



INDIAN ENERGY EXCHANGE LIMITED

Regd. Off.: Unit No. 3-6, 4th Floor, TDI Centre, District Centre, Jasola, New Delhi - 110025
CIN: U74999DL2007PLC277039

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting (EGM) of the members of Indian Energy Exchange Limited will be held on Tuesday, May 19, 2015 at 12:00 Noon at the Board Room of Indian Energy Exchange Limited at Fourth Floor, TDI Centre, District Centre, Jasola, New Delhi - 110025, India to transact the following business:

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approvals/consents as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded to amend the Articles of Association of the Company by insertion of new article namely Article 20A, immediately after existing Article 20 in the Articles of Association of the Company to enable the Company to enforce and effectively implement the directions issued by the Central Electricity Regulatory Commission:

20A – Implementation of Regulatory Order/directions

1. *Company’s right to take action in relation to shares of the Company pursuant to Regulatory Orders and Directions:*

In the event a shareholder of the Company is declared not a ‘fit and proper person’ by any Regulatory Authority and the Central Electricity Regulatory Commission discharging function under the Electricity Act, 2003 and having regulatory control over the power exchanges, directs the company to divest share of such shareholder the Company shall in order to comply with such orders or directions shall have the following rights and powers:

- (a) To have a first and paramount lien upon all shares held by such persons for enforcing and effectively implementing the aforesaid order/directions and to be in compliant with such order/directions.*
- (b) Where shares are held in the physical form, to cancel such shares by public notice (published in an appropriate national daily newspaper) and issue duplicate share certificates, and at the direction of the Board, to execute transfer deeds for and on behalf of such persons, such transfer deeds being final and binding on the Company.*
- (c) Where shares are held in the electronic / dematerialized form, to direct the depository / depository participant to transfer the said shares as per the instructions of the Board of directors and in the interim to record a freeze on the transfer of such shares in the books of the depository / depository participant.*
- (d) To transfer the shares to such custodian or escrow accounts as the Board may deem fit and to open escrow accounts for this purpose.*
- (e) To deal with the said shares including the sale and disposal of the shares by the custodian or Escrow agent in such manner as the Board may give directions as may deem fit and proper.*

- (f) To approach all regulatory and other authorities for necessary directions.
- (g) To do all such acts and take all such actions as may be necessary for enabling the said divestment of shares.
- (h) To appropriate the proceeds from the sale of such shares first towards all debts, liabilities, engagements and obligations whether solely or jointly with any other person, to or with the Company/the Exchange/the Designated Clearing House and (Whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures.
- (i) The net proceeds of any such sale shall be applied in /or towards satisfaction of all regulatory obligations and directions and subject to all such directions and subject to the surpluses being legally payable to the shareholders without any restriction being there from the authorities the surplus shall be remitted to the original shareholder.
- (j) No equitable interest in any such shares shall be created or recognized by any third party and the right of the Company to ensure such divestment shall be paramount and it shall be deemed that the relevant members have pursuant to these Articles fully authorized the Company to carry out the matters set out in these Articles of Association.

2. Enforcing actions set out in 20A.1 above:

In order to enforce the actions set out in Article 20A.1 above, the Board shall be empowered to take all the actions set out in 20A.1 above immediately upon the regulatory authority requiring the Company to take the necessary actions and without any further notices to any of the affected parties.

3. Validity of sale:

Upon any sale pursuant to 20A.1, the purchaser shall not be bound to see the application of the purchase money, and after his name has been entered in the Register of Members / books of the depository / depository participant in respect of such shares the validity of the sale shall not be impeached by any person.

RESOLVED FURTHER THAT the Board be and is hereby authorized to carry out and effect any changes, alterations or modification(s), as may be suggested/ directed by CERC or any other regulator or statutory or other competent authority to the aforesaid resolution and to do all such acts, deeds, matters and things as may be necessary for or required for the purpose of giving effect to such suggestions/ directions.

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

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

Sd/-

Vineet Harlalka
Company Secretary
Membership No. ACS-16264
C-10/G-1, Dilshad Garden
Delhi, India -110095

Date: April 23, 2015
Place: New Delhi

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote at the EGM 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.
3. 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.
4. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a certified copy of Board Resolution authorising 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.
5. Members/proxies should bring their Attendance slip duly filled in for attending the meeting.
6. 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 April 17, 2015.
7. The voting at the EGM shall be carried out through Polling process. The Board of Directors of the Company has appointed Mohd. Nazim Khan (FCS 6529 and CP 8245), Practicing Company Secretary as Scrutinizer for conducting the Polling process in a fair and transparent manner and to receive and scrutinize the completed polling paper from the Members. After completion of his scrutiny, Scrutinizer will submit his report to the Chairman and in his absence to the Company Secretary of the Company. The Scrutinizer's decision on the validity of Poll shall be final and binding.
8. Members desire to exercise vote by Poll are requested to carefully read the instructions printed on the Form MGT-12. The said Form MGT -12 will be circulated at the time of meeting.
9. 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 Limited, 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*

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.

