

# NOTICE OF 12<sup>TH</sup> ANNUAL GENERAL MEETING



# Notice

**NOTICE** is hereby given that the **12th (TWELVETH) ANNUAL GENERAL MEETING** of the Members of EKI ENERGY SERVICES LIMITED will be held on Friday, 27th day of October, 2023 at 11:30 A.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") for which purposes the registered office of the Company situated at 201, Plot 48, Scheme No. 78, Part II, Vijay Nagar, Indore, M.P., 452010 shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2023, together with the Director's and Auditor's Reports thereon.
2. To appoint a director in place of Ms. Sonali Sheikh (DIN: 08219665), Whole Time Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. Dassani & Associates, Chartered Accountants (FRN: 009096C), as statutory auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Dassani & Associates, Chartered Accountants (ICAI Firm Registration No. 009096C), be and hereby are re-appointed as the statutory auditors of the Company, for a second term of 5 (five) consecutive years to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 17th AGM, on such remuneration plus taxes and re-imbursment as may be determined by the Board of Directors of the Company (including its committees thereof) and statutory auditors in addition to the out-of-pocket expenses as may be incurred by them during the course of the audit;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

## **SPECIAL BUSINESS:**

4. **To approve revision in the remuneration of Mr. Manish Kumar Dabkara (DIN: 03496566), Chairman and Managing Director of the Company.**

**To consider and if thought fit, to pass the following resolutions as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and the Articles of Association of the Company or any other law for the time being in force and on the recommendation of Board of Directors and Nomination and Remuneration Committee, consent of the Shareholders of the Company be and is hereby accorded for entering into an agreement for revision in the remuneration of Mr. Manish Kumar Dabkara (DIN: 03496566), Chairman and Managing Director ('CMD') of the Company, effective from April 1, 2023 till completion of the remaining tenure as CMD i.e. till February 11, 2024, up to Rs. 6,00,00,000 per annum as fixed component and up to Rs. 25,00,00,000 per annum as variable component, upon the terms and conditions as recommended by the Board of Directors and Nomination and Remuneration Committee, and as set out in the statement annexed to the notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 read with Schedule V to the Act, and in the agreement to be entered into between the Company and the CMD, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and CMD;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to revise the remuneration of CMD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the act read with Schedule V thereto, and/or any guidelines prescribed by the government from time to time and the said agreement between the Company and CMD be suitable amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any committee of directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

**5. To approve revision in the remuneration of Mr. Naveen Sharma (DIN: 07351558), Whole Time Director of the Company.**

**To consider and if thought fit, to pass the following resolutions as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and the Articles of Association of the Company or any other law for the time being in force and on the recommendation of Board of Directors and Nomination and Remuneration Committee, consent of the Shareholders of the Company be and is hereby accorded for entering into an agreement for revision in the remuneration of Mr. Naveen Sharma (DIN: 07351558), Whole Time Director (‘WTD’) of the Company, effective from April 1, 2023 till completion of the remaining tenure i.e. till November 4, 2023, up to Rs. 5,00,00,000 per annum as fixed component, upon the terms and conditions as recommended by the Board of Directors and Nomination and Remuneration Committee, and as set out in the statement annexed to the notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of Section 197 read with Schedule V to the Act, and in the agreement to be entered into between the Company and Mr. Naveen Sharma, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and Mr. Naveen Sharma;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to revise the remuneration of Mr. Naveen Sharma from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the act read with Schedule V thereto, and/or any guidelines prescribed by the government from time to time and the said agreement between the Company and Mr. Naveen Sharma be suitable amended to give effect to such modification,

relaxation or variation without any further reference to the members of the Company in general meeting;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution.”

**6. To approve revision in the remuneration of Ms. Sonali Sheikh (DIN: 08219665), Whole Time Director of the Company.**

**To consider and if thought fit, to pass the following resolutions as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and the Articles of Association of the Company or any other law for the time being in force and on the recommendation of Board of Directors and Nomination and Remuneration Committee, consent of the Shareholders of the Company be and is hereby accorded for entering into an agreement for revision in the remuneration of Ms. Sonali Sheikh (DIN: 08219665), Whole Time Director (‘WTD’) of the Company, effective from April 1, 2023 till completion of the remaining tenure i.e. till November 4, 2023, up to Rs. 50,00,000 per annum as fixed component, upon the terms and conditions as recommended by the Board of Directors and Nomination and Remuneration Committee, and as set out in the statement annexed to the notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during her said tenure within the overall limits of Section 197 read with Schedule V to the Act, and in the agreement to be entered into between the Company and Ms. Sonali Sheikh, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and Ms. Sonali Sheikh;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to revise the remuneration of Ms. Sonali Sheikh from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the act read with Schedule V thereto, and/or any guidelines prescribed by the government from time to time and the said agreement

between the Company and Ms. Sonali Sheikh be suitable amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, with power to settle all questions, difficulties or doubts that may arise in this regard as it may in its sole and absolute discretion deems fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution."

**7. To approve the re-appointment of Mr. Naveen Sharma (DIN: 07351558), Whole Time Director of the Company.**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company; and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Naveen Sharma (DIN: 07351558) as Whole Time Director of the Company for a period of 5 (Five) years on expiry of his present tenure i.e., w.e.f., November 4, 2023 till November 3, 2028 on such terms and conditions as approved by the Board of Directors from time to time, upto conclusion of his tenure.

**RESOLVED FURTHER THAT** any of the directors be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**8. To approve the re-appointment of Ms. Sonali Sheikh (DIN: 08219665), Whole Time Director of the Company.**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company; and as per the recommendation of

the Nomination and Remuneration Committee and Board of Directors, consent of the Shareholders of the Company be and is hereby accorded for re-appointment of Ms. Sonali Sheikh (DIN: 08219665) as Whole Time Director of the Company for a period of 5 (Five) years on expiry of her present tenure i.e., w.e.f., November 4, 2023 till November 03, 2028 on such terms and conditions as approved by the Board of Directors from time to time, upto conclusion of her tenure.

**RESOLVED FURTHER THAT** any of the directors be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**9. To approve re-appointment of Mr. Manish Kumar Dabkara (DIN: 03496566), Chairman and Managing Director of the Company.**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the shareholders be and is hereby accorded for re-appointment of Mr. Manish Kumar Dabkara (DIN: 03496566) as Chairman and Managing Director of the Company for a period of 5 (Five) years on expiry of his present tenure i.e., w.e.f., February 11, 2024 till February 10, 2029 on such terms and conditions as approved by the Board of Directors from time to time, upto conclusion of his tenure.

**RESOLVED FURTHER THAT** any of the directors be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**10. To approve Material Related Party Transactions of the Company.**

**To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and

the Company's Policy on Materiality of Related Party Transactions and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to enter into and /or continue the transaction(s), contract(s)/ arrangement(s)/ with M/s GHG Reduction Technologies Private Limited, the Material Subsidiary of the Company and a related party in terms of section 2(76) of the Act and regulation 2(1)(zb) and 2(1)(zc)(i) of the Listing Regulations, on such terms and conditions as mentioned in the explanatory statement to this resolution for the financial year 2023-2024, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** any of the directors be and are hereby severally authorized to sign and execute all such documents and papers as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**Registered Office:**

201, Plot No. 48, Scheme No. 78, Part II  
Vijay Nagar, Indore – 452010, Madhya Pradesh, India

