

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the members of SRM Energy Limited (hereinafter the "Company") will be held on Thursday, 28th September, 2023 at 09.00 A.M. at Executive Club, Dolly Farms & Resorts, 439, Village Shahoopur, P.O. Fatehpur Beri, New Delhi-110074 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements:

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Auditor's Report and the Board's Report thereon be and are hereby considered and adopted."

Item No. 2: Appointment of Director:

To appoint a director in place of Mr. Vijay Kumar Sharma, who retires by rotation and being eligible, offers himself for re-appointment by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Vijay Kumar Sharma (DIN:03272034), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3: Regularization of appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Director of the Company:

To regularize the appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Director of the Company by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sharad Rastogi (DIN: 09828931) who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from December 29, 2022 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No. 4: Appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Whole-Time Director:

To appoint Mr. Sharad Rastogi (DIN: 09828931) as a Whole-Time Director of the Company by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company and subject to such other approvals as may be necessary, the Consent of the members of the Company be and is hereby accorded for the appointment of Mr. Sharad Rastogi (DIN: 09828931) as a Whole-Time Director of the Company (liable to retire by rotation) for a term of five years effective from December 29, 2022 to December 28, 2027 without any remuneration, on such terms and conditions as set out in the statement annexed to this notice, with full liberty to Board of Directors of the Company (hereinafter referred to as the "Board" which shall deemed to include the Nomination and Remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed by the Board and Mr. Sharad Rastogi with in the applicable provisions of the Companies Act, 2013, Listing Regulations and other provisions of the applicable laws.

By Order of the Board of Directors

Place: New Delhi
Date: August 14, 2023

(Pankaj Gupta)
Company Secretary
ICSI M. No. A63088

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ENCLOSED.**

"Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person

as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authorization, as applicable."

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' notice is given in writing to the Company.
3. In case of Joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
4. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company/ RTA, in advance, a duly certified copy of the Board Resolution/ letter of authority together with the respective specimen signatures of those representative/s authorized under said resolution/letter to attend and vote on their behalf at the meeting.
5. **The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive) for the purpose of the Annual General Meeting.**
6. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The members are requested to note that:
 - a. the copies of Annual Report will not be distributed at the Annual General Meeting.
 - b. Company will ensure that the soft copies of the Annual Report is being provided to all the members attending the Annual General Meeting.
8. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, MCS Share Transfer Agent Limited at helpdeskdelhi@mcsregistrars.com, to receive copies of the Annual Report 2022-23 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report along with other details as follows:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MCS Share Transfer Agent Limited either by email to helpdeskdelhi@mcsregistrars.com or by post to MCS Share Transfer Agent Limited at F-65, 1 st Floor, Okhla Industrial Area, Phase-1, New Delhi – 110020.	
	Form for availing investor services relating to the registration of PAN, email address, bank details and other KYC details or for the purpose of effecting changes or updating these information.	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt-out from Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificates and other service requests for shares/debentures/ bonds, etc.	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your Demat Account, as per the process advised by your DP.	

Note: The forms mentioned above are available on the website of the Company at <http://www.srmenergy.in/Home/InvestorRelations> and on the website of the RTA of the Company at <https://www.mcsregistrars.com/downloads.php>

9. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m on all days except Saturday, Sunday and Public holidays up to the date of the Annual General Meeting.
10. Members desirous of getting any information on any items of business proposed to be transacted at this Meeting are requested to address their queries to the Company at the registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
11. Annual listing fee for the Financial Year 2023-24 has been paid to the Stock Exchange wherein shares of the Company are listed. Also, the Annual Custodian Fee for the year was paid to both the depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.
12. Pursuant to General circular no. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate affairs in continuation of its earlier circulars issued in this regard in the years 2020, 2021 and 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (SEBI) in continuation to its earlier circular issued in the aforesaid years, the Notice of AGM along with Annual Report for the reporting Financial Year is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may note that Annual Report (including AGM Notice) for the F.Y. 2022-23 has been uploaded on the website of the Company at www.srmenergy.in. The same can also be accessed on the website of Stock Exchange i.e BSE Limited at www.bseindia.com and the notice of the AGM can be accessed on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com.
The Annual Report will also be available at the Company's registered office for inspection during normal business hours on all working days.
13. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, an e-voting facility is being provided to the members. Details of the e-voting process and other relevant details are provided at the end of the Annual Report 2022-23 (pls see page no. 64-66). Shareholders are requested to kindly follow the said process for casting their vote electronically. The facility for voting through ballot paper will also be made available at the AGM and the members attending the AGM and who have not cast their vote electronically shall be able to exercise their right at the AGM through ballot paper. Members who have cast their vote by e-voting may attend the AGM but shall not be entitled to cast their vote again.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their

