

## NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of SRM Energy Limited will be held on Thursday, September 26, 2019 at 11.00 a.m. at Federation of Indian Export Organisations, Niryat Bhawan, Rao Tula Ram Marg, OPP. Army Hospital Research and Referral, New Delhi 110 057, to transact the following businesses:

### ORDINARY BUSINESS:

#### Item No. 1: Adoption of Financial Statement:

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of Director's and Auditor's thereon.

#### Item No. 2: Appointment of Directors:

To appoint a Director in place of Mr. Vishal Rastogi (DIN-02780975) who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

#### Item No.3: Regularization of appointment of Mr. Vijay Kumar Sharma (DIN:03272034) as Non-Executive and Non-Independent Director of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** Mr. Vijay Kumar Sharma (DIN: 03272034), who was appointed as an Additional Director of the Company with effect from 15<sup>th</sup> March, 2019 by the Board of Directors and who holds office upto the date of this AGM of the Company under Section 161(1) of the Companies Act, 2013 read with relevant rules made thereunder and also in accordance with the provisions of the Articles of Association of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing along with requisite deposit from a member as required under Section 160(1) of the Companies Act, 2013 signifying its intention to propose his candidature for the office of Non-Executive and Non-Independent Director, be and is hereby appointed as director of the Company, who shall be liable to retire by rotation."

#### Item No.4: Re-designation of Mrs. Tanu Agarwal (DIN: 07134266) as an Independent Director of the Company:

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, the re-designation of the appointment of Mrs. Tanu Agarwal (DIN: 07134266), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration and consent to that effect on 15<sup>th</sup> March, 2019, and is eligible for the re-designation of her appointment as an Independent Director of the Company, be and is hereby re-designated in the category as such for a period of 5 years commencing from 15<sup>th</sup> March, 2019 and ending on 14<sup>th</sup> March, 2024, not liable to retire by rotation."

By Order of the Board of Directors

(Vishal Rastogi)  
Managing Director  
DIN: 02780975

Place: New Delhi  
Date: August 13, 2019

### NOTES

1. The related Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in regard to the special business items above and the relevant details of the Directors seeking appointment and re-designation as set out in Item Nos.3 and 4 above as required by Regulations 26 (4) and 36 (3) of the SEBI (Listing Regulations) and as required under Secretarial Standard -2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT 21 BASANT LOK COMPLEX, VASANT VIHAR, NEW DELHI 110057 NOT LESS THAN 48 HOURS BEFORE THIS ANNUAL GENERAL MEETING. A FORM OF PROXY IS GIVEN AT THE END OF THIS ANNUAL REPORT. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
4. Provided that a member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. In case of Joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
6. Corporate Members intending to send their authorised representative to attend the meeting are requested to send to the Company/ RTA, in advance, a duly certified copy of the Board Resolution/ letter of authority together with the respective specimen signatures of those representatives authorised under said resolution/letter to attend and vote on their behalf at the meeting.
7. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Regulations) **the Register of Members and the Share Transfer Books of the Company will remain closed from Friday 20<sup>th</sup> September, 2019 to Thursday 26<sup>th</sup> September, 2019 (both days inclusive)** for annual closing.

