



**NOTICE**

**1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING**

**EKI ENERGY SERVICES LIMITED**

**2024-25**

## NOTICE

**NOTICE** is hereby given that the **01/2024-25 EXTRA- ORDINARY GENERAL MEETING** of the Members of **EKI ENERGY SERVICES LIMITED** will be held on **Wednesday, January 15, 2025 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 452010 shall be deemed as the venue for the Meeting and the proceedings of the Extra- Ordinary General Meeting shall be deemed to be made there at, to transact the following business:

### **Special Business:**

#### **1. APPOINTMENT OF MR. MOHIT KUMAR AGARWAL (DIN:09459334), CHIEF FINANCIAL OFFICER (“CFO”) OF THE COMPANY AS WHOLE TIME DIRECTOR AND CFO:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read together with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and circulars issued thereunder including any statutory modifications or re-enactment thereof for the time being in force, the Articles of Association of the Company, and on the basis of recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Mohit Kumar Agrawal (DIN:09459334) the CFO of the Company, who was appointed as an Additional Director (Executive) by the Board w.e.f. December 21, 2024 and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act, proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Whole-Time Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 152, 196, 197, 203 and schedule V of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other relevant, Regulation 17 of the Listing Regulations and circulars issued thereunder including any statutory modifications or re-enactment thereof for the time being in force, subject to Articles of Association of the Company and on the basis of the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Mohit Kumar Agarwal (DIN: 09459334), be and is hereby appointed as Whole-Time Director of the Company, designated as Whole-Time Director & Chief Financial Officer, to hold office for a period of 5 years commencing from December 21, 2024 to December 20, 2029 at a remuneration of upto INR 80,00,000 (Indian Rupees Eighty Lacs) per annum and on such terms and remuneration as set out in the explanatory statement and the draft agreement to be entered into between the Company and Mr. Mohit Kumar Agarwal;

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Whole-time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration and the said agreement between the Company and WTD 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 of Directors of the Company be and is hereby authorized 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.”

**2. ALTERATION IN ANCILLARY OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approval of the Registrar of Companies, Gwalior consent of the members of the Company be and is hereby accorded, to amend clause III (B) of the Memorandum of Association of Company by insertion with the following new sub-clause 17A as under:

*17A. To merge, demerge, hive-off, amalgamate, takeover of the Company or with any other company vice versa to engage in any business(s) or transaction which the company is authorized to carry on or engage in or which can be carried on in conjunction herewith or which is capable of being conducted so as directly or indirectly and to enter into any scheme of arrangement, reconstruction, merger, amalgamation as envisaged under Chapter XV including section 230 to 240 of the Companies Act, 2013 and the Rules made there-under or any amendment, modification or re-enactment thereof for the time being in force subject to approval of Central Government/Tribunal or any other Authority, if any as may be required.*

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Gwalior”.

**Registered Office:**

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

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

CIN: L74200MP2011PLC025904

Tel. No. +91- 0731-4289086

Website:www.enkingint.org

E-mail:cs@enkingint.org

S/d

**Manish Kumar Dabkara  
Chairman and Managing Director**

**Date:** December 21, 2024

**Place:** Indore

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (“AGM”)/ Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. 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 EGM. 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 authorised e-voting 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 EGM will be provided by CDSL.
3. The Company’s Registrar and Transfer Agents for its Share Registry work is, M/s. 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.
4. The Company has fixed January 08, 2025 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-EGM. 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-EGM.
5. The Members can join the EGM 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 EGM through VC/OAVM will be made available to at least 1000 members on a 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 EGM without restriction on account of first come first served basis.
6. Voting during the EGM: Members who are present at the e-EGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the e-EGM through the e-voting system provided by CDSL in the Video Conferencing platform during the e-EGM.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

8. 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 EGM. Accordingly, Proxy Form and Attendance Slip including Route Map are not annexed to the notice.
9. 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 EGM through VC/OAVM and cast their votes through e-voting. Corporate Members intending to send their authorised representative are requested to send a duly certified copy of Board Resolution authorising their representatives to attend and vote at the Extraordinary 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 [csruchijoshi@gmail.com](mailto:csruchijoshi@gmail.com) by quoting the concerned DP ID and Client ID.
10. In line with the MCA Circular no. 17/2020 dated April 13, 2020, the Notice calling the EGM 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 EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. A Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business specified above is annexed hereto.
12. Ms. Ruchi Joshi (Membership No. ACS 14971, COP No.8570) M/s. Ruchi Joshi Meratia & 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.
13. 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 or 3 days whichever is earlier from the conclusion of the EGM, to the Chairman of the Company. The Chairman or any other person authorised by the Chairman shall declare the results of the voting forthwith.
14. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at [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.
15. Pursuant to sections 101 of the Act read with Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the EGM 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 EGM 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 EGM is also available on the Company's website at [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 at [www.evotingindia.com](http://www.evotingindia.com).

