

**NOTES:**

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the AGM through VC/OAVM, without physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. In compliance with the MCA Circulars, Notice of AGM and Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company as on August 27, 2021. Members may note that the notice of AGM and Annual Report 2020-21 will also be available on the Company’s website [www.bsulindia.com](http://www.bsulindia.com).
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 AGM 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 AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
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 2020-21 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 2020-21 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, PAN (self-attested scanned copy of PAN Card), any of the documents (self-attested scanned copy of, Passport, Electricity Bill, Aadhaar Card, Election Voter Card), for receiving all communications including Annual Report, notices etc. from the company electronically.
11. In terms of relevant provisions of the Act, Shri Yamuna Kumar Chaubey, Chairman and Director (DIN: 08492346) 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 Y. K. Chaubey are as under:

Name	Shri. Y. K. Chaubey (DIN 08492346)
Date of Birth & Age	May 16, 1963, 58 years
Qualification	He holds a bachelors' degree in Civil Engineering from IIT, Kharagpur.
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 Y. K. Chaubey was appointed for a term at the pleasure of NHPC Limited. No remuneration is being paid to him.
Date of first appointment on Board	June 25, 2019
Relationship with other Directors, Manager & KMP	NIL

Expertise in specific functional area	<p>Prior to joining the Board of NHPC Limited as Director (Technical) w.e.f. 1st April, 2020, Shri Chaubey was Executive Director in NHPC Limited in-charge of Civil Contracts Division and E&amp;M Contract Division at Corporate Office. He is also in the Board of Bundelkhand Saur Urja Limited as Nominee Director w.e.f. 25th June, 2019.</p> <p>Working for more than 35 years in various departments i.e. Contracts, Design &amp; Engineering and Construction Projects of NHPC in various capacities, he possesses experience in all aspects of development of a hydro-project from concept to commissioning and has contributed in development of NHPC Limited.</p> <p>His career spans for more than 25 years in Design &amp; Engineering Division, working, in various capacities, in planning &amp; layout engineering for PFR/FR/DPR and construction stage design of hydro-electric/river valley projects. He has to his credit planning and designing of major hydro-projects, namely 540 MW Chamera-I Project (Himachal Pradesh), 60 MW Kurichhu Project (Bhutan), 231 MW Chamera-III Project (Himachal Pradesh), 2000 MW Subansiri Lower project (Arunachal Pradesh), 2880 MW Dibang Multi-Purpose Project (Arunachal Pradesh).</p> <p>He has also worked in construction of two prestigious projects of NHPC i.e. 540 MW Chamera-I Project, Himachal Pradesh - executed in collaboration with SNC/ACRES of Canada and 480 MW Uri HE Project, UT of J&amp;K - executed on turn-key basis by Uri Civil - a Swedish Consortium.</p>
Directorship held in other Companies	<p>a. NHPC Limited  b. Chenab Valley Power Projects Private Limited  c. Ratle Hydroelectric Power Corporation Limited</p>
Membership / Chairmanship (in Audit Committee and Stakeholders Relation Committee) across all public Companies	<p>➤ NHPC Limited  a) Stakeholders' Relationship Committee-Member</p>
No. of Board Meetings attended during FY 2020-21	8 (Eight)
Number of shares held in the Company (31.08.2021)	1 (One)

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

13. All the members have given their consent to hold 6<sup>th</sup> AGM on shorter notice and at a place other than registered office through VC/OAVM.

14. 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 18, 2021 has re-appointed M/s Bhargava & Co, Lucknow as Statutory Auditor of the Company for the financial year 2021-22. The members of the Company in their 5<sup>th</sup> AGM held on September 25, 2020, had authorized Board of Directors to fix remuneration of the Statutory Auditor for the financial year 2020-21. The Board of Directors had approved a sum of Rs 50,000/- as remuneration towards Statutory Audit of Financial Accounts for the financial year 2020-21. 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 2021-22.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for 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 Friday, September 24, 2021 through e-mail at [cfofsul@gmail.com](mailto:cfofsul@gmail.com). The same will be replied by the company suitably.

16. 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/ 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 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.

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