

## ENERGY EFFICIENCY SERVICES LIMITED

### Notice of 15<sup>th</sup> Annual General Meeting

Notice is hereby given that 15<sup>th</sup> Annual General Meeting of the Members of Energy Efficiency Services Limited will be held on Thursday, the 12<sup>th</sup> day of December, 2024 at 10:30 A.M. at its Corporate Office at 4th Floor, Ikon Tower, FC-24C, Sector 16A, Film City, Noida - 201301 (Uttar-Pradesh) 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 & Consolidated Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March 2024 together with the reports of the Board of Directors and Auditors thereon; and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: -

"RESOLVED THAT the audited Standalone & Consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To fix the remuneration of the Statutory Auditors for the financial year 2024-25 and, in this regard and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Board of Directors of the Company be and is hereby authorized 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."

#### Special Business: -

3. To appoint Shri K. S. Sundaram (DIN: 10347322) as a Non-Executive Nominee Director (NTPC) 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 thereof for the time being in force) and Articles of Association of the Company, Shri K. S. Sundaram (DIN: 10347322) who was



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दूरभाष +91 (011) 45801260, फैक्स: +91 (011) 45801265  
वेबसाइट: www.eeslindia.org

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appointed as an Additional Director of the Company with effect from 20<sup>th</sup> May, 2024 and who holds office till the date of 15<sup>th</sup> 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 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 NTPC and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

4. To appoint Shri Dhiraj Kumar Srivastava (DIN: 10681037) as a Non-Executive, Govt. Nominee Director, Ministry of Power 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 thereof for the time being in force) and Articles of Association of the Company, Shri Dhiraj Kumar Srivastava (DIN: 10681037) who was appointed as an Additional Director of the Company with effect from 26<sup>th</sup> June, 2024 and who holds office till the date of 15<sup>th</sup> 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 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 Govt. Nominee and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

5. To appoint Shri Masood Akhtar Ansari (DIN: 10429528) as a Non-Executive Nominee Director (NTPC) 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 thereof for the time being in force) and Articles of Association of the Company, Shri Masood Akhtar Ansari (DIN: 10429528) who was appointed as an Additional Director of the Company with effect from 20<sup>th</sup> May, 2024 and who holds office till the date of 15<sup>th</sup> 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



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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 NTPC and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

6. To appoint Shri Rajiv Kumar Rohilla (DIN: 10371161) as a Non-Executive Nominee Director (POWERGRID) 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 thereof for the time being in force) and Articles of Association of the Company, Shri Rajiv Kumar Rohilla (DIN: 10371161) who was appointed as an Additional Director of the Company with effect from 15<sup>th</sup> January, 2024 and who holds office till the date of 15<sup>th</sup> 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 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 POWERGRID and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

7. To appoint Smt. Valli Natarajan (DIN: 01258415) as a Non-Executive Nominee Director (REC) 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 thereof for the time being in force) and Articles of Association of the Company, Smt. Valli Natarajan (DIN: 01258415) who was appointed as an Additional Director of the Company with effect from 23<sup>rd</sup> September, 2024 and who holds office till the date of 15<sup>th</sup> 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 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 REC Limited and she shall be liable to retire by rotation.



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

8. **To appoint Shri Sandeep Kumar Jain (DIN: 09128784) as a Non-Executive Nominee Director (POWERGRID) 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 thereof for the time being in force) and Articles of Association of the Company, **Shri Sandeep Kumar Jain (DIN: 09128784)** who was appointed as an Additional Director of the Company with effect from 06<sup>th</sup> December, 2024 and who holds office till the date of 15<sup>th</sup> 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 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 POWERGRID and he shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

9. **To alter the Clause No. 103A and 107 of Articles of Association of the Company 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 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and subject to receipt of the necessary approvals from the Registrar of Companies in this regard and as recommended by Board of Directors of the Company in its meeting held on 1<sup>st</sup> October, 2024, the consent of the Members of the Company, be and is hereby accorded to alter the Articles of Association of the Efficiency Services Limited ("the Company"), by substituting the existing Article numbers 103A and 107 with the following Articles:

**Article no. 103A**

*"Subject to the provisions of the Act, the number of directors of the Company shall not be less than four (4) and not more than Seven (7). Currently, the Board of the Company shall comprise seven (7) Directors that include four (4) Directors nominated by NTPC & POWERGRID, two (2) Directors nominated by PFC & REC and one Government Nominee Director."*



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एनजी एफिशिएंसी सर्विसेज लिमिटेड  
विद्युत मंत्रालय के सार्वजनिक क्षेत्र के उपक्रमों की संयुक्त उद्यम कंपनी  
ENERGY EFFICIENCY SERVICES LIMITED  
A JV of PSUs under the Ministry of Power

## Article No. 107

*"NTPC and POWERGRID shall be entitled to nominate two directors each on the Board of the Company.*

*PFC and REC shall be entitled to nominate one director each on the Board of Company.*

*Ministry of Power shall nominate One Government Nominee Director not below the rank of Joint Secretary.*

*All the Directors shall be non-executive. The Board shall have power to appoint the directors pursuant to the provisions of Companies Act, 2013."*

**RESOLVED FURTHER THAT** CEO and Company Secretary of the Company, be and are hereby authorized severally to make an application with the Registrar of NCT of Delhi in respect of the alteration of the Articles of Association of the Company and to file necessary forms and provide further clarification(s) to the Registrar of Companies, if required, on behalf of the Company and to do all acts, deeds, matters and things as may be deemed 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 along with filling of necessary e-forms with the Registrar of Companies."

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



*Laxman Aggarwal*  
(Company Secretary)

Date: 09<sup>th</sup> December 2024

Place: Noida

### Notes:

1. Pursuant to General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, December 20, 2022, and other circulars issued from time to time by the Ministry of Corporate Affairs ("collectively referred to as 'MCA Circulars'") from time to time and in compliance with the provisions of the Companies Act, 2013 ("the Act"), the 15<sup>th</sup> Annual General Meeting of the Company is being conducted through Video Conferencing (VC)/Other Audio- Visual Means (OAVM) facility, which does not require physical presence of members at the common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. 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:



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- Link: [https://Join the meeting now](#)
  - Meeting ID: 477 063 646 076 & Passcode: DL3BA6JK
- b. Members are requested to follow the procedure given below:
- i. Launch the internet browser (chrome/edge/safari) 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 connecting via Mobile Hotspots may experience Audio/Video loss due to fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. The facility to join the meeting shall be opened 15 minutes before the scheduled time of the AGM.
- c. 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.
- d. 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 through e-voting.
- e. 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.
- f. Body Corporates whose Authorised Representatives are intending to attend the Meeting are 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@eesl.co.in](mailto:cs@eesl.co.in).
- g. Pursuant to Section 139 of the 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 is to be fixed by the Company in Annual General Meeting or in such manner as the Members in AGM may determine. The Statutory Auditors of the Company for the year 2024-25 have been appointed by the C&AG vide letter no. No./CA.V/COY/CENTRAL GOVERNMENT, EESL (1)/110 dated 19<sup>th</sup> September, 2024. Accordingly, the Members may authorize the Board to fix an appropriate remuneration of Statutory Auditors as may be deemed fit by the Board for the financial year 2024-25.
- h. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business in the notice is annexed thereto.





- i. Members who need assistance before or during the AGM, can contact us at [cs@eesl.co.in](mailto:cs@eesl.co.in) or call on [0120 - 6541656](tel:0120-6541656). Kindly quote your name, DP ID-Client ID / Folio no., and Event Number in all your communications.
- j. 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.
- k. 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 at [cs@eesl.co.in](mailto:cs@eesl.co.in).

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

#### Item No. 3

#### **Appointment of Shri K. S. Sundaram (DIN: 10347322) as a Non-Executive Nominee Director (NTPC)**

Pursuant to clause 7.3 of Supplementary Agreement No. 7 executed on 1<sup>st</sup> September 2021 to the Joint Venture Agreement of EESL and Article 109 of Articles of Association of the Company (as amended) and pursuant to the provisions of the Companies Act, 2013, Board of Directors in its 143<sup>rd</sup> Board Meeting held on 1<sup>st</sup> June 2024, appointed **Shri K. S. Sundaram (DIN: 10347322)** as an Additional Director w.e.f 20<sup>th</sup> May, 2024, to hold office upto the date of 15<sup>th</sup> Annual General Meeting of the Company, on the recommendation of Nomination and Remuneration Committee of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company.