10. 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.
11. The Notice of the EGM of the members of the Company is also displayed at its website www.ixindia.com
12. The Company pursuant to the approval of the Members in the Annual General Meeting held on June 24, 2014 and with the approval of the Hon'ble Regional Director, Western Region, Mumbai vide its Order dated November 14, 2014 has changed its Registered Office from the 'State of Maharashtra' to the 'State of Delhi', which has been confirmed by the Registrar of Companies, Delhi vide its certificate dated 24.02.2015. The Members are requested to take note of the new Registered Office address and Corporate Identity Number of the Company as under-

Registered Office Address:

M/s Indian Energy Exchange Limited

Unit No. 3, 4, 5 & 6

Fourth Floor, TDI Centre,

Plot No. - 7, District Centre, Jasola,

New Delhi - 110025, India

CIN: U74999DL2007PLC2770399.

13. All documents referred to in the accompanying notice are available for inspection at the Registered Office of the Company on all working days (excluding Saturdays) between 11 A.M. to 12.00 Noon at the Registered Office of the Company till the date of this EGM.

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

Sd/-

Vineet Harlalka
Company Secretary
Membership No. ACS-16264
C-10/G-1, Dilshad Garden
Delhi, India -110095

Date: April 23, 2015

Place: New Delhi

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

ITEM NO. 1: AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY FOR EFFECTIVELY ENFORCING AND IMPLEMENTING THE ORDER/ DIRECTIONS OF THE CENTRAL ELECTRICITY REGULATORY COMMISSION.

The Central Electricity Regulatory Commission ("CERC") vide its order dated 13.05.2014 in the suo-motu Petition No. SM/341/2013 had directed the Company to ensure that M/s Financial Technologies (India) Limited (FTIL), who has been declared as not 'fit and proper person' by Forward Market Commissions vide its order dated 17.12.2013 and by SEBI vide its order dated 13.03.2014, to divests its entire shareholding from the Indian Energy Exchange Limited (IEX) by 30.09.2014.

To comply with the CERC order, FTIL had entered into a Share Purchase Agreement ("SPA") dated November 05, 2014 with M/s. TVS Shriram Growth Fund I, Mr. S. Gopalakrishnan, Mr. Lakshmi Narayanan, Mr. Rajeev Gupta, M/s. Dalmia Cement Bharat Power Ventures Limited, M/s. KiranVyapar Limited, M/s. TVS Capital Funds Limited and M/s. Agri Power and Engineering Solutions Private Limited, by which FTIL has agreed to sell and transfer 77,75,515 equity shares of IEX held by FTIL constituting 25.64% equity stake on a fully diluted basis in IEX.

However, despite signing of the aforesaid SPA, the FTIL stake sale transaction is not completed in IEX and considering the same, your Company filed an Interlocutory Application (IA) with the CERC on 24.02.2015 giving an up-to-date status on FTIL divestment process and options CERC may consider to safeguard the Company's interest pending divestment of FTIL stake sale against which the CERC vide its order dated April 17, 2015 in IA No. 10/2015 has directed the following -

- a) FTIL is granted 3 (three) weeks' time from the date of issue of this order to unconditionally divest its shares in IEX (not later than 09.05.2015). Application for further extension of time shall not be entertained.
- b) If FTIL fails to divest its shares in IEX within three weeks, IEX is directed to ensure divestment of FTIL's shares within a period of 3 (three) weeks thereafter (not later than 01.06.2015) to effectively implement the order of the Commission.
- c) If the directions above are not complied with by IEX within the period as stated in (b) above, this shall be construed as failure on the part of IEX to comply with the directions of the Commission and the Commission shall proceed to initiate action for withdrawal of permission to IEX to maintain and operate the power exchange, in accordance with Regulation 37 the Central Electricity Regulatory Commission (Power Market) Regulations, 2010, as amended from time to time. This order may be treated as notice for withdrawal of permission to IEX for management and operation of the power exchange.
- d) Till the shares of FTIL in IEX are divested, FTIL shall be debarred from creating any third party rights or encumbrance on the said shares except for the purpose of divestment of shares to comply with the directions of the Commission.
- e) IEX is directed to ensure that IEX is independent from FTIL in all respects.

Your Company has been making the best possible efforts to implement the CERC order by taking various measures, but in the absence of any express powers/ right, the Company is unable to divest FTIL shareholding in IEX as directed in the said order.

