



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 Eleventh Annual General Meeting of the Members of Indian Energy Exchange Limited will be held on July 25, 2017 at 02:00 P.M. at the Indian Energy Exchange Limited at Fourth Floor, TDI Centre Plot No.7, District Centre, Jasola, New Delhi - 110025, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final Dividend of Rs. 10/- (100%) per Compulsory Convertible Preference Shares (CCPS), and a special dividend of Rs. 25 (250%) per CCPS of Rs. 10/- each thus aggregating to a total final dividend of Rs. 35/- (350%) per CCPS of Rs. 10/- each and to confirm the Interim Dividend of Rs. 10/- (100%) per CCPS already paid for the year ended March 31, 2017.
3. To declare a Final Dividend of Rs. 10/- (100%) per Equity Shares, and a special dividend of Rs. 25 (250%) per Equity Shares of Rs. 10/- each thus aggregating to a total final dividend of Rs. 35/- (350%) per Equity Shares of Rs. 10/- each and to confirm the Interim Dividend of Rs. 10/- (100%) per Equity Shares already paid for the year ended March 31, 2017.
4. To appoint a Director in place of Ms. Renuka Ramnath (DIN: 00147182), who retires by rotation, and being eligible, offers herself 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/W-100024), 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 2017-18, 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. Gopal Srinivasan (DIN: 00177699) who was appointed as an Additional Director of the Company with effect from April 18, 2017 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."

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

"RESOLVED THAT Mr. Mahendra Singhi (DIN: 00243835) who was appointed as an Additional Director of the Company with effect from May 30, 2017 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**

Date: June 12, 2017
Place: New Delhi

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

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 July 22, 2017 to July 25, 2017 (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 July 21, 2017.
10. Subject to the provisions of Section 126 of the Companies Act, 2013, Final and Special Dividends 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 hours on July 21, 2017 as per the lists to be furnished by the Depositories (NSDL & CDSL) 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 July 21, 2017.
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. The Notice of calling AGM is also available at the Company's website www.iexindia.com.
16. 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**

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

Date: June 12, 2017
Place: New Delhi

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

ITEM NO. 7:

The Board of Directors of your 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 Mr. Gopal Srinivasan as an Additional Director of the Company with effect from April 18, 2017. In terms of Section 161(1) of the Act, Mr. Gopal Srinivasan will hold the office of Director only upto the date of the ensuing Annual General Meeting and seeking regularization of his appointment.

Mr. Gopal is the founder of TVS Capital Funds Limited, a company with the vision of supporting and nurturing India's mid-cap businesses into world-class companies. He has also served as the Chairman of Confederation of Indian Industry's (CII) National Committee for Private Equity & Venture Capital for the period 2009-2011, and also as the Chairman of CII's Tamil Nadu State Council for the year 2007-2008. He has founded several companies operating in diverse sectors including TVS Capital Funds Limited and TVS Electronics Limited.

Over an entrepreneurially oriented career spanning 25 years, Mr. Gopal earned a B.Com from Loyola College, Chennai and an MBA from the Graduate School of Business Administration, University of Michigan, Ann Arbor, USA.

Mr. Gopal, 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. Gopal Srinivasan being interested to the extent of his appointment.

ITEM NO. 8:

The Board of Directors of your Company, pursuant to Section 161(1) of the Companies Act, 2013, read with the rules framed there under has appointed Mr. Mahendra Singhi as an Additional Director of the Company with effect from May 30, 2017. In terms of Section 161(1) of the Act, Mr. Mahendra Singhi will hold the office of Director only upto the date of the ensuing Annual General Meeting and seeking regularization of his appointment.

Mr. Mahendra Singhi is the chief executive officer - cement and a whole-time director of Dalmia Cement (Bharat) Limited and also the chief executive officer and a whole-time director of OCL India Limited and prior to working with Dalmia Cement (Bharat) Limited, he has worked with Shree Cement Limited as president from January 17, 1995 to April 2002 and later as an executive director from April 2002 to December 6, 2013. During his association with Shree Cement Limited, he was associated with various institutions in the field of sustainable

development. Shree Cement Limited was among the three companies from India to be recognized as a 'world sustainability champion' by the World Economic Forum during his tenure at Shree Cement Limited. In recognition of his leadership in combating climate change and for his contribution to the successful adoption of the Paris Agreement at the twenty-first session of the Conference of the Parties to the United Nations Framework Convention on Climate Change in Paris, France on December 12, 2015, he was invited by the Secretary General of the United Nations to attend the high-level signature ceremony for the Paris Agreement at the United Nations Headquarters in New York on April 22, 2016.

Over 35 years of experience in the cement industry, Mr. Singhi holds a bachelor's degree of science from the University of Jodhpur and a bachelor's degree of law from the Rajasthan University and also a member of the Institute of Chartered Accountants of India.

Mr. Mahendra Singhi, 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. Mahendra Singhi 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: June 12, 2017
Place: New Delhi



INDIAN ENERGY EXCHANGE LIMITED

CIN: U74999DL2007PLC277039

Regd. Off.: 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]

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-mailId :

Folio No/*Client Id:

*DPID :

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

1. Name:.....Address:.....E-mailId.....Signature....., or failing him;
2. Name:.....Address:.....E-mailId.....Signature....., or failing him;
3. Name:.....Address:.....E-mailId.....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 Eleventh Annual General Meeting of the company, to be held on Tuesday, July 25, 2017 at 02:00 p.m. 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
Ordinary Business:			
1	Adoption of Financial Statements for the year ended March 31, 2017.		
2	Declaration of Final Dividend of Rs. 10/- per Compulsory Convertible Preference Share (CCPS) and a special dividend of Rs. 25/- per CCPS of Rs. 10/- each thus aggregating to a total final dividend of Rs. 35/- per CCPS of Rs. 10/- each and to confirm the Interim Dividend of Rs. 10/- per CCPS already paid for the year ended March 31, 2017		

3	Declaration of Final Dividend of Rs. 10/- per Equity Share and a special dividend of Rs. 25/- per Equity share of Rs. 10/- each thus aggregating to a total final dividend of Rs. 35/- per Equity Share of Rs. 10/- each and to confirm the Interim Dividend of Rs. 10/- per Equity Share already paid for the year ended March 31, 2017		
4	Re-appointment of Ms. Renuka Ramnath, who retires by rotation.		
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. Gopal Srinivasan as the Director (Non-executive) of the Company.		
8	Appointment of Mr. Mahendra Singhi 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, 2017

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

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

ATTENDANCESLIP

Indian Energy Exchange Limited

CIN: U74999DL2007PLC277039

Unit No. 3-6, 4thFloor, TDI Centre,

District Centre, Jasola,

NewDelhi-110025

Name of the member/Proxy (s)*:

No. of Shares held :

Registered address :

E-mail Id :

Folio No/**Client Id :

**DPID :

I hereby record my presence at the Eleventh Annual General Meeting of the Company to be held on July25, 2017at 02:00 p.m. at the Board Room of Indian Energy Exchange Limited at 4th Floor,TDI Centre,District Centre,Jasola, NewDelhi- 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 Eleventh Annual General Meeting of M/s Indian Energy Exchange Limited to be held on Tuesday July 25, 2017 at 02:00 p.m. at 4th Floor, TDI Centre, District Centre, Jasola, New Delhi-110025, India.

