

September 29, 2025

To,
BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001.

Scrip Code : 543284

Symbol : EKI

Sub: Submission of Notice convening Meeting of the Equity Shareholders of EKI Energy Services Limited pursuant to the Order of the Hon'ble National Company Law Tribunal, Indore Bench

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), we hereby wish to inform that pursuant to the Order dated September 11, 2025, ("Order") the Hon'ble National Company Law Tribunal, Indore Bench ("Tribunal / NCLT") in the Company Scheme Application No. **CA(CAA)/ 06(MP)2025** ("Order"), Meeting of the equity shareholders ("Meeting") of EKI Energy Services Limited ("Company" or the "Demerged Company") is scheduled to be held on Friday, November 7, 2025 at 03:30 p.m. (IST) through Video Conferencing / Other Audio Visual Means ('VC / OAVM') to consider and if thought fit, to approve, with or without modification(s), the Scheme of Arrangement ("Scheme") between and amongst the EKI Energy Services Limited ("Company" or the "Demerged Company") and EKI One Community Projects Limited ("Resulting Company") and their respective shareholders and creditors under sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act").

We enclose herewith the copy of the notice of the aforesaid Meeting along with the Explanatory Statements under Section(s) 102, 230 - 232 and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the SEBI LODR and applicable SEBI Circulars. The related Annexures for the aforesaid Notices are available on the website of the Company at <https://enkingint.org/wp-content/uploads/2025/09/Notice-to-shareholders.pdf>

Further, this is to inform you that in compliance with the provisions of the Section 108, 110 and other applicable provisions of the Act, if any, as amended from time to time, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR read with the SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/ CIR/2023/93 dated June 20, 2023 ("SEBI Scheme Circular"), and MCA Circulars, the Company has completed dispatch of the Notice through electronic mode, on Monday, September 29, 2025 to those members of the Company whose name appeared in the Register of Members/List of Beneficial Owner as maintained by the Company/Depositories, respectively, as at the close of business hours of Friday, September 26, 2025 ("the cut-off date") and whose e-mail addresses are registered with the Company/Depositories.

In accordance with the MCA Circulars, the Company has provided the facility to vote on the proposed resolutions by remote e-voting only. For this purpose, the Company has appointed Central Depository Services (India) Limited ("CDSL") to provide the facility of casting votes by the shareholders using remote e-voting /e-voting system as well as to enable the shareholders of the Company to attend and participate in the Meeting through VC/OAVM.

Regd. Office - Enking Embassy,
Plot 48, Scheme 78 Part 2, Vijay Nagar,
Indore - 452010, Madhya Pradesh, India
Corp. Office - EKI Embassy, A35, Scheme 78, Part 1,
Phase 2, Indore, Madhya Pradesh 452010

An ISO 9001:2015 certified organisation
CIN - L74200MP2011PLC025904
GSTIN - 23AACCE6986E1ZL
UAM (MoMSME) - MP-23-0014187

Members are requested to provide their assent or dissent through e-voting only. Some of the important details regarding the e-voting are provided below:

Cut-off date for e-voting	Friday, October 31, 2025
Commencement of E-voting period	Tuesday, November 4, 2025 at 09:00 A.M. (IST)
End of E-voting	Thursday, November 6, 2025 at 05:00 P.M. (IST)

The detailed instructions for joining the Meeting through VC/OAVM, manner of casting vote through remote e-voting/e-voting and registration of e-mail addresses of the shareholders for the Meeting are provided in the 'Notes' section of the Notice convening the Meeting.

The Notice is available on the website of the Company at <https://enkingint.org/wp-content/uploads/2025/09/Notice-to-shareholders.pdf> and on the website of CDSL at <https://www.evotingindia.com>,. The Notice will also be made available on the website of BSE Limited at www.bseindia.com.

We request you to kindly take the above information on record.

Thanking you

For **EKI Energy Services Limited**

Itisha Sahu
Company Secretary & Compliance Officer

Encl: a/a

Notice Convening Meeting of the Equity Shareholders of EKI Energy Services Limited

(Pursuant to the Order dated 11th September, 2025 in CA(CAA)/6(MP)2025 of
the Hon'ble National Company Law Tribunal, Indore Bench)

MEETING DETAILS	
Day	Friday
Date	November 7, 2025
Time	3:30 p.m. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Indore Bench, the Meeting shall be conducted through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
Cut-off date for e-voting	Friday, October 31, 2025
Remote e-voting start date and time	Tuesday, November 4, 2025 at 9:00 a.m. (IST)
Remote e-voting end date and time	Thursday, November 6, 2025 at 5:00 p.m. (IST)

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FORM NO. CAA- 2

[Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements And Amalgamations) Rules, 2016]

**Before the Hon'ble National Company Law Tribunal,
Bench at Indore**

Company application No. CA(CAA/6(MP)2025 in the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 Read with the Companies (Compromises, Arrangements And Amalgamations) Rules, 2016.

And

In the matter of the Scheme of Arrangement in the nature of Demerger Between

EKI Energy Services Limited

And

EKI One Community Projects Limited

And

Their Respective Shareholders And Creditors

EKI Energy Services Limited, a Company incorporated under the)
Companies Act, 1956 and having its registered office at 201, Plot)
No. 48, Scheme No.78, Part II, Vijay Nagar, (Near Brilliant)
Convention Centre) Indore (M.P.) 452010)

CIN: L74200MP2011PLC025904

) **Company/ Demerged
Company**

Notice Convening Meeting of the Equity Shareholders of EKI Energy Services Limited (“the Company”)

To
The Equity Shareholders of
EKI Energy Services Limited,

1. **NOTICE** is hereby given that, by an order dated 11th September, 2025, in Company Application No. CA(CAA)/6(MP)2025 (“**Order**”), the Hon’ble National Company Law Tribunal, Indore Bench (“**Tribunal / NCLT**”) has directed, *inter-alia*, that a meeting of the equity shareholders of **EKI Energy Services Limited (“the Company”** or the “**Demerged Company**”) be convened and held on **Friday, November 7, 2025 at 03:30 p.m. (IST)**, through video-conferencing or other audio-visual means (“**VC/OAVM**”) (“**Meeting**”) to consider and if thought fit, to approve, with or without modification(s), the Scheme of Arrangement (“**Scheme**”) between and amongst the Demerged Company and EKI One Community Projects Limited (“**Resulting Company**” or “**EKI One**”) and their respective shareholders and creditors.
2. Pursuant to the Order, the Meeting of the equity shareholders of the Company will be held through VC/OAVM on **Friday, November 7, 2025 at 03:30 p.m. (IST)**, in compliance with the provisions of the Companies Act, 2013 (“**Act**”) read with the applicable general circulars issued by the Ministry of Corporate Affairs (“**MCA**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and any other applicable circulars issued by SEBI and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India (“**SS-2**”).
3. The Scheme, if approved by the requisite majority of equity shareholders of the Company under Section 230(6) of the Act read with the Master circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, issued by the Securities and Exchange Board of India (“**SEBI**”) (and such circular the “**SEBI Scheme Circular**”) and other applicable SEBI circulars, if any, will also be subject to subsequent approval of the NCLT and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.
4. In compliance with the Order of the NCLT and provisions of Section 108 of the Act, and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 and other applicable provisions of the SEBI LODR read with the SEBI Master Circular and other applicable SEBI circulars, SS-2, and in accordance with the requirements prescribed by the MCA for holding general meetings through VC/OAVM by general circulars numbered 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 08 December 2021, 3/2022 dated 05 May 2022, 11/2022 dated 28 December 2022, 09/2023 dated 25 September 2023, 09/2024 dated September 19, 2024 and 03/2025 dated 22 September 2025 (collectively, “**MCA Circulars**”), the Company has provided the facility of remote e-voting prior to the Meeting as well as e-voting during the Meeting, using the services of the Central Depository Services (India) Limited (“**CDSL**”) so as to enable the equity shareholders to consider and if thought fit, approve, with or without modification(s), the Scheme by way of approval of the resolution set out below.

