



INDIAN ENERGY EXCHANGE LIMITED

CIN: L74999DL2007PLC277039

Registered & Corporate Office: Unit No. 3, 4, 5 & 6, Fourth Floor,
TDI Centre Plot No. 7, District Centre, Jasola, New Delhi 110 025

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Website: www.iexindia.com

NOTICE OF POSTAL BALLOT AND E- VOTING

NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Companies Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”), and Clause 16 of Secretarial Standard-2 (“**SS-2**”) including any statutory modification or re-enactment thereof for the time being in force, that the resolution for Re-appointment of **Prof. Kayyalathu Thomas Chacko (DIN: 02446168)** as a **Non-Executive Independent Director** of Indian Energy Exchange Limited (the “**Company**”) is proposed to be passed as a special resolution by way of postal ballot / electronic voting.

An Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to said resolution setting out the material facts concerning item and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (the “**Postal Ballot Form**”) for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mohd. Nazim Khan, Designated Partner of MNK and Associates LLP, Practising Company Secretary (FCS No. 6529 and CP No. 8245), as the Scrutinizer (the “**Scrutinizer**”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The members holding equity shares of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the said Postal Ballot Form duly completed in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer, not later than 05.00 p.m. IST on Tuesday, March 24, 2020. Please note that any Postal Ballot Form(s) received after the said date will be treated as not having been received. The postage will be borne and paid by the Company.

In compliance with the provisions of Section 108 and 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the “**SEBI Listing Regulations**”), the Company is also offering e-voting facility as an alternate mode of voting to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members holding equity shares of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting period will commence on and from Monday, February 24, 2020 (09.00 a.m.) and will be disabled after 05.00 p.m. IST on Tuesday, March 24, 2020. The members have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, shareholders can opt for only one of the two modes of voting, i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then do not vote through Postal Ballot Form and vice versa. In case shareholders cast their vote by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by postal ballot will be treated as invalid.

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot/e-voting will be announced not later than two days of the closure of postal ballot/ e-voting on or before Thursday, March 26, 2020 at 05.00 p.m. IST at the registered office of the Company and will be displayed at the Registered Office of the Company and intimated/ communicated to BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”) (hereinafter collectively referred to as “**Stock Exchanges**”) where the Equity Shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company’s website www.iexindia.com and on the website of KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) <https://evoting.karvy.com>. The Resolution, if passed by requisite majority, will be taken as passed effective on the last date of receipt of postal ballot form or e-voting i.e. Tuesday, March 24, 2020. The members are requested to consider and, if thought fit, pass the following Resolution:

SPECIAL BUSINESS:

1. Re-appointment of Prof. Kayyalathu Thomas Chacko (DIN: 02446168) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on January 7, 2020, and January 31, 2020, and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Prof. Kayyalathu Thomas Chacko (DIN: 02446168) whose current period of office is expiring on March 29, 2020 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with Regulation 16 (1) (b) of SEBI Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Act and Rules made thereunder and SEBI Listing Regulations and as specified in Regulation 22(ii) of the Central Electricity Regulatory Commission (Power Market) Regulations, 2010 confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (Five) consecutive years on the Board of the Company for a second term w.e.f. March 30, 2020 upto March 29, 2025.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Act and the applicable Rules framed thereunder, the approval of Members of the Company be and is hereby accorded to continue the second term of Prof. Kayyalathu Thomas Chacko (DIN: 02446168) as a Non-Executive Independent Director of the Company on attaining the age of 75 (seventy-five) years on October 29, 2021, on the same terms and conditions.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board of Directors
for **Indian Energy Exchange Limited**

Place: New Delhi
Date: January 31, 2020

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

Registered & Corporate Office:
Indian Energy Exchange Limited
Fourth Floor, TDI Centre, Plot No.7,
Jasola District Centre,
New Delhi – 110025
CIN: L74999DL2007PLC277039
Tel: 91-11-4300 4000
E-mail: compliance@iexindia.com
website: <https://www.iexindia.com>

NOTES:

1. Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed Mohd. Nazim Khan, Designated Partner of MNK and Associates LLP, Practicing Company Secretary (FCS No. 6529, CP No. 8245) as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
3. This Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Central Depository Services (India) Limited (CDSL) and/ or National Securities Depository Limited (NSDL) as on the close of working hours on Friday, February 07, 2020, i.e. **Cut Off date**. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut Off date i.e. Friday, February 07, 2020, will be considered for

the purpose of voting. Any person who is not a member of the Company as on date specified above shall treat the Notice for information purpose only.

