



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

RefNo: BSCL/2020-21/ 587

To,

Shri Ranvir Prasad, Divisional Commissioner, Bareilly/Member.

Shri Jogindra Singh, VC BDA/Member.

Shri Abhishek Anand, Municipal Commissioner, Bareilly/Member.

Dr. Kajal, Director Smart City Mission/Member.

Shri A.K Gupta, Addl. Director RCUES, Lucknow/Member

Shri Nirvikar, Associate Town Planner Bareilly/Member.

Shri Tariq Matin, Chief Engineer MVVNL/Member.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Second Annual General Meeting of the Members of **BAREILLY SMART CITY LIMITED** will be held on **SATURDAY, 19th DAY OF DECEMBER 2020** at 3.00 P.M at the **BOARD ROOM, COMMISSIONER OFFICE, BAREILLY-243001, UTTAR PRADESH, INDIA** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2020, the Profit and Loss Account for the Financial Year 2019-20 together with Reports of the Board of Directors and Auditors thereon.

The members are informed that the Statutory Audit of Bareilly Smart City Limited for the financial year 2019-20 is under process, the Financial Statements for the year 2019-20 together with Reports of the Board of Directors and Auditors thereon is not presented in the AGM for adoption and shall be placed before the members after the completion of the Audit.

2. To appoint a Director in place of director who retires by rotation and being eligible, offers himself for re-appointment.

The members are informed that the entire paid-up capital is held by the Government and Section, 152(6)(a) is not applicable on the company and no directors are liable to retire by rotation.

3. To appoint Statutory Auditor of the Company: N.A

Section 139(1) of Companies Act 2013 regarding Appointment of Auditors at the Annual General is not applicable on Government Companies. As per the Provisions of Section 139(5) of the Companies Act 2013, In case of Government Companies Comptroller and Auditor General of India (CAG) shall in respect of a Financial Year, appoint an Auditor within a period of 180 days from the commencement of the financial year who shall hold office till the conclusion of the Annual General Meeting.

The members are informed that CAG vide its letter dated 02/01/2020 has appointed M/s VGK & Associates, Chartered Accountants, Bareilly as the Statutory Auditor of Bareilly Smart City Limited for the Financial Year 2018-2019 and 2019-20. The Written consent and declaration has been received from the M/S VGK & Associates vide their letter dated 11.02.2020. The members are requested to kindly take note of the appointment of M/S VGK & Associates as Statutory Auditor of the Company at an Audit fee of Rs 50000/- p.a.



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

Special Business:

1. To appoint Shri KRISHNA RAO PASALA, as an Independent Director of the Company.

The members are informed that **Shri KRISHNARAO PASALA** has been appointed as an Additional Director (non-executive & Independent) by the Board in their meeting held on 21.04.2020 to hold office till the conclusion of the next Annual General Meeting of the Company.

The members are requested to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 149(4), Section 150, Section 152, of the Companies Act 2013 & all other applicable provisions of the Companies Act 2013, Articles of Association of Company read with Companies (Appointment and Qualification of Directors) Rules 2014 and schedule thereon, **SHRI KRISHNA RAO PASALA having MCA DIN 06988738** who meets the criteria for independence as provided in section 149(6) of the Act and who is not restricted/disqualified/removed for being appointed as Independent director of the Company as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as an Non- Executive Independent Director of the Company in for a term of 3 (three) consecutive years that is, for a term up to the conclusion of the Annual General Meeting of the Company to be held in the year 2023, subject to satisfying the criteria of independence in terms of the Companies Act 2013, Rules made there under and shall not be liable to retire by rotation w.e.f the date of this meeting.”

“RESOLVED FURTHER THAT SHRI KRISHNARAO PASALA shall be paid the sitting Fee of Rs 15000/-for attending each Board Meeting and Rs 7500/- for attending each Committee Meeting subjected to TDS deduction as applicable.”

“RESOLVED FURTHER THAT CEO of the company be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

2. To appoint Shri Atul Sobti, as an Independent Director of the Company.

The members are informed that **Shri Atul Sobti** has been appointed as an Additional Director (non-executive & Independent) by the Board in their meeting held on 21.04.2020 to hold office till the conclusion of the next Annual General Meeting of the Company.



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

The members are requested to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 149(4), Section 150, Section 152, of the Companies Act 2013 & all other applicable provisions of the Companies Act 2013, Articles of Association of Company read with Companies (Appointment and Qualification of Directors) Rules 2014 and schedule thereon, **SHRI ATUL SOBTI having MCA DIN 06715578** who meets the criteria for independence as provided in section 149(6) of the Act and who is not restricted/disqualified/removed for being appointed as Independent director of the Company as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as an Non- Executive Independent Director of the Company in for a term of 3 (three) consecutive years that is, for a term up to the conclusion of the Annual General Meeting of the Company to be held in the year 2023, subject to satisfying the criteria of independence in terms of the Companies Act 2013, Rules made there under and shall not be liable to retire by rotation w.e.f the date of this meeting.”

