



SRM ENERGY LIMITED

REGD. OFFICE: 21, BASANT LOK COMPLEX, VASANT VIHAR, NEW DELHI-110057

CIN L17100DL1985PLC303047
TEL. NO. +91-011-41403205

website: www.srmenergy.in
email: info@srmenergy.in

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”), as amended, read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the ‘Rules’), as amended, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), as amended from time to time, 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, 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 No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 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 business 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, June 30, 2023 (“Cut-off Date”).

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

Commencement of e-voting	: Wednesday, 05th July, 2023 at 09:00 A.M. (IST)
End of e-voting	: Thursday, 03rd August, 2023 at 05:00 P.M. (IST)

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 alternate which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically. 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 Statement 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 is provided hereinbelow for the consideration of the member.

You are requested to peruse the proposed resolution 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 the proposed sale and transfer of the 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 the face value of Rs. 10/- each, aggregating to Rs. 1,32,00,000/- as sale consideration against the partial settlement of the unsecured loan already advanced by M/s. Spice Energy Private Limited to the Company.

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 Mr. Sharad Rastogi, Wholetime Director (DIN: 09828931), Mr. Vijay Kumar Sharma, Director (DIN: 03272034), Mr. Raman Kumar Mallick, Chief Financial Officer and Mr. Pankaj Gupta, Company Secretary be and are hereby severally and/or jointly 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 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.

RESOLVED FURTHER THAT the certified true copies of this resolution be provided to those concerned under the hands of a director or company secretary wherever required.”

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

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 material related party transactions, with M/s. Spice Energy Private Limited, the Holding Company for the proposed sale and transfer of the 13,20,000 equity shares held by the Company and its nominee in “SRM Energy Tamilnadu Private Limited, the Wholly-owned Subsidiary, to M/s. Spice Energy Private Limited, the Holding Company, at the face value of Rs. 10/- each, aggregating to Rs. 1,32,00,000/- as sale consideration against the partial settlement of unsecured loan already advanced by M/s. Spice Energy Private Limited to the Company.

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 Mr. Sharad Rastogi, Wholetime Director (DIN: 09828931), Mr. Vijay Kumar Sharma, Director (DIN: 03272034), Mr. Raman Kumar Mallick, Chief Financial Officer and Mr. Pankaj Gupta, Company Secretary be and are hereby severally and/or jointly 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 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.

RESOLVED FURTHER THAT the certified true copies of this resolution be provided to those concerned under the hands of a director or company secretary wherever required.”

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

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

**Date: 27th June, 2023
Place: New Delhi**

Registered Office: 21, Basant Lok Complex, Vasant Vihar,
New Delhi – 110057

Tel No.: 011-41403205
E-mail: cs@srmenergy.in
Website: <http://www.srmenergy.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, June 30, 2023 (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 circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023. 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/>. 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 No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 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, June 30, 2023, 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 June 30, 2023.
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 Saturday, August 05, 2023 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/> 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. Thursday, August 03, 2023 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 or the Company at cs@srmenergy.in.
15. Some of the important details regarding the Remote e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through Remote E-voting	Friday, June 30, 2023
Commencement of Remote E-voting period	Wednesday, 05th July, 2023 at 09:00 A.M. (IST)
End of Remote E-voting period	Thursday, 03rd August, 2023 at 05:00 P.M. (IST)

The e-voting module will be disabled by CDSL after 5:00 P.M. on Thursday, August 03, 2023.

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.
19. SEBI has made an amendment to Regulation 40 of the SEBI Listing Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment, Listed Companies and their Registrars and Transfer Agents (RTAs) are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from April 01, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.

20. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

SEBI further vide its circular dated March 16, 2023 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. *The folios wherein any one of the above cited documents/details are not available on or after October 01, 2023 shall be frozen by the RTA.* The security holders whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the aforesaid complete documents /details. *The payment including dividend, interest or redemption payment in respect of such frozen folios shall be made only through electronic mode with effect from April 01, 2024.* The payment shall be made electronically only upon complying with the aforesaid requirements of submission of PAN and other KYC details. *Frozen folios shall be referred by the RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.*

Accordingly, such shareholders are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company. The relevant documents for same may be accessed from the Company's website at <http://www.srmenergy.in/Home/InvestorRelations>.

