

# CONVERGENCE ENERGY SERVICES LIMITED

(A wholly owned subsidiary of EESL)

Registered Office: NFL Building, Core-3, 2<sup>nd</sup> Floor, Scope Complex, Lodhi Road, New Delhi-110003  
CIN No. U40300DL2020PLC372412 Email ID: cesl\_cs@eesl.co.in; Phone: +91 11-45801260  
Website: <https://www.convergence.co.in/>

## Notice of 3<sup>rd</sup> Annual General Meeting

Notice is hereby given that the 3<sup>rd</sup> Annual General Meeting ('AGM') of the members of Convergence Energy Services Limited ('the Company') will be held on Wednesday, September 20, 2023 at 10:30 a.m. at shorter notice at the registered office of the Company at 2<sup>nd</sup> Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003 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 31<sup>st</sup> March 2023 and the reports of the Board of Directors and Auditors thereon.
2. To record the appointment of Statutory Auditors for the financial year 2023-24 and fix the remuneration thereof.

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 2023-24, to hold office from the conclusion of this AGM until the conclusion of the 4<sup>th</sup> AGM to conduct the statutory Audit for the financial year 2023-2024.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

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

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

### Special Business: -

4. Appointment of Shri Ravindra Kumar Tyagi (DIN: 09632316) as Nominee Director:

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

**"RESOLVED THAT** pursuant to Section 152, 161(3) and other applicable provisions of the Companies Act, 2013 ("the Act"), rules made thereunder (including any statutory modification or re - enactment thereof), if any, and Articles of Association of the Company, Shri Ravindra Kumar Tyagi (DIN: 09632316), who was appointed as an Additional Director of the Company with effect from December 07, 2022 and whose term of office expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Act signifying his intention to be a candidate for the office of Director in the Company, be and is hereby appointed as Nominee Director in the Company and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts and to take all such steps as may be necessary, proper or

expedient to give effect to the foregoing resolution.”

**5. Appointment of Shri Dillip Kumar Patel (DIN: 08695490) as Nominee Director.**

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

**“RESOLVED THAT** pursuant to Section 152, 161(3) and other applicable provisions of the Companies Act, 2013 (“the Act”), rules made thereunder (including any statutory modification or re - enactment thereof), if any, and Articles of Association of the Company, Shri Dillip Kumar Patel (DIN: 08695490), who was appointed as an Additional Director of the Company with effect from March 16, 2023 and whose term of office expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Act signifying his intention to be a candidate for the office of Director in the Company, be and is hereby appointed as Nominee Director in the Company and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

**6. Appointment of Shri Vishal Kapoor (DIN: 08700132) as Managing Director.**

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 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vishal Kapoor (DIN 08700132), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 12, 2022 and who holds office till the date of the Annual General Meeting and whose appointment has been recommended by the Board of Directors, be and is hereby appointed as a Director of the Company.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Act and pursuant to applicable Article of the Articles of Association of the Company, as may be required and such other recommendations, approvals, sanctions if and when necessary, desirable and expedient in law, Shri Vishal Kapoor (DIN 08700132) be and is hereby appointed as the Managing Director of the Company for a period of three (3) years or till further order, whichever is earlier, with effect from January 18, 2023 up to January 17, 2026, not liable to retire by rotation, on such terms and conditions as approved by the Board of Directors of the holding Company, M/s Energy Efficiency Services Limited in its 123rd Board Meeting.

**RESOLVED FURTHER THAT** the Board be and is hereby 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**



**Abhishek Srivastava  
Company Secretary  
Membership No. 6130**

**Place: New Delhi  
Date: 12.09.2023**

**Notes:-**

1. 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 has to 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 2023-24 after taking into consideration the volume of work and prevailing inflation.
2. 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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY, DULY FILLED, STAMPED AND SIGNED, AT ITS REGISTERED OFFICE OR AT ITS ADMINISTRATIVE OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING. BLANK PROXY FORM IS ENCLOSED.
3. The relevant Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of the Special Business under item nos. 4, 5 & 6 in the notice is annexed thereto.
4. Corporate members intending to send 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.
5. 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 2nd Floor, NFL Building, Core-III SCOPE Complex, Lodhi Road, Delhi-110003 between 11.00 A.M. to 2.00 P.M. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the Meeting and also at the Meeting.
6. The Notice of the AGM is being sent by electronic mode to all the Members, whose email addresses are available with the Company, unless any Member has requested for a physical copy of the same.
7. Route Map: Annexed