Depository Participant (DP) with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA in the manner as mentioned at Para 8.

15. Route Map and details of prominent landmark of the venue of the meeting is annexed with this notice. Also, a link to the AGM Venue is provided herein for your kind convenience:

<https://www.google.com/maps/dir//Executive+club+dolly+farm+house/@28.4638228,77.2052867,19z/data=!4m8!4m7!1m0!1m5!1m1!1s0x390ce03d2cd45fc1:0x9f24031b3591ba59!2m2!1d77.2059044!2d28.4637223?entry=ttu>

16. Important Communication to Members

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from 01 April 2019. In view of the above members are advised to dematerialise shares held by them in physical form.

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

Name of Director	Mr. Vijay Kumar Sharma	Mr. Sharad Rastogi
DIN	03272034	09828931
Brief Resume and Nature of his expertise in specific functional areas	Mr. Vijay Kumar Sharma is a Director on Board since March 15, 2019. He is a science graduate from Punjab University. He has been associated in the corporate sector for more than 43 years. He is having vast and varied experience in the field of Accounts and Finance. He has also handled the job relating to marketing of various products of the Company mainly in Laboratory Chemicals. He is a Non-Executive and Non-Independent Director of the Company.	Mr. Sharad Rastogi was appointed as an Additional Director and Whole-Time Director (KMP) of the Company w.e.f. December 29, 2022. He is a commerce graduate having a rich and diversified experience of more than 35 years in trading, import and export of goods and materials of different natures.
Date of Birth	May 16, 1948	April 15, 1962
Qualifications	Bachelor's in Science from Punjab University	Mr. Sharad Rastogi is a commerce graduate from Delhi University.
Terms and conditions of Re-appointment	In terms of Section 152 (6) of the Companies Act, 2013, also, in terms of sub-regulation (1A) of regulation 17 of SEBI (LODR) Regulations, 2015, no Company shall appoint or continue the Directorship of a Non-Executive Director who has attained an age of 75 years unless a Special Resolution is passed by the shareholders of the Company. However, the provisions of the Regulation 17 of SEBI (LODR) Regulations, 2015 are not applicable to the Company pursuant to the exemptions as enumerated under Regulation 15 of the said regulations. In reference to the above, where Mr. Vijay Kumar Sharma who has already attained the age of 75 years, his appointment is proposed in this AGM by means of passing the 'Ordinary Resolution' under section 152 of the Companies Act, 2013 and not by way of "Special Resolution" under the aforesaid Regulation 17 of LODR pursuant to the exemption available to Company as enumerated under Regulation 15 of the said regulations.	The terms and conditions for the appointment of Mr. Sharad Rastogi are provided in the explanatory statement annexed to this notice on page no. 4.
Details of Remuneration and remuneration last drawn	NIL	NIL
Date of first appointment in the Board	March 15, 2019	December 29, 2022
Shareholding in the Company	NIL	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel (if any)	N.A.	N.A.
Number of Meetings of the Board attended during the year	Attended 6 out of 7 Board meetings	Attended 2 out of 2 Board meetings
Details of other Directorships in other Companies	He is serving the following Companies, as a Director: a) Chemical Distributors (I) Limited b) SRM Energy Tamilnadu Private Limited	He is serving the following Companies, as a Director.: a) Nyra Holdings Private Limited b) Delhikem India Private Limited c) Metropolitan Minerals Private Limited d) Metropolitan Oil and Gas Private Limited e) SRM Energy Tamilnadu Private Limited
Details of Membership/ Chairmanship of Committees of the Boards in other Companies	NIL	NIL