4. As per Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, and Clause 16 of SS-2 and Regulation 44 of the SEBI Listing Regulations, notice of the postal ballot may be served on the members through electronic means. Members who have registered their e-mail IDs with the Central Depository Services (India) Limited (CDSL) and/ or National Securities Depository Limited (NSDL)/ with the Company/ with the Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form by Courier/Registered Post.
5. A Postal Ballot Form and a postage prepaid self-addressed envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form is to be sent.
6. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company has also extended e-voting facility as an alternate mechanism for its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. The Company has engaged KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), to offer e-voting facility to all its members to enable them to cast their votes electronically. Details of e-voting facility are specified under the Notice of Postal Ballot.
7. The members who do not receive the Postal Ballot Form may apply to the Company and/ or the Registrar, i.e. KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Tel.: 040 67162222, E-mail Id: einward.ris@kfinfintech.com, Website: <https://evoting.karvy.com> to receive the duplicate thereof.
8. The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form, and record their assent (for) or dissent (against) to the item so listed, by returning the same duly completed and signed in the attached postage pre-paid self-addressed envelope. However, the Postal Ballot Form(s) if sent by courier or by registered post at the expense of the members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 05.00 p.m. IST on Tuesday, March 24, 2020, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the shareholder(s). Unsigned Postal Ballot Form/s will be rejected. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.
9. The members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
10. The Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorised by him as soon as possible after the last date of receipt for Postal Ballot Form but not later than Thursday, March 26, 2020. The Results of the E-voting/Postal Ballot will be declared on or before Thursday, March 26, 2020, at the registered office of the Company and displayed at the registered office and on the website of the Company, on the website of KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) and intimated to the Stock Exchanges on which the Equity Shares of the Company are listed.
11. The Resolution, if passed by requisite majority, will be taken as passed effectively on the last date of receipt of postal ballot form or e-voting i.e. Tuesday, March 24, 2020.
12. The Postal Ballot Notice is also being uploaded on the Company's website, www.ixindia.com and of KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) <https://evoting.karvy.com>
13. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
14. In this Notice and the statement of material facts, the term "shareholder(s)" and "member(s)" are used interchangeably.
15. The voting rights of the members shall be in proportion of their share of the paid-up equity share capital of the Company as on Friday, February 07, 2020.
16. Members who wish to avail physical copies of Notices/Postal Ballot Form shall be provided the same upon request.
17. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective Depository Participant (DP) for shares held in electronic/demat mode or with the Registrar and Transfer Agent, viz., KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) for shares held in physical mode to enable the Company to communicate to the members, the information about various developments in the Company via e-mail/SMS.

All documents referred to in this Postal Ballot Notice, Explanatory Statement setting out material facts are open for inspection by the members at the Registered Office of the Company between 11.00 a.m. to 05.00 p.m. on all working days except Saturdays, Sundays and national holidays.

In the opinion of the Board, the Re-appointment of Prof. Kayyalathu Thomas Chacko (DIN: 02446168) as a Non-Executive Independent Director is in the interest of the Company and its members holding equity shares of the Company.

The Directors, therefore, recommend passing of the special resolution as set out in the accompanying Notice.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is/are, in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND STATEMENT OF ADDITIONAL INFORMATION AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015, WITH RESPECT TO FOLLOWING ITEMS OF THE NOTICE.

Item No. 1 - Re-appointment of Prof. Kayyalathu Thomas Chacko (DIN: 02446168) as an Independent Non-Executive Director of the Company.

Prof. Kayyalathu Thomas Chacko was appointed as a Non-Executive Independent Director of the Company for a term upto five (5) consecutive years commencing from March 30, 2015 and his term as an Independent Director of the Company is ending on March 29, 2020, and he is eligible for re-appointment for a second term.

As per the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for second term of upto five years, on passing of a special resolution by the shareholders.

The Board of the Company in its Meeting held on January 31, 2020 has approved reappointment of Prof. Kayyalathu Thomas Chacko for a second term of five years. Prof Chacko is presently 73 years old and the proposed second term will move beyond 75 years of his age. (He will attain the 75 years of age on October 29, 2021).