5. The equity shareholders may refer the '**Notes**' to this notice for further details on remote e-voting prior to the Meeting as well as e-voting during the course of the Meeting.
6. In accordance with the directions of the Hon'ble NCLT, **Advocate Jatin Sehgal**, (MP High Court M.N. 1857 of 2011) **shall act as the Chairperson of this Meeting** and in his absence **Advocate Rohit Dubey** (MP High Court M.N. 1139 of 2019) as the alternate Chairperson of the Meeting including for any adjournments thereon as per directions of the Hon'ble NCLT.
7. In addition, the hon'ble NCLT has appointed **CS Shilpesh Dalal, (FCS No. 5316 and CP) Practising Company Secretary, shall act as the scrutiniser for the Meeting**, including any adjournments thereof, to scrutinise the process of remote e-voting prior to the Meeting as well as e-voting during the Meeting, to ensure that such e-voting or remote e-voting, as applicable, is fair and transparent.
8. The voting rights of the equity shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the closure of business hours on **Friday, October 31, 2025 ("Cut-Off Date")**.
9. A person whose name is recorded in the register of members maintained by the Company/Registrar and Transfer Agent ("**RTA**") or in the Register of Beneficial Owners maintained by the CDSL as on the Cut-Off Date only, shall be entitled to vote on the proposed resolution.
10. The Statement under Section(s) 102, 230 to 232 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**"), SEBI LODR and applicable SEBI circulars, along with a copy of the Scheme and other annexures to the Statement are appended herewith.
11. A copy of this notice, the Statement and the annexures to the explanatory statement are available on: (a) the website of the Company at <https://enkingint.org/investor-relations/> (b) the website of Central Depository Services (India) Ltd. (CDSL) at <https://www.evotingindia.com>, CDSL being the depository appointed by the Company to provide remote e-voting/e-voting and other facilities for the Meeting; and (c) the website of the stock exchange where the equity shares of the Company are listed, i.e., BSE Limited, at www.bseindia.com.
12. In addition, a copy of this notice together with the accompanying documents may be obtained free of charge on any day (except Saturday, Sunday and public holidays), upto the date of meeting, from the registered office of the Company at 201, Plot No. 48, Scheme No. 78, Part-II, Vijay Nagar (Near Brilliant Convention Centre) Indore MP 452010. In the alternate, a written request to obtain a copy of this notice together with the accompanying documents, along with details of your shareholding in the Company, may be addressed to **Ms. Itisha Sahu, Company Secretary & Compliance Officer**, at cs@enkingint.org and the Company will arrange to send such copy to you at your registered address or share an electronic copy thereof to your email address.
13. The equity shareholders are requested to consider, and if thought fit, to pass the following resolution under Section 230(3) and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the provisions of the Memorandum of Association and Articles of Association of the Demerged Company, with requisite majority:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable circulars and notifications issued by Ministry of Corporate Affairs, the Securities and Exchange Board of India and the rules and regulations framed thereunder including Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the SEBI Master Circular Number SEBI/HO/CFD/POD- 2/P/CIR/ 2023/93 dated June 20, 2023 and other applicable SEBI Circulars, the observation letter No. DCS/AMAL/ B/R37/3668/2025-26 dated June 20, 2025 issued by BSE Limited, and in accordance with the Memorandum and Articles of Association of each of **EKI Energy Services Limited (“the Company”)** and **EKI One Community Projects Limited (“Resulting Company”)** and subject to the approval of the Hon’ble National Company Law Tribunal, Indore bench (**“Tribunal”** or **“NCLT”**) and such other regulatory approvals, permissions and sanctions of any other regulatory or statutory authority(ies), as may be deemed necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble NCLT or any other regulatory or statutory authority(ies), while granting such consents, approvals and permissions, which may be agreed to by the Board of directors of the Company (**“Board”**), which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any other person authorised by the Board to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the proposed Scheme of Arrangement in the nature of Demerger between the Company and the Resulting Company and their respective shareholders and creditors (**“Scheme”**), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, appropriate or necessary, to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which may be needed and/or imposed by the Hon’ble NCLT/its appellate authority(ies) while sanctioning the demerger embodied in the Scheme or by any statutory/regulatory authority(ies), or as may be needed for the purpose of resolving any doubts or difficulties that may arise while giving effect to the Scheme, as the Board may deem fit and proper, without needing to seek any further approval of the shareholders and the shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any director(s) and/or officer(s) of the Company, to give effect to this resolution, if needed, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from shareholders of the Company.”

14. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Hon’ble Tribunal.
15. A copy of the Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Act, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the SEBI Master Circular Number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and

other applicable SEBI Circulars, the observation letter No. DCS/AMAL/B/R37/3668/2025-26 dated June 20, 2025 issued by BSE Limited, the Scheme and the other enclosures as indicated in the Index are enclosed.

Sd/-
Advocate Jatin Sehgal,
(MP High Court M.N. 1857 of 2011)
Chairperson appointed for the Meeting.

Date: 26th September, 2025
Place: Indore
Registered office:
201, Plot No. 48, Scheme No. 78, Part II
Vijay Nagar, Indore – 452010, Madhya Pradesh, India
CIN: L74200MP2011PLC025904
Telephone: +91-0731-4289086
E-mail: cs@enkingint.org

NOTES

1. Pursuant to the directions of the Hon'ble NCLT by way of its Order dated 11th September, 2025, the Meeting of the equity shareholders of the Company is being conducted through VC/OAVM facility to transact the business set out in the notice convening this Meeting. The Meeting will be conducted in compliance with the provisions of the Act, SS-2, SEBI LODR read with other applicable SEBI circulars and in compliance with the requirements prescribed by the MCA for holding general meetings through VC/OAVM and providing facility of e-voting by way of MCA Circulars. Accordingly, the meeting of the equity shareholders of the Company will be convened on Friday, November 7, 2025 at 03:30 p.m. (IST), through VC/OAVM, for the purpose of considering, and if thought fit, approving, the Scheme of Arrangement in the nature of demerger between the Demerged Company and the Resulting Company and their respective shareholders and creditors.
2. The deemed venue for the Meeting shall be the Registered Office of the Company at 201, Plot No. 48, Scheme No. 78, Part II, Vijay Nagar, Indore – 452010, Madhya Pradesh, India.
3. The Statement pursuant to provisions of Sections 102, 230 to 232 of the Act read with other applicable provisions of the Act, and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, read with the SEBI LODR and other applicable SEBI circulars in respect of the Scheme as set out in the notice of the Meeting is enclosed. Additional information, in compliance with the SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and the observation letters, issued by BSE Limited dated June 20, 2025 are also annexed with this notice.
4. In accordance with the directions set out in the Order of the Hon'ble NCLT and in compliance with the MCA Circulars, the notice of the Meeting and the accompanying documents mentioned in the Index are being sent shall be sent by e-mail to those Equity Shareholders whose email addresses are registered in the records available with the with the Company/ Registrar and Transfer Agent/Depository Participant(s)/ Depositories as on September 26, 2025.
5. The Notice convening the Meeting will be published by way advertisement in: (a) 'Free Press Journal' in English language; and (b) 'Dainik Bhaskar', in all editions of Madhya Pradesh in Hindi language having circulation in Madhya Pradesh i.e., the state where the registered office of the Company is situated.
6. The equity shareholders may note that the aforesaid documents are also available on the website of the Company at <https://enkingint.org/investor-relations/> on the website of the stock exchanges where the equity shares of the Company are listed i.e., BSE Limited, at www.bseindia.com, and on the website of CDSL at www.evotingindia.com.
7. The SEBI Scheme Circular, *inter-alia*, provides that the approval of 'public shareholders' of the Company to the Scheme shall be obtained by way of voting through e-voting. As the Company is seeking the approval of its equity shareholders (which includes public shareholders) to the Scheme by way of voting through e-voting, no separate procedure for voting through e-voting is necessary to be carried out by the Company for seeking the approval to the Scheme by its public shareholders in terms of SEBI Master Circular. This notice (as set out above) sent to the equity shareholders (which includes public shareholders) of the Company would be deemed to be the notice sent to the public shareholders of the Company. For this purpose, the term 'public' shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term 'public shareholders' shall be construed accordingly. Thus, in accordance with the terms of the SEBI Scheme Master Circular, the Company has provided the facility of voting by electronic means to its public shareholders.
8. Only a person, whose name is recorded in the register of members maintained by the Company/RTA or in the Register of Beneficial Owners maintained by the Depositories (defined below) as on the Cut-Off Date shall be entitled to exercise his/her/its voting rights on the resolution proposed in the notice set

out above and attend the Meeting. A person who is not an equity shareholder as on the Cut-Off Date should treat such notice for informational purposes only.

9. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the close of business hours on the Cut-Off Date as per the register of members furnished by the RTA or Register of Beneficial Owners furnished by the **CDSL** and National Securities Depository Limited (“**NSDL**”) (collectively referred to as “**Depositories**”).
10. The voting period for remote e-voting (prior to the Meeting) shall commence on and from Tuesday, November 4, 2025 at 9:00 a.m. (IST) and shall end on Thursday, November 6, 2025 at 5:00 p.m. (IST). The remote e-voting module shall be disabled by the CDSL thereafter. In addition, the Company is providing the facility of e-voting at the Meeting.
11. Since this Meeting is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of equity shareholders has been dispensed with. Accordingly, in terms of the MCA circulars, on account of the equity shareholders being able to exercise their vote through electronic means, the facility for appointment of proxies by the equity shareholders will not be available for this Meeting and hence the proxy form, attendance slip and route map of the Meeting are not annexed to this notice.
12. Facility to join the Meeting shall be opened 30 minutes before the scheduled time of the Meeting. The facility of participation at the Meeting through VC/OAVM will be made available to members on a first-come, first-served basis as per MCA Circulars.
13. Pursuant to the provisions of the Act, the institutional/corporate shareholders (i.e., shareholders other than individuals/HUF, NRI, etc.) need to provide legible scanned copies of the certified true copy of the resolution passed by the Board of directors or the power of attorney or authority letter etc. issued by the governing body of such institutional shareholder, as applicable, authorising such representative to attend the Meeting through VC/OAVM on its behalf and vote at the Meeting. The document evidencing authorisation to attend the Meeting, shall be sent to the Company at cs@enkingint.org and to the scrutiniser appointed for the Meeting at csshilpeshdalal@gmail.com at least 48 hours prior to the Meeting. A copy of the above email should also be marked to the CDSL at helpdesk.evoting@cdslindia.com.
14. Members of the Company attending the Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act and as per the terms of the Order. In addition, the Order directs and sets out that the necessary quorum for the Meeting shall be present at least 30 (Thirty) members. If the quorum is not present within half an hour from the time appointed, then the chairman shall adjourned the meeting to the same day, in the next week at the same time and place and the intimation about the adjourned meeting will be given to each member through e-mail or by any other mode. If the quorum is still not present on such adjourned date, the the chairman may furnish a report to that effect to the NCLT within 7 (Seven) days thereafter.
15. Subject to the receipt of requisite majority of votes in favour of the Scheme, i.e., majority of persons representing three-fourths in value of the total number of shares voted (as per Sections 230 to 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice) and the votes cast through remote e-voting and e-voting at the Meeting will be considered for this purpose.
16. For joint holders attending the Meeting, the member whose name appears as the first holder in the order of the names as per the register of members of the Company will be entitled to vote at the Meeting.
17. It is clarified that casting of votes by remote e-voting (prior to the Meeting) does not disentitle members

from attending the Meeting. However, subsequent to the exercise of the right to vote through remote e-voting prior to the Meeting, a member shall not be allowed to vote again at the Meeting. Once the vote on a resolution is cast by the shareholder, whether partially or otherwise, the shareholder shall not be allowed to change such vote subsequently.

18. The shareholders are requested to carefully read each of the notes set out here and in particular, instructions for joining the Meeting and manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.

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.

- (i) The voting period begins on Tuesday, November, 04, 2025 at 9:00 A.M. and ends on Thursday, November 06, 2025 at 5:00 P.M. During this period shareholders of the Company, holding shares in dematerialized form, as on, Friday, October 31, 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-COURT CONVENED MEETING.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 www.cdslindia.com 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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

	<p>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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP).	<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.</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 CDSL	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 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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, and
- 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) ➤ 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 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. ➤ 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.

- (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 Board Resolution (BR)/Power of Attorney (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 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.
- 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 (BR) 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, 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 COURT CONVENED MEETING THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the Court Convened Meeting 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 Court Convened Meeting.
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 Court Convened Meeting 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 Court Convened Meeting 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 Court Convened Meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the Court Convened Meeting 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 Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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.
4. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Sd/-

**Advocate Jatin Sehgal,
(MP High Court M.N. 1857 of 2011)
Chairperson appointed for the Meeting.**

Date: 26th September, 2025

Place: Indore

Registered office:

201, Plot No. 48, Scheme No. 78, Part II

Vijay Nagar, Indore – 452010, Madhya Pradesh, India

CIN: L74200MP2011PLC025904

Telephone: +91-0731-4289086

E-mail: cs@enkingint.org

Before the Hon'ble National Company Law Tribunal, Bench at Indore

Company application No. CA(CAA/6(MP)2025 in the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 Read with the Companies (Compromises, Arrangements And Amalgamations) Rules, 2016.

And

In the matter of the Scheme of Arrangement in the nature of Demerger Between

EKI Energy Services Limited

And

EKI One Community Projects Limited

And

Their Respective Shareholders And Creditors

EKI Energy Services Limited, a Company)
incorporated under the Companies Act, 1956 and)
having its registered office at 201, Plot No. 48,)
Scheme No.78, Part II, Vijay Nagar, (Near Brilliant)
Convention Centre) Indore (M.P.) 452010)

CIN: L74200MP2011PLC025904)

.... Company/ Demerged Company

EXPLANATORY STATEMENT UNDER SECTIONS 230 AND 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE MEETING OF THE EQUITY SHAREHOLDERS OF EKI ENERGY SERVICES LIMITED, CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT INDORE ("TRIBUNAL" OR "NCLT") DATED 11th SEPTEMBER, 2025 ("ORDER").

Capitalized terms used and not defined herein shall have the meaning ascribed to them in the Notice or the Scheme.

1. Meeting to consider the Scheme of Arrangement in the nature of Demerger

- a) This is an explanatory statement ("**Statement**") accompanying the Notice convening Meeting of the Equity Shareholders of EKI Energy Services Limited, pursuant to the Order of the Tribunal, to be held on Friday, November 7, 2025, at 03:30 p.m. (IST) through VC/OAVM, in compliance with the applicable provisions of the Act, the circulars issued thereunder, and the SEBI LODR, for considering, and if thought fit, approving the Scheme. This is a Statement accompanying the Notice convening such Meeting of the Equity Shareholders of the Demerged Company.

2. Salient features of the Scheme

The salient features of the Scheme are as under:

1. The Scheme is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act and *inter-alia* provides for the following:
 - a. demerger, transfer and vesting of the Demerged Generation Undertaking from the Demerged Company into the Resulting Company on a going concern basis, and issue of equity shares by the Resulting Company to the equity shareholders of the Demerged Company, in consideration thereof, in accordance with the Act and the provisions of Section 2(19AA) of the IT Act; and
 - b. various other matters consequential or otherwise integrally connected therewith including reduction and cancellation of the entire pre-scheme share capital of the Resulting Company.
2. Appointed Date under the Scheme is January 1, 2025, or such other date as may be mutually decided by the Board of the Demerged Company and the Resulting Company.
3. Upon the Scheme becoming effective, the Demerged Generation Undertaking including all assets, permits, contracts, liabilities, loan, duties, obligations etc. shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company on a going concern basis (as set out under the Scheme).
4. Effective Date for the Scheme has been specified in Clause 1.13 of the Scheme.
5. Upon the Scheme becoming effective, the entire pre-scheme paid up share capital of the Resulting Company that is held by the Demerged Company (along with its nominees), shall stand cancelled and reduced, without any consideration and without any further act, instrument or deed, which shall be regarded as reduction of share capital of the Resulting Company, pursuant to Sections 230 to 232 of the Act as an integral part of the Scheme and the Parties shall not be required to follow the process under Section 66 of the Act or any other provisions of Applicable Laws separately.
6. For the purpose of the demerger of Demerged Undertaking of Demerged Company into Resulting Company, based on the Share Entitlement Ratio Report CA Pankaj Shah, Registered Valuers dated January 28, 2025, *the Resulting Company shall issue 1 (One) fully paid-up equity share of INR 10/- (Indian Rupees Ten only) each for every 1 (One) fully paid-up equity share of INR 10/- (Indian Rupees Ten only) each held in the Demerged Company.*
7. Upon the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Resulting Company issued as consideration to the shareholders of the Company in terms of the Scheme, will be listed on stock exchange i.e., BSE Limited.
8. Upon the Scheme being effective, all the employees of the Demerged Company in respect of the Demerged Undertaking, who are in service on the date immediately preceding the Effective Date shall be deemed to be employed in the Resulting Company on such date and such employees shall be employed with the Resulting Company without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting with reference to the Demerged Company as on the said date.

The above details are only salient features of the Scheme. Shareholders are requested to read the

entire text of the Scheme which is enclosed as **Annexure 1** to get fully acquainted with the provisions thereof.