“RESOLVED FURTHER THAT Shri Atul Sobti shall be paid the sitting fee of Rs 15000/-for attending each Board Meeting and Rs 7500/- for attending each Committee Meeting subjected to TDS deduction as applicable.”

“RESOLVED FURTHER THAT CEO of the company be and is hereby authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

3. To appoint Shri DK Mishra, Chief Engineer PWD Bareilly as a Director of the Company
To consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution:

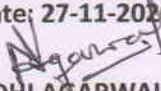
“RESOLVED THAT Shri DK Mishra, Chief Engineer PWD Bareilly has been appointed as an additional director of Bareilly Smart City limited w.e.f 05.08.2020 and who holds such office upto the date of this Annual General Meeting be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT Shri DK Mishra would act as a Non-Executive Director.”

“RESOLVED FURTHER THAT CEO of the company be and is hereby authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

Place: BAREILLY

Date: 27-11-2020


NIDHI AGARWAL
Company Secretary

NOTES:

By The Order of the Board
for: BAREILLY SMART CITY LIMITED


ABHISHEK ANAND
(Director)
DIN: 0866938



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
2. A member is entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company.
3. The instrument appointing proxy as per the format which is annexed to this notice should be returned to the registered office of the company not less than forty- eight hours before the time for holding the meeting. Proxies submitted on behalf of limited companies, societies, partnerships firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or a member.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
6. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members are requested to notify immediately any change in their addresses to the Company.
8. Members desiring any information as regards the Accounts are requested to write to the company at an entirely date so as to enable the Management to keep the information ready at the Meeting.
9. Members are requested to bring their attendance slip.



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

To appoint Shri Pasala Krishna Rao, as an Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the Board has inducted **Shri Pasala Krishna Rao**, (DIN: **06988738**), as the Non-Executive Independent Director of the company which requires approval of members. As per the GO order 490/नौ-5-2018-230सा/16 dated 28.02.2018, the provisions of Articles of Association of the Company and to fulfill the statutory requirement, the Board of Directors has proposed that **Shri Pasala Krishna Rao** (DIN: **06988738**), to be appointed as an Independent Director on the Board of the Company. The Board is of the view that the association of **Shri Pasala Krishna Rao** and the rich experience he brings with him, would benefit the Company.

For selecting the desirable candidate complying with the directions of Chairman BSCL and CEO BSCL an e-mail has been sent to 100 candidates empanelled on the website of department of public enterprises (dpe.gov.in) in the month of December 2019 and resumes from 19 candidates has been received. Out of them two candidates has been selected by the Chairman BSCL and CEO BSCL considering the required qualification as mentioned in rule 5 of Companies (Appointment of Directors) Rules 2014. After taking written consent and declaration from him for being appointed as an Independent Director of Bareilly Smart City Limited for a period upto five years [section 149(11)] at a sitting fee as may be decided by the members, the Board has appointed him as an Additional director (non-executive & Independent) in their meeting held on 21.04.2020 to hold the office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the General Meeting for appointment as an Independent Director to hold office for a term upto five consecutive years from the date of the general meeting as and when it will be held.”

The appointment of **Shri Pasala Krishna Rao**, as an Independent Director shall be effective upon approval by the members in the Meeting.

Shri Pasala Krishna Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has received a declaration from **Shri Pasala Krishna Rao** that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, **Shri Pasala Krishna Rao** fulfils the conditions for his appointment as an Independent Director as specified in the Act and is independent of the management and possesses appropriate skills, experience and knowledge.

Details of **Shri Pasala Krishna Rao** are provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends the Ordinary Resolution set out at Item No. 1 of Special Business of the Notice for approval by the members.

None of the other Directors nor Key Managerial Personnel or relatives thereof is in any way, concerned or interested in the Resolution.



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

ITEM NO. 2

To appoint Shri Atul Sobti, as an Independent Director of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the Board has inducted **Shri Atul Sobti,,** (DIN: **06715578**), as the Non-Executive Independent Director of the company which requires approval of members. As per the GO order 490/नौ-5-2018-230सा/16 dated 28.02.2018, the provisions of Articles of Association of the Company and to fulfill the statutory requirement, the Board of Directors has proposed that **Shri Atul Sobti,** (DIN: **06715578**), be appointed as an Independent Director on the Board of the Company. The Board is of the view that the association of **Shri Atul Sobti** and the rich experience he brings with him, would benefit the Company.

