

Registered Office

BSES Bhawan, Nehru Place

New Delhi-110019

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CIN: U40109DL2001PLC111527

NOTICE OF 22nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of BSES Rajdhani Power Limited will be held on Thursday, 21st day of September, 2023 at 11:30 a.m. through video conferencing for transacting the following business:

ORDINARY BUSINESS:

- 22.1** To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.
- 22.2** To appoint a Director in place of Shri Virendra Singh Verma (DIN: 07843461), who retires by rotation under the provisions of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 22.3 To ratify the remuneration payable to M/s Balwinder & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2023-24.**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration of ₹ 3,15,000 (Rupees Three Lakh Fifteen Thousand Only) plus out of pocket expenses of ₹ 25,000 (Rupees Twenty Five Thousand Only) plus Goods and Services Tax (GST), as applicable for the Financial Year 2023-24 to be paid to M/s Balwinder & Associates, Cost Accountants (Firm Registration No. 000201), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the Financial Year 2023-24, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

- 22.4 To appoint Shri Shurbir Singh, IAS as a Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149 and Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including

any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Shurbir Singh, IAS (DIN: 07331962) who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 28, 2023 pursuant to the provision of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution.”

22.5 To appoint Dr. Ashish Chandra Verma, IAS as a Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 149 and Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr. Ashish Chandra Verma, IAS (DIN: 00260070) who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 06, 2023 pursuant to the provision of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Chief Executive Officer or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to the aforesaid resolution.”

By the order of the Board
For **BSES Rajdhani Power Limited**



Pankaj Tandon
Company Secretary
FCS: - 7248

Date: August 02, 2023
Place: New Delhi

NOTES:

- 1) Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to items of Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
- 2) Information in respect of the Directors of the Company seeking appointment/ re-appointment as set out in item no. 22.2, 22.4 and 22.5 as required under Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India is annexed hereto as **Annexure “A”** of the notice of the Meeting.
- 3) For record purposes, the place of the meeting shall be at “Ganga” Conference Hall, 2nd Floor, BSES Bhawan, Nehru Place, New Delhi – 110019.
- 4) The Ministry of Corporate Affairs (MCA) has vide General Circular No. 10/2022 dated December 28, 2022 allowed companies:
 - i) To send the annual reports to shareholders through an email who have registered their email id with the Company/ Depositories.
 - ii) To hold AGM through video conference (VC) or other audio-visual means (OAVM).
 - iii) Since AGM is conducted via VC or OAVM, where physical attendance of the members has been dispensed with, there is no requirement of appointment of proxies. Hence, appointment of proxies is not allowed for this meeting.
- 5) A person, whose name is recorded in the Register of Members maintained by the Company as on date of meeting shall be entitled to attend the meeting.
- 6) Corporate members intending to make their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting on the e-mail of the Company Secretary of the Company.
- 7) Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 8) All documents referred to in this Notice along with statutory records and registers/ returns including ‘Register of Directors and Key Managerial Personnel and their shareholding’, maintained under Section 170 of the Companies Act, 2013 as required to be kept open for inspection under the Act, shall be available for inspection electronically during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this AGM and at the AGM. Members seeking to inspect such documents can send an email to pankaj.a.tandon@relianceada.com.
- 9) The Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode to Members entitled to receive such e-mail as per records of the Company or as provided by the depository.
- 10) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
- 11) Members have been provided with the annual reports on their registered e-mail Ids.
- 12) Members are requested to keep their copy of Annual Report with them during AGM.

- 13) Members desiring any information with regard to Accounts/Reports are requested to submit their queries addressed to the Director(s) or Company Secretary at least 7 days in advance of the meeting so that the information called for can be made available at the meeting.
- 14) **General Instruction for accessing and participating in the 22nd AGM through VC**
- i) The meeting shall be conducted via “CISCO WEBEX SOFTWARE” under which each member shall be provided with a meeting Id and Password through which the member shall be able to have access to the meeting.
 - ii) The CISCO software can be downloaded via <https://www.webex.com/downloads.html>. Members can download the software from the above link for their laptops and computer sets. However, if any member is attending from his/her mobile set, the software can be downloaded from play store.
 - iii) After downloading, each member shall enter into the application as a guest and then the application will ask the meeting ID and Password. Members may participate in the meeting by entering the following details:

Meeting ID: 2511 702 2392

Password: 123456

Kindly keep the Meeting ID and Password confidential. Do not share it with anyone.

