



June 14, 2024

To,

National Stock Exchange of India Limited "Exchange Plaza" Bandra-Kurla Complex, Bandra (East) Mumbai - 400 051 Scrip Symbol: IRMENERGY	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code: 544004
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Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Notice of Extra-Ordinary General Meeting (EGM)

Dear Sir/Madam,

Pursuant to Regulation 30 of the Listing Regulations, we wish to inform you that the Extra-Ordinary General Meeting ('EGM') of the members of the Company, at the requisition dated May 18, 2024 made by Cadila Pharmaceuticals Limited and IRM Trust, shareholders of the Company ("Requisitionists"), will be held on Monday, July 08, 2024 at 11:00 AM (IST) through Video Conferencing/ Other Audio-Visual Means (VC/OAVM).

Please find enclosed herewith the Notice of EGM along with annexure, which has been sent through electronic mode to the Members whose e-mail addresses are registered with the Company /Depositories.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolutions set out in the EGM Notice. The e-voting shall commence on Friday, July 05, 2024, at 09:00 a.m. (IST) and will end on Sunday, July 07, 2024, at 5:00 p.m. (IST).

A copy of the Notice of the EGM is also uploaded on the website of the Company i.e. www.irmenergy.com

You are requested to take the same on your record.

Thanking you.

Yours sincerely,

For, IRM Energy Limited

Harshal Anjaria
CFO

IRM ENERGY LIMITED

Registered Office : 4th Floor, 8th Block, Magnet Corporate Park, Near Sola Bridge, S.G. Highway, Thaltej, Ahmedabad, Gujarat-380054, India
Email : info@irmenergy.com | Phone : 079-49031500 | Website : www.irmenergy.com | CIN : L40100GJ2015PLC085213



IRM Energy Limited

Registered Office: 4th Floor, Block 8, Magnet Corporate Park, S.G. Highway,
Near Sola Bridge, Ahmedabad, Gujarat, 380054

Email: investor.relations@irmenergy.com; **Website:** www.irmenergy.com

CIN: L40100GJ2015PLC085213; **Tel.:** 079-49031500

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (“**EGM**”) of the Members of IRM Energy Limited (“**Company**”), on the requisition dated May 18, 2024 made by Cadila Pharmaceuticals Limited and IRM Trust, the Shareholders of the Company (collectively known as “**Requisitionists**”) holding an aggregate of 50.07% of the paid up equity share capital of the Company, will be held on Monday, the 8th day of July, 2024 at 11:00 AM (IST), through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) to transact the following special business:

SPECIAL BUSINESS:

1. Appointment of Mr. Ramesh Choksi as an Additional Non-Executive Non-Independent Director of the company:

*To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendment(s) thereto or re- enactment(s) thereof for the time being in force and subject to any approvals, as may be required, Mr. Ramesh Choksi (DIN: 06636737), be appointed as an Additional Non-Executive Non- Independent Director of the Company, liable to retire by rotation."

2. Appointment of Mr. Amit Doshi as an Additional Non-Executive Non-Independent Director of the company:

*To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendment(s) thereto or re- enactment(s) thereof for the time being in force and subject to any approvals, as may be required, Mr. Amit Doshi (DIN: 01603380), be appointed as an Additional Non-Executive Non- Independent Director of the Company, liable to retire by rotation."

3. Appointment of Mrs. Gala Joshi as an Additional Non-Executive Non-Independent woman director on the board of the company:

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and Regulation 17



of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment thereto or modification(s) or re- enactment thereof and subject to such approvals, as may be required, Mrs. Gala Joshi (DIN: 10615255), be appointed as an Additional Non-Executive Non-Independent woman director of the Company, liable to retire by rotation."

4. Appointment of Mr. Dharamchand Harakchand Jain as an independent director on the board of the company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152(2) and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment thereto or modification(s) or re- enactment thereof and subject to the approvals, as may be required, Mr. Dharamchand Harakchand Jain (DIN: 02425815), be appointed as an independent director of the Company to hold office for a term of upto five consecutive years for which requisite declaration required under Section 149(7) has been provided by him."

