

ENERGY EFFICIENCY SERVICES LIMITED

(A JOINT VENTURE COMPANY OF PSUs OF MINISTRY OF POWER, GOVT OF INDIA)

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

CIN: -U40200DL2009PLC196789

NOTICE OF 13TH ANNUAL GENERAL MEETING

Notice is hereby given that 13th Annual General Meeting of the shareholders of Energy Efficiency Services Limited will be held on Thursday, 29th September 2022 at 05:45 p.m. at NFL Building, 7th Floor, Board Room, Core - III, Scope Complex, Lodhi Road, New Delhi - 110003 through video conferencing ("VC")/other audio-visual means ("OAVM") to transact the following businesses:-

Ordinary Business: -

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March 2022 together with the reports of Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March 2022 together with the report of the Auditors thereon.
2. To appoint a Director in place of **Shri Chandan Kumar Mondal (DIN: 08535016)**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of **Shri Sreekant Kandikuppa (DIN: 06615674)**, who retires by rotation and being eligible, offers himself for re-appointment.
4. To record the appointment of Statutory Auditor as per CAG Letter No./CA.V/COY/CENTRAL GOVERNMENT, EESL (1)/443 dated 30th August 2022, M/s S P Chopra & Co., Chartered Accountants (Firm Registration No. 000346N) and fix the remuneration of Statutory Auditors for the financial year 2022 - 23.

Special Business: -

5. **Appointment of Shri Abhay Choudhary (DIN: 07388432) as a Non - Executive Nominee Director (PGCIL) in the Company**

To consider appointment of **Shri Abhay Choudhary (DIN: 07388432)** as a Non - Executive Nominee Director (PGCIL) and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of 152, 161(3) and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification or re-enactment thereof) and Articles of Association of the Company, **Shri Abhay Choudhary (DIN: 07388432)** who was appointed as an Additional Director of the Company with effect from 18th June, 2022 and who holds office till the date of 13th Annual General Meeting of the Company in terms of Section 161 of the Act 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 a Non - Executive Director as a Nominee of PGCIL 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."

Shruti



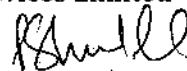
6. **Appointment of Shri Ajay Tewari (DIN: 09633300) as a Non – Executive Government Nominee Director (MoP) in the Company**

To consider appointment of **Shri Ajay Tewari (DIN: 09633300)** as a Non - Executive Government Nominee Director (MoP) in 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 152, 161(3) and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification or re-enactment thereat) and Articles of Association of the Company, **Shri Ajay Tewari (DIN: 09633300)** who was appointed as an Additional Director of the Company with effect from 29th July, 2022 and who holds office till the date of 13th Annual General Meeting of the Company in terms of Section 161 of the Act 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 a Non - Executive Director as a Government Nominee (Ministry of Power, Government of India) 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 Energy Efficiency Services Limited**



**Pooja Shukla
Company Secretary
M. No.: ACS 18008**

**Place: New Delhi
Date: 29.09.2022**

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 (AGM) 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 M/s S.P. Chopra & Co., Chartered Accountants (Firm Registration No. 000346N), New Delhi as 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 in compliance with the applicable provisions of the Companies Act, 2013.
2. The relevant Explanatory Statement pursuant to Section 102 of Companies Act, 2013 in respect of the Special Businesses in the notice is annexed thereto.
3. The MCA has issued *General Circular No. 02/2022 Dated 05th May, 2022* in continuation to its previous General Circulars (including *General Circular No. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021, General Circular No. 19/2021 dated 8th December 2021 and General Circular No. 21/2021 dated 14th December 2021*) allowing Companies whose AGMs are due in the Year 2022 to conduct AGM through video conferencing or other audio-visual means on or before 31st December 2022.

In accordance with the MCA Circulars and provisions of the Companies Act, 2013 ('the Act'), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. 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 / OAVM using the following credentials:
 - Link at the link: <https://eeslindiaus.webex.com/eeslindiaus/j.php?MTID=m5944e4b974b85006c5a87523bcd08da6>
 - Meeting ID: 2558 351 9382
 - Password: BOD@1234
 - B. Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/edge/safari) by typing the URL Link given in Point A. above.
 - ii. Enter the login credentials.
 - iii. After logging in, click on "Video Conference" option
 - iv. Then click on camera icon appearing against AGM event of Energy Efficiency Services Limited, to attend the Meeting.
 - C. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
 - D. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting
 - E. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - F. Facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM and shall be kept open till the expiry of 15 minutes after such scheduled time.
 - G. Members who need assistance before or during the AGM, can contact us on companysecretary@eesl.co.in or call on 011 - 45801260. Kindly quote your name, DP ID-Client ID / Folio no. and Event Number in all your communications.
4. 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 Act.

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5. 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 on companysecretary@eesl.co.in.
6. Generally, 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 and the proxy need not be a member of the Company. 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 appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes.
7. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company at companysecretary@eesl.co.in a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. 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.
9. 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.