For selecting the desirable candidate Complying with the directions of Chairman BSCL and CEO BSCL an e-mail has been sent to 100 candidates empanelled on the website of department of public enterprises (dpe.gov.in) in the month of December 2019 and resumes from 19 candidates has been received. Out of them two candidates has been selected by the Chairman BSCL and CEO BSCL considering the required qualification as mentioned in rule 5 of Companies (Appointment of Directors) Rules 2014. After taking written consent and declaration from him for being appointed as an Independent Director of Bareilly Smart City Limited for a period upto five years [section 149(11)]at a sitting fee as may be decided by the members, the Board has appointed him as an Additional director (non-executive & Independent) in their meeting held on 21.04.2020 to hold the office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the General Meeting for appointment as an Independent Director to hold office for a term upto five consecutive years from the date of the general meeting as and when it will be held.”

The appointment of **Shri Atul Sobti,** as an Independent Director shall be effective upon approval by the members in the Meeting.

Shri Atul Sobti, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has received a declaration from **Shri Atul Sobti** that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, **Shri Atul Sobti,** fulfils the conditions for his appointment as an Independent Director as specified in the Act and is independent of the management and possesses appropriate skills, experience and knowledge.

Details of **Shri Atul Sobti** are provided in the “Annexure” to the Notice pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends the Ordinary Resolution set out at Item No. 1 of Special Business of the Notice for approval by the members.

None of the other Directors nor Key Managerial Personnel or relatives thereof is in any way, concerned or interested in the Resolution.



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

ITEM No. 3

Shri DK Mishra, Chief Engineer PWD Bareilly was appointed as an Additional Director at the Board Meeting held on July 06th, 2020. Section 161(1) of the Companies Act, 2013 provides that any person who has been appointed as an Additional Director by the Board shall hold office upto the date of next Annual General Meeting or the last date on which Annual General Meeting should have been held so the term of his office expire at the ensuing Annual General Meeting.

The Board of Directors considers that continuance of Shri DK Mishra on the Board will be beneficial to the Company and recommends the resolution set out as Item no.3 for approval of the members.

None of the other Directors nor Key Managerial Personnel or relatives thereof is in any way, concerned or interested in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of Special Business of the Notice for approval by the members.

ANNEXURE TO NOTICE



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

ANNEXURE TO NOTICE

Details of Director, as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India Government are provided herein below:

S.No.	Particulars	Shri Pasala Krishna Rao
1.	Date of Birth	13/02/1959
2.	Educational Qualification	ME (Mechanical) MBA in Marketing Certified Course in Leadership Management Program at ISB Hyderabad. Advanced Management Program from IIM Lucknow.
3.	Expertise in specific functional area	<p>Mr Rao has experienced E & P professional and member of the Board of ONGC Videsh, has handled leadership roles in supervising and controlling technical, commercial, strategic and business aspects of the Company.</p> <p>Mr. Rao has direct responsibility for all operational and performance matters of the portfolio of oil and gas assets of the company spread over 20 countries across the world, giving strategic direction as well as creating the vision for success.</p> <p>Mr. Rao has handled Oil & Gas portfolios spanning the globe in varying geographies and worked through operational levels to be selected by the Government of India for the Board position. ONGC Videsh is India's largest International Petroleum Company, the wholly owned subsidiary of ONGC for overseas operations.</p> <p>Mr. Rao has served as director on the boards of the following Global Subsidiary and JV companies of ONGC Videsh:</p> <ol style="list-style-type: none">1. Imperial Energy Limited, Russia2. Carabobo One AB, Venezuela3. LIC Nord Imperial, Russia4. LLC Allianceneftgaz, Russia5. Petrolera Indovenezolana S.A(PIVSA), Venezuela6. Petro Carabobo S.A (PIVSA), Venezuela.7. Greater Pioneer Operating Company(GPOC), Sudan8. SUDD Petroleum Operating Company, South Sudan9. Greater Nile Pioneer Operating Company, Sudan10. Mansarovar Energy Colombia Limited, Colombia.
4.	Terms and Conditions of Appointment	As per the resolution at item no. 1 of Special Business of the Notice convening Annual General Meeting on 19.12. 2020 read with



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

		explanatory statement thereto.
5.	Remuneration proposed to be paid	As per the resolution at item no. 1 of Special Business of the Notice convening Annual General Meeting on 19.12.2020 read with explanatory statement thereto.
6.	Shareholding in the Company	-
7.	Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
8.	Number of meetings of the Board attended during the financial year	two
9.	Directorships of other Boards	-
10.	Membership/ Chairmanship of Committees of other Boards	-