**CIN:** L74200MP2011PLC025904

**Tel. No.:** +91-0731-4289086

**Website:** www.enkingint.org

**E-mail:** cs@enkingint.org

Place: **Indore**

Date: **28.09.2023**

**For and on behalf of the Board of Directors  
EKI Energy Services Limited**

**S/d**

**Mr. Manish Kumar Dabkara**

Chairman and Managing Director

DIN: 03496566

# Notes:

1. Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021, Circular No. 02/2022 dated 05th May, and Circular No. 11/2022 dated December 28, 2022 and Circular No. 09/2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting ("AGM") of companies through Video Conferencing or Other Audio-Visual Means ("VC/OAVM"), without physical presence of the members at a common venue.
2. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the MCA Circulars.
3. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Company's Registrar and Transfer Agents for its Share Registry Work is Bigshare Services Private Limited having office at Office No S6-2, 6th floor Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India.
5. The Company has fixed October 20, 2023 as the cut-off date for identifying the Members who shall be eligible to vote through remote e-voting facility or for participation and voting in the e-AGM. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the closure of business hours on cut-off date shall be entitled to vote on the resolutions through the facility of remote e-voting or participate and vote in the e-AGM.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Voting during the AGM: Members who are present at the e-AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the e-AGM through the e-voting system provided by CDSL on the Video Conferencing platform during the e-AGM.
8. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to the MCA Circular no. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, proxy form and attendance slip including route map are not annexed to the notice.
10. In pursuance of section 112 and section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of board resolution authorizing their representatives to attend and vote at the Annual General Meeting to the Company by sending an e-mail to [cs@enkingint.org](mailto:cs@enkingint.org) with a copy marked to scrutinizer at [partner@cs-ama.com](mailto:partner@cs-ama.com) by quoting the concerned DP ID and Client ID.
11. In line with the MCA Circular no. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.enkingint.org](http://www.enkingint.org). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM through VC/OAVM upon login to CDSL e-Voting system. All above documents will also be available electronically for inspection upto the date of AGM. Members seeking to inspect such documents can send an email to [cs@](mailto:cs@)

enkingint.org

13. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto.
14. Mr. Aditya Agarwal (Membership No. ACS 57913, COP No. 22030) partner of M/s. Agrawal Mundra & Associates, Practicing Company Secretaries, Indore appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
15. The scrutinizer shall submit a consolidated report on the total votes cast in favour of or against, if any, on each of the resolutions set out in this notice, not later than 2 working days from the conclusion of the AGM, to the Chairman of the Company. The Chairman or any other person authorised by the Chairman shall declare the results of the voting forthwith.
16. The results declared along with the scrutinizer's report shall be placed on the Company's website [www.enkingint.org](http://www.enkingint.org) and website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com) not later than 48 hours of the conclusion of the meeting.
17. Subject to the receipt of requisite number of votes, the resolutions as set out in this Notice shall be deemed to be passed on the date of the AGM i.e. October 27, 2023
18. Pursuant to sections 101 and 136 of the Act read with Companies (Management and Administration) Rules, 2014 and SEBI (LODR), the annual report of the Company is required to be sent through email to those members whose email address is registered and in physical form to those members who have not registered their email address. However, as permitted by SEBI and MCA, the notice of the AGM along with the annual report 2022-23 is being sent only through electronic mode to those members whose email address is registered with the Company/ Depositories. Members may note that the notice of AGM and annual report 2022-23 are also available on the Company's website [www.enkingint.org](http://www.enkingint.org), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-

individual shareholders in demat mode.

The voting period begins on Tuesday, October 24, 2023 at 9:00 A.M. and ends on Thursday, October 26, 2023 at 5:00 P.M. During this period shareholders of the Company, holding shares in dematerialized form, as on, Friday, October 20, 2023 (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at e-AGM.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Types of Shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP).</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits

Client ID,

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the dividend bank details field.</li> </ul>

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vi) Click on the "RESOLUTIONS FILE LINK" if you wish to

view the entire Resolution details.

(vii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(x) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xii) Additional facility for non - individual shareholders and custodians -for remote voting only.

- Non-Individual shareholders (i.e. other than Individuals,

HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.

- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@enkingint.org](mailto:cs@enkingint.org), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email. Please note that members question will be answered only if they continue to hold the shares as of the closing hours on cut-off date.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [evoting@cdslindia.com](mailto:evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

# Statement Pursuant To Section 102(1) Of The Companies Act, 2013

## Item No. 3

### **To re-appoint M/s. Dassani & Associates, Chartered Accountants (FRN: 009096C), as statutory auditors of the Company and fix their remuneration**

The Shareholders of the Company at the 02nd Extraordinary General Meeting held on September 06, 2023 approved appointment of M/s Dassani & Associates, Chartered Accountant (FRN: 009096C) as Joint Statutory Auditors of the Company for FY 2022-23 to hold office till the conclusion of this 12th Annual General Meeting of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, recommends

re-appointment of M/s Dassani & Associates, Chartered Accountant (FRN: 009096C) as the statutory auditors of the Company for a second term of five years from the conclusion of this AGM till the conclusion of the 17th AGM. The Audit Committee and the Board considered the eligibility, capability to serve given the business of the Company, market standing of the firm, clientele served, technical knowledge etc. and found M/s Dassani & Associates best suited for the Company.

M/s. Dassani & Associates was established 38 years ago and is empaneled with Comptroller & Auditor General of India (CAG), Reserve Bank of India, MCX, Income Tax Department and Securities and Exchange Board of India (SEBI). The Firm is having rich and varied experience in Financial Planning and Consultancy, Equity and Debt syndication, Taxation consultancy for Direct and Indirect Taxes, Audit services including Forensic, CA and Special Audit, Due Diligence, Valuation services, Consultancy for Merger, Demerger and Acquisition Consultancy for Start-ups etc.

M/s. Dassani & Associates have given their consent to act as the Auditors of the Company and have confirmed that the said appointment if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

### **Remuneration paid to M/s Dassani & Associates are as follows:**

The audit fee paid for the financial year 2022-23 amounted to Rs. 27,50,000/-.

The board, following the audit committee's suggestion, has proposed an audit fee of Rs. 27,50,000/- for the financial year 2023-24. Additionally, subsequent increase shall be decided by the board and audit committee.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the resolution except to the extent of their shareholding, if any.

The Board recommends the Resolution at Item No. 3 an

Ordinary Resolution for your approval.

## Item No. 4

### **To approve revision in the remuneration of Mr. Manish Kumar Dabkara (DIN: 03496566), Chairman and Managing Director of the Company.**

Considering the performance of the Company and contribution of Mr. Manish Kumar Dabkara to the growth, operations and profitability of the Company. The Board of Directors of the Company as part of the annual revision, approved revision in the remuneration of Mr. Manish Kumar Dabkara, with effect from April 1, 2023.

The said revision in remuneration, has also been duly recommended and approved by the Nomination and Remuneration Committee ('NRC') and Board of Directors respectively at its meeting held on Saturday, September 23, 2023.

The NRC has recommended the revision in the remuneration as: upto Rs. 6,00,00,000 (Rupees Six Crore Only) per annum as fixed component and up to Rs. 25,00,00,000 (Rupees Twenty-Five Crores Only) per annum as variable component with effect from April 1, 2023, for the approval of the Members till expiry of his tenure.

The variable component of the remuneration to Rs. 25,00,00,000 (Rupees Twenty-Five Crore Only) per annum is only an enabling resolution providing authority to the Board/ NRC to decide on the salary payable to Mr. Manish Kumar Dabkara upto the said limit, from time to time.

### **1. Salary**

In the pay scale of upto Rs. 6,00,00,000 (Rupees Six Crore Only) per annum as fixed component in CTC and up to Rs. 25,00,00,000 (Rupees Twenty-Five Crore Only) per annum as variable component in CTC including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, etc. with such annual increments/increases as may be recommended by the NRC and approved by the Board of Directors from time to time.

Subject to any statutory ceiling's, annual performance pay will be fixed upto Rs. 6,00,00,000 (Rupees Six Crores Only) per annum over and above of the same shall be payable additionally based on the Company's performance from time to time and as may be determined by the NRC and Board.

### **2. Perquisites:**

- i. Company's contribution to provident fund to the extent not taxable under the Income Tax Act.
- ii. Gratuity as per the rules of the Company.
- iii. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- iv. Reimbursement of medical expenses incurred

for himself and his family as per the rules of the Company.

- v. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.
- vi. Free use of Company's car fully maintained by the Company for official as well as private purpose or car allowance in lieu of the Company car.
- vii. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- viii. Membership of club, fees for which will be paid by the Company.
- ix. Telephone and other communication facilities as per rules of the Company.
- x. Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, performance pay, perquisites, benefits and facilities as the NRC/Board of Directors from time to time may decide.

### **3. Valuation of perquisites:**

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

### **4. Bonus/Stock Options:**

Bonus for the financial year, at the discretion of the board.

Stock options as per the scheme framed by the Company.

### **5. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

### **6. Computation of ceiling**

The following shall not be included in the computation of perquisites for the purposes of the ceiling, in the manner provided in Schedule V to the Companies Act, 2013:

- a) Contribution to provident fund referred to in para 2 above.

b) Gratuity payable as per para 2 above.

c) Encashment of leave as per para 2 above.

