

# 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 2<sup>nd</sup> Annual General Meeting

Notice is hereby given that the 2<sup>nd</sup> Annual General Meeting ('AGM') of the members of Convergence Energy Services Limited ('the Company') will be held on Tuesday, September 27, 2022 at 02 P.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 2022 and the reports of the Board of Directors and Auditors thereon.
2. To record the appointment of Statutory Auditors as per CAG Letter no. CA.V/COY/Central Government, CESPL(1)/320 dated August 29, 2022 and fix the remuneration of Statutory Auditors for the financial year 2022-23.
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.

### Special Business: -

4. **Appointment of Shri Chandan Kumar Mondal (DIN: 08535016) 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 Chandan Kumar Mondal (DIN: 08535016), who was appointed as an Additional Director of the Company with effect from January 21, 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. **Creation of security on the properties of the Company, both present and future, in favour of lenders.**

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

"**RESOLVED THAT** the consent of the members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors to mortgage/create charge on the assets of the Company in favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company within the overall limits of the borrowing powers of the Board as determined from time to time by members of the

Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the securities to be created by the Company as aforesaid may rank pari passu to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as

may be thought expedient by the Board and as may be agreed to between the concerned parties.

**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.”

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



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

**Place: New Delhi**

**Date: 19.09.2022**

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## 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. C&AG in exercise of power conferred under Section 139 of Companies Act, 2013 has appointed **VGHSR & Associates LLP (DE2958)**, as the Statutory Auditor of the Company for the Financial Year 2022-23. The members may kindly authorise the Board of Directors to fix appropriate remuneration of Statutory Auditors for Financial Year 2022-23 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 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 Chandan Kumar Mondal (DIN: 08535016) as an Additional Director of the company w.e.f January 21, 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 Chandan Kumar Mondal 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 Chandan Kumar Mondal, 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 Chandan Kumar Mondal 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 Chandan Kumar Mondal, is in any way, concerned or interested, financially or otherwise, in the resolution.

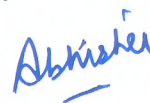
### Item no. 5

In order to facilitate securing the borrowing availed / to be availed by the Company, by way of loans, debentures or any other securities or otherwise, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders from time to time under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors recommends resolution as set out in the notice for approval of the members of the Company by way of a **Special Resolution**.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of 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: 19.09.2022**

**Annexure A**

**Details of Directors seeking appointment / re-appointment at the 2<sup>nd</sup> Annual General Meeting**

<b>Name of the Directors</b>	<b>Shri Shankar Gopal</b>	<b>Shri Chandan Kumar Mondal</b>
<b>DIN</b>	08339439	08535016
<b>Qualification</b>	A Member of Institute of Cost and Works Accountant of India	Bachelor of Engineering (BE) from Jadavpur University
<b>Remuneration sought to be paid</b>	Nil	Nil
<b>Terms and Conditions of appointment(s)</b>	As per the Articles of Association (AOA) of the Company	As per the Articles of Association (AOA) of the Company
<b>Date of first appointment on the Board of Directors of the Company</b>	29/10/2020	21/01/2022
<b>Shareholding in the Company(as on the date of Notice)</b>	NIL	NIL
<b>Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company</b>	NIL	NIL
<b>Number of Board meetings attended during the tenure in the financial year 2021-22</b>	7/7	1/1
<b>List of other Directorships held as on March 31, 2022*</b>	<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>• NTPC Limited</li> <li>• NTPC Vidyut Vyapar Nigam Limited</li> <li>• NTPC BHEL Power Projects Private Limited</li> <li>• NTPC Mining Limited</li> <li>• NTPC Renewable Energy Limited</li> <li>• Energy Efficiency Services Limited</li> <li>• Bangladesh India Friendship Power Company Private Limited (Foreign Company)</li> <li>• Trincomalee Power Company Limited- Srilanka</li> </ul>

**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: .....

Folio No. ....

Registered Address:.....

No. of Shares held:.....

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 2<sup>nd</sup> Annual General Meeting of the company, to be held on Tuesday, September 27, 2022 at 02:00 P.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:

Ordinary Business	
1.	To consider and adopt the Audited Standalone Financial Statements of the company for the Financial Year ended on 31 <sup>st</sup> March 2022 and the reports of the Board of Directors and Auditors thereon.
2.	To record the appointment of Statutory Auditors as per CAG Letter no. CA.V/COY/Central Government, CESPL(1)/320 dated August 29, 2022 and fix the remuneration of Statutory Auditors for the financial year 2022-23.
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.
Special Business	
4.	Appointment of Shri Chandan Kumar Mondal (DIN: 08535016) as Nominee Director.
5.	Creation of security on the properties of the Company, both present and future, in favour of lenders.

Signed this.....day of .....2022

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

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

Affix  
Revenue  
Stamp of  
Rs. 1

**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:** Tuesday, September 27, 2022 at 02:00 P.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 Tuesday, September 27, 2022 at 02:00 P.M. at 2<sup>nd</sup> Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003.

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Member's/Proxy's Signature

## ROUTE MAP