8. A member can inspect proxies lodged at any time during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that he has given to the Company a notice, in writing of his intention to inspect not less than 3 days' before the commencement of the said meeting.
9. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of Companies Act, 2013, will be available for inspection by the members at the AGM.
10. Members/Proxy Holders are requested to produce at the entrance of hall, attendance slips duly completed and signed, in accordance with the specimen signature registered with the Company for admission to the Meeting Hall.
11. The members are requested to
  - a. Bring their copy of Annual report at the Annual General Meeting.
  - b. **I In case shares are held in physical form:**
    - 1 Notify immediately the change of address, if any, to the Company at 21 Basant Lok Complex Vasant Vihar New Delhi 110057 or to the Registrar and Share Transfer Agent of the Company, MCS Share Transfer Agent Limited, F 65, 1st Floor, Okhla Industrial Area Phase I, New Delhi-110020 quoting their folio number.
    - II In case shares are held in dematerialized form:** notify to their depository participants, change/correction in their address/bank account particulars etc. as the Company uses the information provided by Depositories in respect of shares held in dematerialized form.
  - c. Send, in case of those members who have multiple accounts in identical names or joint names in same order, all the share certificates to the Registrar and Share Transfer Agent of the Company, MCS Share Transfer Agent Limited at the aforesaid address for consolidation of all such shareholdings into one account to facilitate better service.
12. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m on all days except Saturday, Sunday and Public holidays up to the date of the Annual General Meeting.
13. Pursuant to Sections 101 and 136 of the Companies Act, 2013, read with rules made thereunder the Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless any member has requested for a physical copy of the Report. For members who have not registered their email addresses, physical copies of the annual report 2018-19 are being sent by the permitted mode. The Annual Report will also be available at the Company's registered office for inspection during normal business hours on all working days and is also available on Company's website "www.srmenergy.in".
14. With a view to using Natural Resources responsibly, we request Shareholders to update their email address with their Depository participants to enable the Company to send all communications including Annual Report, Notices, Circulars etc. electronically. Members who hold shares in physical form are requested to write to "MCS Share Transfer Agent Limited (Unit SRM Energy Limited), F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-1, New Delhi-110020" with details like Name, Folio No. and Email ID to register the same at our Registrar and Transfer Agent.
15. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Regulations) e-voting facility is being provided to the members. Details of the e-voting process and other relevant details are provided to all the Members at the end of the Annual Report, 2018-19. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM and who have not cast their vote electronically shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by e-voting may attend the AGM but shall not be entitled to cast their vote again.
16. **Voting through Electronics Means** - A detailed instructions and related write ups, on **Electronic Voting Process**, which forms part of this notice, is given at the end of this Annual Report. Shareholders are requested to kindly follow the said process for casting their vote electronically.
17. The Securities and Exchange Board of India (SEBI) has mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of Securities.
18. Route Map and details of prominent landmark of the venue of the meeting is annexed with the Annual Report.

**19. Important Communication to Members**

**SEBI had vide Notification Nos. SEBI/LAD-NRO/ GN/2018/24 dated 8<sup>th</sup> June, 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July, 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1<sup>st</sup> April, 2019, except in case of transmission or transposition of securities.**

**In context to the aforesaid changes in the Regulations, all the shareholders of the Company are advised to dematerialize their physical shareholding at the earliest to avoid any inconvenience. Please note that the Company cannot process the application for transfer of securities in physical form. Members can write to the Registrar in this regard.**