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. Board of Directors in its 143<sup>rd</sup> Board Meeting held on 01<sup>st</sup> June, 2024 has recommended the same for consideration and approval of Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company. The Board of Directors of Your Company recommends passing of the resolution as set out at Item No. 03 as an **Ordinary Resolution**.

#### Item No. 4

#### **Appointment of Shri Dhiraj Kumar Srivastava (DIN: 10681037) as a Non-Executive Govt. Nominee Director.**

Pursuant to clause 7.3 of Supplementary Agreement No. 7 executed on 1<sup>st</sup> September 2021 to



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the Joint Venture Agreement of EESL and Article 109 of Articles of Association of the Company (as amended) and pursuant to the provisions of the Companies Act, 2013, Board of Directors in its 146<sup>th</sup> Board Meeting held on 26<sup>th</sup> June, 2024, appointed **Shri Dhiraj Kumar Srivastava (DIN: 10681037)** as an Additional Director w.e.f 26<sup>th</sup> June, 2024, to hold office upto the date of 15<sup>th</sup> Annual General Meeting of the Company, on the recommendation of Nomination and Remuneration Committee of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company.

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 NRC, EESL vide circular resolution no.89 dated 24/06/2024 and Board of Directors in its 146<sup>th</sup> Board Meeting held on 26<sup>th</sup> June 2024 has recommended the same for consideration and approval of Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company. The Board of Directors of Your Company recommends passing of the resolution as set out at Item No. 04 as **Ordinary Resolution**.

#### **Item No. 5**

#### **Appointment of Shri Masood Akhtar Ansari (DIN: 10429528) as a Non-Executive Nominee Director (NTPC).**

Pursuant to clause 7.3 of Supplementary Agreement No. 7 executed on 1<sup>st</sup> September 2021 to the Joint Venture Agreement of EESL and Article 109 of Articles of Association of the Company (as amended) and pursuant to the provisions of the Companies Act, 2013, Board of Directors in its 143<sup>rd</sup> Board Meeting held on 1<sup>st</sup> June 2024, appointed **Shri Masood Akhtar Ansari (DIN: 10429528)** as an Additional Director w.e.f 20<sup>th</sup> May, 2024, to hold office upto the date of 15<sup>th</sup> Annual General Meeting of the Company, on the recommendation of Nomination and Remuneration Committee of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company.

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. Board of Directors in its 143<sup>rd</sup> Board Meeting held on 01<sup>st</sup> June, 2024 has recommended the same for consideration and approval of Members of the Company.



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विद्युत मंत्रालय के सार्वजनिक क्षेत्र के उपक्रमों की संयुक्त उद्यम कंपनी  
ENERGY EFFICIENCY SERVICES LIMITED  
A JV of PSUs under the Ministry of Power

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company. The Board of Directors of Your Company recommends passing of the resolution as set out at Item No. 06 as **Ordinary Resolution**.

#### **Item No. 6**

#### **Appointment of Shri Rajiv Kumar Rohilla (DIN: 10371161) as a Non-Executive Nominee Director (POWERGRID)**

Pursuant to clause 7.3 of Supplementary Agreement No. 7 executed on 1<sup>st</sup> September 2021 to the Joint Venture Agreement of EESL and Article 109 of Articles of Association of the Company (as amended) and pursuant to the provisions of the Companies Act, 2013, Board of Directors in its 138<sup>th</sup> Board Meeting held on 15<sup>th</sup> January 2024, appointed **Shri Rajiv Kumar Rohilla (DIN: 10371161)** as an Additional Director w.e.f 15/01/2024, to hold office upto the date of 15<sup>th</sup> Annual General Meeting of the Company, on the recommendation of Nomination and Remuneration Committee of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company.

