



SRM ENERGY LIMITED

CIN : L17100MH1985PLC037364

Regd. Office : B / 23, Gundecha Onclave, Kherani Road, Sakinaka, Andheri (E), Mumbai - 400 072
Tel : +91 22 28523455 • Email : info@srmenergy.in • Website: www.srmenergy.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE IS HEREBY GIVEN that the resolution as set out in this notice is proposed for consideration by Members of SRM Energy Limited ("the Company") for passing by means of postal ballot / electronic voting ("e-voting") under Section 110 of the Companies Act, 2013 ("Companies Act"), including any statutory modification(s) or re-enactment thereof for the time being in force, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions or re-enactments thereof. The proposed Resolution as set out below along with the Explanatory Statement is being sent to the Members for consideration, along with a Postal Ballot Form.

The Board of Directors of the Company has appointed Ms. Ritika Agrawal, Practicing Company Secretary of Ritika Agrawal & Associates, a Company Secretary Firm based at Mumbai, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by means of postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed giving their assent (for) or dissent (against) in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s) deposited in person or sent by post or courier at the expense of the Member will also be accepted. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. on 18th December, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through Electronic Means". References of Postal Ballot(s) in this notice include votes received electronically. Members may note that the e-voting facility will remain open from 17th November, 2015 till 18th December, 2015.

After completion of scrutiny of the Postal Ballots (including e-voting), the Scrutinizer will submit her report to the Chairman / Director within the stipulated time. The results of Postal Ballot shall be declared on or before 20th December, 2015 at the Registered Office at B / 23, Gundecha Onclave, Kherani Road, Sakinaka, Andheri (E), Mumbai - 400072, Maharashtra State and shall be placed along with the Scrutinizer's Report on the Company's website at www.srmenergy.in and communicated to BSE Limited and CSDL (e-voting agency).

Resolution by means of Postal Ballot

Item No. 1: Shifting of Registered office of the Company

To consider and, if thought fit, to give assent / dissent to the following resolution, as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 12, 13 and Section 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director or the central government and such other approvals, permissions and sanction, as may be required from time to time, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Maharashtra to the National Capital Territory of Delhi and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as follows:

II. The Registered office of the company will be situated in the National Capital Territory of Delhi.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from " B / 23, Gundecha Onclave, Kherani Road, Saki Naka, Andheri (E), Mumbai - 400072, Maharashtra state" situated under the Registrar of Companies Maharashtra to "Unit No. 206, 2nd Floor, Suneja Tower-II, District Centre, Janakpuri, New Delhi - 110058"; under the jurisdiction of Registrar of Companies, NCT of Delhi and Haryana.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications / petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

FOR AND ON BEHALF OF THE BOARD

Date : 30th September, 2015

Place : Mumbai

**(Sanjeevlata Samdani)
Company Secretary**

Notes:

1. Explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 are given hereunder.
2. The relevant documents referred to in the accompanying Notice and explanatory Statement will be provided for inspection by the members at the Registered Office of the Company during working days (except Saturday, Sunday and Public Holidays) between 11.00 A.M. and 4.00 P.M.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on close of business hours on 06th November , 2015 (Friday). In accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company (in respect of shares held in Physical Form) or with their Depository Participants (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through permissible mode.
4. Please read the voting instructions carefully as detailed in Postal Ballot Form before exercising vote.
5. Resolution assented to by the requisite majority of the Members by means of Postal Ballot including voting by electronic means shall be deemed to have been duly passed at a General Meeting of the Members.
6. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.
7. *Members desirous of obtaining a printed Postal Ballot Form or a duplicate can send an email to 'info@srmenergy.in'. The Company / Registrar and Transfer Agent shall forward the same along with self-addressed Business Reply Envelope to the Members.*
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by CDSL. The instructions for electronic voting are annexed to this notice.
9. Ms. Ritika Agrawal of M/s Ritika Agrawal & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholder on the cut-off date i.e., 06th November , 2015.
11. The results of the Postal Ballot shall be declared by Chairman on or before 20th December, 2015 at the registered office of the Company. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman, if the results of the Postal Ballot indicate that the majority of the members had assented to the Resolutions. The Results of the Postal Ballot will be declared on the website of the Company.

INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 17th November, 2015 at 09:00 A.M. and ends on 18th December , 2015 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 06th November , 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) 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 shareholder).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use 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 address label. 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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"> 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 (iv).

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

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant to SRM Energy Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

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

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) 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 and register themselves as Corporates.
- 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 should be mailed to 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.

(xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1: Shifting of Registered office of the Company

The company proposes to shift the Registered Office of the Company from Mumbai in the State of Maharashtra to National Capital Territory of Delhi. At present, majority of the Directors of the Company are located in Delhi and NCR, though the Registered Office of the Company is located at Mumbai. To exercise better administrative and economic control which will reduce overheads, rationalise costs, eliminate duplication of records and enable the Company to streamline its operations as well as management of affairs of the Company, it is proposed to shift the Registered Office of the Company from Mumbai to Delhi. The proposed shifting of Registered Office will enable the Company to explore benefits of synergy, proximity and to handle its business activities more efficiently and manage its day to day affairs more economically and conveniently. The proposed shifting is not prejudicial to the interest of any party. In terms of the provisions of Section 12, 13 read with Rule 30 of Companies (Incorporation of Companies) Rules, 2014 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office outside the State where such office is situated requires the approval of Members by way of Special Resolution through Postal Ballot. The Board therefore recommends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution.

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

FOR AND ON BEHALF OF THE BOARD

Date : 30th September, 2015
Place : Mumbai

(Sanjeevlata Samdani)
Company Secretary