3. Rationale and Benefits of the Scheme

The Scheme provides for demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company on a going concern basis. The transfer and vesting by way of demerger would be in the best interests of the Demerged Company, the Resulting Company and their respective shareholders and creditors as the proposed demerger will yield the following advantages:

- Owing to the different segment pertaining to Generation Segment, where the carbon credits are issued from the projects implemented, developed and owned by the company Division/ Undertaking (as defined below), the management believes that demerger of the Demerged Undertaking (as defined below) will enable it to give desired attention and help to achieve greater focus on the Trading & Other Business Segment, where the carbon credits are purchased from various vendors and are sold to customers among other ancillary activities with the specified users which will result in better and more efficient management of the business activities of EKI.
- The Generation Segment, where the carbon credits are issued from the projects implemented, developed and owned by the company is one of the most important activities which needs to be strengthen for having the good content in hand all the time to avoid thirds party dependency. Growing up an independent Generation Segment, where the carbon credits are issued from the projects implemented, developed and owned by the company in longer term can result into a separate profit centre.
- Further, the Scheme would bring synergy of operations and lead to greater internal control on business processes and facilitate ease in decision making. It is therefore proposed to merge the Demerged Undertaking relating to Generation Segment, where the carbon credits are issued from the projects implemented, developed and owned by the company (as a Generation Division) with EKI One as an undertaking.
- The demerger of the Generation Division/undertaking business in EKI One will unlock the potential value of Generation Division business and help in sole focus in the production house activities and to attract investors, strategic partners, and stakeholders, etc.
- EKI will continue with the core activities of Trading & Other Business Segment, where the carbon credits are purchased from various vendors and are sold to customers among other ancillary activities.
- The financial position of each of the Demerged Company and the Resulting Company shall reflect a positive net-worth upon the Demerger becoming effective.
- Enable each business to pursue growth opportunities and offer investment opportunities to potential investors; and
- The other benefits of the proposed De-Merger include:
 - i. Optimum and efficient utilization and rationalization of capital, resources, assets and facilities;
 - ii. Enhancement of competitive strengths including financial resources;
 - iii. Obtaining synergy benefits;
 - iv. Better management and focus on growing the businesses;

- v. Reduction of overheads, administrative, managerial and other expenditure;
- vi. Simplify shareholding structure and reduce shareholding tiers;
- vii. Achieving economic goals.

The Scheme is in the best interests of the respective entities and their respective stakeholders for the reasons aforesaid and is not prejudicial to the interests of any of the concerned shareholders, creditors or the public at large.

4. Background of the Companies

I. Particulars of the Demerged Company:

- (a) **EKI ENERGY SERVICES LIMITED or the "Demerged Company" or "Transferor Company" or "EKI"** (CIN: L74200MP2011PLC025904), Income Tax PAN: AACCE6986E is Public Limited listed company, limited by shares, incorporated under the provisions of Companies Act, 1956 on 3rd May, 2011 and having its Registered Office at 201, Plot No. 48, Scheme No.78, Part II, Vijay Nagar, (Near Brilliant Convention Centre) Indore (M.P.) 452010 email ID: business@enkingint.org. EKI is the holding company of EKI One and holds 100% share capital in its name and its nominees. EKI is inter alia engaged in the business of carbon advisory and offsets. The equity shares of EKI are listed on BSE Limited (stock exchange). Presently EKI is having two business segment/undertakings/ divisions, i.e. (a) Generation Segment/Division/ undertaking; and (b) trading and other Segment/ Division/ Undertaking to cater the requirement different nature of business activities.
- (b) The main objects for which the Demerged Company has been established are set out in its Memorandum of Association. The main objects as set out in the Object Clause III(A) of the Memorandum of Association of the Demerged Company are mentioned hereunder: -
 1. *To carry on business relating to preliminary/ detailed energy/ environment emission audits of projects, plant and processes, formulation of detailed project reports, project implementation assistance and monitoring of projects with respect to energy Environment/emission saving projects and systems, audit instrument hiring services, equipment wise audits and performance tests, third party certification of energy Environment emission projects and energy products/equipment's, assistance in performance contracting for energy/environment/ emission projects with vendors, soft loan syndication services for implementation of energy / conservation/ environment/ emission projects/ equipment's, basic and de tailed engineering services for tailor made energy conservation/ environment/ emission projects, consultancy/ facilitation services for emission trade (carbon credit/ white certificate/ green certificate) and business for energy/environment/ emission projects, corporate energy planning & energy costing, recommendation of energy mix/ purchase policy for optimum energy costs, technology sourcing for energy/ conservation/ environment/emission projects, macro and policy studies, capacity building and Customized training packages, safety and maintenance audits, audit/ Consultation/ Training Services related to Green Buildings, Cleaner Production Energy, Carbon & Environment Management System, BPO KPO Services related to the trades as - Renewable/ Non Renewable Energy / Environment Emission.*
 2. *To provide pre-investment, - pre-contract and post-contract project management consultancy services including basic and detailed engineering services for implementation of energy efficient projects and render all types of consultancy services to businesses, institutions and governments for promotion and adoption of renewable energy applications and provide clean, green and efficient solutions to global energy Issues.*
 3. *To carry on the business of manufacturing, trading, selling, buying, exporting, importing repairing, installing, re-selling, whole-selling, retailing, consulting, designing, letting, hiring, take on lease, fabricating, developing, assembling, repairing, distributing, packing or repacking, branding or*

otherwise deal in all kinds of models, shapes, sizes, design, capacities, technologies in all type of cook stoves, stoves, iron hot Pplates, ovens, rangers, heaters, dish geysers, including electric or non-electric, heating appliances and water filter, batteries, panel, chokes, spare parts, components and accessories of cook stove, home utilities products, stove elements and appliances.

4. To carry on business of biomass including manufacturing, trading, selling, buying, exporting, importing, re-selling, whole-selling, retailing, consulting of Biomass Feed Material, briquette, pellets, biochar production, carbon capture technologies and related equipment's.
 5. To establish and carry on the business of trading in electricity and act as a trader in sale and purchase of electricity and electrical energy in any form and in any market including power exchange and derivatives market, international market, cross border transactions and by any process and in any fuel, derivatives including but not limited to renewable energy certificates, carbon credits, energy conservation certificates, financially traded electricity forwards, or by products connected with or related to the generation and supply of electrical energy, enter into demand side management contracts, energy conservation contracts including energy performance contracts, megawatt contracts, enter into contracts for banking of electricity in accordance with the provisions of Electricity Act, 2003 or any statutory modifications or reenactment thereof and rules or regulations made thereunder, to operate as an energy trading company and to get registered with appropriate agency including the Central Electricity Regulatory Commission, Bureau of Energy Efficiency or any other authority under the framework of Energy Conservation Act, 2001, Electricity Act 2003 and do all acts and things necessary or required for doing aforesaid business, including providing advisory and consultancy in issues related to energy and trading of energy and power management.
 6. To act as single window service provider for harnessing global opportunities in the trade of emission reductions and climate change business and do all such acts to attain the said objects.
- (c) EKI has amended its main objects with the approval of members in the Annual General Meeting held on 27th October, 2023 and Ancillary objects on the Extra Ordinary General Meeting held on 15th January, 2025.
- (d) The equity shares of the Demerged Company are listed on BSE Limited (hereinafter referred to as “**Stock Exchange**”).
- (e) The authorised, issued, subscribed and paid-up share capital of the Demerged Company as on January 1, 2025 is as under:

Share Capital	Amount (In Rs.)
Authorized Share Capital	
5,00,00,000 Equity Shares of Rs. 10/- each	50,00,00,000
TOTAL	50,00,00,000
<u>Issued, subscribed and paid-up Share Capital</u>	
2,76,03,694 Equity shares of Rs. 10 each, fully paid up	27,60,36,940
TOTAL	27,60,36,940

There has been no change in the authorized share capital, however, subsequent to January 1, 2025, the Company has issued and allotted 40,000 Equity Shares pursuant to exercise of Options under EKI Energy Services – Employee Stock Option Plan 2021 on 9th September, 2025 resulting the issued, subscribed and paid-up share capital of the Demerged Company have been increased to Rs. 27,64,36,940/- divided into 2,76,43,694 equity shares of Rs. 10/- each.

- (f) The last annual financial statements standalone and consolidated of the Demerged Company have been audited for the financial year ended March 31, 2025 and enclosed as **Annexure 2**.