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect" hence his continuation beyond 75 years requires the approval of members by way of a special resolution.

The Company has received a declaration from Prof. Kayyalathu Thomas Chacko, being eligible for re-appointment as Independent Non-Executive Director for the second term, providing his consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time.

The Company has also received a declaration from Prof. Kayyalathu Thomas Chacko confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013, under the Regulation 16(b) of the SEBI Listing Regulations, as amended from time to time and as specified in Regulation 22(ii) of Central Electricity Regulatory Commission (Power Market) Regulations, 2010 confirming that he do not have any interest in any member and fiduciary relationship with any of the shareholders of the Company.

A copy of the draft letter for re-appointment of Prof. Kayyalathu Thomas Chacko setting out the terms and conditions of re-appointment is available for inspection between 11:00 a.m. to 5:00 p.m. during office hours on all working days except Saturdays, Sundays and Holidays at the Registered Office of the Company.

BRIEF PROFILE:

Prof. Kayyalathu Thomas Chacko, aged 73 years, is a retired Indian Administrative Service Officer of the 1973 batch and has 34 years of experience in public administration. He worked in Government of India for 15 years, almost entirely in the Ministry of Commerce and Industry and closely involved in the trade and industry sectors. He holds a master's degree in economics from the University of Kerala and was awarded three gold medals for obtaining the first rank in Kerala. He also holds a master's degree in Public Administration from Harvard University, U.S.A. He held the post of director general of foreign trade during the year from 2004 to 2006. He was appointed as director of the Indian Institute of Foreign Trade for the period of 2007-2012. He was presented the Federation of Indian Exporters Organization instituted lifetime achievement award by the Hon'ble President of India for invaluable contribution to the exports sector in 2008.

He is the Chairman of the Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Enterprise Risk Management Committee and Stakeholders Relationship Committee of the Company. He is also a member in Audit Committee of the Company.

The Nomination & Remuneration Committee and the Board evaluated the performance of Prof. Kayyalathu Thomas Chacko, rated him satisfactory on all parameters and recommended his re-appointment as a Non-Executive Independent Director.

Based on the recommendations of the Nomination and Remuneration Committee and considering the experience and expertise of Prof. Kayyalathu Thomas Chacko, the Board of Directors in their meeting held on January 31, 2020, approved the re-appointment of Prof. Kayyalathu Thomas Chacko as a Non-Executive Independent Director, subject to the approval of Members and any other approval as may be required from time to time.

In the opinion of the Board, he fulfils the conditions specified in the Act, Power Market Regulations, 2010, and the SEBI Listing Regulations, and is independent of the management. He helps in bringing independent judgment during Board deliberations on accounting and financial controls, risk management, corporate governance, vigil mechanism and related party transactions. His vast experience in public administration has been and would be very helpful to the Company from time to time. He is physically fit and attends the Board and Committee meetings regularly with active participation.

The Board considers that his continued association would be of immense benefit to the Company and due to his specialization in areas such as Trade, Monetary Policy, Public Management, Public Finance, Micro and Macro Economics and Risk Management it is desirable to continue to avail his services. Accordingly, consent of the Members is sought by way of Special Resolution as set out in this item of the Notice for re-appointment of Prof. Kayyalathu Thomas Chacko as a Non-Executive Independent Director of the Company.

Prof. Kayyalathu Thomas Chacko is interested in this resolution and relatives of Prof. Kayyalathu Thomas Chacko may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolution.

The Board of Directors of your Company recommends that the Resolution under Item No. 1 be passed in the interest of your Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

ANNEXURE TO THE EXPLANATORY STATEMENT:

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI Listing Regulation, and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

