



# SRM ENERGY LIMITED

REGD. OFFICE: ROOM NO. 2, GROUND FLOOR, 1A MALL ROAD, SHANTI KUNJ,  
VASANT KUNJ, NEW DELHI - 110070

CIN L17100DL1985PLC303047  
TEL. NO. +91-011-4576 8283

website: [www.srmenergy.in](http://www.srmenergy.in)  
email: [info@srmenergy.in](mailto:info@srmenergy.in)

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## NOTICE OF POSTAL BALLOT

[Pursuant to Sections 110 & 108 of the Companies Act, 2013 read with Rule 22 & 20 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

To,  
The Members,

NOTICE is hereby given to the members of SRM Energy Limited (the “Company”) that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the “Act”), read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the ‘Rules’), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 issued from time to time (hereinafter collectively referred to as the “MCA Circulars”) and any other applicable laws and regulations, the following items of special businesses are proposed to be passed by the Members of the Company by means of Postal Ballot through voting by electronic means (“Remote E-voting”) only.

In accordance with Section 101 of the Act read with Rule 18 of the Rules and the MCA Circulars, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository/depository participants and whose names appear in the Register of Members / List of Beneficial Owners as on Friday, July 18, 2025 (“Cut-off Date”).

The remote e-voting facility will be available for the following period:

<b>Commencement of e-voting</b>	<b>: Thursday, July 24, 2025 at 09:00 A.M. (IST)</b>
<b>End of e-voting</b>	<b>: Friday, August 22, 2025 at 05:00 P.M. (IST)</b>

In compliance with the requirements of the MCA Circulars, the physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. The Company is providing E-voting facility for the Postal Ballot as an alternative which would enable the members to cast their votes electronically, instead of casting their votes in physical mode. Shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statements pursuant to Section 102 read with 110 and other applicable provisions of the Act, pertaining to the proposed Resolutions setting out the material facts and the reasons thereof are provided hereinbelow for the consideration of the members.

You are requested to peruse the proposed resolutions set out below along with their respective Explanatory Statement and thereafter record your assent or dissent by means of Remote E-voting facility provided by the Company.

## **SPECIAL BUSINESSES:**

### **1. Approval for Selling or Disposing of Assets / Undertaking of the Company by way of transfer of Investment (Equity Shares) in M/s. SRM Energy Tamilnadu Private Limited (the Wholly-owned Subsidiary) to M/s. Spice Energy Private Limited (the Holding Company).**

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 (the “Act”), other applicable provisions of the Act, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 37A and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, and subject to the applicable provisions of any laws, regulations, policies and guidelines issued by the Securities and Exchange Board of India and any other law for the time being in force and also subject to such other consents, permissions, sanctions and approvals, if and to the extent necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which will include any Committee constituted by the Board or any person authorised by the Board) to sell, transfer, convey, assign, deliver or cause to be sold, assigned, transferred and delivered or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company by way of selling and transferring the 13,20,000 equity shares having face value of Rs. 10/- (Rupees Ten each) held by the Company and its nominee in M/s. SRM Energy Tamilnadu Private Limited (the Wholly-owned Subsidiary) to M/s. Spice Energy Private Limited (the Holding Company) at a lumpsum consideration of Rs. 1,00,000/- (Rupees One Lakh Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, including without limitation and if required to file all necessary applications with regulatory authorities, and to appoint consultants, valuers, legal advisors and all such agencies as may be required for the purposes of giving effect to the aforesaid transaction, without being required to seek further clarification, consent or approval of the members and that the members shall be deemed to have given their approvals thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to negotiate, settle, finalize, execute, modify and deliver, for and on behalf of the Company, all definitive agreements including any documents that are incidental or ancillary to or necessary to give effect to the above resolution and to do all such other acts, deeds and things as may be considered necessary and expedient in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolutions to any Committee of Directors of the Company or to any Director or any other officer(s)/employee(s) of the Company or to any consultant, as it may consider appropriate in order to give effect to this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee or any person so authorized by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

### **2. Approval for proposed Related Party Transaction(s) with M/s. Spice Energy Private Limited (“SEPL”) (the Holding Company).**

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

**“RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (the “Act”), other applicable provisions of the Act, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the memorandum and articles of association of the Company, and subject to the applicable provisions of any laws, regulations, policies and guidelines issued by the Securities and Exchange Board of India and any other law for the time being in force and also subject to such other consents, permissions, sanctions and approvals, if and to the extent necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which will include any Committee constituted by the Board or any person authorised by the Board) to enter into the related party transaction with M/s. Spice Energy Private Limited (the Holding Company) for the proposed sale and transfer of 13,20,000 equity shares, held by the Company and its nominee in M/s.