Approval is also sought in terms of regulation 17 (6) (e) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') as Mr. Manish Kumar Dabkara, Chairman and Managing Director is an Executive Director who is a promoter and the remuneration proposed to be paid:

- a. exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or
- b. the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company

Mr. Manish Kumar Dabkara, Chairman and Managing Director is interested in the resolution set out at Item no. 4 of the notice with regard to his increase in remuneration as a Chairman and Managing Director and also interested to the extent of his shareholding interest in the Company.

The Promoter and Promoter Group, Ms. Vidhya Dabkara, Ms. Priyanka Dabkara (Wife), Ms. Priyanka Dabkara (sister), Ms. Shweta Bhaveshkumar Porwal being relatives of Mr. Manish Kumar Dabkara, may be deemed to be interested in resolution to the extent of their shareholding interest in the Company.

Save and except the above none of the other Director/ Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.

The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013.

## **I. GENERAL INFORMATION**

1. Nature of industry: The Company is engaged in the business of developing and supplying carbon credit.
2. Date or expected date of commencement of commercial production: The Company had started its business on May 03, 2011.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable**

**4. Financial performance based on given indicators:**

(₹ In Lakh)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
<b>Income</b>				
Revenue from Operation	1,25,840.65	1,80,011.77	1,28,644.65	1,80,142.40
Other Income	1,266.25	130.34	1,287.24	130.63
Total Revenue	1,27,106.90	1,80,142.11	1,29,931.89	1,80,131.43
<b>Profit before finance cost, depreciation &amp; amortization, and tax.</b>	16,535.6	<b>51,726.22</b>	17,523.87	<b>51,696.7</b>
Less: Finance Cost	545.86	59.53	566.03	60.34
Less: Depreciation and amortization expenses	275.46	90.75	397.62	96.27
<b>Profit before tax</b>	15,714.28	<b>51,575.94</b>	16,560.22	<b>51,540.09</b>
<b>Less: Tax Expenses</b>				
Current Tax	3,714.36	13,247.19	4,561.45	13,247.19
Deferred Tax (Assets/Liability)	32.99	(13.71)	34.14	(13.65)
<b>Profit for the year</b>	11,966.94	<b>38,342.46</b>	11,964.63	<b>38,306.55</b>
Other Comprehensive Income	(9.42)	(15.08)	(9.42)	(15.08)
<b>Total Comprehensive Income</b>	11,957.52	<b>38,327.38</b>	11,955.21	<b>38,291.47</b>
Earning per equity share				
Basic	43.46	139.42	43.46	139.29
Diluted	43.27	139.10	43.24	138.97

**5. Foreign Investments or Collaborators if any: N.A****II. INFORMATION ABOUT THE APPOINTEE**

- Background Details:** Mr. Manish Kumar Dabkara is a Certified Energy Auditor & Manager under Govt. of India's - Bureau of Energy Efficiency (Ministry of Power). He also has certifications in quality and management from IIM-A, IIM Indore, CII and GIZ, in addition to a Masters in Technology in Energy Management.
- Past Remuneration:** The total remuneration including perquisites paid to Mr. Manish Kumar Dabkara during the period April 01, 2021 to March 31, 2022 and April 01, 2022 to March 31, 2023 was Rs.5760001 & Rs.5760001 respectively.
- Recognition or awards:** Mr. Manish has been elected as member of the State Council (MP) of Confederation of Indian Industry (CII) for 2022-23, he continues to be among Fortune's 40Under40 for the year 2023.
- Job Profile and his suitability:** Mr. Manish Kumar Dabkara is the Chairman and Managing Director of EKI Energy Services Ltd. He is the promoter of the Company. Under his leadership, EKI has grown to not only within India but globally also, Today, the company has over 3500 clients across 40+ countries globally
- Remuneration Proposed:** As stated in the explanatory statement at item no. 4 of the notice.
- Comparative remuneration profile with respect**

**to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of the appointee, the remuneration proposed is commensurate with the job profile i.e his expertise and knowledge in carbon industry.

- Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mr. Manish Kumar Dabkara is the promoter of the Company and he is holding 51.39 % shares of the Company. Apart from this, he doesn't have any other pecuniary transactions with Company except by way of drawing remuneration during employment with the Company. Mr. Manish Kumar Dabkara is interested as a Chairman and Managing Director and also interested to the extent of his shareholding interest in the Company.

**III. OTHER INFORMATION**

- Reasons of loss or inadequate profits:** external and unexpected circumstances beyond the control of management, viz, demand & supply factors in market, general economic meltdown, fluctuation in price of carbon credits, sharp volatility in the prices of carbon credits and other factors putting pressure on profits of the Company.
- Steps taken or proposed to be taken for improvement:** Company has taken the following steps

for improvement in performance:

- (i) Development of new markets
- (ii) Focus on new area of market
- (iii) Training program for employees
- (iv) Continuous cost reduction

**3. Expected increase in productivity and profits in measurable terms:** With the aforesaid measures taken by the Company, profitability of the Company is expected to increase in coming years.

#### IV. DISCLOSURES

The required disclosures have been made in Report on Corporate Governance forms part of this Report.

Mr. Manish Kumar Dabkara, Chairman and Managing Director is interested in the resolution set out at **Item no. 4** of the notice with regard to revision in his remuneration and also interested to the extent of his shareholding interest in the Company.

The Promoter and Promoter Group, Ms. Vidhya Dabkara, Ms. Priyanka Dabkara (Wife), Ms. Priyanka Dabkara (sister), Ms. Shweta Bhaveshkumar Porwal being relatives of Mr. Manish Kumar Dabkara, may be deemed to be interested in resolution to the extent of their shareholding interest in the Company.

Save and except the above none of the other Director/ Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends resolution, as set out in **item no. 4** of the notice for approval of the members by way of **Special Resolution**.

#### Item No. 5

**To approve revision in the remuneration of Mr. Naveen Sharma (DIN: 07351558), Whole Time Director of the Company.**

Considering the performance of the Company and contribution of Mr. Naveen Sharma to the growth, operations and profitability of the Company. The Board of Directors of the Company as part of the annual revision, approved revision in the remuneration of Mr. Naveen Sharma, with effect from April 1, 2023.

The said revision in remuneration, has also been duly recommended and approved by the Nomination and Remuneration Committee ('NRC') and Board of Directors respectively at its meeting held on Thursday, September 28, 2023.

The NRC has recommended the revision in the remuneration as: upto Rs. 5,00,00,000 (Rupees Five Crore Only) per annum as fixed component with effect from April 1, 2023, for the approval of the Members till expiry of his tenure.

#### 1. Salary

In the pay scale of up to Rs. 5,00,00,000 (Rupees Five Crore Only) per annum as fixed component in CTC including allowances such as House Rent Allowance,

Leave Travel Allowance, Special Allowance, etc. with such annual increments/increases as may be approved by the Board of Directors from time to time, subject to any statutory ceiling's.

#### 2. Perquisites:

The Company's contribution toward perquisites shall be in addition to the basic salary mentioned under (1) above, and as per the limits prescribed under the applicable laws.

- a. Company's contribution to provident fund to the extent not taxable under the Income Tax Act.
- b. Gratuity as per the rules of the Company.
- c. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- d. Reimbursement of medical expenses incurred for himself and his family as per the rules of the Company.
- e. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.
- f. Free use of Company's car fully maintained by the Company for official as well as private purpose or car allowance in lieu of the Company car.
- g. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- h. Membership of club, fees for which will be paid by the Company.
- i. Telephone and other communication facilities as per rules of the Company.
- j. Subject to any statutory ceiling/s, the Whole Time Director may be given any other allowances, performance pay, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

#### 3. Valuation of perquisites:

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

#### 4. Bonus/Stock Options:

Bonus for the financial year, at the discretion of the board.

Stock options as per the scheme framed by the Company.

#### 5. Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

#### 6. Computation of ceiling:

The following shall not be included in the computation of perquisites for the purposes of the ceiling, in the manner provided in Schedule V to the Companies Act, 2013:

- Contribution to provident fund referred to in para 2 above.
- Gratuity payable as per para 2 above.
- Encashment of leave as per para 2 above.

