

INDIAN ENERGY EXCHANGE LIMITED
CIN: U74999DL2007PLC277039

Regd. Off.: Unit No. 3-6, 4th Floor, TDI Centre, District Centre, Jasola, New Delhi - 110025

NOTICE

NOTICE is hereby given that the tenth Annual General Meeting of the Members of Indian Energy Exchange Limited will be held on Wednesday, September 21, 2016 at 2.00 P.M. at the Indian Energy Exchange Limited at Fourth Floor, TDI Centre, District Centre, Jasola, New Delhi - 110025, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2016 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final Dividend of Rs. 20/- per Compulsory Convertible Preference Shares (CCPS) of Rs. 10/- each and to confirm the Interim Dividend of Rs. 7/- per CCPS already paid for the year ended March 31, 2016.
3. To declare a Final Dividend of Rs. 20/- per Equity Shares of Rs. 10/- each and to confirm the Interim Dividend of Rs. 7/- per Equity Shares already paid for the year ended March 31, 2016.
4. To appoint a Director in place of Mr. Rajiv Malhotra (DIN: 02383396), who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Ajeet Kumar Agarwal (DIN: 02231613), who retires by rotation, and being eligible, offers himself for re-appointment.
6. To ratify the appointment of Statutory Auditors and to fix their remuneration, and in this connection, to consider and if thought fit, to pass with or without modification, the following resolution as **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s. BSR & Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 116231W), who was appointed as Statutory Auditors of the Company for one term of five consecutive years i.e. upto the conclusion of thirteenth Annual General Meeting (AGM) to be held in the financial year 2018-19, subject to ratification at every AGM, be and is hereby ratified for the financial year 2016-17, at such remuneration and reimbursement of out-of-pocket expenses as may be recommended by the Audit Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary to implement this resolution.”

SPECIAL BUSINESS:

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Puneet Yadu Dalmia (DIN: 00022633) who was appointed as an Additional Director of the Company with effect from October 15, 2015 by the Board of Directors, who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”), is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as the Director (Non-executive) of the Company, whose term of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required or considered necessary or incidental thereto.”

By Order of the Board of Directors
For **Indian Energy Exchange Limited**

Sd/-
Vineet Harlalka
CFO & Company Secretary
Membership No. ACS-16264

Date: August 03, 2016
Place: New Delhi

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**Act**), in respect of Special Business to be transacted at the Meeting is annexed hereto.
2. Items 4-5 of the Notice: In view of the provisions of the Act which prescribes that Non-Independent Directors only will be reckoned for the purpose of the provisions relating to retirement by rotation under Section 152 of the Act, the Company has determined retiring directors (being non-Independent Directors only) and their eligibility for re-appointment under the above new provision. The profile of the Directors seeking re-appointment is given under the head Directors' Profile in the Annual Report.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting, instead of himself and the proxy need not be a member of the company.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, 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, may appoint a single person as proxy, who shall not act as a proxy for any other member.
5. Instrument of proxies in order to be effective must be lodged with Company not less than 48 hours before the commencement of the meeting. A form of proxy and Admission Slip is enclosed.
6. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting in accordance with the provisions of Section 113 of the Companies Act, 2013.
7. Members/proxies are requested to bring their duly filled in Attendance slip along with their copy of Annual report to the Meeting
8. The Register of Members and Share Transfer Register will remain closed from September 17, 2016 to September 21, 2016 (both days inclusive).
9. The voting rights of Members shall be in proportion to their number of shares held by them each fully paid up in the paid up equity share capital of the Company as on September 16, 2016.

10. Subject to the provisions of Section 126 of the Companies Act, 2013, Final Dividend as recommended by the Board of Directors, if declared at the Meeting, shall be payable by means of direct Bank credit or demand drafts to those Members whose name (s) stand registered:
- a) As Beneficial Owner as at the end of business on September 16, 2016 as per the lists to be furnished by the National Securities Depository Limited in respect of the shares held in electronic form; and
 - b) As Members in the Register of Members of the Company/ Registrar & Share Transfer Agent after giving effect to valid share transfer in physical form lodged with the Company as at the end of business on September 16, 2016.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Transfer Agents (RTA), M/s. Karvy Computershare Private Ltd., for assistance in this regard. The contact details are as below -

*M/s Karvy Computershare Private Limited
Unit - Indian Energy Exchange Limited
Karvy Selenium Tower B,
Plot No. 31 & 32,
Gachibowli, Financial District,
Nanakramguda, Serilingampally
Hyderabad - 500032
Tel: +91-40 6716 1500
Fax: +91-40 2300 1153
Email: einward.ris@karvy.com*

12. Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrar and Transfer Agent (RTA) and to their respective Depository Participants, in case of shares held in electronic mode.
13. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
14. Members seeking any information relating to the accounts shall write to the Company at least 10 days before the date of the meeting, so as to enable the management to keep the information ready.

15. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all working days during business hours upto the date of the Annual General Meeting.

