

# **BAREILLY SMART CITY LIMITED**

REGD. OFFICE.: C/O EXECUTIVE ENGINEER, MUNICIPAL BOARD, NAGAR NIGAM, BAREILLY-243001, UP, INDIA  
CIN: U93000UP2018SGC102746. Email-[ceo.bscl01@gmail.com](mailto:ceo.bscl01@gmail.com) , Mobile- 7055672200

To,

## **Members**

Shri R Ramesh Kumar, Divisional Commissioner, Bareilly/Member.  
Shri Jogindra Singh, VC BDA/Member.  
Shri Abhishek Anand, Municipal Commissioner, Bareilly/Member.  
Shri Nirvikar, Associate Town Planner Bareilly/Member.  
Shri Tariq Matin, Chief Engineer MVVNL/Member.  
Shri Indra Mani Tripathi, Director Smart City Mission/Member  
Shri A.K Gupta, Addl. Director RCUES/member

## **Directors**

Shri Nitish Kumar IAS DM Bareilly/ Nominee Director  
Shri SK Babbar, Land & Development Officer, Representative of GOI/ Nominee Director  
Shri Sanjay Singh, Chief Engineer UP Jal Nigam Lucknow/ Nominee Director  
Shri Rishi Ranjan Goel, Joint Commissioner Industries, Bareilly/ Nominee Director.  
Shri DK Mishra Chief Engineer PWD, Bareilly/Director  
Shri PK Rao, Independent Director

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **BAREILLY SMART CITY LIMITED** will be held on **TUESDAY, 25th DAY OF MAY 2021** at 11.30 A.M at the **BOARD ROOM, COMMISSIONER OFFICE, BAREILLY-243001, UTTAR PRADESH, INDIA** to transact the following business:

### **Special Business:**

#### **1. To appoint Smt VANDANA CHANANA, as an Independent Director 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, **Smt VANDANA CHANANA** having **MCA DIN 07238012** 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 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 **Smt VANDANA CHANANA** 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 consider and approve the increase in Authorised Share capital 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 the provision of section 61(1)(a) of the Companies Act 2013, and other applicable provision, if any, and subject to the approval of the shareholders of the Company at the General Meeting, the Authorized Share Capital of the Company be increased from Rs. 600000000 (Rs. Sixty Crores only) Equity Shares divided into 600000 (Sixty Lac) Equity Shares of Rs. 100 (Rs. Hundred only) each to Rs. 394 Crore (Rs. Three Hundred Ninety Four Crore only) divided into 3.94 Crore (Three Crore Ninety Four Lakh) Equity Shares of Rs. 100 each ranking pari-passu with the existing Share in the Company and that the Clause V of the Memorandum of Associations of the company be altered by inserting the following clause:-

V<sup>TH</sup> The share capital of the Company is **Rs. 394,00,00,000 (RUPEES THREE HUNDRED NINETY FOUR CRORE)** divided into 39400000 (THREE CRORE NINETY FOUR LAKH ) Equity shares of Rs 100/- (Rupees Hundred) each.

**"RESOLVED FURTHER THAT** the Board of Director and CEO of the Company be and a re hereby severally authorized to digitally sign and e-file necessary e-Form no. SH-7 as required under the Companies Act 2013 and to do all other acts, things and deeds required in this regard on behalf of the Company."

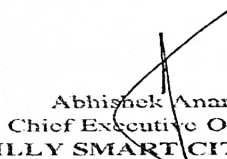
Place: BAREILLY

Date: 04-05-2021

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



Nidhi Agarwal  
Company Secretary  
BAREILLY SMART CITY LIMITED



Abhishek Anand  
Chief Executive Officer

BAREILLY SMART CITY LIMITED

NOTES:



1. In view of continuing covid-19 pandemic, the Ministry of Corporate Affairs(MCA) has vide its circular dated 5<sup>th</sup> may 2020 read with circular No. 14/ 2020 dated 8<sup>th</sup> April 2020 , No. 17/2020 dated 13<sup>th</sup> April 2020, No. 22/2020 dated 15.06.2020, No.33/2020 dated 28.09.2020 and No. 39/2020 dated 31 Dec 2020 (collectively referred to as 'MCA circulars' permitted holding of Extra- Ordinary General Meetings through VC/OAVM facility, without the physical presence of members at common venue. The link for video conferencing shall be communicated later.
2. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
3. 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. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form and attendance slip are not annexed to this notice.
4. The members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the meeting by following the procedure mentioned in the notice. The presence of members who will join the meeting through VC/ OAVM shall be counted for ascertaining the quorum.
5. 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.
6. Members are requested to notify immediately any change in their addresses to the Company.
7. 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.



**ITEM NO. 1**

**To appoint Smt VANDANA CHANANA, as an Independent Director of the Company.**

The members are informed that according to the provisions of smart city mission guidelines and in accordance with the articles of association of the company the appointment of atleast two Independent Directors are required. the company has already appointed Shri PK Rao as an Independent Director .It is further informed that according to section 149(6) of the Companies Act,2013 an Independent Director in relation to a Company means a Director other than managing director or a whole-time director or a nominee director who in the opinion of the Board is a person of integrity and possesses relevant expertise and experience. Rule 4 of Companies (Appointment of Directors)Rules 2014 provides that the following class or classes shall have atleast two directors as independent directors-

- (i) the Public Companies having a paid up share capital of ten crores or more; or
- (ii) the public companies having turnover of one hundred crores or more; or
- (iii) the public companies which have, in aggregate, outstanding loans, debentures and deposits exceeding fifty crore rupees;

The members are further informed that Rule 5 of Companies (Appointment of Directors)Rules 2014 provides that an Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

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 **Smt Vandana Chanana** (DIN: 07238012), to be appointed as an Independent Director on the Board of the Company. The Board is of the view that the association of **Smt Vandana Chanana** and the rich experience she brings with her, would benefit the Company.

