



**BUNDELKAHND SAUR URJA LIMITED**

(A Joint venture between NHPC Ltd. 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](mailto:bundelkhandsaururja@gmail.com)

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

**NOTICE**

NOTICE is hereby given that the 3<sup>rd</sup> Annual General Meeting of the members of Bundelkhand Saur Urja Limited will be held on Tuesday , the 25<sup>th</sup> day of September, 2018 at 04:00 P.M at NHPC Office Complex, Sector-33, Faridabad, Haryana – 121 003 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 31<sup>st</sup> March, 2018 together 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 Ratish Kumar (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment for the term at the pleasure of NHPC Limited.
3. To authorize Board of Directors of the Company to fix the remuneration of the Statutory Auditors for the financial year 2018-19 and if thought fit, to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT** Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors of the Company for the Financial Year 2018-19."

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

(Tarkeshwar Singh)  
Company Secretary

Date: 18.09.2018

Registered Office:

BUNDELKHAND SAUR URJA LIMITED

CIN: U40300UP2015GOI068632

TC-43/V, Vibhuti Khand, Gomti Nagar,

Lucknow, Uttar Pradesh - 226010

**Notes:** Relevant documents are enclosed / have already been sent.

- (i) **A member entitled to attend and vote at the meeting is entitled to appoint proxy / proxies to attend and vote on a poll instead of himself / herself. A proxy need not be a member of the Company.**

A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies must be supported by an appropriate resolution/authority, as applicable. However, a proxy shall not have right to speak on any business item in the meeting.

- (ii) In terms of Section 152 of the Companies Act, 2013, Shri Ratish Kumar, Chairman is liable to retire by rotation at the meeting and being eligible, offer himself for re-appointment. The Board of Directors re-commends his re-appointment.

Brief details of Shri Ratish Kumar are as under:

Name	Shri Ratish Kumar (DIN 06852735)
Date of Birth & Age	8 <sup>th</sup> December, 1960, 57 years
Qualification	B.Tech in Electrical Engineering from GB Pant University of Agriculture & Technology, Pantnagar (U.P).
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 Ratish Kumar was appointed for a term at the pleasure of NHPC Limited. No remuneration is being paid to him.
Date of first appointment on Board	8 <sup>th</sup> April, 2016
Relationship with other Directors, Manager & KMP	NIL
No. of Board Meetings attended during the year 2017-18	2
Expertise in specific functional area	He has vast experience of more than 35 years of working in power sector at technical and management level. He has vast experience in Execution, Operation and Maintenance of Power Plants, Contracts, Corporate Planning, Corporate Human Resource and Quality Assurance.

Directorship held in other Companies	NHPC Limited
Membership / Chairmanship (in Audit Committee and Stakeholders Relation Comiittee) across all public Companies	NIL
Number of shares held in the Company	1 Equity Share of Rs. 10/- each

- (iii) None of the directors of the Company is in any way related to each other except in their professional / employment capacity.
- (iv) Pursuant to Section 139(5) of the Companies Act, 2013, the statutory auditors of a Government Company are 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(1) of the Companies Act, 2013. M/s Bhargava & Co., Chartered Accountants, Lucknow, have been appointed as statutory auditors of the Company for the financial year 2018-19 by CAG. Accordingly, the Board of Directors of the company may be authorized to fix the remuneration of the Statutory Auditors for the financial year 2018-19.
- (v) The Register of Directors and Key Management Personnel (KMPs) and their Shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be kept open for inspection at the time of AGM of the Company.
- (vi) Attendance slip for recording presence at the Annual General Meeting and Route map of the venue of Annual General Meeting is attached with this notice.
- (vii) Corporate members intending to send their authorised representatives to attend the meeting are advice to send a duly certified copy of the Board Resolution or Power of Attorney (POA) authorising their representative to attend and vote at the meeting as per the provisions of section 113 of the Companies Act, 2013.
- (viii) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

(ix) A Form of Proxy is enclosed.

To,

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

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**ATTENDANCE SLIP**

3rd ANNUAL GENERAL MEETING to be held on Tuesday at 25<sup>th</sup> September, 2018 at 04:00 P.M at NHPC Office Complex, Sector-33, Faridabad, Haryana – 121 003

NAME OF THE ATTENDING MEMBERS \_\_\_\_\_

(IN BLOCK LETTERS)

FOLIO No.\* \_\_\_\_\_ Client ID No. \_\_\_\_\_

DP ID No. \_\_\_\_\_

No. of shares held \_\_\_\_\_

NAME OF PROXY

(IN BLOCK LETTERS TO BE FILLED  
IN IF THE PROXY ATTENDS INSTEAD  
OF THE MEMBERS) \_\_\_\_\_

I, hereby record my presence at the 3rd Annual General Meeting of the Company at NHPC Office Complex, Sector-33, Faridabad, Haryana – 121 003 on Tuesday at 25<sup>th</sup> September, 2018 at 04:00 P.M.

Signature of Member/Proxy

\*Applicable in case of shares held in physical form.