21. 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 authorizing their representative to vote on their behalf in electronic mode only, to the Scrutinizer at email satish.nirankar@gmail.com with copies marked to the Company at cs@srmenergy.in and to CDSL at 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 **Wednesday, July 05, 2023 at 09:00 A.M. (IST)** and ends on **Thursday, August 03, 2023 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 **Friday, June 30, 2023** 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"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful 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.
Individual Shareholders (holding securities in	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

demat mode) login through their Depository Participants (DP)	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.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 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.
- 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 and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <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.

(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 and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution 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 (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 circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023. 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 or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2):

The statement 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 is as under:

ITEM NO. - 1

SRM Energy Limited (The Company/Your Company) has an outstanding loan payable to M/s Spice Energy Private Limited (the Holding/Parent Company) of Rs. 310.33 Lakhs, as on date. The Holding Company has been demanding its loan to be repaid for a long time, which the Company is unable to pay due to the constraint financial position and accordingly the repayment of loan has been deferred till now.

Your Company had detailed deliberations on the matter, especially in a given situation where it has no business activities since long and the power project in M/s. SRM Energy Tamilnadu Private Limited (the wholly owned subsidiary/WOS) has also been in a state of abundance. It has been evident since long that your Company has no source of income and all the activities e.g., statutory compliance, administrative and legal expenses etc. are being managed out of the fund received from the wholly owned subsidiary, as unsecured loan, as per the approval duly obtained from the shareholders of the Company in the previous postal ballot proceeding held on April 16, 2021.

You are requested to note that your Company has total investment in the wholly owned subsidiary having a book value of Rs. 132 Lakhs, however, the loan outstanding as on date from the Holding Company and the wholly owned subsidiary are of Rs. 310.33 Lakhs and Rs. 162.35 Lakhs, respectively, i.e., the total liability of the Company towards repayment of these loans is Rs. 472.68 Lakhs as on date. This is important to note that your Company has no pending liability other than the aforesaid.

In the prevailing situation where it is apparent that your Company is neither carrying any business activity as of now nor it has assets and investment other than the investment in the wholly owned subsidiary and also it has no evident source to generate the fund, your board could only consider to offer the investment in the wholly owned subsidiary to the Holding Company against the settlement of aforesaid loan. While considering the aforesaid fact the overall financial position of the wholly owned subsidiary was also deliberated and a report of valuation having negative net worth of the WOS was considered. It was noted that the wholly owned subsidiary has a considerable amount of liability in the form of unsecured loan of Rs. 4,326.56 Lakhs from the promoter group/related party, which ultimately consolidated with and forms part of your Company, however it has some assets in the form of investment in the mutual fund worth Rs. 67.17 Lakhs (created out of sale proceeds of the land) as on this date and land to the extent of 23.46 acres, which is having the book value of Rs. 25.03 Lakhs, aggregating to Rs. 92.20 Lakhs.

After considering the aforesaid factual position where it is apparent that your Company has no funds and the requisite source to settle the liability of the Holding Company and also it has no business opportunities which could help the Company in future towards such settlement of loan, hence under the purview of this situation and also upon acceptance of the proposal being made to the Holding Company in this regard, your Board, with an intent to partially settle the loan of the Holding Company and also to consolidate the investments/liability of the WOS with the Holding Company (i.e. M/s. Spice Energy Private Limited), has considered to offer the investment in the wholly owned subsidiary to the Holding Company at the face value of the shares, i.e., at Rs. 132 Lakhs (13,20,000 equity shares at Rs. 10/- each) against the partial settlement of the loan as extended by the Holding Company and for the balance loan (loan from the Holding Company and M/s. SRM Energy Tamilnadu Private Limited) the management may take a suitable action in future inter-alia including to make a request to the holding Company for its waiver, this will then make your Company a loan free and it may be in a position to decide about the further opportunity.

