

MePDCL/CS/GM/2012/1665

NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

To,

1. Smt R.V. Suchiang, IAS, Chairperson-cum-Managing Director & Member
2. Smt R.V. Suchiang, IAS, Chairperson-cum-Managing Director, MeECL representing the MeECL, Member
3. Shri C.V.D. Diengdoh, IAS, Director (Corporate Affairs) & Member
4. Shri Arunkumar Kembhavi, IAS, Director (Finance) & Member
5. Dr. Manjunatha C, IFS, Secretary to the Government of Meghalaya, Power Department & Member
6. Shri E.B. Kharmujai, Director (Transmission), MePTCL, Member
7. Shri M.K. Chetri, Director (Distribution), MePDCL & Member
8. Shri L.M. Sangma, Independent Director
9. M/s B L Purohit & Co., Chartered Accountants, Guwahati, Statutory Auditors for financial year 2020-21.
10. M/s Amit Pareek & Associates, Company Secretaries, Secretarial Auditors for the financial year 2020-21.
11. M/s Niran & Co., Cost Accountant, Cost Auditor for the financial year 2020-21.

Shorter Notice is hereby given that the Twelfth Annual General Meeting of the Company will be held through video conferencing (VC) on Friday, the 17th day of September, 2021 at 4:45 p.m. at the registered office of the Company at MeECL's conference room at Lumjingshai, Shillong – 793001.

The link to attend the Twelfth Annual General Meeting will be emailed simultaneously to all the Members, Directors and Auditors of the Company. All are requested to attend and participate in the meeting through VC. For any assistance, the office of the Company Secretary may be contacted at email address 'companysecretarymeecl@gmail.com' before or during the scheduled time of the above meeting.

The following business will be transacted at the meeting:

ORDINARY BUSINESS:

Ordinary Resolution:

1. TO RECEIVE, CONSIDER AND ADOPT THE REPORTS OF THE BOARD OF DIRECTORS, BALANCE SHEET AS AT 31ST MARCH, 2021, STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2021 AND AUDITORS' REPORT THEREON AND ALSO THE COMMENTS OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA.
2. CONSIDERATION ON THE MATTERS OF FIXATION OF THE REMUNERATION OF THE STATUTORY AUDITORS OF THE COMPANY TO BE APPOINTED BY THE COMPTROLLER AND AUDITOR GENERAL OF INDIA FOR THE FINANCIAL YEAR 2021-22 AND TO AUTHORIZE THE BOARD TO DO NECESSARY THINGS, IN THIS REGARD.

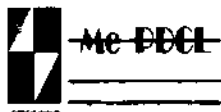
To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"Resolved that the Members hereby authorized the Board of Directors to fix the remuneration of the Statutory Auditors to be appointed by the Comptroller and Auditor General of India (CAG) for the financial year 2021-22.

Special Business:

3. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR 2021-22.

To consider and if, thought fit to pass with or without modification(s), the following resolution as Ordinary Resolution



"Resolved that pursuant to the provisions of section 148 of the Companies Act, 2013 read with applicable rules thereon and decision of the Board of Directors taken in the meeting dated 18th June, 2021, the Members of the company hereby ratifies the remuneration of M/s Niran & Co., Cost Accountants, Bhubneshwar, Odisha appointed as the Cost Auditor of the Company for the financial year 2021-22 to conduct the audit on the cost records, as maintained by the Company pertaining to the electricity activities and to file the cost audit report using the XBRL software at a fees of Rs. 50,000/- (rupees fifty thousand) only inclusive of out of pocket expenses but exclusive of GST which shall be paid at actual."