By Order of the Board
For, **IRM Energy Limited**

Place: Ahmedabad
Date: June 11, 2024

Shikha Jain
Company Secretary &
Compliance Officer

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and Circular No. SEBI/HO/DDHS/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as ‘SEBI Circulars’) issued by Securities and Exchange Board of India (‘SEBI’) and in compliance with the provision of the Companies Act, 2013, the Extra-Ordinary General Meeting (EGM) of the Company is being held through Video Conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the EGM, inter-alia, indicating the process and manner of voting through electronic means is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. If your email address is not registered with the Company/Depositories, please follow the given procedure for registration of email address and for receipt of login ID and password for remote e-voting:
 - a) Members holding shares in physical mode, who have not registered/updated their email address with the Company, are requested to register/update the same with the Company at investor.relations@irmenergy.com or to RTA of the Company, Link Intime India Private Limited at https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant. After successful registration of the e-mail address, a copy of this Notice of EGM along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the member. In case of any queries, Members may write to investor.relations@irmenergy.com or rnt.helpdesk@linkintime.co.in.
3. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with clarification/guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company i.e. 4th Floor, Block 8, Magnet Corporate Park, S.G. Highway, Near Sola Bridge, Ahmedabad- 380054, Gujarat, which shall be the deemed venue of this EGM.
4. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the all items of the special business to be transacted at the EGM is annexed hereto.
5. Notice is being sent through e-mail to all the members whose email addresses are registered with the Company/ Depositories as as on May 21, 2024 in terms of Rule 17(6) of Companies (Management and Administration) Rules, 2014.
6. A person who is not a member as on the cut-off date i.e. July 01, 2024, should treat this Notice for information purpose only and will not be entitled to vote on the resolutions.

7. The EGM Notice will also be available on the Company's website at <https://www.irmenergy.com/>, on the website of BSE Limited at www.bseindia.com and on the website of National Stock Exchange of India (NSE) at www.nseindia.com. This notice will also be available on the website of Link Intime India Private Limited (RTA) at <https://instavote.linkintime.co.in>
8. Since this EGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of Proxies by the Members will not be available for this EGM and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.
9. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Pursuant to the provisions of Section 113 of the Companies Act, 2013, Body Corporates/ Institutional/Corporate Members intending their authorized representative to attend the EGM are required to send a duly certified scanned copy of its Resolution/ Authority Letter authorizing them to attend and vote through VC/OAVM on their behalf at the EGM by e-mail to the scrutinizer at mcguptacs@gmail.com with the copy marked to the company at investor.relations@irmenergy.com.
11. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more equity shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
12. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the company will be entitled to vote at the EGM.
13. The Company has engaged the services of Link Intime India Private Limited ("LI IPL") to facilitate virtual meeting and to provide remote electronic voting facility to its members. Members are requested to follow the procedure as stated in the instructions of this Notice for casting of votes electronically.
14. The Company has appointed M/s M. C. Gupta & Co., Company Secretaries, Ahmedabad, to act as the scrutinizer to conduct and scrutinize the remote e-voting as well as the e-voting on the date of EGM, in a fair and transparent manner.
15. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment at this EGM is provided at the end of this notice as Annexure-A. Requisite declarations have been received from the Directors seeking appointment.
16. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from



the date of circulation of this Notice up to the date of EGM, i.e., July 08, 2024. Members seeking to inspect such documents can send an email to investor.relations@irmenergy.com.

17. PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and any other applicable provisions, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM, through the e-voting services provided by Link Intime India Private Limited (LIPL).
- (b) The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- (c) The remote e-voting period commences on Friday, July 05, 2024 at 9.00 a.m. (IST) and ends on Sunday, July 07, 2024 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, July 01, 2024, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Those Members, who will be present in the EGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
- (d) Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of EGM and holds shares as of the cut-off date i.e. July 01, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system during the EGM.
- (e) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make not later than two working days from the conclusion of meeting, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by them in writing who shall countersign the same.
- (f) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.irmenergy.com and on the website of LIPL at <https://instavote.linkintime.co.in> within two working days of passing of the resolutions at the EGM of the Company and communicated to the stock exchanges where the shares of the company are listed i.e. BSE Limited and NSE Limited.