(g) Details of the Directors and Promoters (as on the date of the Notice):

The details of the Directors of the Demerged Company as on the date of this Notice, along with their addresses, are mentioned herein below:

Directors			
Sr. No.	Name	Category/Designation	Address
1.	Manish Kumar Dabkara (DIN: 03496566)	Chairman & Managing Director	EnKing Embassy, Plot 48, Scheme No. 78 Part II, Vijay Nagar, Indore, Madhya Pradesh, 452010
2.	Mohit Kumar Agarwal (DIN:09459334)	Whole Time Director and Chief Financial Officer	Plot 28, Tirumala Green, Ward no.36, Near Samar Park, Indore, Madhya Pradesh, India 452010
3.	Priyanka Dabkara (DIN: 08634736)	Non-Executive Non-Independent Director	EnKing Embassy, Plot 48, Scheme No. 78 Part II, Vijay Nagar, Indore, Madhya Pradesh, 452010
4.	Ritesh Gupta (DIN: 00223343)	Non-Executive Independent Director	11-A, Chandra Nagar, M.R. 9, A.B. Road, Indore 452011 MP
5.	Burhanuddin Ali Husain Maksi Wala DIN: 08326766)	Non-Executive Independent Director	1213, Nurani Nagar Bank, Village Bank, Indore, Madhya Pradesh, India 452002
6.	Astha Pareek DIN: 09659754)	Non-Executive Independent Director	Near Bus stand Peeploond, Bhilwara, Rajasthan IN-311203

The details of the Promoter of the Demerged Company as on the date of this Notice, along with their addresses, are mentioned herein below:

Promoters			
Sr. No.	Name	Category	Address
1.	Manish Kumar Dabkara	Individual	EnKing Embassy, Plot 48, Scheme No. 78 Part II, Vijay Nagar, Indore, Madhya Pradesh, 452010

II. Particulars of the Resulting Company:

- (a) **EKI ONE COMMUNITY PROJECTS LIMITED or the "Resulting Company"/ "Transferee Company" or "EKI One"** (CIN: U74999MP2022PLC063039) Income Tax PAN: AAHCE2814J is Public Limited Company incorporated under the provisions of Companies Act, 2013. The Company was originally incorporated as a Private Limited Company on 12th October, 2022 and subsequently it was converted into a public limited company and a fresh certificate of incorporation was issued by the Registrar of Companies

on 28th January, 2025 and having its registered office at Plot No. 48, Scheme No. 78, Vijay Nagar, Indore (M.P.) 452010 and email id: cs@enkingint.org. EKI One is wholly owned subsidiary company of EKI. EKI One is engaged in business of consultancy for energy, environment, and emission-saving projects and emission trading (carbon credits, white/green certificates). Further, the company shall develop its own projects for carbon offsets trading. However, EKI One is not carrying any substantial business activities at present.

- (b) EKI One has changed its name from EKI One Community Projects Private Limited to EKI Community Projects Limited upon conversion of the Company into a public limited company at their Extra General Meeting held 20th December, 2024.
- (c) Presently, the Equity Shares of the Resulting Company are not listed on any Stock Exchange.
- (d) The main objects for which the Resulting Company has been established are set out in its Memorandum of Association. The main objects as set out in the Object Clause 3(A) of the Memorandum of Association of the Second Applicant Company are mentioned hereunder:-
 - 1. *To carry on business relating to preliminary/ detailed energy/ environment emission audits of projects, plant and processes, formulation of detailed project reports, project implementation assistance and monitoring of projects with respect to energy Environment/emission saving projects and systems, audit instrument hiring services, equipment wise audits and performance tests, third party certification of energy Environment emission projects and energy products /equipment's, assistance in performance contracting for energy /environment/ emission projects with vendors, soft loan syndication services for implementation of energy / conservation/ environment/ emission projects/ equipment's, basic and de tailed engineering services for tailor made energy conservation/ environment/ emission projects, consultancy/ facilitation services for emission trade (carbon credit/ white certificate/ green certificate) and business for energy/environment/ emission projects, corporate energy planning & energy costing, recommendation of energy mix/ purchase policy for optimum energy costs, technology sourcing for energy/ conservation/ environment/emission projects, macro and policy studies, capacity building and Customized training packages, safety and maintenance audits, audit/ Consultation/ Training Services related to Green Buildings, Cleaner Production Energy, Carbon & Environment Management System, BPO KPO Services related to the trades as - Renewable/ Non Renewable Energy / Environment Emission.*
 - 2. *To provide pre-investment,- pre-contract and post-contract project management consultancy services including basic and detailed engineering services for implementation of energy efficient projects and render all types of consultancy services to businesses, institutions and governments for promotion and adoption of renewable energy applications and provide clean, green and efficient solutions to global energy Issues.*
 - 3. *To carry on the business of manufacturing, trading, selling, buying, exporting, importing repairing, installing, re-selling, whole-selling, retailing, consulting, designing, letting, hiring, take on lease, fabricating, developing, assembling, repairing, distributing, packing or repacking, branding or otherwise deal in all kinds of models, shapes, sizes, design, capacities, technologies in all type of cook stoves, stoves, iron hot Pplates, ovens, rangers, heaters, dish geysers, including electric or non-electric, heating appliances and water filter, batteries, panel, chokes, spare parts, components and accessories of cook stove, home utilities products, stove elements and appliances.*
 - 4. *To carry on business of biomass including manufacturing, trading, selling, buying, exporting, importing, re-selling, whole-selling, retailing, consulting of Biomass Feed Material, briquette, pellets, biochar production, carbon capture technologies and related equipment's.*

5. *To establish and carry on the business of trading in electricity and act as a trader in sale and purchase of electricity and electrical energy in any form and in any market including power exchange and derivatives market, international market, cross border transactions and by any process and in any fuel, derivatives including but not limited to renewable energy certificates, carbon credits, energy conservation certificates, financially traded electricity forwards, or by products connected with or related to the generation and supply of electrical energy, enter into demand side management contracts, energy conservation contracts including energy performance contracts, megawatt contracts, enter into contracts for banking of electricity in accordance with the provisions of Electricity Act, 2003 or any statutory modifications or reenactment thereof and rules or regulations made thereunder, to operate as an energy trading company and to get registered with appropriate agency including the Central Electricity Regulatory Commission, Bureau of Energy Efficiency or any other authority under the framework of Energy Conservation Act, 2001, Electricity Act 2003 and do all acts and things necessary or required for doing aforesaid business, including providing advisory and consultancy in issues related to energy and trading of energy and power management.*
 6. *To act as single window service provider for harnessing global opportunities in the trade of emission reductions and climate change business and do all such acts to attain the said objects.*
- (e) EKI One has amended its Main Objects and Ancillary objects at the Extra Ordinary General Meeting held on 20th December, 2024.
- (f) The authorised, issued, subscribed and paid-up share capital of the Resulting Company as on December 31, 2024 is as under:

Particulars	Amount (Rs)
Authorized Capital	
1,00,000 Equity Shares of Rs.10/- each	10,00,000
TOTAL	10,00,000
Issued, Subscribed and Paid up Capital	
1,00,000/- Equity Shares of Rs.10 each fully paid up	10,00,000
TOTAL	10,00,000

The pre-Scheme capital structure of the Demerged Company and the Resulting Company is given in Paragraphs 3.1 and 3.2 of Part A of the Scheme respectively. Pursuant to the Scheme, there will be no change in the post Scheme capital structure of the Demerged Company.

- (g) The resulting company has the following capital built-up from the date of Incorporation as below:

Date of Issue	No. of shares issued	Face value (Rs.)	Premium on issuance of shares (Rs.)	Type of Issue (IPO/FPO/Preferential Issue/Scheme/Bonus/Rights, etc)	Cumulative capital (No. of Shares)
12/10/2022	1,00,000	10/-	Nil	Subscriber of MOA	1,00,000

Copy of certificate of statutory auditor annexed hereto and marked as **Annexure 21**.

- (h) The last annual financial statements of the Resulting Company have been audited for the financial year ended March 31, 2025. The said audited financial statements are enclosed as **Annexure 3**.

(i) Details of the Directors and Promoters (as on the date of the Notice):

The details of the Directors of the Resulting Company as on the date of this Notice, along with their addresses, are mentioned herein below:

Directors			
Sr. No.	Name	Designation	Address
1.	Priyanka Dabkara (DIN: 08634736)	Chairperson & Managing Director	EnKing Embassy, Plot 48, Scheme No. 78 Part II, Vijay Nagar, Indore, Madhya Pradesh, 452010
2.	Mohit Kumar Agarwal (DIN:09459334)	Non-Executive Non-Independent Director	Plot 28, Tirumala Green, Ward no.36, Near Samar Park, Indore, Madhya Pradesh, India 452010
3.	Manish Kumar Dabkara (DIN: 03496566)	Non-Executive Non-Independent Director	EnKing Embassy, Plot 48, Scheme No. 78 Part II, Vijay Nagar, Indore, Madhya Pradesh, 452010

The details of the Promoter of the Resulting Company as on the date of this Notice, along with its address, is mentioned herein below:

Promoters				
Sr. No.	Name	Category	Number of equity shares	Address
1.	EKI Energy Services Limited	Body Corporate/ Holding Company	99,994	201, Plot No. 48, Scheme No.78, Part II, Vijay Nagar, (Near Brilliant Convention Centre) Indore (M.P.) 452010
2.	Manish Kumar Dabkara	Individual (Nominee Shareholder)	1	EnKing Embassy, Plot 48, Scheme No. 78 Part II, Vijay Nagar, Indore, Madhya Pradesh, 452010
3.	Mohit Kumar Agarwal	Individual (Nominee Shareholder)	1	Plot 28, Tirumala Green, Ward no.36, Near Samar Park, Indore, Madhya Pradesh, India 452010
4.	Sukanta Das	Individual (Nominee Shareholder)	1	Silver Lake Vista, Flat No. B-301, Khandwa Road, Near Bilawali Lake, Indore, Madhya Pradesh, India 452020

5.	Ramkrishna Vasantrao Patil	Individual (Nominee Shareholder)	1	Flat No.J-401, Shree Venktesh Lake Vista, Dattanagar-Jamnholwadi Road, Near Shaninagar, Bus Stop, Ambegaon, Pune, Maharashtra, India, 411033.
6.	Siddhant Gupta	Individual (Nominee Shareholder)	1	H.No. DM-21, Ratanpur Sadak, Indus Town, Huzur-Misrod Road, Bhopal Madhya Pradesh, India 462047
7.	Itisha Sahu	Individual (Nominee Shareholder)	1	173-B, Samar park, Nipania, Indore, Madhya Pradesh, India 452010

**Shareholders at Sr. No. 2 to 7 are holding shares as nominee(s) of EKI Energy Services Limited.*

5. Relationship subsisting between Parties to the Scheme

The Resulting Company is presently a wholly owned subsidiary of the Demerged Company.