**THE INSTRUCTIONS OF SHAREHOLDERS FO 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.

- (i) The voting period begins on Sunday, January 12, 2025 at 9:00 A.M. and ends on Tuesday, January 14, 2025 at 05:00 P.M. During this period shareholders of the Company, holding shares in dematerialized form, as on Wednesday, January 08, 2025 (the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at e-EGM.
- (iii) Pursuant to SEBI Master Circular No. **SEBI/HO/CFD/PoD2/CIR/P/0155 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.

- (iv) 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:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	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 & New System Myeasi Tab. 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 & 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.



Type of shareholders	Login Method
	<p>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.</p> <p>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.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>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.nsdl.com">https://eservices.nsdl.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 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> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<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 Forgot 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  <input type="checkbox"/> 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.
Dividend Bank Details <b>OR</b> 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.  <input type="checkbox"/> 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.



- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <EKI Energy Services Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 mandatory 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) (designated email address by company), 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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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/EGM.
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 **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@enkingint.org](mailto:cs@enkingint.org). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 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.
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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 EGM & 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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## **STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)**

### **Item No. 1: Appointment of Mr. Mohit Kumar Agarwal (DIN:09459334), CFO of the Company as Whole Time Director and CFO**

Pursuant to the provisions of sections 152, 161, 196, 197, 203 and schedule V of the Companies Act, 2013 read with relevant rules as may be amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof, for the time in being in force) and Article of Association, based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on December 21, 2024 approved the appointment of Mr. Mohit Kumar Agarwal, CFO as an Additional Director designated as Whole Time Director (‘WTD’) and Chief Financial Officer of the Company for a period of 5 years commencing from December 21, 2024 to December 20, 2029 .

Mr. Mohit Kumar Agarwal is a Chartered Accountant with over 10+ years of experience. He has diverse experience in Financial Accounting & Reporting, Taxation, Treasury & Banking, Budgeting. He is adept at supporting business objectives with a decisive leadership style and strategic approach to decision making.

As the CFO of the Company Mr. Mohit Kumar Agarwal, has contributed actively to its growth. The management thinks that his promotion as a WTD of the Company, will strengthen the Board of Directors.

Mr. Mohit Kumar Agarwal has conveyed his consent to act as a Director and the Company has also received other necessary disclosures from him. Mr. Mohit Kumar Agarwal is not debarred from being appointed as a Director of the Company pursuant to any order of SEBI or any other authority. Further, pursuant to the provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Mohit Kumar Agarwal as a Director.

As per the provisions of Sections 196 and 197 of the Act and the Rules thereunder, a Whole-time Director can be appointed with the approval of the Members in the General Meeting. Further, as per Regulation 17(1C) of Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Pursuant to the provisions of Section 197 read with rules made thereunder and Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Mohit Kumar Agarwal has been approved for a period of 5 years by the Board of Directors based on the recommendation of the NRC and subject to the approval of the Members of the Company. The details of the proposed remuneration are set out below:

#### **1. Salary**

In the pay scale of up to Rs. 80,00,000 (Rupees Eighty 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 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, Medclaim 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 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.

The total remuneration payable to Mr. Mohit Kumar Agarwal shall not exceed the limits specified under Section 197 of the Act, including any statutory modification(s) or re-enactment thereof, for the time being in force.

### **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.

## **I. GENERAL INFORMATION**

- 1. Nature of industry:** The Company is engaged in 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:**

(Rs. in lakhs)

Particular	Standalone		Consolidated	
	2023-24	2022-2023	2023-24	2022-2023
<b>Income</b>				
Revenue from Operation	25,885.17	1,25,840.65	26,339.22	1,28,644.65
Other Income	1,056.04	1,266.25	1,075.88	1287.24
<b>Total Revenue</b>	<b>26,941.21</b>	<b>1,27,106.90</b>	<b>27,415.10</b>	<b>1,29,931.89</b>
<b>Profit before finance cost, depreciation &amp; amortization, and tax.</b>	(11,897.99)	16,535.60	(12087.60)	<b>17,523.87</b>
Less: Finance Cost	278.47	545.86	302.78	566.03
Less: Depreciation and amortization expenses	317.32	275.46	528.14	397.62
<b>Profit before tax</b>	<b>(12,493.78)</b>	<b>15,714.28</b>	<b>(12,918.51)</b>	<b>16,560.22</b>
<b>Less: Tax Expenses</b>				
Current Tax	0	3,714.36	3.48	4,561.45
Deferred Tax (Assets/Liability)	(16.57)	32.99	(2.80)	34.14
<b>Profit for the year</b>	<b>(12,477.21)</b>	<b>11,966.94</b>	<b>(12,920.04)</b>	<b>11,964.63</b>
Other Comprehensive Income	(3.24)	(9.42)	1.80	(9.42)
<b>Total Comprehensive Income</b>	<b>(12,480.45)</b>	<b>11,957.52</b>	<b>(12,918.24)</b>	<b>11,955.21</b>
Earning per equity share				
Basic	(45.34)	43.46	(46.93)	43.46
Diluted	(45.25)	43.27	(46.84)	43.24

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

**II. INFORMATION ABOUT THE APPOINTEE**

- 1. Background Details:** Mr. Mohit Kumar Agarwal, a qualified Chartered Accountant and a member of the Institute of Chartered Accountants of India ('ICAI'), serves as the Chief Financial Officer ('CFO') of the Company. With over 10 years of professional experience in the field of finance, Mr. Agarwal has been contributing to the Company's growth as CFO for the past three years.
- 2. Past Remuneration:** Mr. Mohit Kumar Agarwal being CFO of the Company was paid remuneration of Rs. 44,94,852/- during the year 2022-23 and Rs. 44,84,956/- during the year 2023-24.