By Order of the Board of Directors

Place: New Delhi
Date: August 14, 2023

(Pankaj Gupta)
Company Secretary
ICSI M. No. A63088

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statements sets out all material facts relating to the business mentioned under Item No. 3 & 4 of the accompanying Notice dated August 14, 2023:

The Board of Directors, upon recommendation of the Nomination and Remuneration Committee (NRC/Committee) and in pursuant to the provisions of the Companies Act, 2013 read with Articles of Association of the Company had appointed Mr. Sharad Rastogi (DIN: 09828931) as an Additional Director of the Company with effect from December 29, 2022. The Board of Directors of the Company, upon the recommendation of the NRC, also appointed him as Whole-Time Director of the Company (liable to retire by rotation) without any remuneration for a period of 5 (Five) years with effect from December 29, 2022 till December 28, 2027, subject to the approval of the members of the Company.

The Company has received from Mr. Sharad Rastogi, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being a Director or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority. Mr. Sharad Rastogi satisfies all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. Further, the Nomination and Remuneration Committee has recommended his name to the Board of Directors of the Company and in the opinion of the Board also Mr. Sharad Rastogi fulfils the conditions specified for his appointment as a Whole-time Director of the Company as per the Companies Act, 2013, and rules made thereunder.

The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Sharad Rastogi for the office of a Director of the Company. Further, in terms of the Companies Amendment Act, 2017 (relevant provisions notified on 09.02.2018), the requirement to deposit Rs. 1,00,000 towards the proposal of the candidature of directorship as aforementioned is not required to be deposited.

Hence the proposal by the member in the name of Mr. Sharad Rastogi for his appointment, is made without deposit of any amount.

Mr. Sharad Rastogi, aged about 60 years, is a commerce graduate from Delhi University having a rich and diversified experience of more than 35 years in trading, import and export of goods and materials of different natures.

Based on the aforesaid, the Board and Nomination and Remuneration Committee finds him suitable as he fulfils the conditions specified in the Law to be appointed as a Whole-Time Director of the Company. Having regard to his qualifications, knowledge and experience his appointment as a whole-time Director will be in the interest of the Company.

The terms of appointment of Mr. Sharad Rastogi as Whole-Time Director of the Company are as follows:

- 1) **Tenure of Appointment:** The appointment of Mr. Sharad Rastogi as a Whole-Time Director is for a period of 5 (Five) years with effect from December 29, 2022 to December 28, 2027.
- 2) **Duties and Responsibilities:** Mr. Sharad Rastogi, the Whole-time Director of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.
- 3) **Remuneration:** Mr. Sharad Rastogi has consented not to accept any remuneration from the Company, accordingly, his appointment shall be without any remuneration payable to him.
- 4) **Other terms of Appointment:**
 - a) Mr. Sharad Rastogi shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any contract or arrangement of the Company not beneficial in the interest of the Company;
 - b) The terms and conditions of the appointment of Mr. Sharad Rastogi may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Sharad Rastogi, subject to such approvals as may be required.
 - c) The employment of Mr. Sharad Rastogi may be terminated by the Company without notice:
 - (i) If he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - (ii) In the event of any serious, repeated or continuing breach (after prior warning) or non-observance of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Sharad Rastogi; or
 - (iii) In the event the Board expresses its loss of confidence in Mr. Sharad Rastogi;
 - d) In the event Mr. Sharad Rastogi is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
 - e) Upon the termination by whatever means of the employment of Mr. Sharad Rastogi he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
 - f) Mr. Sharad Rastogi will be liable to retire by rotation.

The Board of Directors accordingly recommends the resolution set out at Item No. 3 & 4 of the accompanying Notice for the approval of the Members. None of the Directors, Key Managerial Personnel, and/ or their relatives, except Mr. Sharad Rastogi is, in any way, concerned or interested in the said resolution.

By Order of the Board of Directors

Place: New Delhi
Date: August 14, 2023

(Pankaj Gupta)
Company Secretary
ICSI M. No. A63088