**NOTES ON DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND IN TERMS OF SECRETARIAL STANDARDS-2.**

	(1)	(2)	(3)
<b>Name of Director</b>	Mr. Vishal Rastogi	Mr. Vijay Kumar Sharma	Ms. Tanu Agarwal
<b>DIN</b>	02780975	03272034	07134266
<b>Brief Resume and Nature of his/her expertise in specific functional areas</b>	He is a Promoter Director and is on the Board of the Company since 21 <sup>st</sup> February, 2014. He has vast and rich experience of 17 years in the field of trading of Minerals and Chemical products together with experience in the field of Oil and Gas. He also manages a firm, which is involved in the Business of Distribution of Auto LPG and Has number of Auto LPG Dispensing stations across India.	He is a Bachelor in Science from Punjab University. He has been associated in the corporate sector since last 40 years. He is having vast and varied experience in the field of Accounts and Finance. He has also handled the job relating to marketing of various products of the Company mainly in Laboratory Chemicals. He is a Non-Executive Independent Director of the Company.	She is a Woman Non-Executive and Independent Director of the Company effective from 15 <sup>th</sup> March, 2019, however she has been serving the Company w.e.f 01 <sup>st</sup> April, 2015 as Non-Executive and Non-Independent Director of the Company.  She has varied experience of more than 17 Years in the field of Corporate Laws and practical business knowledge. She is well aware of handling compliances and also possesses deep understanding about the Business operations.
<b>Date of Birth</b>	11 <sup>th</sup> September, 1980	16 <sup>th</sup> May, 1948	17 <sup>th</sup> December, 1978
<b>Qualifications</b>	He is Master of Computer Systems from London, UK.	Bachelor in Science from Punjab University	She is a law graduate and also holds a post graduate degree in Commerce. In addition to above, she is Fellow member of The Institute of Companies Secretaries of India (ICSI).
<b>Terms and conditions of appointment/ Re-appointment and re-designation</b>	In terms of Section 152(6) of the Companies Act, 2013, Mr. Vishal Rastogi shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re- appointment.	In terms of Section 161(1) of the Act, Mr Vijay Kumar Sharma holds office only upto the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160 (1) of the Companies Act, 2013 has been received from a member signifying its intention to propose the appointment of Mr. Vijay Kumar Sharma (with a requisite amount of deposit) as a Director of the Company, subject to approval of the Members in the ensuing Annual General Meeting.	Pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder and also read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the appointment of Mrs. Tanu Agarwal who meets the criteria for independence as provided in Section 149(6) of the Act and also as per the declaration and consent made by her in that effect on 15 <sup>th</sup> March, 2019, and is eligible for appointment as an Independent Director of the Company, is proposed to be appointed as such for a period of 5 years commencing from 15 <sup>th</sup> March 2019 and ending on 14 <sup>th</sup> March 2024, not liable to retire by rotation."
<b>Details of Remuneration and remuneration last drawn</b>	NIL	NIL	NIL
<b>Date of first appointment in the Board</b>	21 <sup>st</sup> February, 2014	15 <sup>th</sup> March, 2019	1 <sup>st</sup> April, 2015
<b>Shareholding in the Company</b>	Nil	NIL	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel (if any)</b>	N.A.	N.A.	N.A.
<b>Number of Meetings of the Board attended during the year</b>	Details mentioned in the Corporate Governance Report	Details mentioned in the Corporate Governance Report	Details mentioned in the Corporate Governance Report
<b>Details of other Directorships in other Companies</b>	He is serving the following Companies, as a Director/Partner: 1. SRM Energy Tamilnadu Private Limited 2. Metropolitan Oil and Gas Private Limited 3. Delhikem India Private Limited 4. Nyra Holdings Private Limited 5. BND Gas Private Limited 6. Encode Net Ventures Private Limited 7. Metropolitan Gas LLP He does not hold Directorship in any other Listed Company apart from this Company.	He is serving the following Companies, as a Director/Additional Director: 1. Metropolitan Minerals Private Limited 2. Chemical Distributors (I) Limited 3. SRM Energy Tamilnadu Private Limited 4. Green Field Land And Development Housing Private Limited He does not hold Directorship in any other Listed Company apart from this Company.	As on the date of this report, she does not hold Directorship in any other Listed Company apart from this Company
<b>Details of Membership/ Chairmanship of Committees of the Boards in other Companies</b>	NIL	NIL	NIL

## EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statements sets out all material facts relating to the business mentioned under Item Nos. 3 to 4 of the accompanying Notice dated 13<sup>th</sup> August, 2019:

### **Item No. 3: Regularization of appointment of Mr. Vijay Kumar Sharma (DIN:03272034) as Non-Executive and Non-Independent Director of the Company:**

The Board of Directors had appointed Mr. Vijay Kumar Sharma as an Additional Director of the Company pursuant to the provisions of the Companies Act, 2013 read with Articles of Association of the Company and in compliance with applicable regulations of SEBI (Listing Regulations) in the category of Non -Executive and Non-Independent Director, with effect from 15<sup>th</sup> March, 2019.