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

### **Item no. 4**

The Board of Directors appointed Shri Ravindra Kumar Tyagi (DIN: 09632316) as an Additional Director of the company w.e.f December 07, 2022. Pursuant to Section 161(1) of the Companies Act 2013, he holds the office up to the date of Annual General Meeting of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 signifying candidature of Shri Ravindra Kumar Tyagi for Directorship of the Company. The Company has also received consent to act as a Director of the Company in form DIR-2 and a declaration that he is not disqualified from being appointed as Director of the Company in form DIR-8. He shall be liable to retire by rotation. His brief resume, inter - alia, disclosing his experience, shareholding in the Company, other Directorships and other particulars, forms part of this notice as Annexure A.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Shri Ravindra Kumar Tyagi, being eligible, shall be appointed as Director of the company by the members in the Annual General Meeting. Further, as per the provisions of section 161(3), Shri Ravindra Kumar Tyagi shall be appointed as Nominee Director of EESL on the Board of the company.

The Board recommends approval of the resolution set out in Item no. 4 of the accompanying Notice as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company except Shri Ravindra Kumar Tyagi, is in any way, concerned or interested, financially or otherwise, in the resolution.

### **Item no. 5**

The Board of Directors appointed Shri Dillip Kumar Patel (DIN: 08695490) as an Additional Director of the company w.e.f March 16, 2023. Pursuant to Section 161(1) of the Companies Act 2013, he holds the office up to the date of Annual General Meeting of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013 signifying candidature of Shri Dillip Kumar Patel for Directorship of the Company. The Company has also received consent to act as a Director of the Company in form DIR-2 and a declaration that he is not disqualified from being

appointed as Director of the Company in form DIR-8. He shall be liable to retire by rotation. His brief resume, inter - alia, disclosing his experience, shareholding in the Company, other Directorships and other particulars, forms part of this notice as Annexure A.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Shri Dillip Kumar Patel, being eligible, shall be appointed as Director of the company by the members in the Annual General Meeting. Further, as per the provisions of section 161(3), Shri Dillip Kumar Patel shall be appointed as Nominee Director of EESL on the Board of the company.

The Board recommends approval of the resolution set out in Item no. 5 of the accompanying Notice as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company except Shri Dillip Kumar Patel, is in any way, concerned or interested, financially or otherwise, in the resolution.

### **Item no. 6**

The Board of Directors appointed Shri Vishal Kapoor (DIN: 08700132) as an Additional Director of the company w.e.f November 12, 2022. Pursuant to Section 161(1) of the Companies Act 2013, he holds the office up to the date of Annual General Meeting of the Company.

Further the Board had appointed Shri Vishal Kapoor as the Managing Director of the Company for a period of three (3) years with effect from January 18, 2023 upto January 17, 2026, not liable to retire by rotation, subject to necessary approvals.

The Company has received notice under Section 160 of the Companies Act, 2013 signifying candidature of Shri Vishal Kapoor for Directorship of the Company. The Company has also received consent to act as a Director of the Company in form DIR-2 and a declaration that he is not disqualified from being appointed as Director of the Company in form DIR-8. His brief resume, inter - alia, disclosing his experience, shareholding in the Company, other Directorships and other particulars, forms part of this notice as Annexure A.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company.

In view of the same, Shri Vishal Kapoor, being eligible, shall be appointed as Managing Director of the company by the members in the Annual General Meeting.

The Board recommends approval of the resolution set out in Item no. 6 of the accompanying Notice as an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel of the Company except Shri Vishal Kapoor, is in any

way, concerned or interested, financially or otherwise, in the resolution.

