Convergence Energy Services Limited

Notice of 6th Annual General Meeting

Notice is hereby given that the 6th Annual General Meeting ('AGM') of the members of Convergence Energy Services Limited ('the Company') will be held on Wednesday, September 23, 2026 at 11:30 A.M, at the registered office of the Company situated at 9th Floor, Jeevan Prakash Building, 25, KG Marg, New Delhi-110001, through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following businesses: -

Ordinary Business: -

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the company for the Financial Year ended on 31st March 2026 and the reports of the Board of Directors and Statutory Auditors thereon.**

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

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2026, together with the Directors' Report, the Statutory Auditors' Report and the Non Review Certificate in respect of Annual Accounts for the year 2025-26, as circulated to the members be and are hereby considered and adopted."

2. **To fix the remuneration of the Statutory Auditors for the financial year 2026-27.**

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

   "**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to fix an appropriate remuneration of Statutory Auditors of the Company, appointed by the Comptroller and Auditor General of India for the financial year 2026-27."

3. **To appoint a Director in place of Shri Shankar Gopal, Nominee Director (DIN: 08339439), who retires by rotation and being eligible, offers himself for re-appointment.**

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

   "**RESOLVED THAT** Shri Shankar Gopal, Nominee Director (DIN: 08339439), who retires by rotation and being eligible for re-appointment, be and is hereby appointed as Director (Nominee) of the Company."

Special Business: -

4. **Appointment of Shri Akhilesh Kumar Dixit (DIN: 10869939) as Managing Director and payment of remuneration, if any.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Rules made thereunder, and pursuant to the Articles of Association of the Company, approval of the members be and is hereby accorded for the appointment of Mr. Akhilesh Kumar Dixit (DIN: 10869939) as Managing Director of the Company with effect from 24th November, 2025 till the time he holds the position of CEO in the Holding

Company, subject to a maximum tenure of five years, on such terms and conditions including remuneration as approved by the Board of Directors in the said meeting and as also set out in the explanatory statement annexed to the Notice convening this Annual General Meeting and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, and subject to such approvals as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the Company to pay remuneration to the Managing Director of the Company, from time to time, during the tenure of his appointment, if so considered necessary by the Board of Directors, provided that the remuneration payable shall not exceed 5% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

By the order of Board of Directors
For Convergence Energy Services Limited

for Convergence Energy Services Limited

Abhishek Srivastava
Company Secretary

Place: New Delhi
Date: 01.09.2026

Notes:-

1. The Ministry of Corporate Affairs, Government of India ('MCA') vide its General Circular No. 03/2025 dated 22 September 2025 and other relevant circulars issued in this regard (collectively referred to as 'MCA Circulars') have permitted the holding of the Annual General Meeting through Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

   The venue for the AGM shall be deemed to be the Registered Office of the Company situated at 9th Floor, Jeevan Prakash Building, 25, KG Marg, New Delhi – 110001.

2. The Notice of the AGM is being sent by electronic mode to all the Members, whose email addresses are available with the Company.

3. 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 the appointment of proxies by the members will not be available for this AGM. Hence, Proxy Form and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representative of the Member such as the body corporate can attend the AGM through VC/OAVM and cast their votes in the meeting by show of hands.

4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. The detailed procedure for participation in the meeting through VC/OAVM is provided below:

a) Members will be able to attend the AGM through VC / OA VM using the following credentials:

   - Link: https://teams.microsoft.com/meet/432975167802338?p=186VMcLIDhRNohgbDH
   - Meeting ID: 432 975 167 802 338
   - Passcode: 8hV7sG3W

b) Members are requested to follow the procedure given below:

   i. Launch the internet browser (chrome/edge/safari/mozilla) by typing the URL Link given in Point a) above.

   ii. Enter the login credentials. Members are encouraged to join the Meeting through Laptops with Google Chrome for a better experience. Further Members will be required to allow a Camera, if any, and hence use the Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptops connected via Mobile Hotspots may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforementioned glitches. The facility to join the meeting shall be opened 15 minutes prior to the scheduled time of the AGM.

7. Body Corporate whose Authorised Representative is intending to attend the

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Meeting is requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting at cs.cesl@eesl.co.in.

8. The relevant Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of the Special Business under item no. 4 in the notice is annexed thereto.