Presently Mr. Vijay Kumar Sharma is acting as a Non-Executive and Non-Independent Director on the Board as per the requirements of Regulation 17 of the SEBI (Listing Regulations). He will hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member signifying its intention to propose the candidature of Mr. Vijay Kumar Sharma for the office of his Directorship in the Company under the provisions of Section 160 of the Act, 2013. Further, in terms of Companies Amendment Act, 2017 (relevant provisions notified on 09.02.2018), the requirement to deposit Rs. 100,000 towards the proposal of the candidature of directorship is only required if the following proviso of Section 160 of the Companies Act, 2013 is not fulfilled:

*"Provided that requirements of deposit of amount shall not apply in case of appointment of an independent director or a director recommended by the Nomination and Remuneration Committee, if any, constituted under sub-section (1) of Section 178 or a director recommended by the Board of Directors of the Company, in case of a company not required to constitute Nomination and Remuneration Committee."*

However, at the time of his appointment Nomination and Remuneration Committee was not properly constituted, thus he was appointed directly by Board of Directors. Thus, the requirement to deposit Rs 1,00,000 towards the proposal of his candidature of directorship is duly met by a shareholder of the company by submitting a cheque of Rs 1,00,000/- on 5<sup>th</sup> August, 2019.

Mr. Sharma is a Bachelor in Science from Punjab University. He has been associated in the corporate sector since last 40 years. He is having vast and varied experience in the field of Accounts and Finance. He has also handled the job relating to marketing of various products of the Company mainly in Laboratory Chemicals.

Having regard to his qualifications, knowledge and experience his appointment as an Non Executive and Non Independent Director will be in the interest of the Company. The Board of Directors accordingly recommends the resolution set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/or their relatives, except Mr. Vijay Kumar Sharma is, in any way, concerned or interested in the said resolution.

### **Item No. 4: Appointment of Mrs. Tanu Agarwal (DIN: 07134266) as an Independent Director of the Company:**

In terms of Section 161(1) of the Act, Mrs. Tanu Agarwal who was appointed as Non-Executive and Non-Independent Director of the Company w.e.f 01/04/2015, she vide her consent letter dated 15<sup>th</sup> March, 2019, has shown her intention to be re-designated as Non-Executive and Independent Director of the Company. She has further submitted her consent/declaration U/s 149 (6) of the Companies Act, 2013 to the effect that she meets the criteria of Independence. The Board pursuant to her aforesaid consent and declaration has considered to re-designate her appointment in the category of Independent Director, (subject to the shareholders' approval) w.e.f 15<sup>th</sup> March, 2019.

Mrs. Tanu Agarwal was earlier appointed in the Board w.e.f 01.04.2015 in the capacity of Non-Executive and Non- Independent director of the Company, however as mentioned above, she has shown her intention and also given her consent and necessary declaration, as aforesaid, for the re-designation in the category of Non-Executive and Independent Director.

Presently Mrs. Tanu Agarwal is acting as an Independent Director on the Board as per the requirements of Regulation 17 of the SEBI (Listing Regulations). In pursuance of the provisions of Section 149, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mrs. Tanu Agarwal being eligible and offering her re-designation/appointment as such, is proposed to be re-designated and appointed in the capacity of Independent Director for a period of 5 years commencing from 15<sup>th</sup> March, 2019 and ending on 14<sup>th</sup> March, 2024, not liable to retire by rotation.

Mrs. Tanu Agarwal has a varied experience of more than 17 years in the field of Corporate Laws and practical business knowledge. She is well aware of handling compliances and also possesses deep understanding about the implications of various law on the business operations. She is a law graduate and also holds a post-graduation degree in commerce. She is also a fellow member of Institute of Company Secretaries of India (ICSI).

As in the opinion of the Board Mrs. Tanu Agarwal fulfills the conditions specified in the Law to be re-designated and appointed in the category of Independent Director of the Company. A copy of the draft letter for her re-designation/appointment as an independent Director setting out the terms and conditions, is available for inspection without any fee by the members, at the Company's registered office during normal business hours on working day up to the date of the AGM.