Approval is also sought in terms of regulation 17 (6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as Mr. Naveen Sharma, Whole Time Director is an Executive Director who belongs to the promoter group and the remuneration proposed to be paid:

- exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or

#### 4. Financial performance based on given indicators:

(₹ In Lakh)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
<b>Income</b>				
Revenue from Operation	1,25,840.65	1,80,011.77	1,28,644.65	1,80,142.40
Other Income	1266.25	130.34	1287.24	130.63
Total Revenue	1,27,106.90	1,80,142.11	1,29,931.89	1,80,131.43
<b>Profit before finance cost, depreciation &amp; amortization, and tax</b>	16,535.6	<b>51,726.22</b>	17,523.87	<b>51,696.7</b>
Less: Finance Cost	545.86	59.53	566.03	60.34
Less: Depreciation and amortization expenses	275.46	90.75	397.62	96.27
<b>Profit before tax</b>	15,714.28	<b>51,575.94</b>	16,560.22	<b>51,540.09</b>
<b>Less: Tax Expenses</b>				
Current Tax	3,714.36	13,247.19	4,561.45	13,247.19
Deferred Tax (Assets/Liability)	32.99	(13.71)	34.14	(13.65)
<b>Profit for the year</b>	11,966.94	<b>38,342.46</b>	11,964.63	<b>38,306.55</b>
Other Comprehensive Income	(9.42)	(15.08)	(9.42)	(15.08)
<b>Total Comprehensive Income</b>	11,957.52	<b>38,327.38</b>	11,955.21	<b>38,291.47</b>
Earning per equity share				
Basic	43.46	139.42	43.46	139.29
Diluted	43.27	139.10	43.24	138.97

#### 5. Foreign Investments or Collaborators if any: N.A

#### II. INFORMATION ABOUT THE APPOINTEE

- Background Details:** Mr. Naveen Sharma has been associated with EKI for over 12 years and is responsible for running major facets of the business of the Company. Mr. Naveen Sharma holds an MBA degree and specialization in upstream asset management and along with vast work experience.
- Past Remuneration:** The total remuneration including perquisites paid to Mr. Naveen Sharma during the period April 01, 2021 to March 31, 2022 and April 01, 2022 to March 31, 2023 was Rs. 30,000,000/- & Rs. 39,900,001/- respectively.
- Recognition or awards:** Nil.

- the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company

The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013.

#### I. GENERAL INFORMATION

- Nature of industry:** The Company is engaged in the business of developing and supplying carbon credit.
- Date or expected date of commencement of commercial production:** The Company had started its business on May 03, 2011.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

4. **Job Profile and his suitability:** At EKI, he is responsible for leading the Carbon Offsets Trading department.
5. **Remuneration Proposed:** As stated in the explanatory statement at item no. 5 of the notice.
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of the appointee, the remuneration proposed is commensurate with the job profile i.e his expertise and knowledge in carbon industry.
7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mr. Naveen Sharma is part of the promoter group of the Company and he is holding 0.51 % shares of the Company. Apart from this, he doesn't have any other pecuniary transactions with Company except by way of drawing remuneration during employment with the Company.

Mr. Naveen Sharma is interested as a Whole Time Director and also interested to the extent of his shareholding interest in the Company.

### III. OTHER INFORMATION

1. **Reasons of loss or inadequate profits:** external and unexpected circumstances beyond the control of management, viz, demand & supply factors in market, general economic meltdown, fluctuation in price of carbon credits, sharp volatility in the prices of carbon credits and other factors putting pressure on profits of the Company.
2. **Steps taken or proposed to be taken for improvement:** Company has taken the following steps for improvement in performance:
  - (i) Development of new markets
  - (ii) Focus on new area of market
  - (iii) Training program for employees
  - (iv) Continuous cost reduction
3. **Expected increase in productivity and profits in measurable terms:** With the aforesaid measures taken by the Company, profitability of the Company is expected to increase in coming years.

### IV. DISCLOSURES

The required disclosures have been made in Report on Corporate Governance forms part of Director's Report. Mr. Naveen Sharma is interested in the resolution set out at item no. 5 of the Notice with regard to revision in his remuneration and also interested to the extent of his shareholding interest in the Company.

Save and except the above none of the other Director/ Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends resolution, as set out in item no. 5 of the notice for approval of the members by way of Special Resolution.

### Item No. 6

#### **To approve revision in the remuneration of Ms. Sonali Sheikh (DIN: 08219665), Whole Time Director of the Company.**

Considering the performance of the Company and contribution of Ms. Sonali Sheikh to the development and management of people, administration and quality management Systems. The Board of Directors of the Company as part of the annual revision, approved revision in the remuneration of Ms. Sonali Sheikh, with effect from April 1, 2023.

The said revision in remuneration, has also been duly recommended and approved by the Nomination and Remuneration Committee ('NRC') and Board of Directors respectively at its meeting held on Thursday, September 28, 2023.

The NRC has recommended the revision in the remuneration as: upto Rs. 50,00,000 (Rupees Fifty Lakhs Only) per annum as fixed component with effect from April 1, 2023, for the approval of the Members till expiry of her tenure.

#### **1. Salary**

In the pay scale of up to Rs. 50,00,000 (Rupees Fifty Lakhs Only) per annum as fixed component in CTC including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, etc. with such annual increments/increases as may be approved by the Board of Directors from time to time, subject to any statutory ceiling's.

#### **2. Perquisites:**

The Company's contribution toward perquisites shall be in addition to the basic salary mentioned under (1) above, and as per the limits prescribed under the applicable laws.

- a. Company's contribution to provident fund to the extent not taxable under the Income Tax Act.
- b. Gratuity as per the rules of the Company.
- c. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- d. Reimbursement of medical expenses incurred for herself and her family as per the rules of the Company.
- e. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.
- f. Free use of Company's car fully maintained by the Company for official as well as private purpose or car allowance in lieu of the Company car.
- g. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- h. Membership of club, fees for which will be paid by the Company.
- i. Telephone and other communication facilities as per rules of the Company.



- j. Subject to any statutory ceiling/s, the Whole Time Director may be given any other allowances, performance pay, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

### 3. Valuation of perquisites:

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

### 4. Bonus/Stock Options:

Bonus for the financial year, at the discretion of the board.

Stock options as per the scheme framed by the Company.

### 5. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

### 6. Computation of ceiling

The following shall not be included in the computation of perquisites for the purposes of the ceiling, in the manner provided in Schedule V to the Companies Act, 2013:

- a) Contribution to provident fund referred to in para 2

above.

- b) Gratuity payable as per para 2 above.  
c) Encashment of leave as per para 2 above.

Approval is also sought in terms of regulation 17 (6) (e) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as Ms. Sonali Sheikh, Whole Time Director is an Executive Director who belongs to the promoter group and the remuneration proposed to be paid:

- a. exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or  
b. the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

**The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013.**

### I. GENERAL INFORMATION

1. **Nature of Industry:** The Company is engaged in the business of developing and supplying carbon credit.  
2. **Date or expected date of commencement of commercial production:** The Company had started its business on May 03, 2011.  
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

### 4. Financial performance based on given indicators:

(₹ In Lakh)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
<b>Income</b>				
Revenue from Operation	1,25,840.65	1,80,011.77	1,28,644.65	1,80,142.40
Other Income	1,266.25	130.34	1,287.24	130.63
Total Revenue	1,27,106.90	1,80,142.11	1,29,931.89	1,80,131.43
<b>Profit before finance cost, depreciation &amp; amortization, and tax</b>	16,535.6	<b>51,726.22</b>	17,523.87	<b>51,696.7</b>
Less: Finance Cost	545.86	59.53	566.03	60.34
Less: Depreciation and amortization expenses	275.46	90.75	397.62	96.27
<b>Profit before tax</b>	15,714.28	<b>51,575.94</b>	16,560.22	<b>51,540.09</b>
<b>Less: Tax Expenses</b>				
Current Tax	3714.36	13,247.19	4,561.45	13,247.19
Deferred Tax (Assets/Liability)	32.99	(13.71)	34.14	(13.65)
<b>Profit for the year</b>	11,966.94	<b>38,342.46</b>	11,964.63	<b>38,306.55</b>
Other Comprehensive Income	(9.42)	(15.08)	(9.42)	(15.08)
<b>Total Comprehensive Income</b>	11,957.52	<b>38,327.38</b>	11,955.21	<b>38,291.47</b>
Earning per equity share				
Basic	43.46	139.42	43.46	139.29
Diluted	43.27	139.10	43.24	138.97

## 5. Foreign Investments or Collaborators if any: N.A

## II. INFORMATION ABOUT THE APPOINTEE

- 1. Background Details:** Ms. Sonali Sheikh has more than 10 years of experience in the field of People Management, Administration and Quality Management Systems. Ms Sonali Sheikh holds a degree of Master of Business Administration in Marketing and Finance from Amity University.
- 2. Past Remuneration:** The total remuneration including perquisites paid to Ms. Sonali Sheikh during the period April 01, 2021 to March 31, 2022 and April 01, 2022 to March 31, 2023 was Rs. 1,500,000/- & Rs. 3,150,000/- respectively.
- 3. Recognition or awards:** Nil.
- 4. Job Profile and his suitability:** Ms. Sonali Sheikh, leads human resource, administration & quality management at EKI. She oversees the functioning of employee relations, performance management, training & development and talent management at the Company.
- 5. Remuneration Proposed:** As stated in the explanatory statement at item no. 6 of the notice.
- 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of the appointee, the remuneration proposed is commensurate with the job profile i.e her expertise and knowledge in performance management, training & development and talent management at the Company.
- 7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Ms. Sonali Sheikh is part of the promoter group of the Company and she is holding 0.51% shares of the Company. Apart from this, she doesn't have any other pecuniary transactions with Company except by way of drawing remuneration during employment with the Company. Ms. Sonali Sheikh is interested as a Whole Time Director and also interested to the extent of her shareholding interest in the Company.

