

Notice of 5th Annual General Meeting

Notice is hereby given that the 5th Annual General Meeting ('AGM') of the members of Convergence Energy Services Limited ('the Company') will be held at shorter notice on September 24, 2025 at 11 AM, 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 2025 and the reports of the Board of Directors and Auditors thereon.
2. To fix the remuneration of the Statutory Auditors for the financial year 2025-26.

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 2025-26.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally 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 Yatindra Dwivedi, Nominee Director (DIN: 10301390), 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 Yatindra Dwivedi, (DIN: 10301390), 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/or the Company Secretary of the Company be and are hereby severally 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 Akhilesh Kumar Dixit (DIN: 10869939) 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 Akhilesh Kumar Dixit (DIN: 10869939), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 25, 2025 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 the member's intention to propose the candidature of Shri Akhilesh Kumar Dixit 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 any Directors 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."

Convergence Energy Services Limited

(A wholly owned subsidiary of **EESL**, A JV of PSUs under the Ministry of Power)

पंजीकृत एवं निगमित कार्यालय: 9^{वें} तल, जीवन प्रकाश बिल्डिंग, 25 कस्तूरबा गाँधी मार्ग, नई दिल्ली - 110001

Regd. & Corporate Office: 9th Floor, Jeevan Prakash building, 25 Kasturba Gandhi (KG) Marg, New Delhi-110001

www.convergence.co.in



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5. Appointment of Shri Aravind Babu (DIN: 10623136) 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 Aravind Babu (DIN: 10623136), who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 18, 2025 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 the member’s intention to propose the candidature of Shri Aravind Babu as 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 any Directors 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**


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


**Place: New Delhi
Date: 09.09.2025**

Notes:-

1. Pursuant to the General circular No. 20/2020 dated 5 May 2020, the General Circular No. 10/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023, and in continuation, General Circular No. 09/2024 dated 19 September 2024 issued by the Ministry of Corporate Affairs ('MCA') and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30 September 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. 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 Comptroller and Auditor General of India (CAG), vide letter dated September 08, 2025, has communicated under Section 143(6)(a) of the Companies Act, 2013, that it has been decided not to conduct the supplementary audit of the financial statements of the Company for the year ended March 31, 2025.
3. 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/l/meetup-join/19%3ameeting_ZDAxYjFhNTgtN2Y2My00ZTUzLTg2NTItNTg2MWMlYjAzM2Vk%40thread.v2/0?context=%7b%22Tid%22%3a%224a993be3-3ce0-49c4-96e9-23324992b1dd%22%2c%22Oid%22%3a%22a729a273-e6f3-4b17-8c31-f4f616be4cd9%22%7d
 - Meeting ID: 474 687 628 729 8
 - Passcode: Ys39B32S
 - 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.
4. 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 a physical copy of the same.
5. 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, Route Map and Attendance Slip are not annexed hereto. However, in terms of the provisions of Section 112 and Section 113 of the Act, representatives of the Members such as the body corporate can attend the AGM through VC/OAVM and cast their votes in the meeting by show of hands.
6. 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.
7. Body Corporate whose Authorised Representative is intending to attend the 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 nos. 4 & 5 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 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.
 10. 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 2025-26 after taking into consideration the volume of work and prevailing inflation.
 11. Members who need assistance before or during the AGM, can contact us at cs.cesl@eesl.co.in or at 8800795691.
 12. 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.



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

Item no. 4

The Board of Directors appointed Shri Akhilesh Kumar Dixit (DIN: 10869939) as an Additional Director of the company w.e.f June 25, 2025. 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 Akhilesh Kumar Dixit for Directorship of the Company. The Board of the Company has also recommended his appointment. 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 Akhilesh Kumar Dixit, being eligible, shall be appointed as Nominee Director of the company by the members in the Annual General Meeting.

Further, as per the provisions of section 161(3), Shri Akhilesh Kumar Dixit 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 Akhilesh Kumar Dixit, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 5

The Board of Directors appointed Shri Aravind Babu (DIN: 10623136) as an Additional Director of the company w.e.f July 18, 2025. 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 Aravind Babu for Directorship of the Company. The Board of the Company has also recommended his appointment.

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 Aravind Babu, being eligible, shall be appointed as Nominee Director of the company by the members in the Annual General Meeting.

Further, as per the provisions of section 161(3), Shri Aravind Babu 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 Aravind Babu 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: 09.09.2025

Annexure A

Details of Directors seeking appointment / re-appointment at the 5th Annual General Meeting

Name of the Directors	Shri Yatindra Dwivedi	Shri Akhilesh Kumar Dixit	Shri Aravind Babu
DIN	10301390	10301390	10623136
Qualification	Bachelor degree in engineering from IIT Roorkee, PGDIE from NITIE Mumbai (now IIM Mumbai), PGDM from MDI Gurgaon and Doctorate in Management.	Graduate in electrical engineering from Madan Mohan Technical University, Gorakhpur and postgraduate diploma in business management (PGDBM) from the Management Development Institute (MDI), Gurgaon.	A Member of Institute of Cost and Works Accountant of India
Remuneration sought to be paid	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
Date of first appointment on the Board of Directors of the Company	02/02/2024	25/06/2025	18/07/2025
Shareholding in the Company (as on the date of Notice)	Nil	Nil	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Nil	Nil	Nil
Number of Board meetings attended during the tenure in the financial year 2024-25	4/5	N/A	N/A



<p>List of other Directorships held</p>	<ul style="list-style-type: none"> • Bihar Grid Company Limited • Power Grid Corporation of India Limited • Torrent Power Grid Limited • POWERGRID Teleservices Limited • POWERGRID Beawar-Mandsaur Transmission Limited • POWERGRID Mewar Transmission Limited • North East Transmission Company Limited • POWERGRID Sirohi Transmission Limited • Rajasthan IV 4A Power Transmission Limited 	<ul style="list-style-type: none"> • Powergrid Sikar Transmission Limited • Powergrid Siwani Transmission Limited 	<ul style="list-style-type: none"> • Utility Powertech Limited
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