By Order of the Board of Directors
For **Indian Energy Exchange Limited**

Date: August 03, 2016
Place: New Delhi

Sd/-
(Vineet Harlalka)
CFO & Company Secretary
Membership No. ACS-16264

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 7:

The Board of Directors of the Company, based upon the recommendations received from the Nomination & Remuneration Committee of the Company and pursuant to Section 161(1) of the Companies Act, 2013, read with the rules framed there under has appointed Shri. Puneet Yadu Dalmia as an Additional Director of the Company with effect from October 15, 2015. In terms of Section 161(1) of the Act, Shri. Puneet Yadu Dalmia will hold the office of Director only upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under provisions of Section 160 (1) of the Act, proposing candidature of Shri. Puneet Yadu Dalmia for the office of Director of the Company.

Shri. Puneet Yadu Dalmia aged 44 years holds a B. Tech. degree from the Indian Institute of Technology, Delhi and is a gold medalist from the Indian Institute of Management, Bangalore in Strategy and Marketing. He has over 18 years of experience in cement industry having started his career as the co-founder and Chairman of one of the most profitable e-recruitment websites in India, which was later acquired by the Monster.com, a Nasdaq listed multinational company. Mr. Puneet Yadu Dalmia has conceptualized the growth strategy and governance architecture of the Dalmia Bharat Group to focus on its core businesses and is spearheading the strategic planning of the group.

Shri. Puneet Yadu Dalmia, is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and Regulations 22A of the CERC (Power Market) Regulations 2010 and have given his consent to act as a Director of the Company.

Your Directors recommend the resolution for approval of the Members by way of Ordinary Resolution. None of the Directors/Key Managerial Personnel and their relatives in any way concerned or interested in the said resolution except Mr. Puneet Yadu Dalmia being interested to the extent of his appointment.

By Order of the Board of Directors
For **Indian Energy Exchange Limited**

Sd/-
Vineet Harlalka
CFO & Company Secretary
Membership No. ACS-16264

Date: August 03, 2016
Place: New Delhi



Indian Energy Exchange Limited

CIN: U74999DL2007PLC277039

Registered Office- Unit No. 3-6, 4th Floor, TDI Centre District Centre, Jasola, New Delhi – 110025

PROXY FORM

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

Name of the member (s) :	
Registered address :	
E-mail Id :	
Folio No/ *Client Id :	
*DP ID :	

I/We, being the member(s) of shares of Indian Energy Exchange Limited, hereby appoint:

1. Name:.....Address:.....
E-mail Id.....Signature....., or failing him;
2. Name:.....Address:.....
E-mail Id.....Signature....., or failing him;
3. Name:.....Address:.....
E-mail Id.....Signature....., or failing him;

and whose signature(s) are appended below as my/our proxy to attend and vote for me/us and on my/our behalf at the Tenth Annual General Meeting of the company, to be held on Wednesday, 21st day of September, 2016 at 2.00 P.M. at Indian Energy Exchange Limited at 4th Floor, TDI Centre, District Centre, Jasola, New Delhi – 110025, India and at any adjournment thereof in respect of resolution as are indicated below:

Resolution number	Resolutions	For	Against
Ordinary Business:			
1	Adoption of Financial Statements for the year ended March 31, 2016.		
2	Declaration of Final Dividend of Rs. 20/- per Compulsory Convertible Preference Shares (CCPS) and confirmation of Interim Dividend of Rs. 7/- per CCPS already paid for the year ended March 31, 2016.		
3	Declaration of Final Dividend of Rs. 20/- per Equity Shares and confirmation of Interim Dividend of Rs. 7/- per Equity Shares already paid for the year ended March 31, 2016.		
4	Re-appointment of Mr. Rajiv Malhotra, who retires by rotation.		

Resolution number	Resolutions	For	Against
5	Re-appointment of Mr. Ajeet Kumar Agarwal, who retires by rotation.		
6	Ratification of appointment of M/s BSR & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.		
Special Business:			
7.	Appointment of Mr. Puneet Yadu Dalmia as the Director (Non-executive) of the Company.		

* Applicable for members holding shares in electronic form.

Affix Revenue Stamp Re. 1

Signed this..... day of, 2016

Signature of shareholder..... Signature

of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. **This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For or Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. Please complete all details including details of member(s) in above box before submission.



Indian Energy Exchange Limited

CIN: U74999DL2007PLC277039

Registered Office- Unit No. 3-6, 4th Floor, TDI, Centre, District Centre Jasola, New Delhi - 10025

ATTENDANCE SLIP

Name of the member/ Proxy (s) :

No. of Shares held :

Registered address :

E-mail Id :

Folio No/ **Client Id :

**DP ID :

I hereby record my presence at the 10th Annual General Meeting of the Company to be held on Wednesday, 21st day of September, 2016 at 2.00 P.M. at Indian Energy Exchange Limited at 4th Floor, TDI Centre, District Centre, Jasola, New Delhi - 110025, India.

Signature of member/ proxy

* To be filled in, if proxy form has been deposited with the Company

** Applicable for members holding shares in electronic form.

Route Map for the 10th Annual General Meeting of M/s Indian Energy Exchange Limited to be held on Wednesday, September 21, 2016 at 2.00 P.M. at 4th Floor, TDI Centre, District Centre, Jasola, New Delhi-110025, India.