- iv) The Member needs to enter, meeting ID in the box and it will open a new window in which the password needs to be entered and the member will be admitted in the meeting.
 - v) Members shall be able to login to the meeting 15 minutes before the scheduled time of the meeting. Each member after logging in shall be admitted to a virtual waiting room whereby they can wait until the host starts the meeting.
 - vi) After the host starts the meeting, each of the members will be requested to mute their microphones so that their voices do not interrupt the meeting. When the host takes the name, the said member will unmute himself/herself and speak. After the discussion is over, he/she shall again mute his/ her microphone.
 - vii) It is requested to use headphones while attending the meeting so as to avoid any noise disturbance. Further, it is requested to use Wi-Fi network over cellular so as to avoid any networking problem.
 - viii) Every member shall respond to his/her name when the host introduces them to other members. In case any member has any query, then they can raise their hand and unmute themselves after they are requested to speak. The member asking query shall first provide his/her name and then ask the question.
 - ix) In case of any technical assistance, a member can email on pankaj.a.tandon@relianceada.com or can either give a call on 011-49107192.
- 15) The Chairperson may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Companies Act, 2013 and the rules made thereunder.

STATEMENT IN TERMS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

SPECIAL BUSINESS

Item No. 22.3

The Board of Directors of the Company, on recommendation of the Audit Committee, at its meeting held on May 29, 2023 approved the appointment of M/s Balwinder & Associates, Cost Accountants, as Cost Auditors to conduct audit of Cost Records maintained by the Company for the Financial Year 2023-24 at a remuneration of ₹ 3,15,000 (Rupees Three Lakh Fifteen Thousand Only) plus out of pocket expenses of ₹ 25,000 (Rupees Twenty Five Thousand Only) plus GST, as applicable for the Financial Year 2023-24.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company.

Accordingly, the consent of the Members is sought for ratification of the remuneration of M/s Balwinder & Associates, Cost Accountants.

None of the Directors or Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 22.3 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at item No. 22.3 of the accompanying notice for the approval of Members.

Item No. 22.4

Shri Shurbir Singh, IAS (DIN: 07331962), Nominee Director of Delhi Power Company Limited (DPCL), was appointed as an Additional Director of the Company w.e.f. February 28, 2023 on the recommendation of the Nomination and Remuneration Committee. In accordance with the provisions of Section 161 of the Companies Act, 2013, Shri Shurbir Singh, IAS holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under Companies Act, 2013. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Shri Shurbir Singh, IAS for the office of Director. Shri Shurbir Singh, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Shri Shurbir Singh, IAS are given in Annexure "A".

Except Shri Shurbir Singh, IAS, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 22.4 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 22.4 of the accompanying notice for the approval of Members.

Item No. 22.5

Dr. Ashish Chandra Verma, IAS (DIN: 00260070), Nominee Director of Delhi Power Company Limited (DPCL), was appointed as an Additional Director of the Company w.e.f. March 06, 2023 on the recommendation of the Nomination and Remuneration Committee. In

accordance with the provisions of Section 161 of the Companies Act, 2013, Dr. Ashish Chandra Verma, IAS holds office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as Director as provided under Companies Act, 2013. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying its intention to propose the candidature of Dr. Ashish Chandra Verma, IAS for the office of Director. Dr. Ashish Chandra Verma, IAS is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

The details of Dr. Ashish Chandra Verma, IAS are given in Annexure "A".

Except Dr. Ashish Chandra Verma, IAS, none of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 22.5 of the Notice.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 22.5 of the accompanying notice for the approval of Members.