## III. OTHER INFORMATION

- 1. Reasons of loss or inadequate profits:** external and unexpected circumstances beyond the control of management, viz, demand & supply factors in market, general economic meltdown, fluctuation in price of carbon credits, sharp volatility in the prices of carbon credits and other factors putting pressure on profits of the Company.
- 2. Steps taken or proposed to be taken for improvement:** Company has taken the following steps for improvement in performance:
  - (i) Development of new markets
  - (ii) Focus on new area of market
  - (iii) Training program for employees

(iv) Continuous cost reduction

- 3. Expected increase in productivity and profits in measurable terms:** With the aforesaid measures taken by the Company, profitability of the Company is expected to increase in coming years.

## IV. DISCLOSURES

The required disclosures have been made in Report on Corporate Governance forms part of Director's Report

Brief profile and requisite information in terms of regulation 36 of the Listing Regulations read with Secretarial Standard-2 issued by ICSI is provided as an Annexure to this Notice

Ms. Sonali Sheikh is interested in the resolution set out at item no. 6 of the Notice with regard to revision in her remuneration and also interested to the extent of his shareholding interest in the Company.

**Save and except the above none of the other Director/ Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.**

**The Board of Directors recommends resolution, as set out in item no. 6 of the notice for approval of the members by way of Special Resolution.**

## Item No. 7

### **To approve the re-appointment of Mr. Naveen Sharma (DIN: 07351558), Whole Time Director of the Company**

Pursuant to the provisions of sections 196, 197, 203 and schedule V of the Companies Act, 2013 read with the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Board of Directors propose the re-appointment of Mr. Naveen Sharma (DIN: 07351558), as a Whole Time Director of the Company for period of 5 (Five) years on expiry of his present tenure i.e., w.e.f., November 4, 2023 till November 3, 2028.

Mr. Naveen Sharma, who currently serves as the Whole Time Director of the Company has been associated with EKI for over 12 years, he is responsible for running major facets of the business of the Company. Mr. Naveen Sharma holds an MBA degree and specialization in upstream asset management and along with vast work experience. At EKI, he is responsible for leading the Carbon Offsets Trading department.

Mr. Naveen Sharma was appointed as director on the Board of the Company on November 27, 2015, Mr. Naveen Sharma, assumed his role as Whole Time Director on November 5, 2020, with an initial term of three years. And his current tenure as Whole Time Director is set to conclude on November 4, 2023.

Considering Mr. Naveen Sharma's significant and commendable contributions to the growth, operational

efficiency, and profitability of our company and based on the recommendation of Nomination and Remuneration Committee ('NRC'), and Board directors it is proposed before the members to consider and approve re-appointment Mr. Naveen Sharma as Whole Time Director for an additional term of five years.

The above proposal, has also been duly recommended and approved by the NRC and Board of Directors respectively at its meeting held on Thursday, September 28, 2023.

Reappointment to be made on the following terms and conditions:

#### **1. Salary**

In the pay scale of up to Rs. 5,00,00,000 (Rupees Five Crore Only) per annum as fixed component in CTC including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, etc. with such annual increments/increases as may be approved by the Board of Directors from time to time, subject to any statutory ceiling's.

#### **2 Perquisites:**

The Company's contribution toward perquisites shall be in addition to the basic salary mentioned under (1) above, and as per the limits prescribed under the applicable laws.

- a. Company's contribution to provident fund to the extent not taxable under the Income Tax Act.
- b. Gratuity as per the rules of the Company.
- c. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- d. Reimbursement of medical expenses incurred for himself and his family as per the rules of the Company.
- e. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.
- f. Free use of Company's car fully maintained by the Company for official as well as private purpose or car allowance in lieu of the Company car.
- g. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- h. Membership of club, fees for which will be paid by the Company.
- i. Telephone and other communication facilities as per rules of the Company.
- j. Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, performance pay, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

#### **3. Valuation of perquisites:**

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of

any such rules, shall be valued at actual cost.

#### **4. Bonus/Stock Options:**

Bonus for the financial year, at the discretion of the board.

Stock options as per the scheme framed by the Company.

#### **5. Minimum remuneration:**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

#### **6. Computation of ceiling:**

The following shall not be included in the computation of perquisites for the purposes of the ceiling, in the manner provided in Schedule V to the Companies Act, 2013:

- a. Contribution to provident fund referred to in para 2 above.
- b. Gratuity payable as per para 2 above.
- c. Encashment of leave as per para 2 above.

The terms and conditions of the said re-appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit within the maximum amount payable to the Whole Time Director in accordance with the provisions of the Act, or any amendments made therein.

Approval is also sought in terms of regulation 17 (6) (e) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as Mr. Naveen Sharma, Whole Time Director is an Executive Director who belongs to the promoter group and the remuneration proposed to be paid:

- a. exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or
- b. the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company

The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013.

#### **I. GENERAL INFORMATION**

**1. Nature of industry:** The Company is engaged in the business of developing and supplying carbon credit.

**2. Date or expected date of commencement of commercial production:** The Company had started its business on May 03, 2011.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

#### 4. Financial performance based on given indicators:

(₹ In Lakh)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
<b>Income</b>				
Revenue from Operation	1,25,840.65	1,80,011.77	1,28,644.65	1,80,142.40
Other Income	1,266.25	130.34	1287.24	130.63
Total Revenue	1,27,106.90	1,80,142.11	1,29,931.89	1,80,131.43
<b>Profit before finance cost, depreciation &amp; amortization, and tax</b>	16,535.6	<b>51,726.22</b>	17,523.87	<b>51,696.7</b>
Less: Finance Cost	545.86	59.53	566.03	60.34
Less: Depreciation and amortization expenses	275.46	90.75	397.62	96.27
<b>Profit before tax</b>	15,714.28	<b>51,575.94</b>	16,560.22	<b>51,540.09</b>
<b>Less: Tax Expenses</b>				
Current Tax	3,714.36	13,247.19	4,561.45	13,247.19
Deferred Tax (Assets/Liability)	32.99	(13.71)	34.14	(13.65)
<b>Profit for the year</b>	11,966.94	<b>38,342.46</b>	11,964.63	<b>38,306.55</b>
Other Comprehensive Income	(9.42)	(15.08)	(9.42)	(15.08)
<b>Total Comprehensive Income</b>	11,957.52	<b>38,327.38</b>	11,955.21	<b>38,291.47</b>
Earning per equity share				
Basic	43.46	139.42	43.46	139.29
Diluted	43.27	139.10	43.24	138.97

#### 5. Foreign Investments or Collaborators if any: N.A

#### II. INFORMATION ABOUT THE APPOINTEE

- 1. Background Details:** Mr. Naveen Sharma has been associated with EKI for over 12 years and is responsible for running major facets of the business of the Company. Mr. Naveen Sharma holds an MBA degree and specialization in upstream asset management and along with vast work experience.
- 2. Past Remuneration:** The total remuneration including perquisites paid to Mr. Naveen Sharma during the period April 01, 2021 to March 31, 2022 and April 01, 2022 to March 31, 2023 was Rs. 30,000,000/- & Rs. 39,900,001/- respectively.
- 3. Recognition or awards:** Nil.
- 4. Job Profile and his suitability:** At EKI, he is responsible for leading the Carbon Offsets Trading department.
- 5. Remuneration Proposed:** As stated in the explanatory statement at item no. 7 of the notice.
- 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of the appointee, the remuneration proposed is commensurate with the job profile i.e his expertise and knowledge in carbon industry.