Sl. No.	Name of Director	Prof. Kayyalathu Thomas Chacko
1	DIN	02446168
2	Date of Birth	29-10-1946
3	Age	73 years
4	Date of First Appointment on the Board	Appointed as an additional Non-Executive Director on May 21, 2012. However, after the commencement of provisions of the Companies Act, 2013, he was appointed as an Independent Director of our Company with effect from March 30, 2015 for a first term of five years.
5	Qualifications	<ul style="list-style-type: none"> ➤ Master's degree in economics from the University of Kerala, ➤ Master's degree in Public Administration from Harvard University, U.S.A.
6	Experience and expertise in Specific functional Area	He is a retired Indian Administrative Service Officer of the 1973 batch and has 34 years of experience in public administration. He worked in Government of India for 15 years, almost entirely in the Ministry of Commerce and Industry and was closely involved in the trade and industry sectors. He has held the post of Director General of foreign trade during the year from 2004 to 2006. He was appointed as director of the Indian Institute of Foreign Trade for the period of 2007-2012.
7	Terms and conditions of appointment or re-appointment	As per the Nomination, Remuneration & Board Diversity Policy of the Company as placed on the Company's website i.e. www.ixindia.com
8	Details of remuneration sought to be paid and the remuneration last drawn	Sitting fee for attending Board and Committee Meetings of the Company

Sl. No.	Name of Director	Prof. Kayyalathu Thomas Chacko					
9	Details of remuneration last drawn	₹ 17.10 Lakh for FY 2018-19 (Sitting Fee for attending Board & Committee Meetings)					
10	Attendance at Board, Committee & General Meetings held during	Board	Audit Committee	Nomination & Remuneration Committee	Corporate Social Responsibility Committee	Enterprise Risk Management Committee	Annual General Meeting
	FY 2018-19	7 out of 7	4 out of 4	5 out of 6	5 out of 5	2 out of 2	Yes
	FY 2019-20 till 07/01/2020	6 out of 6	3 out of 3	3 out of 3	3 out of 3	3 out of 3	Not yet held
11	Number of Shares held in Equity Capital of the Company	Nil					
12	Directorship held in other Indian Listed Companies	Nil					
13	Chairman/Member of Committees of Board of Director of other Listed Companies	Nil					
14	Disclosure of relationships between Directors/KMP inter-se	Nil					

By order of the Board of Directors
for **Indian Energy Exchange Limited**

Place: New Delhi
Date: January 31, 2020

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

Registered & Corporate Office:
Indian Energy Exchange Limited
Fourth Floor, TDI Centre, Plot No.7,
Jasola District Centre,
New Delhi – 110025
CIN: L74999DL2007PLC277039
Tel: 91-11-4300 4000
E-mail: compliance@iexindia.com
website: <https://www.iexindia.com>

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

1. Shareholders desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal prepaid business reply envelope which shall be properly sealed with adhesive or adhesive tape. However, letters containing postal ballot form, if sent by courier, at the expense of the shareholder will also be accepted. The shareholders are requested to convey their assent and dissent in the enclosed Postal Ballot Form.
2. A Postal Ballot Form and a self-addressed postage prepaid business reply envelope are attached to this Notice. The self-addressed envelope bears the address of the Scrutinizer to which duly completed Postal Ballot Form is to be sent.
3. The Postal Ballot Form should be signed by the shareholders as per the specimen signatures registered with the Registrar/ Depository. In case the Equity Shares are jointly held, Postal Ballot Form should be completed and signed (as per specimen signatures registered with Registrar/ Depository) by the first name shareholder and in his/her absence, by the next named shareholder. Holder(s) of Power of Attorney(s) (POA) on behalf of the shareholder(s) may vote on the Postal Ballot enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
4. In case of Equity Shares held by the shareholders other than the individual shareholders, the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature was already registered with Registrar and Share Transfer Agent and it should be accompanied by a certified copy of Board Resolution/ Authorisation and with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
5. Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorised to use the seal of his office.
6. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 05.00 p.m. IST on Tuesday, March 24, 2020. Postal Ballot Form received after this date will be treated as if reply from such Shareholder has not been received. The shareholders are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the shareholder(s) as on Cut Off date i.e. Friday, February 07, 2020.
8. Shareholders are requested not to send any paper (other than the resolution/authorisation as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid letter as all such documents will be sent to the Scrutinizer and if any extraneous paper is found therein, the same would not be considered and would be destroyed by the Scrutinizer.
9. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint shareholders. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
10. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited).
11. The votes should be cast either in favour of or against by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) mark in both the columns will render the Postal Ballot Form invalid.
12. Incomplete, unsigned or incorrectly filled Postal Ballot Form shall be rejected. No other form or photocopy of the attached Postal Ballot Form will be permitted.

