



## **BUNDELKAHND SAUR URJA LIMITED**

(A Joint venture between NHPC Limited and UPNEDA)

Regd Office: TC-43/V, Vibhuti Khand, Gomti Nagar, Lucknow, Uttar Pradesh - 226010

CIN: U40300UP2015GOI068632

Tel./Fax No.: 0522-2720952

E-mail :bundelkhandsaururja@gmail.com

Website: www.bsulindia.com

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### **NOTICE**

NOTICE is hereby given that the 5<sup>th</sup> Annual General Meeting (AGM) of the members of Bundelkhand Saur Urja Limited will be held on Friday, **the 25<sup>th</sup> day of September, 2020 at 3 P.M (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be at NHPC Office Complex, Sector 33, Faridabad, Haryana-121003.

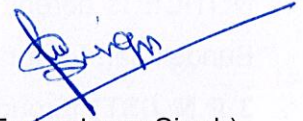
#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2020 along with the Board's Report, the Report of Auditor's thereon and comments of the Comptroller and Auditor General of India.
2. To appoint a director in place of Shri Harish Kumar Baweja, Director (DIN 08294251), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the financial year 2020-21 and, if thought fit, to pass the following resolutions as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 142 read with relevant provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including and statutory modification(s) or re-enactments thereof, for the time being in force), the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditor (s) of the Company for the financial year 2020-21."

**“RESOLVED FURTHER THAT** the Board of Directors of Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For BUNDELKHAND SAUR URJA LIMITED



(Tarkeshwar Singh)  
Company Secretary

Date: September 15, 2020  
Registered Office:  
BUNDELKHAND SAUR URJA LIMITED  
CIN: U40300UP2015GOI068632  
TC-43/V, Vibhuti Khand, Gomti Nagar,  
Lucknow, Uttar Pradesh - 226010

**NOTES:**

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as “the circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the circulars, the AGM of the Company is being held through VC/OAVM.
2. The instructions for joining the Annual General Meeting are as under:
  - a. The meeting will be held through Microsoft Teams Application/Zoom Application.
  - b. Members can join the meeting either through Microsoft Teams/Zoom app or through desktop by using the link sent along with the notice of AGM on the registered email id.
  - c. In case of android/ iphone connection, participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
  - d. Further members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
  - e. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - f. The facility for joining the meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. For any assistance, members may write to Company Secretary at [csbsul15@gmail.com](mailto:csbsul15@gmail.com) or contact at +91-8013538499.
3. As per the provisions of the Companies Act, 2013 (the Act), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC / OAVM, the facility for appointment of proxies by the members will not be available.
4. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. Since the AGM will be held through VC / OAVM, the route map to the venue of AGM is not annexed with this Notice.

6. A statement pursuant to Section 102(1) of the Act, relating to the special business to be transacted at the AGM is annexed hereto (if applicable).
7. Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorizing its representative to attend and to vote at the AGM, pursuant to Section 113 of the Act. The said resolution/authorization shall be sent to the Company Secretary by e-mail through registered e-mail address to [csbsul15@gmail.com](mailto:csbsul15@gmail.com).
8. The voting will be done by show of hands at the first instance unless chairman decides otherwise or any member demand for poll. In case the poll is decided by the chairman or demanded, the poll will be conducted immediately and all members are requested to send their assent or dissent on each business at e-mail [csbsul15@gmail.com](mailto:csbsul15@gmail.com) through the e-mail ids on which they have received the notice of AGM.
9. In compliance with the circulars, notice of the AGM along with the Annual Report 2019-20 is being sent through electronic mode to members whose email id available with the Company. Members may note that the notice of AGM and Annual Report 2019-20 will be available on the Company's website i.e. [www.bsulindia.com](http://www.bsulindia.com).
10. Members who want to update their e-mail addresses, are requested to register it with Company (Email ID: [csbsul15@gmail.com](mailto:csbsul15@gmail.com)) by providing necessary details like folio number, name of shareholder along with scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card), for receiving all communications including Annual Report, notices etc. from the company electronically.
11. In terms of relevant provisions of the Act, Shri Harish Kumar Baweja, Director (DIN: 08294251) is liable to retire by rotation at the meeting and being eligible, offer himself for re-appointment. The Board of Directors commends their re-appointment. Brief details of Shri Harish Kumar Baweja are as under:

Name	Shri. Harish Kumar Baweja (DIN 08294251)
Date of Birth & Age	January 1, 1962, 58 years
Qualification	Civil Engineer from Thapar Institute of Engineering & Technology, Patiala, Punjab
Terms & Conditions of appointment or re-appointment along with the details of remuneration	Pursuant to Article 66 of the Articles of Association of the Company, Shri Harish Kumar Baweja was appointed for a term at the pleasure of NHPC Limited. No remuneration is being paid to him.

Date of first appointment on Board	December 4, 2018
Relationship with other Directors, Manager & KMP	NIL
No. of Board Meetings attended during the year 2019-20	6
Expertise in specific functional area	Shri Harish Kumar (58 Years), holds a degree in Civil Engineering from Thapar Institute of Engineering & Technology, Patiala, Punjab. Shri Harish Kumar Joined NHPC Limited on 01 April, 1985 as Trainee Engineer (Civil). During his career spanning over more than 35 years, Sh. Harish Kumar contributed to NHPC's development by serving in various Divisions of Corporate Office and Projects. He has also been associated with challenging assignments of NHPC's Subsidiaries/Joint ventures namely NHDC Limited and Chenab Valley Power Projects Private Limited. Sh. Harish Kumar successfully led the team and got commissioned, one of NHPC's highly challenging, Uri -II Hydroelectric Project (240 MW) in Jammu & Kashmir. He has vast experience of Planning, Contracts, execution of Power Projects. Presently, he is Executive Director (Planning) in NHPC Limited.
Directorship held in other Companies	Nil
Membership / Chairmanship (in Audit Committee and Stakeholders Relation Committee) across all public Companies	Nil
No. of Board Meetings attended during FY 2019-20	6 (Six)
Number of shares held in the Company (31.07.2020)	2 (Two)

12. None of the directors of the Company is in any way related to each other except in their professional / employment capacity.

13. Pursuant to Section 139 of the Act, the statutory auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (CAG). Further, their remuneration has to be fixed by the Company in a General Meeting or in such manner as the Company in General Meeting may determine in terms of Section 142 of the Act, 2013. CAG vide its letter dated August 14, 2020 has re-appointed M/s Bhargava & Co, Lucknow as Statutory Auditor of the Company for the financial year 2020-21. The members of the Company in their 4<sup>th</sup> AGM held on September 26, 2019, had authorized Board of Directors to fix remuneration of the Statutory Auditor for the financial year 2019-20. The Board of Directors had approved a sum of Rs 40,000/- as remuneration towards Statutory Audit of Financial Accounts for the financial year 2019-20. The above fees were exclusive of taxes, levies & TA/DA. The members may consider and authorize the Board to fix an appropriate remuneration to Statutory Auditor for the financial year 2020-21.

14. The Register of Directors & Key Managerial Personnel (KMP) and their shareholding and Register of contracts and arrangements in which directors are interested will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection without any fee by the members from the date of circulation of the notice up to the date of AGM. Members seeking to inspect documents can send an e-mail to Company Secretary at [csbsul15@gmail.com](mailto:csbsul15@gmail.com) mentioning their name, folio number and Permanent Account Number (PAN). Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 21, 2020 through e-mail at [bundelkhandsaururja@gmail.com](mailto:bundelkhandsaururja@gmail.com), so that required information can be made readily available at the meeting.

To,

1. All the shareholders of Bundelkhand Saur Urja Limited
2. All the Directors of Bundelkhand Saur Urja Limited
3. M/s Bhargava & Co., Chartered Accountants, Lucknow