#### 7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Mr. Naveen Sharma is part of the promoter group of the Company and he is holding 0.51 % shares of the Company. Apart from this, he doesn't have any other pecuniary transactions with Company except by way of drawing remuneration during employment with the Company.

Mr. Naveen Sharma is interested as a Whole Time Director and also interested to the extent of his shareholding interest in the Company.

#### III. OTHER INFORMATION

- Reasons of loss or inadequate profits: external and unexpected circumstances beyond the control of management, viz, demand & supply factors in market, general economic meltdown, fluctuation in price of carbon credits, sharp volatility in the prices of carbon credits and other factors putting pressure on profits of the Company.
- Steps taken or proposed to be taken for improvement: Company has taken the following steps for improvement in performance:
  - Development of new markets
  - Focus on new area of market
  - Training program for employees
  - Continuous cost reduction

3. Expected increase in productivity and profits in measurable terms: With the aforesaid measures taken by the Company, profitability of the Company is expected to increase in coming years.

#### IV. DISCLOSURES

The required disclosures have been made in Report on Corporate Governance forms part of Director's Report

Brief profile and requisite information in terms of regulation 36 of the Listing Regulations read with Secretarial Standard-2 issued by ICSI is provided as an Annexure to this Notice.

Mr. Naveen Sharma is interested in the resolution set out at item no. 7 of the Notice with regard to his reappointment as a Whole Time Director and also interested to the extent of his shareholding interest in the Company.

Save and except the above none of the other Director/ Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends resolution, as set out in item no. 7 of the notice for approval of the members by way of Special Resolution.

#### Item No. 8

To approve the re-appointment of Ms. Sonali Sheikh (DIN: 08219665), Whole Time Director of the Company.

Pursuant to the provisions of sections 196, 197, 203 and schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Board of Directors propose the re-appointment of Ms. Sonali Sheikh (DIN: 08219665), as a Whole Time Director of the Company for period of 5 (Five) years on expiry of her present tenure i.e., w.e.f., November 4, 2023 till November 3, 2028.

Ms. Sonali Sheikh, who currently serves as the Whole Time Director of our Company, has more than 10 years of experience in the field of People Management, Administration and Quality Management Systems. Ms. Sonali Sheikh holds a degree of Master of Business Administration in Marketing and Finance from Amity University. Ms. Sonali Sheikh, leads human resource, administration & quality management at EKI. She oversees the functioning of employee relations, performance management, training & development and talent management at the Company.

Ms. Sonali Sheikh was appointed as director on the Board of the Company on September 10, 2018, Ms. Sonali Sheikh, assumed her role as Whole Time Director on November 5, 2020, with an initial term of three years. And her current tenure as Whole Time Director is set to conclude on November 4, 2023.

Considering Ms. Sonali Sheikh's significant and

commendable contributions to the growth, operational efficiency, and profitability of our company and based on the recommendation of Nomination and Remuneration Committee ('NRC'), and Board directors it is proposed before the members to consider and approve re-appointment Ms. Sonali Sheikh as Whole Time Director for an additional term of five years.

The above proposal, has also been duly recommended and approved by the NRC and Board of Directors respectively at its meeting held on Thursday, September 28, 2023.

Reappointment to be made on the following terms and conditions:

#### 1. Salary

In the pay scale of up to Rs. 50,00,000 (Rupees Fifty Lakhs Only) per annum as fixed component in CTC including allowances such as House Rent Allowance, Leave Travel Allowance, Special Allowance, etc. with such annual increments/increases as may be approved by the Board of Directors from time to time, subject to any statutory ceiling's.

#### 2. Perquisites:

The Company's contribution toward perquisites shall be in addition to the basic salary mentioned under (1) above, and as per the limits prescribed under the applicable laws.

- a. Company's contribution to provident fund to the extent not taxable under the Income Tax Act.
- b. Gratuity as per the rules of the Company.
- c. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- d. Reimbursement of medical expenses incurred for herself and her family as per the rules of the Company.
- e. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.
- f. Free use of Company's car fully maintained by the Company for official as well as private purpose or car allowance in lieu of the Company car.
- g. Reimbursement of entertainment expenses incurred in the course of business of the Company.
- h. Membership of club, fees for which will be paid by the Company.
- i. Telephone and other communication facilities as per rules of the Company.
- j. Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, performance pay, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

#### 3. Valuation of perquisites:

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of

any such rules, shall be valued at actual cost.

#### 4. Bonus/Stock Options:

Bonus for the financial year, at the discretion of the board.

Stock options as per the scheme framed by the Company.

#### 5. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

#### 6. Computation of ceiling

The following shall not be included in the computation of perquisites for the purposes of the ceiling, in the manner provided in Schedule V to the Companies Act, 2013:

- Contribution to provident fund referred to in para 2 above.
- Gratuity payable as per para 2 above.
- Encashment of leave as per para 2 above.

The terms and conditions of the said re-appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem

fit within the maximum amount payable to the Whole Time Director in accordance with the provisions of the Act, or any amendments made therein.

Approval is also sought in terms of regulation 17 (6) (e) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as Ms. Sonali Sheikh, Whole Time Director is an Executive Director who belongs to the promoter group and the remuneration proposed to be paid:

- exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or
- the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

The statement containing required information as required in Section II of Part II of Schedule V of the Companies Act, 2013.

#### I. GENERAL INFORMATION

- Nature of industry:** The Company is engaged in the business of developing and supplying carbon credit.
- Date or expected date of commencement of commercial production:** The Company had started its business on May 03, 2011.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

#### 4. Financial performance based on given indicators:

(₹ In Lakh)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
<b>Income</b>				
Revenue from Operation	1,25,840.65	1,80,011.77	1,28,644.65	1,80,142.40
Other Income	1,266.25	130.34	1,287.24	130.63
Total Revenue	1,27,106.90	1,80,142.11	129,931.89	1,80,131.43
<b>Profit before finance cost, depreciation &amp; amortization, and tax</b>	16,535.6	<b>51,726.22</b>	17,523.87	<b>51,696.7</b>
Less: Finance Cost	545.86	59.53	566.03	60.34
Less: Depreciation and amortization expenses	275.46	90.75	397.62	96.27
<b>Profit before tax</b>	15,714.28	<b>51,575.94</b>	16,560.22	<b>51,540.09</b>
<b>Less: Tax Expenses</b>				
Current Tax	3,714.36	13,247.19	4,561.45	13,247.19
Deferred Tax (Assets/Liability)	32.99	(13.71)	34.14	(13.65)
<b>Profit for the year</b>	11,966.94	<b>38,342.46</b>	11,964.63	<b>38,306.55</b>
Other Comprehensive Income	(9.42)	(15.08)	(9.42)	(15.08)
<b>Total Comprehensive Income</b>	11,957.52	<b>38,327.38</b>	11,955.21	<b>38,291.47</b>
Earning per equity share				
Basic	43.46	139.42	43.46	139.29
Diluted	43.27	139.10	43.24	138.97

## 5. Foreign Investments or Collaborators if any: N.A

## II. INFORMATION ABOUT THE APPOINTEE

1. **Background Details:** Ms. Sonali Sheikh has more than 10 years of experience in the field of People Management, Administration and Quality Management Systems. Ms Sonali Sheikh holds a degree of Master of Business Administration in Marketing and Finance from Amity University.
2. **Past Remuneration:** The total remuneration including perquisites paid to Ms. Sonali Sheikh during the period April 01, 2021 to March 31, 2022 and April 01, 2022 to March 31, 2023 was Rs. 1,500,000/- & Rs. 3,150,000/- respectively.
3. **Recognition or awards:** Nil.
4. **Job Profile and his suitability:** Ms. Sonali Sheikh, leads human resource, administration & quality management at EKI. She oversees the functioning of employee relations, performance management, training & development and talent management at the Company.
5. **Remuneration Proposed:** As stated in the explanatory statement at item no. 8 of the notice.
6. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of the appointee, the remuneration proposed is commensurate with the job profile i.e her expertise and knowledge in performance management, training & development and talent management at the Company.
7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Ms. Sonali Sheikh is part of the promoter group of the Company and she is holding 0.51% shares of the Company. Apart from this, she doesn't have any other pecuniary transactions with Company except by way of drawing remuneration during employment with the Company. Ms. Sonali Sheikh is interested as a Whole Time Director and also interested to the extent of her shareholding interest in the Company.