Having regard to her qualifications, knowledge and experience her re-designation in the category of Independent Director will be in the interest of the Company. The Board of Directors accordingly recommends the resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel, and/or their relatives , except Mrs. Tanu Agarwal is, in any way, concerned or interested in the resolution.

**By Order of the Board of Directors**

Place: New Delhi  
Date: August 13,2019

**(Vishal Rastogi)**  
**Managing Director**  
**DIN: 02780975**

## SHAREHOLDER'S INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 23, 2019 at 09:00 A.M. and ends on September 25, 2019 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 19, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members holding shares in physical or in demat form as on cut-off date, i.e., September 19, 2019 shall only be eligible for e-voting.
- (ii) Shareholders who have already voted through e-voting prior to the meeting date would not be entitled to vote through physical mode at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).  
*(Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store.) iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.)*
- (iv) Click on "Shareholders/Members" tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on the stickers pasted on the cover of the annual report.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders/Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of '**SRM Energy Limited**' on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. Corporates and Custodians already registered with CDSL should use their login details.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - The Admin login details will be sent by CDSL. 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 20, 2018 may follow the same instructions as mentioned above for e-Voting.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### Other Information:

- Pursuant to Section 108 and corresponding Rules of Companies Act, 2013, the Company will provide e-voting facility to the members. All business to be transacted at the annual general meeting can be transacted through the electronic voting system.
- The notice of annual general meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on Friday, 23<sup>rd</sup> August, 2019.
- The Voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
- Mr. Sajal Saxena, Proprietor of Sajal Saxena, Company Secretaries has been appointed as Scrutinizer to scrutinize the e-voting process and also the voting done through Physical ballot at the AGM venue and for conducting the same in a fair and transparent manner.
- Notice of the meeting is also displayed at [www.srmenergy.in](http://www.srmenergy.in).
- Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 2 (two) days from the conclusion of the AGM submit a consolidated Scrutinizer's report to the Chairman. The Result of the voting will be announced by the Chairman of the meeting on or after the 32<sup>nd</sup> AGM to be held on 26<sup>th</sup> September, 2019 and will be communicated to the Stock Exchange and placed on the website of the Company, i.e., [www.srmenergy.in](http://www.srmenergy.in).

**SRM EMERGY LIMITED**

CIN: L17100DL1985PLC303047

Regd. off: 21, Basant Lok Complex, Vasant Vihar, New Delhi- 110057

Phone: +91 (11) 41403205

Email: info@srmenergy.in, Web: www.srmenergy.in

**PROXY FORM****Proxy Form MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We, being the member (s) of \_\_\_\_\_ shares of SRM Energy Limited, hereby appoint

- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
- Name : \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Thursday the 26<sup>th</sup> day of September, 2019 at Federation of Indian Export Organisations, Niryat Bhawan, Rao Tula Ram Marg, OPP. Army Hospital Research and Referral, New Delhi 110 057 at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

- To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) of the Company for the financial year ended 31st March, 2019 and the Reports of Director's and Auditor's thereon.
- To appoint a Director in place of Mr Vishal Rastogi (DIN- 02780975) who retires by rotation and being eligible, offers himself for reappointment.

**Special Business:**

- Regularization of appointment of Mr. Vijay Kumar Sharma (DIN: 03272034) as a Non Executive and Non Independent Director of the Company.
- Re- Designation of Mrs Tanu Agarwal (Din:07134266) as an Independent Director of the company.

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Signature of shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

----- Cut Here -----

**SRM EMERGY LIMITED**

CIN: L17100DL1985PLC303047

Regd. off: 21, Basant Lok Complex, Vasant Vihar, New Delhi- 110057

Phone: +91 (11) 41403205, Email: info@srmenergy.in, Web: www.srmenergy.in

**ATTENDANCE SLIP****32<sup>nd</sup> ANNUAL GENERAL MEETING****PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AGM PREMISES.**

I/We hereby record my/our presence at the 32<sup>nd</sup> Annual general meeting of the Company to be held on Thursday, September 26, 2019 at 11.00 a.m. at Federation of Indian Export Organisations, Niryat Bhawan, Rao Tula Ram Marg, OPP. Army Hospital Research and Referral, New Delhi 110 057.

