

CONVERGENCE ENERGY SERVICES LIMITED

(A wholly owned subsidiary of EESL)

Registered Office: NFL Building, Core-3, 2nd 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/>

Shorter Notice of 4th Annual General Meeting

Notice is hereby given that the 4th Annual General Meeting ('AGM') of the members of Convergence Energy Services Limited ('the Company') will be held on Wednesday, September 25, 2024 at 10 a.m. at shorter notice at the registered office of the Company at 2nd 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 31st March 2024 and the reports of the Board of Directors and Auditors thereon.
2. To record the appointment of Statutory Auditors for the financial year 2024-25 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 2024-25, to hold office from the conclusion of this AGM until the conclusion of the 5th AGM to conduct the statutory Audit for the financial year 2024-2025.

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 Yatindra Dwivedi (DIN: 10301390) 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 Yatindra Dwivedi (DIN: 10301390), who was appointed as an Additional Director of the Company with effect from February 02, 2024 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 Anil Kumar Jadli (DIN: 10630150) 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 Anil Kumar Jadli (DIN: 10630150), who was appointed as an Additional Director of the Company with effect

from June 24, 2024 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.”

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

Sd/-

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

Place: New Delhi

Date: 20.09.2024

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 2024-25 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 Yatindra Dwivedi (DIN: 10301390) as an Additional Director of the company w.e.f February 02, 2024. 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 Yatindra Dwivedi 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 Yatindra Dwivedi, 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 Yatindra Dwivedi 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 Yatindra Dwivedi, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 5

The Board of Directors appointed Shri Anil Kumar Jadli (DIN: 10630150) 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 Anil Kumar Jadli 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 Anil Kumar Jadli, 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 Anil Kumar Jadli 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 Anil Kumar Jadli, 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**

Sd/-

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

**Place: New Delhi
Date: 20.09.2024**

Annexure A

Details of Directors seeking appointment / re-appointment at the 4th Annual General Meeting

Name of the Directors	Shri Shankar Gopal	Shri Yatindra Dwivedi	Shri Anil Kumar Jadli
DIN	08339439	10301390	10630150
Qualification	A Member of Institute of Cost and Works Accountant of India	Bachelor degree in engineering from IIT Roorkee, PGDIE from NITIE Mumbai (now IIM Mumbai), PGDM from MDI Gurgaon and Doctorate in Management.	PGDBM in HR & Strategy from Management Development Institute, Gurgaon.
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	29/10/2020	02/02/2024	24/06/2024
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 2023-24	6/6	2/2	NA
List of other Directorships held as on March 31, 2024	<ul style="list-style-type: none"> • EPSL Trigenation Private Limited • EESL Energypro Assets Limited, UK • EDINA Power Services Limited, IRELAND 	<ul style="list-style-type: none"> • Bihar Grid Company Limited • Torrent Power Grid Limited • Powergrid Aligarh Sikar Transmission Limited • Powergrid Gomti Yamuna Transmission Limited • Power Grid Corporation of India Limited • Powergrid Teleservices Limited 	<ul style="list-style-type: none"> • NTPC Electric Supply Company Limited • Utility Powertech Limited (As on June 24, 2024)

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

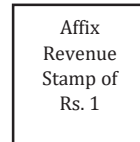
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the company, to be held on Wednesday, September 25, 2024 at 10 a.m. at Board Room, 2nd Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003 and at any adjournment thereof 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 st March 2024 and the reports of the Board of Directors and Auditors thereon.
2.	To record the appointment of Statutory Auditors for the financial year 2024-25 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.
Special Business	
4.	Appointment of Shri Yatindra Dwivedi (DIN: 10301390) as Nominee Director.
5.	Appointment of Shri Anil Kumar Jadli (DIN: 10630150) as Nominee Director.

Signed this.....day of2024

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, 2nd Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003.

Date and Time: Wednesday, September 20, 2024 at 10 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, 2024 at 10 a.m. at 2nd Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003.

Member's/Proxy's Signature

ROUTE MAP