The financial position (position of Liabilities and Assets) of your Company before and after such transfer of investment in the WOS to the Holding Company is as under:

(Amount in Rs. Lakhs)

S. No.	Particulars	Amount (before sale/transfer of WOS as on June 27, 2023)	Amount (After transfer/Sale of WOS)
I.	Liabilities		
(A)	Direct Liabilities of the Company (SRM Energy Limited)		
	• Loan from M/s. Spice Energy Private Limited. (Holding Company)	310.33	178.33
	• Loan from M/s. SRM Energy Tamilnadu Private Limited (WOS)\	162.35	162.35
	• Other Liabilities	2.87	2.87
(B)	Indirect Liabilities of the Company by virtue of 100% shareholding in WOS i.e. M/s. SRM Energy Tamilnadu Private Limited.		
	• Loans from Promoter Group / Related Party (in WOS)	4,326.56	0.00
	• Other Liabilities	0.61	0.00
	Total (A+B)	4,802.72	343.55
II.	Assets		
(A)	Direct Assets of the Company		
	• Investments in WOS	132.00	0.00
	• Cash and Bank Balance	0.34	0.34
	• Other Assets	0.10	0.10
(B)	Indirect Assets of the Company by virtue of 100% Shareholding in WOS i.e. M/s. SRM Energy Tamilnadu Private Limited.		
	• Land / Assets held for Sale	25.03	0.00
	• Investment in Mutual Funds	67.17	0.00
	• Cash and Bank Balance	0.52	0.00
	• Other Assets	1.86	0.00
	Total	227.02	0.44

As a result of the aforesaid transfer/sale of WOS, the Consolidated liabilities of the Company (including Indirect Liabilities) will reduce by Rs. 4,459.17 Lakhs in lieu of the Consolidated assets of the Company, which will be reduced by Rs. 226.58 Lakhs.

The relevant details with respect to the transfer / sale of 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	To partially settle the loan advanced by the holdings Company (M/s. Spice Energy Private Limited) to an extent of Rs. 1,32,00,000/- and to reduce the liability of the Company to that extent.
2.	The use of proceeds arising from such sale / transfer.	Not Applicable. As the transaction is being carried out for the settlement of existing liabilities of the Company. There is no proceed of the sale is being received.

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 equity shares of 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.

You may note that M/s. Spice Energy Private Limited holds 71.19% shares in your Company and your company further holds 100% equity of M/s. SRM Energy Tamilnadu Private Limited, therefore the transaction as proposed in Item No. 1 to be executed between your Company and M/s. Spice Energy Private Limited (the holding Company) for the sale of shares/investment in the WOS, shall be related party transaction, as per the provisions of the law as mentioned hereinabove.

In such scenario, where the requisite approval as proposed at item No.-1 is obtained in favour, M/s. SRM Energy Tamilnadu Private Limited shall become direct subsidiary of M/s. Spice Energy Private Limited (the holding Company), which shall give a considerable impact in the financial status of your Company, this shall reduce the overall liability (direct/indirect) of your Company to the extent of Rs. 4,459.17 Lakhs against the reduction in the assets (direct/indirect) by Rs. 226.58 Lakhs as explained in the financial summary as presented in the aforesaid explanatory statement of item no. 1.

Section 188(1)(a) of the Companies Act, 2013 read with rule 15 of Companies (Meeting of Board and Its Powers) Rules, 2015 provides that except with the prior approval of the company by a resolution, a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into for selling purchase or supply of goods or material, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of Section 188. Further, the provisions of Regulation 23 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 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) on the face value aggregating to Rs. 1,32,00,000/- towards the partial settlement of loan advanced by the Holding Company to the Company.

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: 27th June, 2023
Place: New Delhi**

Registered Office: 21, Basant Lok Complex, Vasant Vihar,
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