By the order of the Board
For **BSES Rajdhani Power Limited**



Pankaj Tandon
Company Secretary
FCS: - 7248

Date: August 02, 2023
Place: New Delhi

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 22nd ANNUAL GENERAL MEETING

S. No.	Particulars	Shri Virendra Singh Verma (Re-appointment)	Shri Shurbir Singh, IAS (Appointment)	Dr. Ashish Chandra Verma, IAS (Appointment)
1.	DIN / PAN	07843461	07331962	00260070
2.	Date of Birth	02.01.1950	16.12.1976	12.06.1969
3.	Date of appointment on the Board	20.07.2017	28.02.2023	06.03.2023
4.	Qualifications	B.Sc. (Agra University), B.E. (Mech.) Hons. (IIT Roorkee), M.E. (Mech.) (App. Therm Sc.) Hons. (IIT Roorkee), FIE (India)	I.A.S, Mechanical Engineer (Punjab Engineering College, Chandigarh)	I.A.S, M.B.B.S
5.	Experience	He is Ex-Chairman of CERC having 47 years of Professional Experience in Power Sector Administration & Management, Electricity Regulation, Generation, Transmission & Distribution, Design & Engineering of Thermal & Hydro Power Stations, Energy Efficiency, Grid Operation, Training, Human Resource Management, Electricity Policy & Plans and CEA Regulations, Techno-Economics, Optimization Studies, etc. and has worked in different capacities in the various organisations such as Central Electricity Regulatory Commission (CERC), Central Electricity Authority (CEA), Bureau of Energy Efficiency (BEE), & Regional Electricity Board (now Regional Power Committee).	He is currently serving as Secretary (Power), GoNCTD and Chairman, Delhi Subordinate Services Selection Board (DSSSB). He is also Chairman-cum-Managing Director of both Delhi Power Company Limited (DPCL) and Delhi Transco Limited (DTL). In addition to above, he is also Chairman of Indraprastha Energy & Waste management Company Limited, Indraprastha Power Generation Company Limited and Pragati Power Corporation Limited. During his career of 19 years, he has held various key positions such as Chief Electoral Officer, Pondicherry; Managing Director, Delhi Tourism & Transportation Corporation, New Delhi and CEO, Delhi Urban Shelter Improvement Board, New Delhi.	He is currently serving as Principal Secretary (Finance), GoNCTD. He is also holding Directorships in Delhi Integrated Multi Modal Transit System Limited, Delhi State Industrial and Infrastructure Development Corporation Ltd, Delhi Tourism and Transportation Development Corporation Limited, Delhi State Civil Supplies Corpn Ltd. and Geospatial Delhi Limited. During his career of 28 years, he has held various key positions such as Chairman at Personal & General Administration, Delhi; Managing Director at Khadi & Village Industries; Secretary & Commissioner at Development Deptt Govt of NCT of Delhi etc.

6.	Terms and Conditions of appointment / re-appointment along with details of remuneration and last drawn remuneration, if applicable.	Non-Executive Director Remuneration- NA	Non- Executive Director Remuneration- NA	Non- Executive Director Remuneration- NA
7.	Shareholding in the Company.	Nil	Nil	Nil
8.	Relationships with the Other Directors, Manager and other KMP(s).	None	None	None
9.	No. of Board Meetings attended during the financial year 2022-23 and other Directorships, Chairmanships, Committee Memberships	No. of Board Meetings attended: Eight (08) (A) Directorship: 1. India Rural Energy and Power Private Limited 2. Aerospace Industries Limited 3. BSES Yamuna Power Limited 4. Essar Power Gujarat Limited 5. Essar Power Transmission Company Limited (B) Committee Chairmanship: NIL (C) Committee Membership: NIL	No. of Board Meetings attended: One (1) (A) Directorship: 1. Indraprastha Energy & Waste Management Company Limited 2. Delhi Power Company Limited 3. Delhi Transco Limited 4. Indraprastha Power Generation Company Limited 5. Pragati Power Corporation Limited 6. TATA Power Delhi Distribution Limited 7. BSES Yamuna Power Limited (B) Committee Chairmanship: NIL (C) Committee Membership: NIL	No. of Board Meetings attended: One (1) (A) Directorship: 1. Delhi Integrated Multi Modal Transit System Limited 2. Delhi State Industrial and Infrastructure Development Corporation Ltd 3. Delhi Tourism and Transportation Development Corporation Limited. 4. Delhi State Civil Supplies Corpn Ltd. 5. Geospatial Delhi Limited 6. BSES Yamuna Power Limited 7. TATA Power Delhi Distribution Limited (B) Committee Chairmanship: NIL (C) Committee Membership: NIL