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. Board of Directors in its 138<sup>th</sup> Board Meeting held on 15<sup>th</sup> January 2024 has recommended the same for consideration and approval of Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company. The Board of Directors of Your Company recommends passing of the resolution as set out at Item No. 07 as **Ordinary Resolution**.

#### **Item No. 7**

#### **Appointment of Smt. Valli Natarajan (DIN: 01258415) as a Non-Executive Nominee Director (REC)**

Pursuant to clause 7.3 of Supplementary Agreement No. 7 executed on 1<sup>st</sup> September 2021 to the Joint Venture Agreement of EESL and Article 109 of Articles of Association of the Company (as amended) and pursuant to the provisions of the Companies Act, 2013, Board of Directors vide its Circular Resolution dated 23<sup>rd</sup> September, 2024, approved unanimously, appointed **Smt. Valli Natarajan (DIN: 01258415)** as an Additional Director w.e.f 23<sup>rd</sup> September 2024, to hold office upto the date of 15<sup>th</sup> Annual General Meeting of the Company, on the recommendation of Nomination and Remuneration Committee of the Company. The



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Company has received notice under Section 160 of the Companies Act, 2013 signifying her candidature for Directorship of the Company.

Her 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. Board of Directors in its Circular Resolution dated 23<sup>rd</sup> September, 2024 has recommended the same for consideration and approval of Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company. The Board of Directors of Your Company recommends passing of the resolution as set out at Item No. 08 as **Ordinary Resolution**.

### **Item No. 8**

#### **Appointment of Shri Sandeep Kumar Jain (DIN: 09128784) as a Non-Executive Nominee Director (POWERGRID)**

Pursuant to clause 7.3 of Supplementary Agreement No. 7 executed on 1<sup>st</sup> September 2021 to the Joint Venture Agreement of EESL and Article 109 of Articles of Association of the Company (as amended) and pursuant to the provisions of the Companies Act, 2013, Board of Directors in its 154<sup>th</sup> Board Meeting held on 06<sup>th</sup> December 2024, appointed **Shri Sandeep Kumar Jain (DIN: 09128784)** as an Additional Director w.e.f 06<sup>th</sup> December, 2024, to hold office upto the date of 15<sup>th</sup> Annual General Meeting of the Company, on the recommendation of Nomination and Remuneration Committee of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 signifying his candidature for Directorship of the Company.

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. Board of Directors in its 154<sup>th</sup> Board Meeting held on 06<sup>th</sup> December, 2024 has recommended the same for consideration and approval of Members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution financially or otherwise except to the extent that he or she is a Director and/or Shareholder of the Company. The Board of Directors of Your Company recommends passing of the resolution as set out at Item No. 05 as **Ordinary Resolution**.



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## Item No. 9

The purpose of clause 103A and 107 of the Articles of Association of the Company can be explained as below:-

The Board of Directors of Company in its 150<sup>th</sup> Meeting held on 01<sup>st</sup> October, 2024, has approved the alteration of Articles 103A and 107 of existing Articles of Associations of the Company subject to approval of Members of Company and Registrar of Companies.

The detailed information in respect of alteration of Clause 103A and 107 of the Articles of Association of the Company has been mentioned below:

Article No	Present Clause	Proposed Clause	Reason of amendment
103A	Subject to the provisions of the Act, the number of directors of the Company shall not be less than four (4) and not more than six (6). Currently the Board of the Company shall comprise maximum five (5) Directors that include four (4) Directors nominated by NTPC & POWERGRID, and one Government Nominee director.	Subject to the provisions of the Act, the number of directors of the Company shall not be less than four (4) and not more than Seven (7). Currently, the Board of the Company shall comprise seven (7) Directors that include four (4) Directors nominated by NTPC & POWERGRID, two (2) Directors nominated by PFC & REC and one Government Nominee Director.	EESL have presently 06 Nominee Directors from NTPC, PGCIL, REC and Ministry of Power on Board. Whereas, PFC has intended to nominate its one Director on Board, for accommodating the appointment of said Director, it is required to increase the present maximum limits of Directors from Six to Seven.
107	NTPC and POWERGRID shall be entitled to nominate two directors each on the Board of the Company.  If within three years from the date of signing of Supplementary Agreement No. 7 dated 1 <sup>st</sup> September, 2021, the shareholding of PFC or REC does not fall below	NTPC and POWERGRID shall be entitled to nominate two directors each on the Board of the Company.  PFC and REC shall be entitled to nominate one director each on the Board of Company.  Ministry of Power shall nominate One	Since, PFC and REC have got the right of their representation on the Board of EESL in terms of Clause 7.3 of the Supplementary JV Agreement No. 7 dated 1 <sup>st</sup> September, 2021, and REC has already nominated its one Nominee Director on EESL Board. PFC has also intended to