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



**Abhishek Srivastava  
Company Secretary  
Membership No. 6130**

**Place: New Delhi**

**Date: 12.09.2023**

## Annexure A

**Details of Directors seeking appointment / re-appointment at the 3<sup>rd</sup> Annual General Meeting**

Name of the Directors	<b>Shri Shankar Gopal</b>	<b>Shri Ravindra Kumar Tyagi</b>	<b>Shri Dillip Kumar Patel</b>	<b>Shri Vishal Kapoor</b>
DIN	08339439	08535016	08695490	08700132
Qualification	A Member of Institute of Cost and Works Accountant of India	Electrical Engineer from Punjab Engineering College (P.E.C.), Chandigarh and M. (Tech) in Energy Studies from IIT Delhi. Scholar from Carnegie Mellon University, Pennsylvania, US	Mechanical Engineering from NIT, Rourkela & Graduate Di-ploma in Business Management (HR & Finance) from MDI, Gurgaon.	Practicing Fellow of the Institution of Mechanical Engineers, UK.  Postgraduate degree in Public Administration from Lee Kuan Yew School of Public Policy, National University of Singapore
Remuneration sought to be paid	Nil	Nil	Nil	Nil
Terms and Conditions of appointment(s)	As per the Articles of Association (AOA) of the Company	As per the Articles of Association (AOA) of the Company	As per the Articles of Association (AOA) of the Company	As per the Articles of Association (AOA) of the Company
Date of first appointment on the Board of Directors of the Company	29/10/2020	07/12/2022	16/03/2023	12/11/2022
Shareholding in the Company (as on the date of Notice)	NIL	NIL	Nil	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	NIL	NIL	Nil	Nil
Number of Board meetings attended during the tenure in the financial year 2022-23	6/6	2/2	NA	2/2

List of other Directorships held as on March 31, 2023	<ul style="list-style-type: none"> <li>• EPSL Trigenation Private Limited</li> <li>• EESL Energypro Assets Limited, UK</li> <li>• EDINA Power Services Limited, IRELAND</li> </ul>	<ul style="list-style-type: none"> <li>• Power Grid Corporation of India Limited</li> <li>• POWERGRID Energy Services Limited</li> <li>• Cross Border Power Transmission Company Limited</li> <li>• Butwal-Gorakhpur Cross Border Power Transmission Limited</li> <li>• Energy Efficiency Services Limited</li> <li>• POWERGRID Teleservices Limited</li> <li>• Khavda RE Transmission Limited</li> <li>• KPS3 Transmission Limited</li> <li>• Bhadla Sikar Transmission Limited</li> </ul>	<ul style="list-style-type: none"> <li>• NTPC Limited</li> <li>• NTPC-SAIL Power Company Limited</li> <li>• NTPC Electric Supply Company Limited</li> <li>• Green Valley Renewable Energy Limited</li> <li>• NTPC Vidyut Vyapar Nigam Limited</li> <li>• Energy Efficiency Services Limited</li> <li>• Aravalli Power Company Private Limited</li> <li>• Utility Powertech Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Intellismart Infrastructure Private Limited</li> <li>• EPSL Trigenation Private Limited</li> </ul>
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**PROXY FORM (Form no. MGT-11)**  
**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies**  
**(Management and Administration) Rules, 2014]**

**Name:** .....  
**Registered Address:**.....

**Folio No.** .....  
**No. of Shares held:**.....

I, being the member(s) of ..... shares of the above named company, hereby appoint:

1.	Name of the proxy		
	Registered address		Signature
	E-mail ID		
Or failing him			
2.	Name of the proxy		
	Registered address		Signature
	E-mail ID		

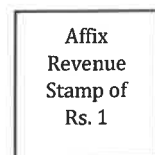
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 3<sup>rd</sup> Annual General Meeting of the company, to be held on Wednesday, September 20, 2023 at 10:30 a.m. at Board Room, 2<sup>nd</sup> Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business</b>	
1.	To consider and adopt the Audited Standalone Financial Statements of the company for the Financial Year ended on 31 <sup>st</sup> March 2023 and the reports of the Board of Directors and Auditors thereon.
2.	To record the appointment of Statutory Auditors for the financial year 2023-24 and fix the remuneration thereof.
3.	To appoint a Director in place of Shri Shankar Gopal (DIN: 08339439), who retires by rotation and being eligible, offers himself for re-appointment.
<b>Special Business</b>	
4.	Appointment of Shri Ravindra Kumar Tyagi (DIN: 09632316) as Nominee Director.
5.	Appointment of Shri Dillip Kumar Patel (DIN: 08695490) as Nominee Director.
6.	Appointment of Shri Vishal Kapoor (DIN: 08700132) as Managing Director.

Signed this.....day of .....2023

Signature of Shareholder(s) \_\_\_\_\_

Signature of proxy holder(s) \_\_\_\_\_



**Note:**

1. 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.
2. A Proxy need not be a member of the company.
3. Please put a √ in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate



**ATTENDANCE SLIP**

**Venue of the Meeting:** Board Room, 2<sup>nd</sup> Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003.

**Date and Time:** Wednesday, September 20, 2023 at 10:30 a.m.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	Signature

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Second Annual General Meeting of the Company on Wednesday, September 20, 2023 at 10:30 a.m. at 2<sup>nd</sup> Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003.

\_\_\_\_\_  
Member's/Proxy's Signature

## ROUTE MAP