1. Shareholder(s) present in person or through registered proxy shall only be entertained.

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**PROXY FORM**

Name of the company : Bundelkhand Saur Urja Limited  
Registered office : TC-43/V, Vibhuti Khand, Gomti nagar, Lucknow, Uttar Pradesh  
226010

Name of the member(s)	:	
Registered address	:	
E-mail Id	:	
Folio No/ Client Id	:	
DP ID	:	

I/We, being the member(s) of Bundelkhand Saur Urja Limited holding \_\_\_\_\_, shares of the above named company, hereby appoint:

- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ..... or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3<sup>rd</sup> Annual General Meeting of the Company, to be held on Tuesday at 25<sup>th</sup> September, 2018 at 04:00 P.M at NHPC Office Complex, Sector-33, Faridabad, Haryana – 121003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
	<b>Ordinary Business:</b>		
1.	To receive, consider and adopt the audited financial statements of the company for the financial year ended on 31st March, 2018 together 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 Ratish Kumar (DIN 06852735), who retires by rotation and being eligible, offers himself for re-appointment for the term at the pleasure of NHPC Limited.		
3.	To authorize Board of Directors of the company to fix the remuneration of the Statutory Auditors for the Financial Year 2018-19.		

Signed this ..... day of..... 2018

Signature of shareholder

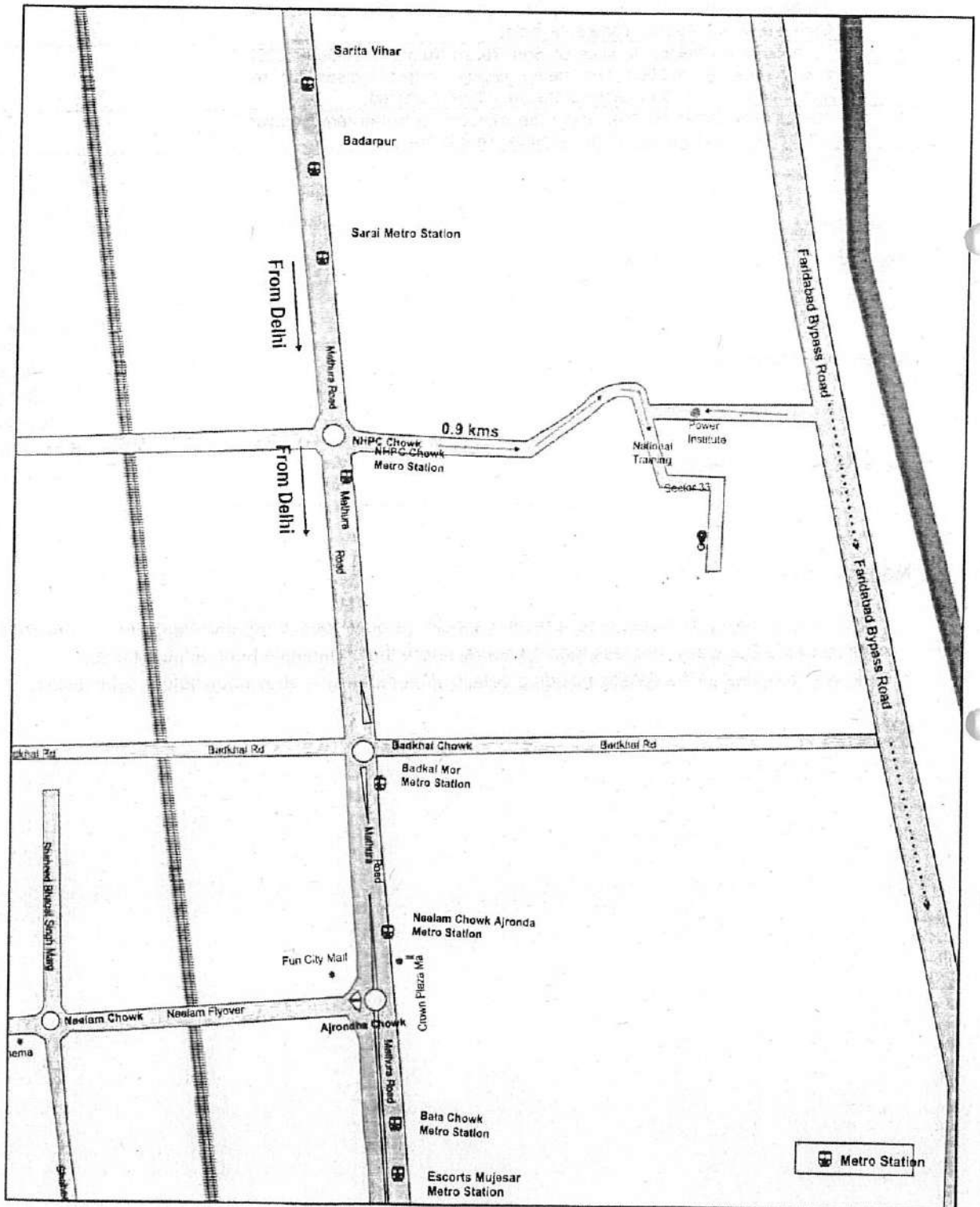
Signature of Proxy holder(s)

Affix Revenue Stamp of appropriate value
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**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all the details including details of member(s) in above box before submission.

# ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



## DIRECTORS' PROFILE

### **Shri Ratish Kumar, Chairman (BSUL)**

**DIN: 06852735**

Shri Ratish Kumar (57 years) holds B.Tech in Electrical Engineering from GB Pant University of Agriculture & Technology, Pantnagar (U.P). Shri Ratish Kumar started his professional career in NHPC Limited as Trainee Engineer in October 1982 from Baira Siul Project.

Shri Ratish Kumar has over 35 years of experience in NHPC where he climbed up the professional ladder with utmost sense of responsibility, ethics and dedication. In his present assignment as Director (Projects), Shri Ratish Kumar is in-charge of all NHPC projects which are under construction and pre-construction stages. This includes hydro as well as solar & wind renewable energy projects. He is also responsible for Joint-ventures and Consultancy Assignments being undertaken by the Company. In addition, major functions viz. Contracts, Project and Monitoring and Support Group, Cost Engineering, Business Development and Design (E&M) also come under his ambit.

Prior to joining NHPC Board, Shri Ratish Kumar served NHPC in various capacities including as the Executive Director (Design- E&M). His major contributions include construction and erection of Salal Power Station Stage-II, commissioning of major projects of NHPC, restoration of Dhauliganga and Uri-II power station, advancement of commissioning of TLDP-IV, construction of dam of Kishanganga HEP in 2016 and Commissioning of 330 MW Kishanganga HEP in March 2018. It further includes design and engineering of E&M packages of projects viz. Parbati-II, Parbati-III, Subansiri Lower H E Project, Teesta-V, Sewa-II, Chamera-III, Dhauliganga projects etc. He was also associated with various International assignments including preparation of DPR of Tarnanthi & Shwezaye in Myanmar, Kuri-Gongri, Chamkharchhu & Mangdechhu in Bhutan. Shri Ratish Kumar had been a Nominee Director on the Board of National High Power Test Laboratory Pvt. Limited w.e.f. 24-03-2014 to 08-02-2016.

Shri Ratish Kumar has excellent command in construction & erection of Hydro power Plants, Design & Engineering of E&M equipments, Power Potential and Optimization Studies, layout engineering, preparation of detailed project report including project appraisal and cost benefit analysis for obtaining TEC from CEA. He has been an expert member in numerous National Level Publications, CBIP Manual on GIS 2013, Bus Duct 2013 and Transformer 2013 etc.

Shri Ratish Kumar joined the Board of Bundelkhand Saur Urja Limited on 8<sup>th</sup> April, 2016.

### **Shri Cherian Mathew, Director (BSUL)**

**DIN: 07364294**

Shri Cherian Mathew (59 years), holds a bachelor's degree in Engineering from University of Kerala and an MBA degree with specialization in HR from Indira Gandhi National Open University (IGNOU). He has more than 36 years' experience in Power Sector at technical and management level. He has vast experience in Execution, Operation and Maintenance of Power Plants, Contracts, Corporate Planning, Corporate Human Resource and Quality Assurance etc.

His present responsibilities include Consultancy, Business Development, Joint Venture and Renewable Energy areas in NHPC. Presently he is Executive Director in NHPC, Corporate office.

Shri Cherian Mathew joined the board of Bundelkhand Saur Urja Limited on 29<sup>th</sup> February, 2016.

**Shri Arun Kumar Mishra, Director (BSUL)**  
**DIN: 07798302**

Shri A. K. Mishra (57 years) did his B.E. (Civil) from MACT (now MANIT), Bhopal in 1982 and joined NHPC in the same year. He is serving in NHPC as an Executive Director and has a rich and varied experience of more than 36 years in various fields including investigation, planning, construction and Contract Management of hydroelectric projects. He has also headed Planning, Contracts-Civil, Environment, CSR and Vigilance Divisions at Corporate Office. Earlier, he has served for 6 years as Head of Project of Siyom Project (1000 MW) and two Tawang Basin Projects (1400 MW), during which detailed survey & investigation works were completed, DPRs prepared and statutory clearances obtained. He is also on the Board of LDHCL.

Shri Arun Kumar Mishra joined the Board of Bundelkhand Saur Urja Limited on 8<sup>th</sup> May, 2017.

**Ms. Namrata Kalra, Director (BSUL)**  
**DIN: 07196189**

Ms Namrata Kalra is Senior Project Officer in U.P. New and Renewable Energy Development Agency (UPNEDA) Lucknow and has the experience of working in Renewable energy field of more than 30 years. Ms Kalra have been involved in formulation of State Solar Power Policies and their implementation in the State. Presently Ms Kalra is incharge of Grid Solar Programme for State in UPNEDA.

Ms. Namrata Kalra joined the Board of Bundelkhand Saur Urja Limited on 13<sup>th</sup> August, 2018.