(g) Remote e-voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>METHOD 1 –</p> <p>1. If Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. Enter user id and password. Post successful authentication, click on “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p style="text-align: center;">OR</p> <p>2. User not registered for IDeAS facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with updating the required fields. Post registration, user will be provided with Login ID and password. After successful login, click on “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 –</p> <p>By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com/ Click on the “Login” tab available under ‘Shareholder/Member’ section. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 –</p> <p>1. Users who have registered/ opted for Easi/Easiest</p> <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com. Click on New System Myeasi Login with user id and password

	<p>d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p style="text-align: center;">OR</p> <p>2. Users not registered for Easi/Easiest</p> <p>a) To register, visit URL: https://web.cdslindia.com/myeasinew/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>b) Proceed with updating the required fields.</p> <p>c) Post registration, user will be provided Login ID and password.</p> <p>d) After successful login, user able to see e-voting menu.</p> <p>e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <p>a) Visit URL: https://www.cdslindia.com/</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with Depository Participant</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <p>a) Login to DP website</p> <p>b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.</p> <p>c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.</p> <p>d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual shareholders holding securities in physical form/ Non-</p>	<p>Individual Shareholders of the company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime India Private Limited (LIPL) as under:</p>

<p>Individual Shareholders holding securities in demat mode</p>	<ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p><i>* Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <p><i>* Shareholders holding shares in NSDL form, shall provide ‘D’ above</i></p> <ul style="list-style-type: none"> ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@! #\$\$&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated). 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.
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CAST YOUR VOTE ELECTRONICALLY:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional Shareholders (“Corporate Body/Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.

- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.

- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

FORGET PASSWORD

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his /her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for shareholders holding shares in -
Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company



NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

18. PROCESS AND MANNER FOR ATTENDING THE EGM THROUGH INSTAMEET ARE AS UNDER:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “Login”. Select the “Company” and ‘Event Date’ and register with your following details: -

Demat Account No. or Folio No	Enter your 16 digits Demat Account No. or Folio No
PAN	Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.)
Mobile No.	Enter your mobile number.
Email ID	Enter your email id, as recorded with your DP/Company.

2. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

19. Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

20. Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digits Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.



Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

By Order of the Board
For, **IRM Energy Limited**

Place: Ahmedabad
Date: June 11, 2024

Shikha Jain
Company Secretary &
Compliance Officer



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

IRM Energy Limited (“the Company”) has received a requisition dated May 18, 2024, from Cadila Pharmaceuticals Limited and IRM Trust (“Requisitionists”) holding an aggregate of 50.07% of the paid-up equity share capital of the Company pursuant to the provisions of Section 100 and other relevant provisions of the Companies Act, 2013 to transact the Special Businesses as set out in the Requisition Letter. The requisition dated May 18, 2024, is attached herewith as ***Annexure - II.***

In accordance with Section 178(2) of the Companies Act, 2013 (“Act”) and Regulation 19 read with Part D of Schedule II SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI Listing Regulations) and based upon Legal opinion obtained by the Company, the resolutions as mentioned in requisition were placed before the Nomination and Remuneration Committee (“NRC”) at its meeting held on June 07, 2024, for its deliberation and recommendation to the Board. Subsequently, the resolutions along with observations of the NRC were placed before the Board of the Directors (“Board”) at its meeting held on June 11, 2024, for its consideration.

ITEMS NO. 1 TO 4

The requisition dated May 18, 2024, contained the resolutions for the appointment of Mr. Ramesh Choksi (DIN: 06636737), Mr. Amit Doshi (DIN: 01603380) and Mrs. Gala Joshi (DIN: 10615255), as Additional Non-Executive Non-Independent Directors and the appointment of Mr. Dharamchand Harakchand Jain (DIN: 02425815), as Independent Director for a period of five consecutive years on the Board of the Company.

The requisitionists have submitted (i) the consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 (iii) notice of interest in Form MBP-1, as received from Mr. Ramesh Choksi, Mr. Amit Doshi, Mrs. Gala Joshi and Mr. Dharamchand Harakchand. They have confirmed that they are not disqualified under Section 164 of the Act. Mr. Amit Doshi, Mrs. Gala Joshi and Mr. Dharamchand Harakchand have confirmed that they are not debarred from being appointed or continuing as Director by SEBI or MCA or any such authority. Mr. Dharamchand Harakchand has also furnished declaration of independence.

The Board of Directors of the Company at its meeting held on June 11, 2024 based upon observations of NRC at its meeting held on June 07, 2024 has recorded the following major observations, which are reproduced hereinbelow for the information of the shareholders of the Company:

1. The constitution of the Board of Directors, post appointment of 4 (Four) new directors, shall consist of 7 (Seven) Non-Independent Directors and 5 (Five) Independent Directors which may be non-compliant of provisions of Regulation 17(1)(b) of the Listing Regulations.
2. The Requisitionists have proposed the appointment of 3 (Three) Non-Executive Non-Independent Directors as additional directors under Section 161 of the Companies Act, 2013. Additional Directors are appointed by the Board and not by the shareholders. It is difficult to ascertain the consequences of appointment of 3 (Three) persons at Sr. No. 1 to 3 as additional directors under Section 161.