S.No.	Particulars	Shri Atul Sobti
1.	Date of Birth	20/06/1959
2.	Educational Qualification	Graduate Mechanical Engineer (with Honors) from MNNIT, Allahabad. Full-time accelerated MBA programme in International Management (Gold Medal) from IMI, New Delhi. Diploma in Project Management. Advance Management Training Programme at IIM, Ahmedabad, and Advance Management Training Programme" at Asian Institute of Management, Manila.
3.	Expertise in specific functional area	Mr. Sobti has over 38 years of diverse and versatile hands on experience in all major segments of BHEL- Board Level Corporate Functions, manufacturing Plants, Business Sectors 7 profit Centers Mr. Sobti as a CMD, BHEL the largest heavy engineering Maharatna CPSE was responsible for the entire gamut of activities from Strategic objectives of the company to the operationalising day-to-day activities. Mr. Sobti as a Chairman, Project Management Council, Advanced Ultra Super Critical technology (AUSC), guided a team of highly- qualified scientists and experts of the mission Directorate and of eminent entities(NTPC, IGCAR, BHEL) to develop technology for world's first highly-efficient thermal power plant. Mr. Sobti as Director(Power) headed the Company's power sector business(marketing, engineering, system integration, project management/execution, aftersales). Mr Sobti has an experience of working with a senior level in a major manufacturing unit of BHEL- Heavy Power Equipment



Bareilly Smart City Limited

बरेली स्मार्ट सिटी लिमिटेड

CIN:U93000UP2018SGC102746

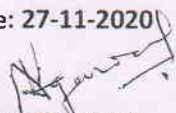
Regd Office: C/O Executive Engineer, Municipal Board, Nagar Nigam, Bareilly-243001

E-mail Id:ceo.bscl01@gmail.com Contact:0581-2550074

		Plant (HPEP), Hyderabad. Mr. Sobti has an extensive experience at senior level in International Operations(IO)- overseas marketing and projects; Versatile experience of strategic management, CMD office, Capital Investments, Technology management, New Projects, operation managements etc.
4.	Terms and Conditions of Appointment	As per the resolution at item no. 2 of the Notice convening Annual General Meeting on 19-12-20 read with explanatory statement thereto.
5.	Remuneration proposed to be paid	As per the resolution at item no. 2 of the Notice convening Annual General Meeting on 19-12-20 read with explanatory statement thereto.
6.	Shareholding in the Company	-
7.	Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
8.	Number of meetings of the Board attended during the financial year	-
9.	Directorships of other Boards	-
10.	Membership/ Chairmanship of Committees of other Boards	-

Place: BAREILLY

Date: 27-11-2020


NIDHI AGARWAL
Company Secretary

By The Order of the Board
For: BAREILLY SMART CITY LIMITED


ABHISHEK ANAND
(Director)
DIN: 08669381

BAREILLY SMART CITY LIMITED –AGM 2020

FORM NO, MGT-11

Proxy Form

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration Rules 2014)]

CIN : U93000UP2018SGC102746

Name of the Company : BAREILLY SMART CITY Ltd.

Registered Office : C/O EXECUTIVE ENGINEER, MUNICIPAL BOARD, NAGAR
NIGAM, Bareilly

Name of the member(s):

Registered Address:

E-mail Id:

Folio No/ Client Id

I/We, being the member(s) of the BAREILLY SMART CITY LIMITED , hereby appoint

1. **Name**.....
 Address.....
 E-mail Id:
 Signature.....or failing him
2. **Name**.....
 Address.....
 E-mail Id:
 Signature.....or failing him
3. **Name**.....
 Address.....
 E-mail Id:
 Signature.....

As my/our proxy to attend and vote for me/us and on my /our behalf at the Second Annual general meeting of the BAREILLY SMART CITY LIMITED , to be held on the 19.12.2020 (Saturday) at 3.00 PM at the Board Room, Commissioner Office and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolution No : -

Special Resolution No. :

Signed thisday of2020

Affix

Revenue

Stamp

Signature of Member

Signature of Proxy holder(s)

Note: 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.



ATTENDANCE SLIP

Member attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the Entrance of the Meeting Hall.

I hereby record my presence at the ANNUAL GENERAL MEETING OF BAREILLY SMART CITY LIMITED at the Board Room, Commissioner Office, Bareilly 243001 at 5.00 pm on Thursday, 19th Day Of December, 2020.

MEMBER FOLIO NO *

.....

Name of member

.....

Signature

Name of proxy
holder.....

Signature

1. Only member/proxy holder can attend the meeting.
2. Member/proxy holder should bring his/her copy of annual report for reference at the meeting.