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	<p>10% each, the representation of the parties on the board shall be revisited to provide representation to PFC and/or REC, as the case may be, keeping in view the shareholding at that point of time.</p> <p>Ministry of Power shall nominate One Government Nominee Director not below the rank of Joint Secretary.</p> <p>All the directors shall be non - executive. The Board shall have power to appoint the directors pursuant to the provisions of the Companies Act, 2013.</p>	<p>Government Nominee Director not below the rank of Joint Secretary.</p> <p>All the directors shall be non - executive. The Board shall have power to appoint the directors pursuant to the provisions of the Companies Act, 2013.</p>	<p>nominate its director on EESL Board subject to necessary alteration in existing Articles of the Company is done by EESL to that effect.</p>
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Copy of altered Articles of Association of the Company and other documents accompanying in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on all working days, except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

In view of the applicable provisions of the Companies Act, 2013 the Board of Directors of Company recommends passing of the Special Resolution as set out at Item no. 09 of the accompanying Notice for the approval of the Members.

None of the Board of Directors of your Company and their relatives is concerned or interested, financially or otherwise, in the above Resolution.

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



  
(Laxman Aggarwal)  
Company Secretary

Date: 09<sup>th</sup> December 2024  
Place: Noida



**Brief Resume of the Directors seeking Appointment/Re - appointment:**

Name	Shri K. Shanmugha Sundaram	Shri Dhiraj Kumar Srivastava
DOB / Age	21 <sup>st</sup> May, 1967/57 yrs.	10 <sup>th</sup> May, 1972/52 yrs.
Date of appointment	20 <sup>th</sup> May 2024	26 <sup>th</sup> June, 2024
Terms & Conditions of appointment	NTPC Nominee Director	Ministry of Power, Govt. Nominee Director
Remuneration	NIL	NIL
Qualification	<ul style="list-style-type: none"> <li>Electronics and Communication Engineering</li> <li>PGDM</li> </ul>	B.E. Electrical Engineering
Experience	35 Years	21 Years
Shareholding in the company	NIL	NIL
Memberships/ Chairmanship of committees across all public companies*	NIL	NIL
Number of Board Meetings held and attended during the year	NA	NA
Relationship with other Directors, Managers or KMP	NIL	NIL
Other Directorships	1.Aravali Power Company Private Limited 2.Meja Urja Nigam Private Limited 3.NTPC Renewable Energy Limited 4. NTPC Green Energy Limited 5. Patratu Vidyut Utpadan Nigam Limited 6. Hindustan Urvarak & Rasayan Limited 7. NTPC Limited	NIL

\* excluding membership / Chairmanship in EESL.