9. All relevant documents referred to in the Notice and accompanying statement shall be available for inspection at the Registered Office of the Company located at 9th Floor, Jeevan Prakash Building, 25, KG Marg, New Delhi – 110001 between 11.00 A.M. to 5.00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Meeting and also at the Meeting.

10. Additional information pursuant to Secretarial Standard-2 on General Meetings in respect of the Director seeking appointment at the ensuing Annual General Meeting is annexed to the Notice.

11. Pursuant to Section 139 of Companies Act, 2013, Statutory Auditors of the company are appointed by the Comptroller and Auditor General of India (C & AG) and in terms of Section 142, their remuneration shall be fixed by the Company in Annual General Meeting or in such manner as the Company in AGM may determine. The members may kindly authorise the Board of Directors to fix appropriate remuneration of Statutory Auditors for Financial Year 2026-27 after taking into consideration the volume of work and prevailing inflation.

12. Members who need assistance before or during the AGM, can contact us at cs.cesl@eesl.co.in or at 8800795691.

13. During the meeting, where a poll on any item is required, the members shall cast their vote on the resolutions only by sending emails to the company secretary at cs.cesl@eesl.co.in.

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 4

Shri Akhilesh Kumar Dixit (DIN: 10869939) was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th June, 2025, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. and thereafter his directorship was regularized in the 5th Annual General Meeting of the Company held on September 24, 2025.

Subsequently, the Board of Directors appointed Shri Akhilesh Kumar Dixit as the Managing Director of the Company with effect from November 24, 2025, till the time he holds the position of CEO in the Holding Company, subject to a maximum tenure of five years and subject to the approval of the shareholders.

The terms and conditions of his appointment including remuneration remain the same as those presently applicable to him in his appointment as the CEO in the holding company, Energy Efficiency Services Limited (EESL), as approved by the Board thereof.

In terms of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto, approval of the members is being sought for appointment of Shri Akhilesh Kumar Dixit as Managing Director of the Company.

Presently, no remuneration is being paid by the Company to the Managing Director, as he is drawing remuneration from EESL, the Holding Company. The approval of members is further being sought to enable the Company to pay remuneration to the Managing Director in future, if so considered necessary by the Board, subject to compliance with the applicable provisions of the Companies Act, 2013.

The Company has received a requisite notice pursuant to the provisions of Section 160 of the Companies Act, 2013 in respect of appointment of Shri Akhilesh Kumar Dixit as Director of the Company.

Shri Akhilesh Kumar Dixit possesses rich experience and expertise in the relevant field and the Board is of the opinion that his appointment as Managing Director would be in the best interest of the Company. Brief profile of Shri Akhilesh Kumar Dixit, nature of his expertise, terms and conditions of appointment and remuneration are provided in the annexure to the Notice.

Except Shri Akhilesh Kumar Dixit none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval of the Members.

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Annexure A

Details of Directors seeking appointment / re-appointment at the 6th Annual General Meeting

Name of the Directors	**Shri Shankar Gopal**	**Shri Akhilesh Kumar Dixit**
DIN	08339439	10301390
Qualification	A Member of Institute of Cost and Works Accountant of India	Graduate in electrical engineering from Madan Mohan Technical University, Gorakhpur and postgraduate diploma in business management (PGDBM) from the Management Development Institute (MDI), Gurgaon.
Remuneration sought to be paid	Nil	Nil
Terms and Conditions of appointment(s)	As per the Articles of Association (AOA) of the Company	Same as those presently applicable to him in his appointment as the CEO in the holding company, Energy Efficiency Services Limited (EESL), as approved by the Board thereof.
Date of first appointment on the Board of Directors of the Company	29/10/2020	25/06/2025
Shareholding in the Company (as on the date of Notice)	Nil	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Nil	Nil
Number of Board meetings attended during the tenure in the financial year 2025-26	5/5	5/5
List of other Directorships held as on March 31, 2026	• EPSL Trigeneration Private Limited • EESL Energypro Assets Limited, UK • EDINA Power Services Limited, Ireland • EDINA Limited • EDINA UK Limited • EDINA Australia Pty Limited • Armoura Holdings Limited • Stanbeck Limited • EDINA Power Limited	• Intellismart Infrastructure Private Limited • EESL Energypro Assets Limited, UK • EDINA Power Services Limited, Ireland

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