6. Board approvals

- (a) The Board of Directors of the Demerged Company at its Meeting held on February 10, 2025 by unanimous resolution approved the Scheme. The names of the then Directors and their manner of voting are set out below:

Sr. No.	Name of Director	Voted in favour / against / did not participate or voted
1.	Manish Kumar Dabkara	Voted in favour
2.	Mohit Kumar Agarwal	Voted in favour
3.	Priyanka Dabkara	NA*
4.	Ritesh Gupta	Voted in favour
5.	Burhanuddin Ali Husain Maksi wala	Voted in favour
6.	Astha Pareek	Voted in favour

**Ms. Priyanka Dabkara was appointed as Non-Executive Non-Independent Director of the Company with effect from February 10, 2025.*

- (b) The Board of Directors of the Resulting Company at its Meeting held on February 10, 2025 by unanimous resolution approved the Scheme. The names of the then Directors and their manner of voting are set out below:

Sr. No.	Name of Director	Voted in favour / against / did not participate or voted
1.	Priyanka Dabkara	Voted in favour
2.	Mohit Kumar Agarwal	Voted in favour
3.	Manish Kumar Dabkara	Voted in favour

7. **Interest of Directors, KMPs and their relatives**

No change in the composition of Board of Directors or Key Managerial Personnel (“KMPs”) of Demerged Company is envisaged only on account of the Scheme. It is clarified that the composition of the Board of Directors and KMPs of the Applicant Companies may undergo changes in the ordinary course, on account of appointments, retirements, or resignations (not attributable to the Scheme) in accordance with the provisions of the Act and rules thereunder, SEBI LODR and Memorandum and Articles of Association of the Applicant Companies. Directors and KMPs of Resulting Company shall be changed due to the Resulting Company’s New Shares being listed and traded on the Stock Exchanges BSE Limited pursuant to the Scheme, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 and SEBI LODR as amended and restated from time to time to bring the composition of the Board of directors and the KMPs in accordance with the SEBI LODR and the Act.

It is clarified that the composition of the Board of directors and KMPs of the Applicant Companies may undergo changes in the ordinary course, on account of appointments, retirements or resignations (not attributable to the Scheme) in accordance with the provisions of the Act and rules thereunder, SEBI LODR and Memorandum and Articles of Association of the Applicant Companies.

8. **Details of assets, liabilities, net worth and revenue of the companies involved, pre and post scheme as on 1st January, 2025**

(Rs. in Crores)				
Particulars	EKI Energy Services Limited (Demerged Company)		EKI One Community Projects Limited (Resulting Company)	
	(Pre)	(Post) [#]	(Pre)*	(Post) [#]
Total Assets	641.2194	458.8030	0.0905	182.5069
Total Liabilities	212.0831	211.7148	0	0.3683
Net worth	429.1362	247.0881	0.0905	182.1386
Revenue	150.0388	117.5200	0	32.5188
PAT	12.2581	(13.9160)	(0.0036)	26.1705

**The Resulting Company was incorporated on 12th October, 2022, as a wholly owned subsidiary of the Demerged Company for vesting of the Demerged Undertaking (as defined in the Scheme) as on 1st January, 2025 as a going concern basis.*

[#]The amounts of post-scheme assets, liabilities, net worth, revenue and PAT prepared to indicate the effect of the Scheme on the financial position/ performance of the Demerged Company. The same will undergo changes on the Effective Date (as defined in the Scheme). The actual financial position/ performance, which may prevail after the Scheme becomes effective, may vary from the above calculations. In the case of the Resulting Company, under post-scheme scenario, the details of Revenue and PAT (of Demerged Undertaking) have been reported for presentation purposes.

9. Shareholding Pattern and Capital Structure of the Demerged Company and the Resulting Company:

(a) Shareholding Pattern of the Demerged Company and the Resulting Company:

EKI Energy Services Limited (Demerged Company):

The pre-scheme shareholding pattern of the Demerged Company is as follows (based on shareholding data as on February 7, 2025):

Sr. No.	Shareholder	No. of equity shares of Rs. 10 each held	Value of equity shares held (INR)	Percentage of shareholding
	Promoters and Promoter group:			
1	Manish Kumar Dabkara	2617450	2,61,74,500.00	9.48%
2	EnKing International LLP	14629958	14,62,99,580.00	53.00%
3	Vidhya Dabkara	749508	74,95,080.00	2.71%
4	Shweta Bhaveshkumar Porwal	7	70.00	0.00%
5	Naveen Sharma	30000	3,00,000.00	0.10%
6	Priyanka Dabkara	293803	2938030.00	1.06%
7	Sonali Sheikh	46400	4,64,000.00	0.16%
	Total Promoter & promoter Group	19563226	19,56,32,260.00	70.88%
8	Public Holding:@	8040468	8,04,04,680.00	29.12%
	TOTAL	27603694	27,60,36,940.00	100.00%

@ Subsequent to the approval of the draft Scheme by the Demerged Company on 10th February, 2025, the Company has issued and allotted 40,000 Equity Shares pursuant to exercise of Options under EKI Energy Services – Employee Stock Option Plan 2021 on 9th September, 2025 resulting the issued, subscribed and paid-up share capital of the Demerged Company have been increased to Rs.27,64,36,940/- divided into 2,76,43,694 equity shares of Rs. 10/- each which has also increase the public holding from 80,40,468 equity shares (29.12%) to 80,80,468 equity shares (29.23%) consequently the promoters and promoter group shareholding % shall be reduced to 70.77%.

There will no change in the post Scheme shareholding pattern of the Demerged Company in terms of the Scheme.

(b) EKI One Community Projects Limited (Resulting Company):

The pre-Scheme shareholding pattern of the Resulting Company as on February 7, 2025 is as follows:

Sr. No.	Shareholder	No. of equity shares of Rs. 10 each held	Value of equity shares held (in Rs.)	Percentage of shareholding
1	Promoters (along with its nominees)	1,00,000	10,00,000.00	100%
2	Public	-	-	0.00%
	TOTAL	1,00,000	10,00,000.00	100.00%

The indicative post-Scheme shareholding pattern of the Resulting Company is as follows:

Sr. No.	Shareholder	No. of equity shares of Rs. 10 each held	Value of equity shares held (INR)	Percentage of shareholding
	Promoters and Promoter group:			
1	Manish Kumar Dabkara	2617450	2,61,74,500.00	9.48%
2	EnKing International LLP	14629958	14,62,99,580.00	53.00%
3	Vidhya Dabkara	749508	74,95,080.00	2.71%
4	Shweta Bhaveshkumar Porwal	7	70.00	0.00%
5	Naveen Sharma	30000	3,00,000.00	0.10%
6	Priyanka Dabkara	293803	2938030.00	1.06%
7	Sonali Sheikh	46400	4,64,000.00	0.16%
	Total Promoter & promoter Group	19563226	19,56,32,260.00	70.88%
8	Public Holding:@	8040468	8,04,04,680.00	29.12%
	TOTAL	27603694	27,60,36,940.00	100.00%

@ Subsequent to the approval of the draft Scheme by the Demerged Company on 10th February, 2025, the Demerged Company has issued and allotted 40,000 Equity Shares pursuant to exercise of Options under EKI Energy Services – Employee Stock Option Plan 2021 on 9th September, 2025 resulting the issued, subscribed and paid-up share capital of the Demerged Company have been increased to Rs.27,64,36,940/- divided into 2,76,43,694 equity shares of Rs. 10/- each which has also increase the public holding from 80,40,468 equity shares (29.12%) to 80,80,468 equity shares (29.23%) consequently the promoters and promoter group shareholding % shall be reduced to 70.77%. All the shareholders of the demerged company shall be entitled to receive 1 equity share for every one equity shares held by them on the effective date of the scheme.