3. The appointment would lead to excessive concentration of directors having finance expertise, while the NRC has identified earlier the Environmental, Social and Governance (ESG) as an area for induction of a director.

The information as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard-2 issued by Institute of Company Secretaries of India is attached with notice as ***Annexure – I***.

None of the Directors or KMP of the Company or their respective relatives are concerned or interested, financially or otherwise, in this resolution.

The resolutions as proposed by the requisitionists for appointment of Mr. Ramesh Choksi, Mr. Amit Doshi and Mrs. Gala Joshi as additional Non-Executive Non-Independent Directors of the Company and of Mr. Dharamchand Harakchand Jain as Independent Directors, are placed, as received for consideration by the Members of the Company.

By Order of the Board
For, **IRM Energy Limited**

Place: Ahmedabad
Date: June 11, 2024

Shikha Jain
Company Secretary &
Compliance Officer

ANNEXURE – I

Information of Directors proposed to be appointed and as furnished by the requisitionists, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Particulars	Details			
Name of the Director	Mr. Ramesh Choksi	Mr. Amit Doshi	Mrs. Gala Joshi	Mr. Dharamchand Harakchand Jain
DIN	06636737	01603380	10615255	02425815
Date of Birth (Age in years)	11-10-1950 (74 years)	04-02-1960 (64 years)	03-01-1956 (68 years)	14-08-1955 (69 years)
Date of first appointment	proposed to be appointed at Extra Ordinary General Meeting on requisition.	proposed to be appointed at Extra Ordinary General Meeting on requisition.	proposed to be appointed at Extra Ordinary General Meeting on requisition.	proposed to be appointed at Extra Ordinary General Meeting on requisition.
Qualification(s)	Master's degree in commerce and Fellow Chartered Accountant.	Bachelor of Engineering [BE] in Mechanical Engineering and Diploma in Business Management	Bachelor of Commerce (B. Com) Bachelor of Law (LLB) Fellow Chartered Accountant (FCA) CAIIB-PART-I from Indian Institute of Bankers	Post graduation in Commerce with specialization in Business Administration, Certified Associate of Indian Institute of Bankers and Attended Leadership program at Stanford University
Experience/ Expertise in Specific Functional Areas/Brief Profile	Mr. Ramesh Choksi has over 40 years of experience spanning a myriad of industries such as pharmaceuticals, cement, engineering, finance and consumer products. He has been associated with Cadila for more than 23 years, working across various positions spanning finance, costing,	Mr. Amit Doshi has 40 years of rich experience in various industries such as Engineering, Durables, Media, Office automation, Agrochemicals, Veterinary Drugs and has worked in areas like Strategic Planning, Sales, Marketing, Customer Services,	Mrs. Gala Joshi has 40 years' experience in Finance and Banking. She gained experience of independently filing various returns of Individuals, HUFs, firms and companies. conducted tax audits, tax planning, of various	Over 36 years of rich and varied experience in the banking industry across all major business segments such as retail, corporate, Government, MSME and audit capped by a successful stint as Managing Director and CEO of a leading investment