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Name	Shri Masood Akhtar Ansari	Shri Rajiv Kumar Rohilla
DOB / Age	6 <sup>th</sup> March, 1969/55 yrs.	24 <sup>th</sup> March, 1968/56-yrs
Date of appointment	20 <sup>th</sup> May 2024	15 <sup>th</sup> January, 2024
Terms & Conditions of appointment	NTPC Nominee Director	PGCIL Nominee Director
Remuneration	NIL	NIL
Qualification	<ul style="list-style-type: none"> <li>Science Graduate</li> </ul>	<ul style="list-style-type: none"> <li>Engineering Graduate from National Institute of Technology, Kurukshetra</li> <li>Master's in Business Administration from prestigious Faculty of Management Studies, Delhi University</li> </ul>
Experience	30 Years	30 Years
Shareholding in the company	NIL	NIL
Memberships/ Chairmanship of committees across all public companies*	<ol style="list-style-type: none"> <li>NTPC Tamil Nadu Energy Company Limited Chairman- Audit Committee</li> <li>Hindustan Urvarak &amp; Rasayan Limited Chairman- Audit Committee</li> <li>NTPC Tamil Nadu Energy Company Limited Member-NRC Committee</li> <li>NTPC Tamil Nadu Energy Company Limited Member-CSR Committee</li> <li>Hindustan Urvarak &amp; Rasavan Limited Member-CSR Committee</li> </ol>	<ol style="list-style-type: none"> <li>PTC India Limited Member-Audit Committee</li> </ol>
Number of Board Meetings held and attended during the year	NA	5/5



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Relationship with other Directors, Managers or KMP	NIL	NIL
Other Directorships	<ol style="list-style-type: none"> <li>1. Intellismart Infrastructure Pvt. Ltd.</li> <li>2. Hindustan Urvarak &amp; Rasayan Limited.</li> <li>3. Green Valley Renewable Energy Ltd.</li> <li>4. NTPC Tamil Nadu Energy Company Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. POWERGRID Corporation India Limited;</li> <li>2. POWERGRID Gomti Yamuna Transmission Limited;</li> <li>3. POWER GRID Khavda IV-E2 Power Transmission Limited;</li> <li>4. POWERGRID Sikar Khetri Transmission Limited;</li> <li>5. POWERGRID Koppal Gadag Transmission Limited;</li> <li>6. POWERGRID Neemrana Bareilly Transmission Limited;</li> <li>7. PTC India Limited;</li> <li>8. POWERGRID Ramgarh II Transmission Limited.</li> </ol>

\* excluding membership / Chairmanship in EESL.



Name	Smt. Valli Natrajan	Shri Sandeep Kumar Jain
DOB / Age	06 <sup>th</sup> April, 1968/ 56 yrs	01 <sup>st</sup> August 1965/59 yrs.
Date of appointment	23 <sup>rd</sup> September 2024	06 <sup>th</sup> December 2024
Terms & Conditions of appointment	RECL Nominee Director	PGCIL Nominee Director
Remuneration	NIL	NIL
Qualification	<ul style="list-style-type: none"> <li>• B.E. (Technical)</li> <li>• MBA (Finance)</li> </ul>	<ul style="list-style-type: none"> <li>• Commerce Graduate from University of Delhi</li> <li>• Cost Accountant from The Institute of Cost Accountants of India</li> </ul>
Experience	34 Years	36 Years
Shareholding in the company	NIL	NIL
Memberships/ Chairmanship of committees across all public companies*	1.REC Power Development and Consultancy Limited Member-CSR Committee	NIL
Number of Board Meetings held and attended during the year	NA	NA
Relationship with other Directors, Managers or KMP	NIL	NIL
Other Directorships	<ol style="list-style-type: none"> <li>1. REC Power Development and Consultancy Limited;</li> <li>2. Meil Anpara Energy Limited;</li> <li>3. Andhra Pradesh Central Power Distribution Corporation Limited;</li> <li>4. Andhra Pradesh Central Power Distribution Corporation Limited;</li> <li>5. Dinchang Transmission Limited;</li> <li>6. Baira Siul Sarna Transmission Limited.</li> </ol>	<ol style="list-style-type: none"> <li>1. POWERGRID Parli Transmission Ltd.;</li> <li>2. POWERGRID KPS2 Transmission System Ltd.;</li> <li>3. POWERGRID Khavda II-C Transmission Ltd.;</li> <li>4. POWERGRID Warora Transmission Ltd.;</li> <li>5. POWERGRID Khetri Transmission System Ltd.;</li> <li>6. POWERGRID Khavda II- B Transmission Ltd.;</li> <li>7. POWERGRID Energy Services Ltd.;</li> <li>8. POWERGRID Bikaner Transmission System Ltd.;</li> <li>9. RINL POWERGRID TLT Private Ltd.</li> </ol>

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