



## 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

Tel./Fax No.: 0522-2720952, E-mail : [bundelkhandsaururja@gmail.com](mailto:bundelkhandsaururja@gmail.com)

Website: [www.bsulindia.com](http://www.bsulindia.com), CIN: U40300UP2015GOI068632

### NOTICE

Notice is hereby given that the 3<sup>rd</sup> Extra-Ordinary General Meeting (EGM) of the members of Bundelkhand Saur Urja Limited will be held on Friday, the 4th February, 2022 at 11:00 AM (I.S.T.) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business. The deemed venue for the meeting shall be NHPC Corporate Office, Faridabad, 121 003.

### SPECIAL BUSINESS:

#### **ITEM NO. 1: Increase in authorized share capital of the Company and consequential amendment in Memorandum of Association of the Company**

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

**"RESOLVED THAT** pursuant to Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of Company, the authorized equity share capital of the Company be and is hereby increased from Rs.100,00,00,000/-(Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crore) equity shares of Face Value of Rs. 10/- (Rupees Ten) each to Rs. 450,00,00,000/-(Rupees Four Hundred Fifty Crores) divided into 45,00,00,000 (Forty Five Crore) equity shares of Face Value of Rs. 10/- (Rupees Ten) each by creation of additional capital of Rs. 350,00,00,000 (Rupees Three Hundred Fifty Crore) divided into 35,00,00,000 (Thirty Five Crores) equity shares of face value of Rs. 10 (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.

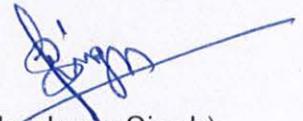
**RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed made thereunder, the consent of the Shareholders be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

"V. The Authorized Equity Share Capital of the Company is Rs. 4,50,00,00,000 (Rupees Four Hundred Fifty Crores) divided into 45,00,00,000 (Forty Five Crores) equity shares of Rs. 10/- (Rupees Ten) each. With the rights, privileges and conditions attached thereto as are provided by the regulations of the company for the time being. The Company has power from time to time to increase or decrease its capital and to divide the Shares in the Original or increased Capital for the time into several classes and to

attach thereto such preferential rights, privileges of conditions as may be determined by or in accordance with the regulations of the company and to verify, modify or abrogate any such rights, privileges or conditions as may be permitted by Law."

**RESOLVED FURTHER THAT** Board of Directors/CEO/Company Secretary of the Company be and are hereby authorised to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the Registrar of Companies and filing of necessary e-forms, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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



(Tarkeshwar Singh)  
Company Secretary

**Date:** 27.01.2022

**Place:** Faridabad

Registered Office of Company:  
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 14/2020, 17/2020 and 20/2021 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "the MCA circulars"), companies are allowed to hold its EGM through VC/OAVM up to 30.06.2022, without the physical presence of members at a common venue to curve the spread to Covid 19. Hence, in compliance with the circulars, the EGM 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 Zoom Application.
  - b. Members can join the meeting either through Zoom app or through desktop by using the link sent along with the notice of EGM on the registered email id.
  - c. In case of android/ i-phone 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 is available 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 Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of

himself / herself and the proxy need not be a member of the company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

4. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
5. Since the EGM will be held through VC / OAVM, the route map to the venue of EGM 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 EGM is annexed hereto.
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 EGM, 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 EGM.
9. In compliance with the MCA circulars, notice of the EGM is being sent through electronic mode to members whose email id is available with the Company. Members may note that the notice of EGM will also 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 Aadhaar Card), for receiving all communications including Annual Report, notices etc. from the company electronically.
11. None of the directors of the Company is in any way related to each other except in their professional / employment capacity.
12. All the members have given their consent to hold the 3<sup>rd</sup> EGM on shorter notice and at a place other than registered office through VC/OAVM.
13. 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 EGM. 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).

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

**Explanatory Statement**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**ITEM NO. 1: Increase in authorized share capital of the Company and consequential amendment in Memorandum of Association of the Company**

Recently Detailed Project Report for the Kalpi Solar Power Project (65 MW), Solar Power Project, Madhogarh (45 MW) and Solar Power Project, Mirzapur (100 MW) have been approved by the Board of Directors in which total equity share of Rs 450 Crore which will be required in phased manner up to FY 2023-24. Considering full equity of the Kalpi (Rs 94.17 Crore), Mirzapur SSP (Rs 120.68 Crore), Jalaun Solar Park (Rs 180 Crore) and Madhogarh SPP (Rs 56.03 Crore) have been considered in above proposal for increasing authorized share capital from Rs 100 Crores to Rs 450 Crores.

Considering the cost of proposed Solar Power Projects & Park, further equity requirement can be issued only after the authorized share capital of the Company increased from Rs 100.00 Crore to Rs 450.00 Crore. The Board in its meeting held on 28.12.2021 has approved the proposal for increase in authorized capital from Rs 100 Crore to Rs 450 Crore subject to shareholder approval. Further, the consent of promoters for increase of authorized share capital of Company beyond Rs 100 Crore has been obtained from both the promoters i.e. NHPC Limited and UPNEDA as per clause 4.4 of the Promoters Agreement.

Accordingly, it is proposed to seek shareholders' approval by way of Ordinary Resolution for increase of Authorized Capital from Rs 100 Crore to Rs 450 Crore and consequential amendment in Memorandum of Association of the Company.

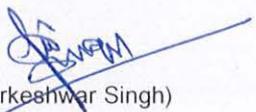
In terms of the applicable procedure as stipulated under Section 13, 61, 64 and other applicable provision, if any of the Companies Act, 2013 and rules made thereunder, shareholders' approval by way of an ordinary resolution is required to give effect to the said increase in the Authorized Equity Share Capital of the company and to make requisite amendments in the existing capital clause of the Memorandum of Association of the Company.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Ordinary Resolution by Members of the Company as contained in the Notice of EGM.

The Directors or Key Managerial Persons or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Resolution except to the extent of their shareholding in the Company.

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

Date: 27.01.2022  
Place: Faridabad  
Registered Office of Company:  
BUNDELKHAND SAUR URJA LIMITED  
CIN: U40300UP2015GOI068632  
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Lucknow, Uttar Pradesh - 226010

  
(Tarkeshwar Singh)  
Company Secretary