Name(s) of the Shareholder(s) or Proxy (in Block Letters)	No. of Shares held	Registered Folio/ Client ID No. / DP ID No.

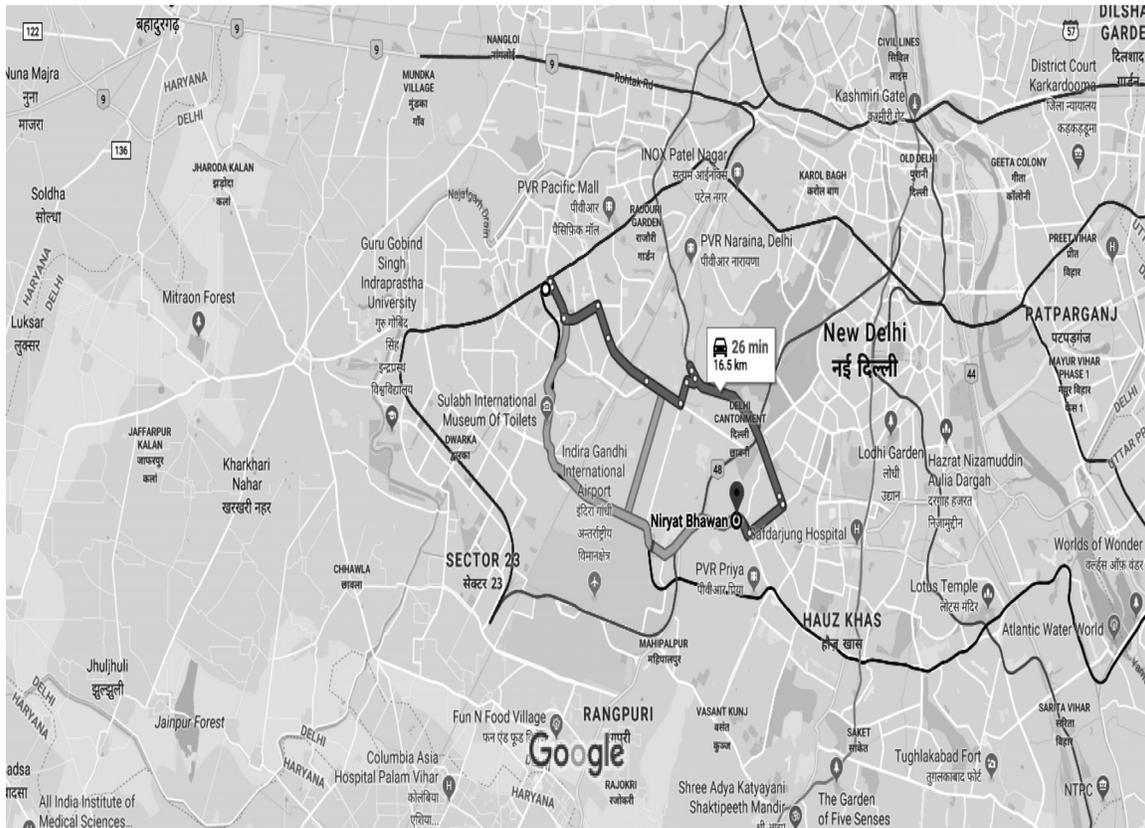
I certify that I am a member/proxy/ authorized representative for the member of the Company.

**PLEASE CARRY YOUR COPY  
OF ANNUAL REPORT**

\_\_\_\_\_  
Signature/s of the Shareholder/s or Proxy  
(To be signed at the time of handing over the slip)

**NO GIFTS/SNACKS WILL BE  
PROVIDED AT THE MEETING**

## ROUTE MAP OF NIRYAT BHAWAN, THE AGM VENUE



If undelivered, please return to :-

**SRM ENERGY LIMITED**

21, Basant Lok Complex,  
Vasant Vihar, New Delhi- 110057