SRM Energy Tamilnadu Private Limited (the Wholly-owned Subsidiary) to M/s. Spice Energy Private Limited (the Holding Company) at a lumpsum consideration of Rs. 1,00,000/- (Rupees One Lakh Only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, including without limitation and if required to file all necessary applications with regulatory authorities, and to appoint consultants, valuers, legal advisors and all such agencies as may be required for the purposes of giving effect to the aforesaid transaction, without being required to seek further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to negotiate, settle, finalize, execute, modify and deliver, for and on behalf of the Company, all definitive agreements including any documents that are incidental or ancillary to or necessary to give effect to the above resolution and to do all such other acts, deeds and things as may be considered necessary and expedient in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or any other officer(s) or employee(s) of the Company or any consultant as it may consider appropriate in order to give effect to this Resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee or any person so authorized by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of Board  
For SRM Energy Limited**

**(Pankaj Gupta)  
Company Secretary and Compliance Officer  
ACS-63088**

**Date: 22.07.2025  
Place: New Delhi**

Registered Office: Room No. 2, Ground Floor, 1A Mall Road,  
Shanti Kunj, Vasant Kunj, New Delhi - 110070

Tel No.: 011-4576 8283  
E-mail: [cs@srmenenergy.in](mailto:cs@srmenenergy.in)  
Website: <http://www.srmenenergy.in/>

**Notes:**

1. The explanatory statement for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of this Notice.
2. In terms of MCA Circulars, the Company will send this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (collectively referred as “**Depositories**”), as on Friday, July 18, 2025 (the “**Cut-off Date**”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, MCS Share Transfers Agent Limited (“**RTA**”).
3. Members holding shares in physical mode and whose email address is not registered with the Company / RTA, may register the same by completing their KYC in terms of SEBI Master circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025. Members may download KYC forms by following link: <http://www.srmenergy.in/Home/InvestorRelations>. Members whose shares are in demat mode may approach their depository participant for updating their email address/other details.
4. The Postal Ballot Notice is also available on the website of the Company at <http://www.srmenergy.in/Home/PostalBallots>. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at <https://www.bseindia.com/> and on the website of CDSL at <https://www.evotingindia.com/>.
5. In terms of MCA General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 issued from time to time, the Company will send this Postal Ballot Notice in electronic form only and the physical copy of this Notice (along with postal ballot forms and pre-paid business envelope) will not be sent to the Members. Accordingly, the communication of the assent or dissent (voting) of the Members would take place through e-voting only.
6. Related documents referred to in the postal ballot notice along with explanatory statement will be available for inspection by the Members at the registered office of the company during 11:00 A.M. (IST) to 05:00 P.M. (IST) on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.
7. Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date, i.e. Friday, July 18, 2025, only shall be entitled to avail the facility of e-voting. A person who is not a member on Cut-off date should treat this notice for information purpose only.
8. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, July 18, 2025.
9. The Board of Directors of the Company has appointed Mr. Satish Kumar Nirankar, Proprietor of M/s. S. K. Nirankar & Associates, Practicing Company Secretaries (Membership No. F9605 & Certificate of Practice No. 19993), as Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the Remote e-Voting period submit his report on the votes cast in favour or against, if any, forthwith to the Chairperson or any person authorized by the Chairperson.
11. The result of the Postal Ballot will be announced on or before Sunday, August 24, 2025 at the Registered Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company’s website <http://www.srmenergy.in/Home/PostalBallots> and on CDSL <https://www.evotingindia.com/> and shall also be communicated to the stock exchange where the shares of the Company are listed.
12. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. Friday, August 22, 2025 in terms of Secretarial Standard – 2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India.

13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the relevant MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Delhi (in Hindi language).
14. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may contact CDSL by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or the Company at [cs@srmenenergy.in](mailto:cs@srmenenergy.in).
15. Some of the important details regarding the Remote e-voting facility are provided below:

<b>Cut-off date for determining the Members entitled to vote through Remote E-voting</b>	<b>Friday, July 18, 2025</b>
<b>Commencement of Remote E-voting period</b>	<b>Thursday, July 24, 2025 at 09:00 A.M. (IST)</b>
<b>End of Remote E-voting period</b>	<b>Friday, August 22, 2025 at 05:00 P.M. (IST)</b>

The e-voting module will be disabled by CDSL after 5:00 P.M. on **Friday, August 22, 2025**.