Dated: 31st August, 2021

Registered office:

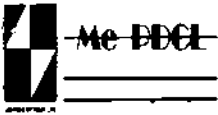
LumJingshai, Short Round Road,
Shillong -793001, Meghalaya, India

By Order of the Board

Company Secretary

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs vide circular dated 13th January, 2021 has allowed the companies to conduct the Annual General Meeting through video conferencing (VC) on or before 31st December, 2021 in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and a poll to vote instead of himself, and he need not be a member of the company. Since this general meeting will be held through VC, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available for this meeting. However, in pursuance of section 112 of the Companies Act, 2013 i.e. 'Representation of President and Governors in meetings' and section 113 section 112 of the Companies Act, 2013 i.e. 'Representation of corporations at meeting of companies and of creditors', representatives of the members may be appointed for the purpose of participation and voting in the meeting held through VC.
3. The Notice of the above Annual General Meeting shall be placed in the website of the company at www.meecl.nic.in.
4. The Members are requested to notify changes (if any, in their address, email id. etc.) to the Company.
5. The Notice of the AGM shall be sent electronically to all the Members, Directors and Auditors at their email ids which are registered/available with the Company unless a physical copy of the same is requested.
6. The deemed venue for AGM shall be the Registered Office of the Company at MeECL's conference room at Lumjingshai, Shillong – 793001.
7. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.



8. The proceedings of the Meeting will be recorded as required under Companies Act, 2013 read with rules made and circulars issued thereunder. The Company shall maintain a recorded transcript of the meeting in safe custody and shall make the same available on the Company's website, as soon as possible.
9. The Company has been maintaining the statutory registers at its registered office at MeECL's conference room at Lumjingshai, Shillong – 793001, the registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

Instructions for attending the AGM through VC.

Members will be able to attend the AGM through VC by following procedure:

1. The link to attend the AGM through zoom link will be made available on the Email Id of the shareholders, Directors and Auditors as registered with the company. Enter the login credentials mentioned in your email.
2. The facility of joining the AGM through VC shall be kept open 15 minutes before the time scheduled for the AGM and shall not be closed till the expiry of 15 minutes after scheduled time.
3. The video-conference shall allow two way teleconferencing for the ease of participation of the members and the participants.
4. Members are requested to cast their vote by a show of hands in the meeting unless demand for poll is made by any Member or Chairman. If demand for poll is made by Chairman or any Member, Members are requested to convey their assent or dissent on the resolution by sending emails through their registered email address on 'companysecretarymeecl@gmail.com' result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
5. **Further, all participants will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.**
6. While all efforts will be made to make the VC meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may, at times, experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

Dated: 31st August, 2021
Registered office:
Lumjingshai, Short Round Road,
Shillong -793001, Meghalaya, India

By Order of the Board


Company Secretary



EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013

FOR ITEM NO. 3: RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2021-22.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and applicable rules thereon, a Cost Auditor in practice is required to be appointed for the financial year 2021-22 within September, 2021 to conduct the audit on the cost records, as maintained by the Company pertaining to the electricity activities.

For the previous financial year i.e. 2020-21, your Board of Directors has appointed (through tendering process) M/s Niran & Co., Cost Accountant firm from Odisha as the Cost Auditor of the three subsidiary companies of the MeECL namely MePDCL, MePGCL and MePTCL to conduct audit on the cost records, as maintained by the Company pertaining to the electricity activities and to file the cost audit report using the XBRL software at the following fees inclusive of out of pocket expenses plus GST at actual:

- i) For MePGCL the audit fee will be Rs. 60,000
- ii) For MePDCL the audit fee will be Rs. 50,000.
- iii) For MePTCL the audit fee will be Rs. 40,000.

As per the provisions of section 139 of the Companies Act, 2013, the auditor can be engaged for five consecutive years. The Board of Directors in its meeting held on 18th June, 2021 has re-appointed M/s Niran & Co., Cost Accountants as the Cost Auditors of the Company for the financial year 2021-22 at the same Cost Audit fee of the previous financial year 2020-21 i.e. at Rs. 50,000/- inclusive of out of pocket expenses plus GST at actual.

As per the requirement of the Companies Act, 2013, the above remuneration of the Cost Auditor is required to be ratified by the Members of the Company. Hence, this proposal is placed before the Members for their consideration and consent on the ratification of the amount of cost auditors' fees for the financial year 2021-22, already decided by the Board of Directors.

The Board of Directors recommends the resolution as set out under item no.3 for your approval.

None of the Directors of the company is interested or concerned in the above proposed resolution.

Dated: 31st August, 2021
Registered office:
LumJingshai, Short Round Road,
Shillong -793001, Meghalaya, India

By Order of the Board


Company Secretary