## III. OTHER INFORMATION

2. **Reasons of loss or inadequate profits:** external and unexpected circumstances beyond the control of management, viz, demand & supply factors in market, general economic meltdown, fluctuation in price of carbon credits, sharp volatility in the prices of carbon credits and other factors putting pressure on profits of the Company.
2. **Steps taken or proposed to be taken for improvement:** Company has taken the following steps for improvement in performance:
  - (i) Development of new markets
  - (ii) Focus on new area of market
  - (iii) Training program for employees

(iv) Continuous cost reduction

- 4 **Expected increase in productivity and profits in measurable terms:** With the aforesaid measures taken by the Company, profitability of the Company is expected to increase in coming years.

## IV. DISCLOSURES

The required disclosures have been made in Report on Corporate Governance forms part of Director's Report

Brief profile and requisite information in terms of regulation 36 of the Listing Regulations read with Secretarial Standard-2 issued by ICSI is provided as an Annexure to this Notice

Ms. Sonali Sheikh is interested in the resolution set out at item no. 8 of the Notice with regard to her reappointment as a Whole Time Director and also interested to the extent of his shareholding interest in the Company.

Save and except the above none of the other Director/ Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.

The Board of Directors recommends resolution, as set out in item no. 8 of the notice for approval of the members by way of Special Resolution.

### Item: 9

#### **To approve re-appointment of Mr. Manish Kumar Dabkara (DIN: 03496566), Managing Director of the Company.**

Pursuant to the provisions of sections 196, 197, 203 and schedule V of the Companies Act, 2013 read with the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Board of Directors propose the re-appointment of Mr. Manish Kumar Dabkara (DIN: 03496566), as Chairman and Managing Director of the Company for period of 5 (Five) years on expiry of her present tenure i.e. w.e.f., February 11, 2024 till February 10, 2029.

Mr. Manish Kumar Dabkara is the Chairman and Managing Director of EKI Energy Services Ltd. He is also the promoter of the Company. Under his leadership, EKI has grown to not only within India but globally also, today, the company has over 3500 clients across 40+ countries globally.

Mr. Manish Kumar Dabkara is a Certified Energy Auditor & Manager under Govt. of India's - Bureau of Energy Efficiency (Ministry of Power). He also has certifications in quality and management from IIM-A, IIM Indore, CII and GIZ, in addition to a Masters in Technology in Energy Management. Mr. Manish is also an elected member of the State Council (MP) of Confederation of Indian Industry (CII) for 2022-23, he continues to be among Fortune's 40Under40 for the year 2023.

Mr. Manish Kumar Dabkara, Chairman and Managing

Director of our company, assumed this role on February 12, 2019, with an initial term of five years. His current tenure as Chairman and Managing Director is set to conclude on February 11, 2024.

Considering Mr. Manish Kumar Dabkara significant and commendable contributions to the growth, operational efficiency, and profitability of our company and based on the recommendation of Nomination and Remuneration Committee ('NRC'), and Board directors it is proposed before the members to consider and approve re-appointment Mr. Manish Kumar Dabkara as Chairman and Managing Director for an additional term of five years.

The above proposal, has also been duly recommended and approved by the NRC and Board of Directors respectively at its meeting held on Thursday, September 28, 2023.

Reappointment to be made on the following terms and conditions:

### **1. Salary**

In the pay scale of up to Rs. 6,00,00,000 (Rupees Six Crore Only) per annum as fixed component in CTC including allowances such as house rent allowance, leave travel allowance, special allowance, etc. and up to Rs. 25,00,00,000 (Rupees Twenty-Five Crore Only) per annum as variable component in CTC, with such annual increments/increases as may be approved by the Board of Directors from time to time, subject to any statutory ceiling/s, annual performance pay will be fixed upto Rs. 6,00,00,000 (Rupees Six Crores Only) per annum, over and above of the same shall be payable additionally based on the Company's performance from time to time and as may be determined by the Board.

### **2. Perquisites:**

The Company's contribution toward perquisites shall be in addition to the basic salary mentioned under (1) above, and as per the limits prescribed under the applicable laws.

- a. Company's contribution to provident fund to the extent not taxable under the Income Tax Act.
- b. Gratuity as per the rules of the Company.
- c. Leave with full pay as per the rules of the Company, with encashment of unavailed leave being allowed.
- d. Reimbursement of medical expenses incurred for himself and his family as per the rules of the Company.
- e. Cover of Life Insurance Policy, Mediclaim Insurance Policy, Personal Accident Insurance Policy, Directors and Officers Insurance Policy and Liability Insurance Policy and other contribution to insurance as per the rules of the Company.
- f. Free use of Company's car fully maintained by the Company for official as well as private purpose or car allowance in lieu of the Company car.
- g. Reimbursement of entertainment expenses incurred in the course of business of the Company.

- h. Membership of club, fees for which will be paid by the Company.
- i. Telephone and other communication facilities as per rules of the Company.
- j. Subject to any statutory ceiling/s, the Managing Director may be given any other allowances, performance pay, perquisites, benefits and facilities as the Board of Directors from time to time may decide.

### **3. Valuation of perquisites:**

Perquisites/allowances shall be valued as per Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

### **4. Bonus/Stock Options:**

Bonus for the financial year, at the discretion of the board.

Stock options as per the scheme framed by the Company

### **5. Minimum remuneration**

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Managing Director shall be paid remuneration by way of salary and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013, from time to time.

### **6. Computation of ceiling**

The following shall not be included in the computation of perquisites for the purposes of the ceiling, in the manner provided in Schedule V to the Companies Act, 2013:

- a) Contribution to provident fund referred to in para 2 above.
- b) Gratuity payable as per para 2 above.
- c) Encashment of leave as per para 2 above.

The terms and conditions of the said re-appointment and/or agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit within the maximum amount payable to the Managing Director in accordance with the provisions of the Act, or any amendments made therein.

Approval is also sought in terms of regulation 17 (6) (e) (ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as Mr. Manish Kumar Dabkara, Chairman and Managing Director is an Executive Director who is a promoter and the remuneration proposed to be paid:

- a. exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or
- b. the aggregate annual remuneration of all the promoter executive directors of the Company exceeds 5% of the net profits of the Company.

The statement containing required information as required in Section II of Part II of Schedule V of the



Companies Act, 2013.

## I. GENERAL INFORMATION

- Nature of industry:** The Company is engaged in the business of developing and supplying carbon credit.
- Date or expected date of commencement of**
- Financial performance based on given indicators:**

**commercial production:** The Company had started its business on May 03, 2011.

- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**  
Not Applicable

(₹ In Lakh)

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
<b>Income</b>				
Revenue from Operation	1,25,840.65	1,80,011.77	1,28,644.65	1,80,142.40
Other Income	1,266.25	130.34	1,287.24	130.63
Total Revenue	1,27,106.90	1,80,142.11	1,29,931.89	1,80,131.43
<b>Profit before finance cost, depreciation &amp; amortization, and tax</b>	16,535.6	<b>51,726.22</b>	17,523.87	<b>51,696.7</b>
Less: Finance Cost	545.86	59.53	566.03	60.34
Less: Depreciation and amortization expenses	275.46	90.75	397.62	96.27
<b>Profit before tax</b>	15,714.28	<b>51,575.94</b>	16,560.22	<b>51,540.09</b>
<b>Less: Tax Expenses</b>				
Current Tax	3714.36	13,247.19	4,561.45	13,247.19
Deferred Tax (Assets/Liability)	32.99	(13.71)	34.14	(13.65)
<b>Profit for the year</b>	11,966.94	<b>38,342.46</b>	11,964.63	<b>38,306.55</b>
Other Comprehensive Income	(9.42)	(15.08)	(9.42)	(15.08)
<b>Total Comprehensive Income</b>	11,957.52	<b>38,327.38</b>	11,955.21	<b>38,291.47</b>
Earning per equity share				
Basic	43.46	139.42	43.46	139.29
Diluted	43.27	139.10	43.24	138.97

- Foreign Investments or Collaborators if any:** N.A

## II. INFORMATION ABOUT THE APPOINTEE

- Background Details:** Mr. Manish Kumar Dabkara is a Certified Energy Auditor & Manager under Govt. of India's - Bureau of Energy Efficiency (Ministry of Power). He also has certifications in quality and management from IIM-A, IIM Indore, CII and GIZ, in addition to a Masters in Technology in Energy Management.
- Past Remuneration:** The total remuneration including perquisites paid to Mr. Manish Kumar Dabkara during the period April 01, 2021 to March 31, 2022 and April 01, 2022 to March 31, 2023 was Rs. 57600001/- & Rs. 57600001/- respectively.
- Recognition or awards:** Mr. Manish has been elected as member of the State Council (MP) of Confederation of Indian Industry (CII) for 2022-23, he continues to be among Fortune's 40Under40 for the year 2023.
- Job Profile and his suitability:** Mr. Manish Kumar Dabkara is the Chairman & Managing Director of

EKI Energy Services Ltd. He is the promoter of the Company. Under his leadership, EKI has grown to not only within India but globally also, Today, the company has over 3500 clients across 40+ countries globally.

