director (Distribution) in the Board of the Company for the period of 03 (Three) years w.e.f. his date of joining on 30.08.2024.

Shri Sumit 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 Sumit Mukherjee as a 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 Sumit Mukherjee is concerned or interested, financially or otherwise, in this Resolution.

Dated: 18.09.2024

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

By Order of the Board

Sd/-  
(Aparna Biswas)  
Company Secretary