3. **Recognition or awards:** NA
4. **Job Profile and his suitability:** Mr. Mohit Kumar Agarwal serves as the CFO of the Company. He is a renowned Chartered Accountant. Mr. Agarwal has been contributing to the Company's growth as CFO for the past three years. His understanding of business and industry will significantly contribute in the growth of the Company.
5. **Remuneration Proposed:** As stated in the statement at item no.1 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:** Apart from drawing remuneration during employment with the Company as a CFO, he doesn't have any other pecuniary transactions with Company. Prior to the period of appointment as CFO, he was appointed as financial consultant to 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) 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 as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), other requisite information is annexed as Annexure - A hereto and forms a part of this Notice.

Except Mr. Mohit Kumar Agarwal, being the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way financially or otherwise, concerned or interested, in the said resolution, except to the extent of their shareholding, if any.

Pursuant to Section 190 of the Act, a copy of the draft agreement proposed to be executed by the Company with the WTD is available for inspection without any fee by the members up to the date of this Meeting. Members seeking to inspect such documents can send an e-mail to: [cs@enkingint.org](mailto:cs@enkingint.org).

The Board of Directors of the Company recommends the resolution set out in Item No. 1 in the accompanying Notice for approval by the Members as a Special Resolution.

Accordingly, the approval of shareholders of the Company is sought by way of a **Special Resolution**.

**Item No. 2: Alteration in ancillary object clause of Memorandum of Association**

The Company has made the decision to modify the ancillary object clause of its Memorandum of Association. This change is intended to grab opportunity for corporate action in coming future. The Board of Director at their meeting held on December 21, 2024 have approved, subject to the consent of the members and approval of Registrar of Companies, Gwalior to alter the object clause of the Memorandum of Association of the Company and add suitable clauses reflecting the business activity proposed to be undertaken by the Company.

Pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 and the rules framed thereunder and with the consent of the Members by way of Special Resolution it is proposed to alter the ancillary objects clause of Memorandum of Association.

None of the Directors or Key Managerial Persons of the Company (including their relatives), are concerned or interested in the said resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 02 of the notice as a Special Resolution.

Accordingly, the approval of shareholders of the Company is sought by way of a **Special Resolution**.

**Registered Office:**

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

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

CIN: L74200MP2011PLC025904  
Tel. No. +91- 0731-4289086  
Website: www.enkingint.org  
E-mail: cs@enkingint.org

**S/d  
Manish Kumar Dabkara  
Chairman and Managing Director**

**Date:** December 21, 2024

**Place:** Indore

## Annexure – A

### Disclosure of information pursuant to para 1.2.5 of SS – 2

#### A. MR. MOHIT KUMAR AGARWAL:

Sr. No.	Particulars	Details
1.	Name	Mr. Mohit Kumar Agarwal
2.	Age	40
3.	Qualification	Chartered Accountant
4.	Date of first appointment on the Board	December 21, 2024
5.	Experience	15 Years
6.	Brief Resume/Profile	Mr. Mohit Kumar Agarwal is a renowned Chartered Accountant and currently serves as the Chief Financial Officer of the Company. With extensive experience in diverse fields such as finance, accounts, and law, he plays a pivotal role in providing strategic direction to the organization. Mr. Agarwal is responsible for ensuring that the company's policies and operations align with the parameters set by the Board of Directors. He demonstrates a strong understanding of effective management tools, leverages robust delegation capabilities, and thrives in a collaborative and integrated work environment. He is consistently focused on enhancing operational efficiency by adopting innovative ideas and concepts, seamlessly integrating them into the company's overall framework.
7.	Nature of expertise in specific functional areas	Experience in Financial Accounting & Reporting, Taxations, Treasury & Banking, Budgeting.
8.	Key Terms and conditions of appointment or reappointment	Mr. Mohit Kumar Agarwal will be Whole Time Director, liable to retire by rotation.
9.	Remuneration	Upto INR 80,00,000/-
10.	Disclosure of relationships between directors inter-se;	Mr. Mohit Kumar Agarwal is not related to any of the director of the Company.
11.	Shareholding in the Company	43550

12.	Number of Meetings of the Board attended during the year	Nil
13.	Names of 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;	<ol style="list-style-type: none"><li>1. EKI One Community Projects Private Limited</li><li>2. GHG Reduction Technologies Private Limited</li><li>3. Climacool Projects &amp; Edutech Limited</li></ol>