The detailed pre and post Scheme shareholding pattern of the Demerged Company and the Resulting Company as on February 7, 2025, are enclosed as **Annexure 19**.

a. Capital Structure of the Demerged Company and the Resulting Company

The pre-Scheme capital structure of the Demerged Company and the Resulting Company is given in Paragraphs 3.1 and 3.2 of Part A of the Scheme respectively. Pursuant to the Scheme, there will be no change in the post Scheme capital structure of the Demerged Company.

The indicative post Scheme share capital structure of the Resulting Company will be as follows:

Particulars	Amount in (INR)
Authorised Capital	
3,00,00,000 Equity Shares of INR 10/- each,	30,00,00,000
TOTAL	30,00,00,000
Issued, Subscribed and fully paid-up share capital	
2,76,03,694 Equity Shares of INR 10/- each, fully paid up#	27,60,36,940
TOTAL	27,60,36,940

Subsequent to the approval of the draft Scheme by the Demerged Company on 10th February, 2025, the Demerged Company has issued and allotted 40,000 Equity Shares pursuant to exercise of Options under EKI Energy Services – Employee Stock Option Plan 2021 on 9th September, 2025 resulting the issued, subscribed and paid-up share capital of the Demerged

Company have been increased to Rs.27,64,36,940/- divided into 2,76,43,694 equity shares of Rs. 10/- each. All the shareholders of the demerged company shall be entitled to receive 1 equity share for every one equity share held by them on the effective date of the scheme.

10. Effect of the Scheme on the stakeholders

The effect of the Scheme on the equity shareholders, key managerial personnel(s) and creditors of the Demerged Company and Resulting Company is given in the report adopted by the Board of directors of each of the aforesaid companies at their respective meetings held on February 10, 2025 pursuant to the provision of Section 232(2)(c) of the 2013 Act and which are annexed hereto and marked as **Annexure 4** and **Annexure 5** respectively.

In addition, the Audit Committee and the Independent Directors of the Demerged Company in their respective meetings held on February 10, 2025, approved the draft Scheme. The report of the Audit Committee and the Independent Directors dated February 10, 2025, are annexed hereto and marked as **Annexure 6** and **Annexure 7** respectively.

a. Effect of the Scheme on the equity shareholders (promoter and non-promoter shareholders):

It is clarified that neither the Resulting Company nor the Demerged Company have issued any classes of shares other than equity shares. Accordingly, there are no other classes of shareholders that will be affected by the Scheme.

Upon the Scheme becoming effective, the entire pre-scheme paid up share capital of the Resulting Company that is held by the Demerged Company (along with its nominees), shall stand cancelled and reduced, without any consideration and without any further act, instrument or deed. Further, in consideration for the transfer and vesting of the Demerged Undertaking from the Demerged Company into the Resulting Company, all the equity shareholders (promoter and non-promoter) of the Demerged Company as on the Record Date, shall receive equity shares of the Resulting Company in the same proportion as their shareholding in the Demerged Company. Accordingly, once the Scheme is effective, shareholding of the Resulting Company will mirror the shareholding of the Demerged Company.

b. Effect of the Scheme on the Directors and Key Managerial Personnels:

The Scheme will have no effect on the office of the existing Directors and Key Managerial Personnels (“KMPs”) of the Demerged Company and the Resulting Company. Further, no change in the Board of Directors of the Demerged Company and the Resulting Company is envisaged on account of the Scheme. No change in the composition of Board of Directors or Key Managerial Personnels (“KMPs”) of Demerged Company is envisaged only on account of the Scheme. The composition of the Board of Directors and KMP of Resulting Company shall be changed due to the Resulting Company New Shares being listed and traded on the Stock Exchanges pursuant to the Scheme, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended and restated from time to time to bring the composition of the Board of Directors and the KMPs in accordance with the SEBI LODR and the Act.

It is clarified that the composition of the Board of Directors and KMPs of the Demerged Company and the Resulting Company may change by appointments, retirements or resignations in accordance with the provisions of the Act, SEBI LODR, other applicable laws, and the Memorandum and Articles of Association of these companies but the Scheme itself does not affect the office of Directors of such companies.

c. Effect of the Scheme on the Creditors:

In respect of the Scheme, no liabilities towards the creditors of the Demerged Company and the Resulting Company are neither being reduced nor being extinguished. The Scheme does not provide for any compromise or arrangement with the creditors of the Demerged Company and the Resulting Company.

Further, all the liabilities of the Demerged Company (relating to the Demerged generation Undertaking as decided by the Board) shall stand transferred to the Resulting Company, to the extent they pertain to the Demerged Generation Undertaking (as defined in the Scheme) without causing any change in the original terms as agreed.

d. Effect of the Scheme on the Employees:

Upon the Scheme being effective, all the employees of the Demerged Company in respect of the Demerged Generation Undertaking, who are in service on the date immediately preceding the Effective Date shall be deemed to be employed in the Resulting Company on such date and such employees shall be employed with the Resulting Company without any break or interruption in service for the purpose of calculating retirement benefits and on the terms and conditions not less favourable than those subsisting with reference to the Demerged Company as on the said date.

e. Effect of the Scheme on Debenture holders, Debenture Trustees, Depositors and Deposit Trustees

The Demerged Company and the Resulting Company have neither issued any debentures nor taken any public deposits. Hence, there are no debenture holders, debenture trustees, depositors and deposit trustees.

There will be no adverse effect on account of the Scheme on the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

11. Impact of the Scheme on the revenue generating capacity of the Demerged Company:

The proposed demerger is expected to enable the Demerged Company and the Resulting Company to operate independently, pursue distinct growth strategies aligned to specific market and industry dynamics, improve efficiency, etc. This will enhance strategic flexibility, de-risk both businesses, unlock value for shareholders and will also facilitate a clearer focus on distinct opportunities, thereby positively impacting revenue generating capacity of each of the divisions.

A comparison of the revenue and net-worth of the Demerged Undertaking with total revenue and net-worth of the Demerged Company in the last three financial years is annexed hereto as **Annexure 16**. In addition, details of the pre-Scheme and the post-Scheme net-worth of the Demerged Company and the Resulting Company are annexed hereto as **Annexure 17** and **Annexure 18** respectively.

12. Synergies of business of the entities involved in the Scheme:

The synergies of business of the entities involved in the Scheme are included in Paragraph 3 (Rationale and Benefits of the Scheme) of the Statement to notice above.

13. Cost benefit analysis of the Scheme:

Although the Scheme involves certain costs such as transaction cost, implementation cost, regulatory

fees, stamp duties, etc., the Scheme would entail the benefits specified in **Paragraph C (Rationale and Benefits of the Scheme)** of the Statement to notice above.

14. Value of assets and liabilities of Demerged Undertaking that are being transferred to Resulting Company as on 1st January, 2025.

Particulars	As on 1st January, 2025 Amounts (Rs. in Lakhs)
ASSETS	
Non-current Assets	
Property, plant and equipment	
Right-of-use assets	-
Capital Work-in-progress	-
Investment properties	-
Intangible assets	8645.33
Intangible assets under development	234.10
Financial assets	
Investments	1923.50
Loans	1035.08
Others Financial assets	-
Deferred tax assets (net)	-
Non-Current Tax Asset (net)	-
Other non-current assets	33.69
Total non-current assets	11871.69
Current Assets	
Inventories	1.48
Financial Assets	
Trade receivables	-
Investments	6368.46
Cash and cash equivalents	
Bank balance other than above	
Loans	-
Others Financial assets	-
Other Current Assets	-
Total current assets	6369.94
Total Assets	18241.64

EQUITY AND LIABILITIES	
Equity	
Equity Share Capital	-
Other Equity	18204.81
Total Equity	18204.81
Liabilities	
Non-current liabilities	
Financial Liabilities	
Lease Liability	-
Provisions	-
Total non-current liabilities	-
Current Liabilities	
Financial Liabilities	
Lease Liability	-
Trade Payables	
Outstanding dues of micro and small enterprises	-
Outstanding dues other than micro and small enterprises	-
Other current financial liabilities	36.83
Current tax liabilities (Net)	-
Other current liabilities	-
Total current liabilities	36.83
Total Liabilities	36.83
TOTAL EQUITY AND LIABILITIES	18241.64

Notes:

1. The above details have been computed based on (a) the limited review standalone financial statements of the Company as at 31st December, 2024, and (b) giving effect to the proposed accounting treatment as set out in Clause 7 of the Scheme, which is subject to SEBI and NCLT approval, on the said amounts as on 1st January, 2025.
2. The amounts of assets and liabilities are provisional and prepared to indicate the effect of the Scheme on the financial position/ performance of the Demerged Company. The same will undergo changes on the Effective Date (as defined in the Scheme). The actual financial position/ performance, which may prevail after the Scheme becomes effective, may vary from the above calculations.