INSTRUCTIONS FOR VOTING ELECTRONICALLY

A. In case a Member receives an e-mail from KFin [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:

- i. Launch the internet browser by typing the following URL: <https://evoting.karvy.com>.
- ii. Click on “Login”
- iii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- iv. If you are logging in for the first time, please enter the user ID and password provided in the e-mail of KFin as initial password. Password change menu will appear on your screen wherein you are required to mandatorily change your password. Change the password with new password of your choice with minimum 8 characters with at least one upper case (A-Z), one lower case (a- z), one numeric (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN (E-Voting Event Number)” for Indian Energy Exchange Limited.
- vii. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date and cast your vote by selecting the option of your choice.
- viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- ix. Voting has to be done for each item of this Notice separately.
- x. Cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/ Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail to the Scrutinizer at e-mail ID: nazim@mnkassociates.com with a copy marked to e- mail ID: evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “**Corporate Name _Event No.**”
- xiii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited) or contact Mr. Prem kumar Nair, (Unit: Indian Energy Exchange Ltd) at KFin Technologies Private Limited (formerly known as Karvy Fintech Private Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or einward.ris@kfintech.com or phone no. 040 – 6716 2222 or call KFin toll free No. 1-800-34-54-001 for any further clarifications.

B. In case a Member received physical copy of this Notice [for Members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

- i. E-Voting Event Number, User ID and Initial password is provided in the Postal Ballot Form.
- ii. Please follow all steps from Sl. No. (i) to Sl. No. (xii) of A above, to cast vote your vote by electronic means.

C. Other Instructions:

- i. The remote e-voting period commences on Monday, February 24, 2020 (9.00 a.m. IST) and ends on Tuesday, March 24, 2020 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, February 07, 2020 i.e. cut-off date, may cast their vote electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on cut-off date i.e. Friday, February 07, 2020.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



INDIAN ENERGY EXCHANGE LIMITED

CIN: L74999DL2007PLC277039

Registered Office: Unit No. 3, 4, 5 & 6, Fourth Floor,

TDI Centre Plot No. 7, District Centre, Jasola, New Delhi 110 025

Tel: +91 (11) 4300 4000; **Fax:** +91 (11) 4300 4015; **E-mail:** compliance@iexindia.com

Website: www.iexindia.com

POSTAL BALLOT FORM

Ballot No. _____

1. Name and registered address of the :
sole/first named Member
2. Name(s) of the joint Member(s), if any :
3. Registered Folio No./ DP ID No. and :
Client ID No. *
(*Applicable to Members holding
shares in dematerialized form)
4. Number of Equity Shares held :
5. I/We hereby exercise my/our vote in respect of the following Resolution as mentioned in the Notice, to be passed through postal ballot for the business stated in Postal Ballot Notice dated January 31, 2020 of the Company by sending my/our assent/dissent to the said resolution by placing the tick (√) mark against the appropriate box below:

Resolution No.	Particulars	Number of Shares	FOR I/We Assent to the resolution Please tick (√)	AGAINST I/We Dissent to the resolution Please tick (√)
1.	Special resolution for Re-appointment of Prof. Kayyalathu Thomas Chacko (DIN: 02446168) as a Non-Executive Independent Director of the Company.			

Date:

Place:

Signature of Member

Note: Please read carefully the instructions for voting (including e-voting), which is printed at the end of the accompanying Postal Ballot Notice, before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD

GENERAL INSTRUCTIONS

- a) The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the Shareholders.
- b) Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the shareholder(s) as on Friday, February 07, 2020.
- c) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- d) Voting period commences on and from Monday, February 24, 2020 (09.00 a.m. IST) and ends on Tuesday, March 24, 2020 (05.00 p.m. IST).
- e) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- f) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- g) The Company shall announce the results of the Postal Ballot at its registered office at Unit No. 3, 4, 5 & 6, Fourth Floor, TDI Centre Plot No. 7, District Centre, Jasola, New Delhi 110 025, India on or before Friday, March 26, 2020.
- h) Any query in relation to the Resolution proposed to be passed by Postal Ballot may be sent to the Company at Unit No. 3, 4, 5 & 6, Fourth Floor, TDI Centre Plot No. 7, District Centre, Jasola, New Delhi 110 025, India, and to the Registrar and Transfer Agent Email Id: einward.ris@kfintech.com.