16. A member cannot exercise his vote by proxy on Postal Ballot.
17. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot/E-voting will be final.
18. All the relevant papers relating to postal ballot proceedings including voting by remote e-voting shall be under the safe custody of the scrutinizer till the chairman consider, approves and signs the minutes of the meeting where results of the postal ballot is considered.
19. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the postal ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution/authorization letter authorizing their representative to vote on their behalf in electronic mode only, to the Scrutinizer at email [satish.nirankar@gmail.com](mailto:satish.nirankar@gmail.com) with copies marked to the Company at [cs@srmenenergy.in](mailto:cs@srmenenergy.in) and to CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide Remote E-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- (i) The voting period begins on **Thursday, July 24, 2025 at 09:00 A.M. (IST)** and ends on **Friday, August 22, 2025 at 05:00 P.M. (IST)**. 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 **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** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, 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.**

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

	<p>home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 the abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 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.**

(iv) Login method for Remote e-Voting 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](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<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>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.

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

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

1. For Physical shareholders – Members holding shares in physical mode and whose email address is not registered with the Company / RTA, may register the same by completing their KYC in terms of SEBI Master circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/91 dated June 23, 2025. Members may download KYC forms by following link: <http://www.srmenergy.in/Home/InvestorRelations>.
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.

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

**STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) SETTING OUT THE MATERIAL FACTS IN RESPECT OF ITEM NOS. 1 AND 2 OF THE ACCOMPANYING NOTICE ARE AS UNDER:**

**ITEM NO. 1**

It has been evident that Spice Energy Private Limited the holding Company has been extending financial assistance to your Company (SRM Energy Limited/The Company), in the form of loans to support the day-to-day operations and meet its administrative and statutory obligations. As on date, the total outstanding loan to the company is approx. Rs. 3.11 Crores. The holding Company has raised its concern for extending its further support.

In light to the aforesaid situation the holding company has discussed the overall position of the group and has offered to buy the investment of the Company in the SRM Energy Tamilnadu Pvt. Ltd. (The wholly owned subsidiary/WOS). Such a proposal is being made so that a suitable investor can be brought to the Company, and further opportunities could be explored.

It is also evident that the aforesaid WOS is also having no business since long and the proposed project of thermal power generation in it, could not took off due to various reasons. This has a loan of Rs. 43.27 crores approx. from a promoter, which is attached by SEBI in an attachment proceeding against the said promoter. Moreover, considering the overall financial position, the WOS has approached Hon'ble National Company Law Tribunal (NCLT) under section 10 of the Insolvency and Bankruptcy Code, 2016 (IBC), to initiate CIR proceeding to find a suitable resolution for it.

Lately, in the year 2023, the share price of the WOS was determined in negatives by Categaory-1 Merchant Banker, since then the position of the subsidiary has further deteriorated as it did not conduct any business and no income or turnover was generated in it.

Considering the aforesaid factual position, the holding Company has made a proposal to buy the investment of your Company in the WOS, which is equivalent to 13,20,000 equity shares (having face value of Rs. 10/- each), at a lump sum consideration of Rs. 1,00,000/-.

After considering the aforesaid factual position and under the purview of the existing situation your board finds it suitable to transfer its entire investment in the WOS to the holding company at an offered price of Rs. 1,00,000/-. With this proposal your board is hopeful that it may find some better opportunities for the Company in the future. It has considered the valuation of the investments in the WOS as on this date and has agreed to transfer its entire investment in the WOS to the holding company at the aforesaid offered price.

The relevant details with respect to the transfer / sale of the investment in the WOS to the Holding Company, pursuant to Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with other relevant information for the members, are outlined as under:

S. No.	Particulars	Details
1.	The object of and Commercial Rationale for the proposed transfer / Sale of WOS to the Holding Company	Expecting to have better opportunities and investors to the Company. Additionally, this shall also provide relief to the Company from significant liabilities in the Wholly-owned Subsidiary, which has its indirect effect on the Company.
2.	The use of proceeds arising from such sale / transfer.	The transaction is being carried out at a minimal price/token amount of Rs. 1,00,000 only (a lumpsum consideration). The said amount will be used for day-to-day operations of the Company and/or the said consideration shall be adjusted against the outstanding liability with the holding company.

