

CONVERGENCE ENERGY SERVICES PRIVATE LIMITED

(A wholly owned subsidiary of EESL)

Registered Office: NFL Building, Core-3, 5th & 6th Floor, Scope Complex, Lodhi Road, New Delhi-110003

CIN No. U40300DL2020PTC372412

Notice of 1st Extra Ordinary General Meeting

Notice is hereby given that the 1st Extra Ordinary General Meeting of the Shareholders of Convergence Energy Services Private Limited will be held on Tuesday, 5th January 2021 at 5:00 P.M. at 7th Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003 to transact the following businesses: -

Special Business: -

1. Conversion of company to Public company.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 if any, consent be and is hereby accorded, for the conversion of this Company into a Public Limited Company and consequently the name of the Company be and is hereby changed from "Convergence Energy Services Private Limited" to "Convergence Energy Services Limited" by deletion of the word "Private" from the name of the Company.

RESOLVED FURTHER THAT the word "Private" wherever appearing in the Memorandum and Articles of Association of the Company in the name of the Company be and is hereby deleted.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies office and are hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

2. Alteration of MOA & AOA of the company.

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

"RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re - enactment thereof) for the time being in force, consent be and is hereby accorded to amend Name Clause of the Memorandum of Association of the Company by changing the name of the company from from "Convergence Energy Services Private Limited" to "Convergence Energy Services Limited"

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws/rules under any statute for the time being in force, the new set of Articles of Association enclosed as per Annexure-A be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to make application, file forms, etc. for change of status of the Company and consequently its name with the

Registrar of Companies office and are hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution

3. **Appointment of CEO, Ms. Mahua Acharya as the MD of the company.**

To consider appointment of Ms. Mahua Acharya (DIN: 03030535) as Managing Director of the Company 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 of the Companies Act, 2013 and read Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and subject to the approval of the Central Government, if required, Ms. Mahua Acharya (DIN: 03030535) be and is hereby appointed as the Managing Director of the Company to hold the office w.e.f 20th November 2020 As per terms & conditions stated in Offer letter issued for the position of Head (Convergence).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

4. **Appointment of Shri Rajat Kumar Sud (DIN: 06582245) as Director**

To consider appointment of Shri Rajat Kumar Sud (DIN: 06582245) as Director and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152, and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made there under, Shri Rajat Kumar Sud (DIN: 06582245), who was appointed as an Additional Director of the Company with effect from 12th November, 2020 and who holds office till the date of Annual General Meeting of the Company in terms of Sec 161 of the Companies Act, 2013 be and is hereby appointed as a Director and Chairman of the Company and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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."

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


Mahua Acharya
Director
DIN:03030535

Place: New Delhi
Date:05/01/2021

Notes:-

1. 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.
2. The relevant Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of the Special Business in the notice is annexed thereto.
3. 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.
4. All relevant documents referred to in the Notice and accompanying statement shall be available for inspection at the Registered / Corporate Office of the Company between 11.00 A.M. to 2.00 P.M. on all working days and will also be available for inspection at the meeting.
5. The Notice of the EGM 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.
6. Route Map: Annexed

Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No. 1

The Company was incorporated as Private Limited Company which put some restrictions on the Company limiting its scope of working. The Board of Directors of the Company considered that looking into the expanded business activities of the Company, it may be converted into Public Limited Company.

As per Sec 14(1) of the Companies Act, 2013, Consent of Members is required by the way of special resolution to convert the Company from Private Limited to Public Limited.

None of the Directors are in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 2

Upon the conversion of the company from Private Limited to Public Limited Company, various provisions of applicable to private company the Companies Act, 2013 may have to be deleted and Articles of Association of the Company needs to be re-aligned as per the provisions applicable to Public company under the Companies Act, 2013. The Board of Directors through circular resolution decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company. The draft of the new set of Articles proposed for approval is being circulated along with this notice of the Extra Ordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company are in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 3

The Board of Directors had in its meeting held on 20th November 2020 appointed Ms. Mauya Acharya as Managing Director of the company inline with her appointment as Head (Convergence) ,subject to the approval of the Members and the Central Government, if required under applicable law.

In accordance with the provisions of Section 152, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013, approval of the Members is required for appointment of Ms. Mauya Acharya as Managing Director of the Company with effect from 20th November 2020 as per terms & conditions stated in Offer letter issued for the position of Head (Convergence)

In accordance with Section 160 of the Act, the company has also received a notice signifying his candidature as director of the Company. His brief resume, inter - alia, giving their experience, shareholding in the Company, other Directorships and other particulars, forms part of this notice.

None of the Directors, Key Managerial Personnel of the Company except Ms. Mauya Acharya, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item no. 4

The Board of Directors had in its meeting held on 12th November 2020 appointed Shri Rajat Kumar Sud as Additional Directors of the company w.e.f 12th November 2020 Pursuant to Section 161(1) of the Companies Act 2013, he holds the office upto upto General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying candidature of them for Directorship of the Company. The Company has also received consent to act as a Director of the Company in form DIR 2, declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8. His brief resume, inter - alia, giving their experience, shareholding in the Company, other Directorships and other particulars, forms part of this notice as per Annexure. Pursuant to the provisions of Section 152 (2) of the Companies Act, 2013, every Director shall be appointed in a General Meeting by way of Ordinary Resolution. Hence, the proposed resolution is recommended for the consideration and approval of the Members of the Company.

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

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


Mahua Acharya
Director
DIN:03030535



Place: New Delhi
Date:05/01/2021

ATTENDANCE SLIP

Venue of the Meeting:

Date and Time:

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

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the Extra General Meeting of the Company on Tuesday, 5th day of January, 2021 at 5:00 P.M. at 7th Floor, NFL Building, Core-III, Scope Complex, Lodhi Road, New Delhi-110003.

Member's/Proxy's Signature

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 -Shares

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 1st Extra Ordinary General Meeting of the company, to be held on Tuesday, 5th day of January, 2021 at 5:00 P.M. at 7th 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:

Special Business	
1	Conversion of company to Public company.
2	Alteration of MOA & AOA of the company.
3	Appointment of CEO, Ms. Mahua Acharya as the MD of the company
4	Appointment of Shri Rajat Kumar Sud as Director

Signed this.....day of20.....

Signature of Shareholders _____

Signature of proxy holder(s) _____

Affix
Revenue
Stamp of
Rs. 1/0

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