15. Amount due to the creditors

1. As on June 28, 2025, the amount owed to **94 (Ninety-Four)** unsecured creditors of the Demerged Company is Rs. 1,83,12,77,275/-

2. As on June 28, 2025, the amount owed to **1 (One)** secured creditor of the Demerged Company is Rs. 52,92,22,702/-
3. As on June 28, 2025, there are no secured or unsecured Creditors in the Resulting Company.

16. Summary of Share Entitlement Ratio Report and Fairness Opinion

1. In the Share Entitlement Ratio Report dated January 28, 2025 issued by CA Pankaj Shah, Registered Valuers, it has opined that the valuation approach is as prescribed by circular no. NSE/CML/20L7/12 of NSE and LIST/COMP/02/2017-18 of BSE have not been undertaken as they are not relevant in the instant case and the Share Entitlement Ratio in consideration for the demerger proposed in the Scheme is fair. The said Share Entitlement Ratio Report is annexed as **Annexure 8**.
2. Swastika Investmart Limited, an independent SEBI Registered Merchant Banker in their Fairness Opinion dated January 30, 2025, has also opined that the Share Entitlement Ratio is fair and reasonable. The said Fairness Opinion is annexed as **Annexure 9**.
3. The Share Entitlement Ratio has accordingly been recommended as follows:

1(One) fully paid-up equity share of INR 10/- (Indian Rupees Ten only) each for every 1 (One) fully paid-up equity share of INR 10/- (Indian Rupees Ten only) each held in the Demerged Company.
4. The Share Entitlement Ratio Report shall be available for inspection at the registered office of the Company;

17. Approvals and intimations in relation to the Scheme

1. The proposed Scheme was placed before the Independent Directors and the Audit Committee of the Demerged Company on February 10, 2025. The Independent Directors and the Audit Committee of the Demerged Company recommended the Scheme after considering the various documents, certificates, reports including the Share Entitlement Ratio Report issued by CA Pankaj Shah dated January 28, 2025 and fairness opinion issued by Swastika Investmart Limited dated January 30, 2025;
2. The Board of Directors of the Demerged Company have approved the Scheme at their meeting held on February 10, 2025.
3. The Board of Directors of the Resulting Company have approved the Scheme at their meeting held on February 10, 2025.
4. The Demerged Company has not received any complaint on the Scheme from any person/entity. Copy of the Complaint Report as submitted by the Demerged Company with the BSE Ltd. is annexed hereto as **Annexure 10** respectively.
5. A copy of the Order dated 11th September, 2025 and a copy the Scheme has been filed by the Demerged Company and Resulting Company with the Registrar of Companies, Gwalior.
6. Further, all shareholders of the Resulting Company have given their consent to the Scheme by way of affidavits, and therefore, the Tribunal by the Order has granted dispensation from holding of the meeting of the equity shareholders of the Resulting Company, to consider the Scheme.

7. BSE Ltd. has issued letter dated June 20, 2025 granting no objection to the filing of the Scheme with the Tribunal. A copy of the letter dated June 20, 2025 issued by BSE Ltd. is annexed as **Annexure 11** (“BSE Observation Letter”).
8. Information pertaining to the Resulting Company involved in the Scheme in the format prescribed for abridged prospectus, as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is annexed as **Annexure 15**.
9. Swastika Investmart Limited, an independent SEBI registered merchant banker, has issued a certificate certifying the accuracy and adequacy of the information in the above stated abridged prospectus annexed as **Annexure 15**.
10. All approvals as stated in Clause 19 (Conditionality of the Scheme) of the Scheme, in order to give effect to the Scheme will be obtained.

18. Pending investigations

1. As on the date of this statement, there are Corporate Insolvency Resolution Process is admitted against the Demerged Company and the Resulting Company under the Insolvency and Bankruptcy Code 2016, nor any winding up proceedings is pending against the Resulting Company under the Act and no investigation or proceedings under the Companies Act, 2013 have been initiated or are pending in relation to the Resulting Company.
2. Details of all on-going adjudication and recovery proceedings, prosecution initiated and other enforcement action against the Demerged Company, its promoters and directors are annexed as **Annexure 12**. There are no such proceedings pending as on the date hereof against the Resulting Company.
3. There are no proceedings/ investigation pending against the Applicant Companies under Sections 210 – 217, 219, 220, 223, 224, 225, 226 & 227 of the Act.
4. Details of any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years are annexed as **Annexure 22**.

19. Share Capital/Debt Restructuring

1. The Scheme does not provide for any corporate debt restructuring in either of the Demerged Company and Resulting Company.
2. Upon allotment of the Resulting Company the New Equity Shares, the entire pre-scheme paid up share capital of the Resulting Company shall stand cancelled and reduced, without any consideration and without any further act, instrument or deed, which shall be regarded as reduction of share capital of the Resulting Company, pursuant to Sections 230 to 232 of the Act as an integral part of the Scheme and the Parties shall not be required to follow the process under Section 66 of the Act or any other provisions of applicable laws separately. The aforesaid reduction of capital does not involve any diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share capital or payment in any other form.

20. Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Indian Accounting Standards

The accounting treatment provided in the proposed Scheme, in terms of the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, is in compliance with applicable Accounting Standards notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and generally accepted accounting principles in India. The same has been certified by the respective Statutory Auditor of the companies involved in the Scheme. The said Certificates are enclosed as **Annexure 13** and **Annexure 14** to this notice.

21. Inspection of Documents

A copy of this Notice, Statement and the Annexures are available on the website of the Demerged Company at <https://enkingint.org/wp-content/uploads/2025/09/NCLT-Order-Dated-11.09.2025-Certified-copy.pdf>. In addition to the above documents annexed hereto, the following documents will be available for inspection and for taking copies thereof by the equity shareholders of the Demerged Company at its Registered Office at 201, Plot No. 48, Scheme No.78, Part II, Vijay Nagar, (Near Brilliant Convention Centre) Indore (M.P.) 452010 on any working day (except Saturdays, Sundays and public holidays) up to the date of the Meeting and in Investors section of the website of the Demerged Company:-

- (a) Certified copy of the draft Scheme of Arrangement, for demerger.
- (b) Copy of the Order of the Tribunal dated 11th September, 2025;
- (c) Memorandum and Articles of Association of the Demerged Company and the Resulting Company;
- (d) Undertaking by the Demerged Company confirming the non-applicability of approval of majority of public shareholders to the Scheme as prescribed under Paragraph A(10)(b) of Part I of the SEBI Master Circular number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI, along with Certificate dated December 26, 2024 issued by the Statutory Auditors of the Demerged Company, certifying the said undertaking;
- (e) Latest audited financial statements of the demerged and resulting companies including consolidated financial statements.
- (f) Certificate of relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.
- (g) All other documents displayed on the Demerged Company's website in terms of the SEBI Circular.

The Board of Directors hereby confirms that the scheme has been formulated and implemented in full compliance with all applicable securities laws, rules, and regulations prevailing in India, including but not limited to the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, and any relevant circulars, guidelines, or statutory provisions. All necessary approvals, filings, and disclosures pertaining to the scheme have been duly undertaken as required by law.

The Board further confirms that the arrangement proposed under the Scheme has not yet been executed or implemented in any manner. All actions and steps pertaining to the said arrangement are subject to and contingent upon the approval of the shareholders and relevant regulatory authorities. The company

undertakes that no part of the scheme has been operationalized or carried out prior to obtaining the required confirmations and sanctions.

Based on the above, and considering the rationale and benefits, in the opinion of the Board of Directors, the Scheme of Arrangement in the nature of demerger will be of advantage to, beneficial and in the best interests of the companies and their respective shareholders, creditors, employees and other stakeholders, and the terms thereof are fair and reasonable. The Board of directors of the Demerged Company recommends the Scheme for the approval of its shareholders by way of requisite majoring as a Special Resolution.

The Directors and the Key Managerial persons may be considered as deemed to be interested to the extent of their shareholding and the shares as may be allotted to them by the resulting company, except that they are not concerned or interested in the proposed resolution.

Sd/-
Advocate Jatin Sehgal,
(MP High Court M.N. 1857 of 2011)
Chairperson appointed for the Meeting.

Date: 26th September 2025

Place: Indore

Registered office:

201, Plot No. 48, Scheme No. 78, Part II

Vijay Nagar, Indore – 452010, Madhya Pradesh, India

CIN: L74200MP2011PLC025904

Telephone: +91-0731-4289086

E-mail: cs@enkingint.org