After taking written consent and declaration from her 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 approved the appointment of **Smt Vandana Chanana** as an Independent director (non-executive) in their meeting held on 26.03.2021 to hold the office for a term of three consecutive years 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 three consecutive years from the date of the general meeting."

The appointment of **Smt Vandana Chanana** , as an Independent Director shall be effective upon approval by the members in the Meeting.

**Smt Vandana Chanana** 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 **Smt Vandana Chanana** that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, **Smt Vandana Chanana** 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 **Smt Vandana Chanana** 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.



**ITEM NO. 2**

**To consider and approve the increase in Authorised Share capital of the Company.**

The members are informed that the present Authorised Capital of the Company is Rs 60 Cr (Sixty Crore) and the paid up Share Capital of the Company is Rs 50.00 Lakh (Fifty lakh). In accordance with the Smart City Mission Guidelines the contributions/grants received from the Central Govt/ State Govt. has to be converted in the Authorised and Paid up Share Capital of the Company up to Rs 394 Cr in which the State/UT and the ULB will be the promoters having 50:50 equity shareholdings. To enable the building up of the equity base of the SPV and to enable ULBs to contribute their share of the equity capital, GoI grants will be permitted to be utilized as ULBs share of equity capital in the SPV.

The members are further informed that Supplementary Audit of the Company has been done by the CAG Auditors in the month of March for the Financial Year 2018-19 in which Auditors has also recommended the increase in the Authorised Capital of the Company initially to Rs 200 Cr in accordance with the Smart City Mission Guidelines which can be further extended to maximum limit of Rs 394 Cr. So that the contributions received from Central Govt. and State Govt could be capitalized. According to the provisions of Section 61(1) of the Companies Act, 2013

(1) A Limited Company having a share capital.

(2) may, if so authorised by its articles, alter its memorandum in its general meeting to-

(a) Increase its Authorised Share Capital by such amount as it thinks expedient.

The members are further informed that the payment of fee for the increase in Authorised capital to Rs 394 Cr shall be Rs2.03 Cr

**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	Smt Vandana Chanana
1.	Date of Birth	24/08/1958
2.	Educational Qualification	MBA – Lucknow University 1980 B.A. – Awadh Girls Degree College, Lucknow University 1978 Indian School Certificate – Loreto Convent, Lucknow 1975
3.	Expertise in specific functional area	<p>2009 - 2018      <b>GAIL India Limited</b>  <i>Executive Director, Corporate Social Responsibility (CSR) (Previously, GM &amp; DGM in same function)</i></p> <p><input type="checkbox"/> Managed fund size of upto INR 150 cr. annually</p> <p><input type="checkbox"/> Enabled a paradigm shift in the role and perception of the CSR function, both internally and externally</p> <p><input type="checkbox"/> Introduction of strategic initiatives</p> <p><input type="checkbox"/> Building &amp; achieving a 'team- centric' approach and promoting capacity building of CSR team of executives</p> <p>2005 – 2018      <b>GAIL India Limited</b>  <i>Executive Director, Corporate Communications (CC) (Previously, GM &amp; DGM in same function)</i></p> <ul style="list-style-type: none"> <li>• Annual Budget of upto Rs. 75 crores. Team size of about 15 young professionals.</li> <li>• Team Building &amp; fostering a creative environment</li> <li>• Systemic/Policy/Process improvement and initiating innovative communication tools for engagement of internal and external stakeholders</li> <li>• Innovative communication initiatives such as Hawa Badlo Campaign, Co-Branding of Bhikaji Cama Metro Station, PM Urja Ganga Product.</li> <li>• Uptake of Technology-introduction and effective usage</li> </ul>

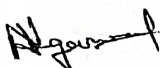



		<p>of social media/digital platform for Corporate Brand building</p> <ul style="list-style-type: none"> <li>• Publications : Looking Beyond, Coffee Table Book</li> <li>• Wholesome Media Relations which showed results during crisis Management.</li> </ul> <p><b>1985 - 2003, GAIL India Limited</b>  <b>2008 - 09 DGM, Human Resources (Previously, various ranks in the same function)</b></p> <ul style="list-style-type: none"> <li>• GAIL was the first PSE amongst the oil sector and other Navratna PSEs to implement the pay revision and several new policies including PRP.</li> <li>• GAIL was awarded the prestigious AIOE FICCI Award for outstanding achievement in industrial relations during my tenure</li> <li>• No loss of mandays</li> </ul> <p><b>2004 - 05 GAIL India Limited</b></p>
4.	<b>Terms and Conditions of Appointment</b>	As per the resolution at item no. 1 of Special Business of the Notice convening Extra -Ordinary General Meeting on 24.04.2021 read with explanatory statement thereto.
5.	<b>Remuneration proposed to be paid</b>	As per the resolution at item no. 1 of Special Business of the Notice convening Extra -Ordinary General Meeting on 24.04.2021 read with explanatory statement thereto.
6.	<b>Shareholding in the Company</b>	-
7.	<b>Relationship with other Directors/Key Managerial Personnel</b>	Not related to any Director / Key Managerial Personnel
8.	<b>Number of meetings of the Board attended during the financial year</b>	-
9.	<b>Directorships of other Boards</b>	-
10.	<b>Membership/ Chairmanship of Committees of other Boards</b>	-

Place: BAREILLY

Date: 04-05-2021

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

  
Nidhi Agarwal  
Company Secretary  
BAREILLY SMART CITY LIMITED

  
Abhishek Anand  
Chief Executive Officer  
BAREILLY SMART CITY LIMITED