Section 180(1)(a) of the Companies Act, 2013, provides that the consent of the shareholders of the Company by way of a special resolution would be required in order to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The Companies Act, 2013, defines “undertaking” shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year; and the expression “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Further, the provisions of Regulation 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company by virtue of the exemptions as granted under Regulation 15(2) of the said regulations.

Accordingly, Shareholders’ approval is being sought by a Special Resolution to enable the Company to sell and transfer its entire investment in the Wholly-Owned Subsidiary Company to M/s. Spice Energy Private Limited, the Holding Company. Further, M/s. Spice Energy Private Limited being interested/related in the proposed transaction, shall not vote on this resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the relevant Special Resolution set forth at item no. 1 in the Notice for the approval of the shareholders.

## ITEM NO. 2

In reference to the facts as presented in the explanatory statement for the Item No.1 of this Postal Ballot Notice, wherein SRM Energy Limited (The Company/Your Company) is seeking your approval in the form of special resolution for the sale/transfer of its entire investment in M/s. SRM Energy Tamilnadu Private Limited (the wholly owned subsidiary/WOS) to M/s. Spice Energy Private Limited (The Holding/Parent Company), it is important to note that the said transaction shall fall into the category of related party transaction by virtue of the provisions of Section 2 (76) read with Section 188 of the Companies Act, 2013.

Such transaction falls in the category of related party transactions and requires your approval as the proposed transaction of selling/transferring the investments in the WOS is to be made to the holding Company, which exceeds the requisite threshold limits. Section 188(1)(a) of the Companies Act, 2013 read with rule 15 of Companies (Meeting of Board and Its Powers) Rules, 2015 requires that the transaction for selling, purchase or supply of goods or material with related party, amounting to ten percent or more of the turnover of the company, shall be done with the prior approval of the shareholders of the Company by way of a resolution. As on the date the turnover of the Company is Nil and by virtue of prevailing position in the law the shares are treated as goods, therefore the proposed transfer of shares shall be termed as the transfer of goods which exceeds the threshold limit of turnover of your Company and therefore requires your approval.

Further, the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter-alia requires the shareholders' approval for the aforesaid transaction, are not applicable to the Company by virtue of the exemptions as granted under Regulation 15(2) of the said regulations.

In light to the aforesaid, Shareholders' approval is being sought by an Ordinary Resolution to enable the Company to sell and transfer its entire investment in wholly-owned subsidiary to M/s. Spice Energy Private Limited, a related party.

The relevant details with respect to Related Party Transactions to be entered into with M/s. Spice Energy Private Limited, pursuant to sub-rule rule (3) of Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015 along with other relevant information for the members, are outlined as under:

S. No.	Particulars	Details
1.	Name of the related party	Spice Energy Private Limited
2.	Name of the director or key managerial personnel who is related, if any	None of Director / Key Managerial Personal of the Company is related
3.	Nature of relationship	M/s Spice Energy Private Limited is the Holding Company of SRM Energy Limited
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Transfer of entire investment (i.e.13,20,000/- equity shares of Rs. 10/- each) held by the Company in M/s. SRM Energy Tamilnadu Private Limited, (the wholly owned subsidiary), to M/s. Spice Energy Private Limited (Holding Company) at a lump sum consideration of Rs. 1,00,000/-.

The shareholders may note that in terms of the proviso to Section 188 of the Companies Act, 2013, no member of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party. Considering the aforesaid fact, M/s. Spice Energy Private Limited, the Holding Company, being a related party, shall not be entitled to vote on this resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the relevant Ordinary Resolution set forth at item no. 2 in the Notice for the approval of the shareholders.

**By Order of Board  
For SRM Energy Limited**

**(Pankaj Gupta)  
Company Secretary and Compliance Officer  
ACS-63088**

**Date: 22.07.2025  
Place: New Delhi**

Registered Office: Room No. 2, Ground Floor, 1A Mall Road,  
Shanti Kunj, Vasant Kunj, New Delhi - 110070

Tel No.: 011-4576 8283  
E-mail: [cs@srmenergy.in](mailto:cs@srmenergy.in)  
Website: <http://www.srmenergy.in/>