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**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT,
2013**

Item No. 5

Pursuant to the provisions of Companies Act, 2013, Board of Directors in their 107th Board Meeting held on 18th June 2022 appointed Shri Abhay Choudhary (DIN: 07388432) as Additional Director, to hold office up-to the date of 13th Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company. The Company has also received his 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 a Director of the Company in Form DIR - 8. He shall be liable to retire by rotation. His brief resume, inter - alia, giving his experience, shareholding in the Company, other Directorships and other particulars, forms part of this notice. 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. The Board of Directors in their meeting held on 29th September 2022 recommended the same for consideration and approval of Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives except Shri Abhay Choudhary is concerned or interested in the resolution.

The Board recommends the resolution for your approval as **Ordinary Resolution**.

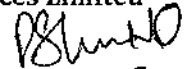
Item No. 6

The Board of Directors, as per Ministry of Power's Letter no. F.No. 13/5/2008-EC dated 28th July 2022, had appointed Shri Ajay Tewari (DIN: 09633300) as an Additional Director w.e.f. 29th July 2022. Pursuant to Section 161(1) of the Companies Act 2013, Shri Ajay Tewari holds the office upto the date of 13th Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company. The Company has also received his 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 a Director of the Company in Form DIR - 8. He shall be liable to retire by rotation. His brief resume, inter - alia, giving his experience, shareholding in the Company, other Directorships and other particulars, forms part of this notice. 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. The Board of Directors in their meeting held on 29th September 2022 recommended the same for consideration and approval of Members of the Company.

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

The Board recommends the resolution for your approval as an **Ordinary Resolution**.

By the order of Board of Directors
For Energy Efficiency Services Limited



Pooja Shukla
Company Secretary
M. No.: ACS 18008

Place: New Delhi
Date: 29.09.2022

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE - APPOINTMENT:

Name	Shri Sreekant Kandikuppa	Shri Ajay Tewari
DOB / Age	21 st December 1963 / 58 years	05 th August 1970, 52 years
Date of appointment	6 th September, 2021	29 July, 2021
Terms & Conditions of appointment	As per Articles of Association of the Company	As per Articles of Association of the Company
Remuneration	NA	NA
Qualification	Cost & Management Accountant PGDM (Finance) from Management Development Institute, Gurgaon.	B. Tech (Electrical Engineer) from IIT, Kanpur PGDM (Finance) from IGNOU, New Delhi.
Experience	He has over 35 years of experience in the power sector in the areas of long-term financial planning, investment appraisals, formulation of capital budgets, resource mobilization from domestic and international markets, corporate accounts, commercial, regulatory affairs and enterprise resource planning systems.	He is presently Additional Secretary, Ministry of Power looking after Energy Conservation, Energy Transition, International Co-operation, Training & Research and Perspective Planning of Ministry of Power. Shri Ajay Tewari has wide range of experience of working in Finance, Education, Housing & Urban Affairs, Sports, Youth Welfare, General Administration, Revenue Administration, Disaster Management & Labour Welfare sectors.
Shareholding in the company	Nil	Nil
Number of Board Meetings attended during the year	14	Nil
Relationship with other Directors, Manager or KMP	NA	NA
Other Directorships	Power Grid Corporation of India Limited Bihar Grid Company Limited Powergrid Energy Services Limited North East Transmission Company Limited Cross Border Power Transmission Company Limited Powerlinks Transmission Limited Teestavalley Power Transmission Limited Powergrid Teleservices Limited	Power Finance Corporation Limited

PS

Name	Shri Abhay Choudhary	Shri Chandan Kumar Mondol
DOB / Age	1 st July 1964 / 58 Years	17 th January 1963 / 59 years
Date of appointment	18 th June, 2022	6 th September, 2021
Terms & Conditions of appointment	As per Articles of Association of the Company	As per Articles of Association of the Company
Remuneration	NA	NA
Qualification	Graduate from NIT Durgapur (Electrical Engineering) PGDM from IMT Ghaziabad	Bachelor of Engineering (BE) from Jadavpur University
Experience	During his career spanning around 35 years in Power Sector, he has worked in various capacities in EHV Sub Stations and Transmission lines, both as an Operation & Maintenance executive as well as a construction engineer.	He has about 35 years of professional experience in the power sector. His area of experience includes Power Generation, Project Management, Contract Management, Engineering, Procurement, EPC, Renewable Energy and Customer Relationship Management in the power sector.
Shareholding in the company	Nil	Nil
Number of Board Meetings attended during the year	Nil	11
Relationship with other Directors, Manager or KMP	NA	NA
Other Directorships	Power Grid Corporation of India Limited RINL Powergrid TLT Private Limited Powergrid Bikaner Transmission System Limited Khetri-Narela Transmission Limited Powergrid Aligarh Sikar Transmission Limited Powergrid Sikar Transmission Limited Powergrid Ramgarh Transmission Limited Central Transmission Utility of India Limited Mohanlalganj Transmission Limited Powergrid Unchahar Transmission Limited	NTPC Limited NTPC Vidyut Vyapar Nigam Limited NTPC Mining Limited NTPC Renewable Energy Limited Convergence Energy Services Limited Bangladesh India Friendship Power Company Private Limited (Foreign Company) Trincomalee Power Company Limited – Sri Lanka

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