- Remuneration Proposed:** As stated in the explanatory statement at item no. 9 of the notice.
- Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Taking into consideration the size of the Company, the profile of the appointee, the remuneration proposed is commensurate with the job profile i.e his expertise and knowledge in carbon industry.
- Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mr. Manish Kumar Dabkara is the promoters of the Company and he is holding 51.39 % shares of the Company. Apart from this, he doesn't have any other pecuniary transactions with Company except by way of drawing remuneration during employment with the Company. Mr. Manish

Kumar Dabkara is interested as a Chairman and Managing Director and also interested to the extent of his shareholding interest in the Company.

### III. OTHER INFORMATION

1. **Reasons of loss or inadequate profits:** external and unexpected circumstances beyond the control of management, viz, demand & supply factors in market, general economic meltdown, fluctuation in price of carbon credits, sharp volatility in the prices of carbon credits and other factors putting pressure on profits of the Company.
2. **Steps taken or proposed to be taken for improvement:** Company has taken the following steps for improvement in performance:
  - (i) Development of new markets
  - (ii) Focus on new area of market
  - (iii) Training program for employees
  - (iv) Continuous cost reduction
3. **Expected increase in productivity and profits in measurable terms:** With the aforesaid measures taken by the Company, profitability of the Company is expected to increase in coming years.

### IV. DISCLOSURES

The required disclosures have been made in Report on Corporate Governance forms part of Director's Report.

Brief profile and requisite information in terms of regulation 36 of the Listing Regulations read with Secretarial Standard-2 issued by ICSI is provided as an Annexure to this Notice

Mr. Manish Kumar Dabkara, Chairman and Managing Director is interested in the resolution set out at Item no. 9 of the notice with regard to his re appointment as a Chairman and Managing Director and also interested to the extent of his shareholding interest in the Company.

The Promoter and Promoter Group, Ms. Vidhya Dabkara, Ms. Priyanka Dabkara (Wife), Ms. Priyanka Dabkara (sister), Ms. Shweta Bhaveshkumar Porwal being relatives of Mr. Manish Kumar Dabkara, may be deemed to be interested in resolution to the extent of their shareholding interest in the Company.

Save and except the above none of the other Director/ Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned

resolution.

The Board of Directors recommends resolution, as set out in **item no. 9** of the notice for approval of the members by way of **Special Resolution**.

### Item: 10

#### To approve Material Related Party Transactions of the Company.

Company proposes to enter into transaction(s) with M/s GHG Reduction Technologies Private Limited (Material Subsidiary Company of EKI) involved in the business of manufacturing, trading, selling, etc. of all types of Cookstoves and other electric and non-electric appliances.

Pursuant to Regulation 23 of the Listing Regulations, approval of the shareholders is sought for (a) related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company; and (b) any subsequent material modifications thereto as defined by the Audit Committee of the Company.

The related party transactions of the Company and M/s GHG Reduction Technologies Private Limited are at arm's length and in the ordinary course of business

The value of proposed aggregate transactions with GHG Reduction Technologies Private Limited is likely to exceed the said threshold limit, and is expected to be around Rs. 200.00 Crore during the financial year 2023-24. The limit for material RPT for the FY is Rs. 200.00 Crore.

Accordingly, transaction(s) entered into with GHG Reduction Technologies Private Limited comes within the meaning of Material Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, prior approval of the shareholders is being sought for the said related party transaction(s) proposed to be entered into by your Company with GHG Reduction Technologies Private Limited in the financial year 2023-24.

Pursuant to rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date and 'Section III-B: Disclosure and other obligations of listed entities in relation to Related Party Transactions' of the Master circular for compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities dated July 11, 2023. particulars of the transactions with GHG Reduction Technologies Private Limited are as follow:

S.No.	Particulars	Remarks
1.	Name of the Related Party	M/s. GHG Reduction Technologies Private Limited
2.	Name of the Director or KMP who is related	Mr. Mohit Kumar Agarwal, Chief Financial officer
3.	Nature of Relationship	Subsidiary Company, concern in which the Company holds substantial interest
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for purchase/ sale Purchase of Community Based Project Implementation Material, on a continuous basis. Monetary value of proposed aggregate transactions during financial year 2023-24 is expected to be Rs. 200.00 Crore. The pricing for sale / purchase transactions is on market rates.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013
6.	Justification for why the proposed transaction is in the interest of the listed entity;	Company proposes to enter into transaction(s) with GHG Reduction Technologies Private Limited (Material Subsidiary Company of EKI) involved in the business of manufacturing, trading, selling, etc. of all types of Cookstoves and other electric and non-electric appliances to increase revenue share of the Company which would results into the interest of the Company as well as shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at **item no. 8** of this Notice as an **Ordinary Resolution**.

**Registered Office:**

201, Plot No. 48, Scheme No. 78, Part II  
Vijay Nagar, Indore – 452010, Madhya Pradesh, India

**CIN:** L74200MP2011PLC025904

**Tel. No.:** +91-0731-4289086

**Website:** www.enkingint.org

**E-mail:** cs@enkingint.org

**For and on behalf of the Board of Directors  
EKI Energy Services Limited**

**S/d**

**Mr. Manish Kumar Dabkara**

Chairman and Managing Director

DIN: 03496566

Place: **Indore**

Date: **28.09.2023**

## ANNEXURE - I

### Disclosure of information pursuant to regulation 36 (3) of the Listing Regulations and para 1.2.5 of SS - 2

#### A. Mr. Naveen Sharma:

S.No.	Particulars	Details
1.	Brief resume of director and nature of expertise (in case of appointment);	<p>Mr. Naveen Sharma has been associated with EKI for over 12 years and is responsible for running major facets of the business of the Company.</p> <p>Mr. Naveen Sharma holds an MBA degree and specialization in upstream asset management and along with vast work experience.</p> <p>At EKI, he is responsible for leading the Carbon Offsets Trading department.</p>
2.	Disclosure of relationships between directors inter-se;	Mr. Naveen Sharma is not related to any of the Directors of the Company.
3.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	NA

#### B. Ms. Sonali Sheikh:

S.No.	Particulars	Details
1.	Brief resume of director and nature of expertise (in case of appointment);	<p>Ms. Sonali Sheikh has more than 10 years of experience in the field of People Management, Administration and Quality Management Systems. Ms Sonali Sheikh holds a degree of Master of Business Administration in Marketing and Finance from Amity University.</p> <p>Ms. Sonali Sheikh, leads human resource, administration &amp; quality management at EKI. She oversees the functioning of employee relations, performance management, training &amp; development and talent management at the Company.</p>
2.	Disclosure of relationships between directors inter-se;	Ms. Sonali Sheikh is not related to any of the Directors of the Company.
3.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	NA

**C. Mr. Manish Kumar Dabkara:**

S.No.	Particulars	Details
1.	Brief resume of director and nature of expertise (in case of appointment);	<p>Mr. Manish Kumar Dabkara is the Chairman &amp; Managing Director D of EKI Energy Services Ltd. He is the promoter of the Company. Under his leadership, EKI has grown to not only within India but globally also, Today, the company has over 3500 clients across 40+ countries globally.</p> <p>Mr. Manish Kumar Dabkara is a Certified Energy Auditor &amp; Manager under Govt. of India's - Bureau of Energy Efficiency (Ministry of Power). He also has certifications in quality and management from IIM-A, IIM Indore, CII and GIZ, in addition to a Masters in Technology in Energy Management.</p> <p>Mr. Manish is also an elected member of the State Council (MP) of Confederation of Indian Industry (CII) for 2022-23, he continues to be among Fortune's 40Under40 for the year 2023.</p>
2.	Disclosure of relationships between directors inter-se;	Mr. Manish Kumar Dabkara is not related to any of the Directors of the Company.
3.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	NA