



## 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@nhpc.nic.in](mailto:bundelkhandsaururja@nhpc.nic.in), [bundelkhandsaururja@gmail.com](mailto:bundelkhandsaururja@gmail.com),

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

### NOTICE

NOTICE is hereby given that the 7<sup>th</sup> Annual General Meeting (AGM) of the members of Bundelkhand Saur Urja Limited will be held Monday, the 19<sup>th</sup> day of September, 2022 at 3:00 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, 2022 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 Biswajit Basu, Director (DIN 09003080), 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 2022-23 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 2022-23.”

“**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 13, 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. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No 2-2022 dated 05<sup>th</sup> May, 2022 has permitted convening the AGM through VC/OAVM on or before 31<sup>st</sup> December, 2022 without physical presence of the members at a common venue. Hence, in compliance with the above MCA Circular, the AGM of the Company is being held through VC/OAVM.
2. In compliance with the MCA Circular, Notice of AGM and Annual Report 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company as on September 06, 2022. Members may note that the notice of AGM and Annual Report 2021-22 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 MCA circulars, notice of the AGM along with the Annual Report 2021-22 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 Biswajit Basu, Director (DIN: 09003080) 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 Biswajit Basu are as under:

Name	Shri. Biswajit Basu (DIN 09003080)
Date of Birth & Age	December 30, 1963, 58 years
Qualification	He holds a bachelors' degree in Electrical Engineering from

	Tripura Engineering College (Now NIT, Agartala).
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 Biswajit Basu was appointed for a term at the pleasure of NHPC Limited. No remuneration is being paid to him.
Date of first appointment on Board	January 02, 2021
Relationship with other Directors, Manager & KMP	NIL
Expertise in specific functional area	<p>Prior to joining NHPC Board, Shri Basu has served NHPC in various capacities and contributed to most of the projects of NHPC during Construction and O&amp;M Stages. During his stint, he worked as Head of Project of various projects including Chutak Power Station, Loktak Power Station, Dibang Multipurpose Project and Dhauliganga Power Station. During the commissioning of TLDP – III Power Station he was the In-charge of Commissioning Team. He has also worked as CEO of Loktak Downstream Hydroelectric Corporation Limited (LDHCL). He has attended various international Training programs across the countries like Sweden and France under Transfer of Technology Program.</p> <p>Shri Basu is in-charge of all under construction projects of NHPC, which includes Hydro as well as Renewable Energy Projects. Major functions of various divisions in Corporate Office i.e., Project Monitoring &amp; Support Group (PMSG), IT&amp;C, Construction Equipment Planning &amp; Monitoring (CEPM), Arbitration, Renewable Energy, CSR-SD, Corporate Communications and Estate Management Services are also under his ambit.</p> <p>Shri Basu is an avid sports person and had captained NHPC's Football Team during his tenure at Loktak Power Station (1988-1994) in all India Power Sector Football tournaments.</p>
Directorship held in other Companies	<p>a. NHPC Limited  b. Ratle Hydroelectric Power Corporation Limited  c. Lanco Teesta Hydro Power Limited  d. NHPC Renewable Energy Limited</p>

	e. Jalpower Corporation Limited
Membership / Chairmanship (in Audit Committee and Stakeholders Relation Committee) across all public Companies	<ul style="list-style-type: none"> <li>➤ NHPC Limited</li> <li>a) Committee on Corporate Social Responsibility (CSR) &amp; Sustainability-Member</li> <li>b) Committee of Directors for Allotment and Post-Allotment Activities of NHPC Securities-Member</li> </ul>
No. of Board Meetings attended during FY 2021-22	5 (Five)
Number of shares held in the Company (12.09.2022)	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 7<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, 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 2022-23 as may be deemed fit by the Board.

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 Thursday, 15<sup>th</sup> September, 2022 through e-mail at [cfobsul@gmail.com](mailto:cfobsul@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, Statutory Auditor
4. M/s Garima Duggal & Associates, Faridabad, Secretarial Auditor