

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

E-mail: cs-bsul@nhpc.nic.in

Website: www.bsulindia.com, Tel. No.: 0522-2720952

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting (AGM) of the members of Bundelkhand Saur Urja Limited will be held on **Tuesday, the 22nd day of September, 2026 at 3:00 P.M.** (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2026 along with the Board's Report, the Report of Auditor's thereon and comments of the Comptroller and Auditor General of India and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2026, together with Directors' Report, Auditors' Report thereon and Comments of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

2. To appoint a director in place of Shri Suprakash Adhikari, Chairman & Nominee Director (DIN: 10738274), who retires by rotation and, being eligible, offers himself for re-appointment for the remaining term at the pleasure of NHPC Limited and if thought fit, to pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Article 66 of the Articles of Association of the Company, Shri Suprakash Adhikari, Chairman & Nominee Director (DIN: 10738274), who retires by rotation, be and is hereby re-appointed as a Director of the Company for the remaining term at the pleasure of the NHPC Limited."



3. To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the financial year 2026-27 and, if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

“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 2026-27.

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

**Sd/-
(Tarkeshwar Singh)
Company Secretary
FCS-9619**

**Date: September 11, 2026
Place: Faridabad**

**Registered Office of Company:
BUNDELKHAND SAUR URJA LIMITED**
CIN: U40300UP2015GOI068632
TC-43/V, Vibhuti Khand, Gomti Nagar,
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Email ID: cs-bsul@nhpc.nic.in
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NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025, (hereinafter collectively referred to as “MCA Circulars”) has permitted convening the AGM through VC/ OAVM, without physical presence of the members at a common venue. In accordance with MCA Circulars, provisions of the Act, the AGM of the Company is being held through VC/ OAVM. The venue of the meeting shall be deemed to be at NHPC Office Complex, Sector-33, Faridabad, Haryana-121003.
2. In compliance with the MCA Circulars, Notice of AGM and Annual Report 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company as on September 01, 2026. Members may note that the notice of AGM and Annual Report 2025-26 will also be available on the Company’s website 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. 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 CS-bsul@nhpc.nic.in.



7. 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 cs-bsul@nhpc.nic.in through the e-mail ids on which they have received the notice of AGM.
8. Members who want to update their e-mail addresses, are requested to register it with Company (Email ID: cs-bsul@nhpc.nic.in) 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 any one copy of documents viz, Passport, Electricity Bill, Aadhaar Card, Election Voter Card), for receiving all communications including Annual Report, notices etc. from the company electronically.
9. In terms of relevant provisions of the Act, Shri Suprakash Adhikari, Chairman & Nominee Director (DIN: 10738274), is liable to retire by rotation at the meeting and being eligible, offer himself for re-appointment. The Board of Directors recommends his re-appointment. Brief details of Shri Suprakash Adhikari is as under:

Name	Shri Suprakash Adhikari (DIN: 10738274)
Date of Birth & Age	August 10, 1968, 58 years
Qualification	He holds a degree in Bachelor of Engineering (Electrical Engineering) from Indian Institute of Engineering, Science & Technology, (Formerly B.E. College), Shibpur.
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 Suprakash Adhikari was appointed for a term at the pleasure of NHPC Limited.
Date of first appointment on Board	July 11, 2025
Relationship with other Directors, Manager & KMP	Nil
Expertise in specific functional area	At present, Shri Adhikari is Director (Technical), NHPC Limited and has more than 35 years of rich and varied experience in the implementation of



	hydro projects, covering all areas of hydropower development, from inception to commissioning, as well as Operation and Maintenance. Prior to joining the NHPC board, he held the crucial position of Executive Director (O&M) & Safety Division.
Directorship held in other Companies	NHPC Limited – Director (Technical)
Membership / Chairmanship of Committees across all public Companies	Shri Adhikari is Ex-Officio Member of following mandatory Board level Committees in NHPC Limited: 1. Audit Committee 2. Committee of Directors on Corporate Social Responsibility (CSR) & Sustainability 3. Risk Management Committee
No. of Board Meetings attended during FY 2025-26	4
Number of shares held in the Company (11.09.2026)	1 equity share of Rs.10/-

10. None of the Directors of the Company is in any way related to each other.
11. None of the Directors, KMP and their relatives are in any way concerned and interested in any of the ordinary business items, except Shri Suprakash Adhikari, being Director of the Company for Item No. 2, and all directors & KMPs and their relatives for the Item No. 2 to the extent of their shareholding, if any, in the Company.
12. All the members have given their consent to hold 11th AGM on shorter notice and at a place other than registered office through VC/OAVM.
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, in terms of Section 142 of the Act, their remuneration has to be fixed by the Company in the General Meeting or in such manner as the Company in General Meeting may determine. The members may authorize the Board to fix an appropriate remuneration of Statutory Auditor(s) to be appointed by C&AG for the financial year 2026-27 as may be deemed fit by the Board. The Board of Directors has fixed remuneration of ₹60,000/- (excluding taxes, levies and TA/DA) to Statutory



Auditor of Company for the financial year 2025-26 and Fees of ₹20,000/- (excluding taxes, levies and TA/DA) has been fixed for the Tax Audit for the financial year 2025-26. Further, CAG vide its letter dated 09.09.2026 has appointed M/s Sudeep Kulsreshtha & Co. as Statutory Auditor of the Company for the financial year 2026-27.

14. 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 cs-bsul@nhpc.nic.in 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 20, 2026 through e-mail at cs-bsul@nhpc.nic.in. The same will be replied by the company suitably.

15. 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 Members can join the AGM in the 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 cs-bsul@nhpc.nic.in or contact at +91-0522-2720952.

By Order of the Board of Directors

Sd/-
(Tarkeshwar Singh)
Company Secretary
FCS-9619

Date: September 11, 2026

Place: Faridabad

Registered Office of Company:
BUNDELKHAND SAUR URJA LIMITED

CIN: U40300UP2015GOI068632

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Lucknow, Uttar Pradesh – 226010

Email ID: cs-bsul@nhpc.nic.in

Phone: 0522-2720952

Website: www.bsulindia.com

To,

1. All the Shareholders of Bundelkhand Saur Urja Limited
2. All the Directors of Bundelkhand Saur Urja Limited
3. Statutory Auditor
4. Secretarial Auditor
5. Internal Auditor