As the CERC Order is pre-emptory and mandatory in nature and the onus of implementation of the said order is on your Company and any further delay in compliance may impair the main objective of carrying on the business as a Power Exchange, hence pursuant to Section 14 of the Companies Act, 2013, approval of the Members is sought to amend the Articles of Association by insertion of new article namely Article 20A immediately after existing Article 20 in the Articles of Association of the Company which shall provide rights that would enable the Company to enforce and effectively implement the directions issued by the Central Electricity Regulatory Commission. The proposed new Article 20A is as given below -

20A – Implementation of Regulatory Order/directions

1. *Company's right to take action in relation to shares of the Company pursuant to Regulatory Orders and Directions:*

In the event a shareholder of the Company is declared not a 'fit and proper person' by any Regulatory Authority and the Central Electricity Regulatory Commission discharging function under the Electricity Act, 2003 and having regulatory control over the power exchanges, directs the company to divest share of such shareholder the Company shall in order to comply with such orders or directions shall have the following rights and powers:

- (a) To have a first and paramount lien upon all shares held by such persons for enforcing and effectively implementing the aforesaid order/directions and to be in compliant with such order/directions.*
- (b) Where shares are held in the physical form, to cancel such shares by public notice (published in an appropriate national daily newspaper) and issue duplicate share certificates, and at the direction of the Board, to execute transfer deeds for and on behalf of such persons, such transfer deeds being final and binding on the Company.*
- (c) Where shares are held in the electronic / dematerialized form, to direct the depository / depository participant to transfer the said shares as per the instructions of the Board of directors and in the interim to record a freeze on the transfer of such shares in the books of the depository / depository participant.*
- (d) To transfer the shares to such custodian or escrow accounts as the Board may deem fit and to open escrow accounts for this purpose.*
- (e) To deal with the said shares including the sale and disposal of the shares by the custodian or Escrow agent in such manner as the Board may give directions as may deem fit and proper.*
- (f) To approach all regulatory and other authorities for necessary directions.*
- (g) To do all such acts and take all such actions as may be necessary for enabling the said divestment of shares.*
- (h) To appropriate the proceeds from the sale of such shares first towards all debts, liabilities, engagements and obligations whether solely or jointly with any other person, to or with the Company/the Exchange/the Designated Clearing House and (Whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures.*
- (i) The net proceeds of any such sale shall be applied in /or towards satisfaction of all regulatory obligations and directions and subject to all such directions and subject to the surpluses being legally payable to the shareholders without any restriction being there from the authorities the surplus shall be remitted to the original shareholder.*

- (j) *No equitable interest in any such shares shall be created or recognized by any third party and the right of the Company to ensure such divestment shall be paramount and it shall be deemed that the relevant members have pursuant to these Articles fully authorized the Company to carry out the matters set out in these Articles of Association.*
2. *Enforcing actions set out in 20A.1 above:*
In order to enforce the actions set out in Article 20A.1 above, the Board shall be empowered to take all the actions set out in 20A.1 above immediately upon the regulatory authority requiring the Company to take the necessary actions and without any further notices to any of the affected parties.
3. *Validity of sale:*
Upon any sale pursuant to 20A.1, the purchaser shall not be bound to see the application of the purchase money, and after his name has been entered in the Register of Members / books of the depository / depository participant in respect of such shares the validity of the sale shall not be impeached by any person.

The Board of Directors, at their meeting held on April 23, 2015 had already accorded their consent for the above stated alteration in the Articles of Association and has recommended for your consideration and approval for proposed alteration through Special Resolution.

All relevant documents in connection with the above can be inspected by the members on all working days between 11 A.M. to 12.00 Noon at the Registered Office of the Company upto the date of the EGM.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution, except to the extent of their shareholding in the Company, if any.

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

Date: April 23, 2015
Place: New Delhi

Sd/-
Vineet Harlalka
Company Secretary
Membership No. ACS-16264
C-10/G-1, Dilshad Garden
Delhi, India-110095



PROXY FORM

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

Indian Energy Exchange Limited
 CIN: U74999DL2007PLC277039
 Unit No. 3-6, 4th Floor, TDI Centre,
 District Centre, Jasola,
 New Delhi - 110025

Name of the member (s): Registered address: E-mail Id: Folio No/ *Client Id: *DP ID:
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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 Extra-ordinary General Meeting of the company, to be held on Tuesday, 19th day of May, 2015 at 12:00 Noon at the Board Room of 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:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution number	Resolution	For	Against
Special Business:			
1	Amendment of Articles of Association of the Company for effectively enforcing and implementing the Order/ directions of the Central Electricity Regulatory Commission.		

* Applicable for members holding shares in electronic form.

Affix
Revenue
Stamp Re. 1

Signed this..... day of, 2015

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 'X' 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.



ATTENDANCE SLIP

Indian Energy Exchange Limited

CIN: U74999DL2007PLC277039

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

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 Extra-ordinary General Meeting of the Company to be held on Tuesday, 19th day of May, 2015 at 12:00 Noon at the Board Room of Indian Energy Exchange Limited at 4th Floor, TDI Centre, District Centre, Jasola, New Delhi - 110025, India.

Signature of member/ proxy_____

(To be signed at the time of handing over this slip)

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

** Applicable for members holding shares in electronic form.