



एनर्जी एफिशिएसी 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

ENERGY EFFICIENCY SERVICES LIMITED

Notice of 14th Extra-ordinary General Meeting

Notice is hereby given that 14th Extra-ordinary General Meeting (EGM) of the Members of Energy Efficiency Services Limited will be held on Thursday, the 13th day of March, 2025 at 11:30 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 Special Business: -

Item No. 1

To alter the Clause No. 105 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 vide its meeting held on 13th March, 2025, the consent of the Members of the Company, be and is hereby accorded to alter the Articles of Association of the Energy Efficiency Services Limited (“the Company”), by amending in the existing Article number 105 by insertion of the word ‘Executive’ in the second para read as “The Chairman shall not be below the level of Director of NTPC/POWERGRID” and after the said insertion, the amended text of the second para to be read as “The Chairman shall not be below the level of Executive Director of NTPC/POWERGRID”.

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 filing 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: 13th March, 2025

Place: Noida

कॉर्पोरेट कार्यालय: इंडियन स्टार, पटली नजिल, द अटॉर्बिन
हाउस, एफसी-24 सी, फिल्म सिटी, सेक्टर 16A, नोएडा
201301, उत्तर प्रदेश

संपर्क: 0120-8541800

वेबसाइट: www.eesindia.org

Corporate Office: EESL, 1st Floor, The IKON Tower, FC-24C, Film
City, Sector 16A, Noida – 201301 Uttar Pradesh

Contact: 0120-8541800

Website: www.eesindia.org

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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 14th Extra-ordinary General Meeting (EGM) 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 EGM 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:
 - Link: [Join the meeting now](#)
 - Meeting ID: 483 523 133 765 & Passcode: 95iv9Xc7
 - 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 EGM.
 - c. 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 a physical copy of the same.
 - d. Since this EGM 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 EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.
 - e. The attendance of the Members attending the EGM through VC/OAVM will be counted

कॉर्पोरेट कार्यालय: इंडियागल, पटली नजिल, द आर्टिफिशियल
टाउन, एनएच-24 ती, फिफ्थ फ्लोर, सेक्टर 16ए, नोएडा -
201301, उत्तर प्रदेश

संपर्क: 0120-6541600

वेबसाइट: www.eeslindia.org

Corporate Office: EESL 1st Floor, IndiaGall, Patli Njil, d Artificial

City, Sector 16A, Noida - 201301

Contact: 0120-6541600

Website: www.eeslindia.org



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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.
- g. 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.
- h. Members who need assistance before or during the EGM, can contact us at 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.
- i. 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.
- j. 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.

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

The Board of Directors of Company vide its meeting held on 13th March, 2025 has approved the alteration of Article 105 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 105 of the Articles of Association of the Company has been mentioned below:

Article No.	Present Clause	Proposed Clause after alteration	Reasons for amendment
105	The non - executive Chairman of the Board shall be from amongst the Directors nominated by NTPC and POWERGRID on the Board of the Company and shall be appointed for a period of two years. The Chairman of the Board shall be rotated	The non - executive Chairman of the Board shall be from amongst the Directors nominated by NTPC and POWERGRID on the Board of the Company and shall be appointed for a period of two years. The Chairman of the Board shall be rotated	In order to have more flexibility in appointment of the Chairman and the maximum number of limits of Directorships as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed by all the promoters of the

कॉर्पोरेट कार्यालय: इंदिरापुरम, पटवर्दी नगरपालिका, ए. आर. आर. सिटी
हाउस, एफ.सी-24 सी, फिज्ज मिडी, सेक्टर 16A, नोएडा -
201301, उत्तर प्रदेश

संपर्क: 0120-6541650

वेबसाइट: www.eeslindia.org

Corporate Office: EESL, 1st Floor, The
City, Sector 16A, Noida - 201301, UP

Contact: 0120-6541650

Website: www.eeslindia.org



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<p>amongst POWERGRID and NTPC.</p> <p>The Chairman shall not be below the level of Director of NTPC / POWERGRID.</p> <p>The Chairman shall preside over the meeting of the Board of Directors and the General Meetings of the Company. If the Chairman is not present at a meeting, Directors present in the meeting shall elect one of them to act as Chairman for the purpose of the meeting.</p>	<p>amongst POWERGRID and NTPC.</p> <p>The Chairman shall not be below the level of Executive Director of NTPC / POWERGRID.</p> <p>The Chairman shall preside over the meeting of the Board of Directors and the General Meetings of the Company. If the Chairman is not present at a meeting, Directors present in the meeting shall elect one of them to act as Chairman for the purpose of the meeting.</p>	<p>Company that the Chairman to be appointed by NTPC / POWERGRID can be nominated from 'Executive Directors' instead of from their respective Board of Directors.</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 Extra-ordinary 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. 1 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 except to the extent of their respective interests in the capacity of nominee directors of the Company.

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



[Signature]
**Laxman Aggarwal
 (Company Secretary)**

**Date: 13th March, 2025
 Place: Noida**