	<p>production, management, distribution, domestic and international marketing. His expertise pertains establishing, conceptualizing and scaling up of plants for bulk production.</p>	<p>Human Resource, Project Engineering and Business Development. He has been associated with various organization such as Forbes, Hitachi, Dainik Bhaskar and Cadila Groups.</p>	<p>corporate as well as non-corporate assesses conducted statutory audits of companies in different sectors like manufacturing, construction, trading & service sector.</p> <p>Computation of income of individuals & other assesses</p> <p>maintaining of books of accounts of various assesses.</p> <p>Specialization in Bank Auditing.</p>	<p>bank. Country head of retail and branch banking as also Government banking amongst other roles during the 18-year association with IDBI Bank. Demonstrated skills in strategic planning, people management, relationship management, structuring and negotiations whilst leading teams across sectors and whilst advising corporate clients.</p> <p>In the past, Mr. DC Jain was also a: (i) member of NSE SME Exchange Committee, (ii) Director with Association of Investment Bankers of India,</p> <p>(iii) Trustee of IDBI Agricultural and Rural Development Trust (IARDT),</p> <p>(iv) Nominee Director in the Board of IDBI Bank for Gujarat Institute of Development Research, Gujarat Heavy Chemical Limited and Gujarat Industrial Power Limited</p>
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Directorship in other companies including listed companies	<ol style="list-style-type: none"> 1. CPL Biologicals Private Limited 2. Cadila Pharmaceuticals Limited – WTD 3. Redefine Leisure Private Limited 4. IRM Private Limited 5. Apollo Hospitals International Limited 6. IRM Enterprises Private Limited 7. CAD Ventures Private Limited 8. CPL Pharmaceuticals Private Limited – WTD 9. Inverika Bioresearch Private Limited 10. La vie Biologicals Private Limited 11. CPL Infrastructure Private Limited. 12. GIG - IRM Glass Insulators Private Limited <p>Foreign Companies</p> <ol style="list-style-type: none"> 13. Cadila Pharmaceuticals (E.A) Limited 14. Cadila Pharmaceuticals (Ethiopia) Limited 15. Cadila Pharmaceuticals (Uzbekistan) LLC 16. Interpharma Industries Limited 17. CPL Overseas Tradings FTZ 	1. Shah Investor's Home Limited	Nil	<ol style="list-style-type: none"> 1. Stockholding Services Limited 2. Famy Finance Private Limited 3. Brick Eagle Affordable Housing Finance Limited 4. IRM Private Limited 5. Wonder Home Finance Limited
Terms and condition for appointment	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement
Listed entities from which the person	None	None	None	None

has resigned in the past three years				
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	Nil	Nil	Nil	Nil
Shareholding in the listed entity, including shareholders as a beneficial owner	Nil	Nil	Nil	Nil
No. of Board Meetings Held/Attended	NA	NA	NA	NA
Last Remuneration drawn being Sitting Fees	NA	NA	NA	NA
Disclosure of relationships between directors inter-se	None	None	None	None
Skills and capabilities required for the role of Independent Director and the manner in which the proposed person meets such requirements.	NA	NA	NA	As mentioned in Explanatory Statement

ANNEXURE - II

Date: 18th MAY ,2024

To

The Board of Directors

IRM Energy Limited

Address: 4th Floor, Block 8, Magnet Corporate Park,

Near Sola Bridge, S.G. Highway, Ahmedabad,

Gujarat - 380054, India.

Dear Sir/Madam

Subject: Requisition for calling an extra-ordinary general meeting of the shareholders of IRM Energy Limited under Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder.

1. We, Cadila Pharmaceuticals Limited and IRM Trust, are the promoter shareholders of IRM Energy Limited (the "**Company**"), holding 1,49,78,535 equity shares and 55,80,238 equity shares respectively, of the Company as on 31 December 2023, as per the shareholding pattern disclosed by the Company at the BSE Limited website, representing an aggregate of 50.07% of the total paid-up share capital of the Company that carries voting rights.
2. Pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, we submit this requisition to you for calling an extra-ordinary general meeting of the shareholders of the Company in the manner prescribed under the applicable provisions of the Companies Act, 2013 and to accordingly pass the following mentioned ordinary and special resolutions:

Item no. 1:

Appointment of Mr. Ramesh Choksi as an Additional Non-Executive Non-Independent Director of the company:

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force and subject to any approvals, as may be required, Mr. Ramesh Choksi (DIN: 06636737), be appointed as an Additional Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

Item no. 2:

Appointment of Mr. Amit Doshi as an Additional Non-Executive Non-Independent Director of the company:

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152, 161 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force and subject to any approvals, as may be required, Mr. Amit Doshi (DIN: 01603380), be appointed as an Additional Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

Item no. 3:

Appointment of Mrs. Gala Joshi as an Additional Non-Executive Non-Independent woman director on the board of the company:

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment thereto or modification(s) or re-enactment thereof and subject to such approvals, as may be required, Mrs Gala Joshi (DIN: 10615255), be appointed as an Additional Non-Executive Non-Independent woman director of the Company, liable to retire by rotation."

Item no. 4:

Appointment of Mr. Dharamchand Harakchand Jain as an independent director on the board of the company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152(2) and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment thereto or modification(s) or re-enactment thereof and subject to the approvals, as may be required, Mr. Dharamchand

Harakchand Jain (DIN: 02425815), be appointed as an independent director of the Company to hold office for a term of upto five consecutive years for which requisite declaration required under Section 149(7) has been provided by him."

3. For the resolutions proposed in item No. 1 - 4 above, please treat this letter also as a proposal for candidature of the following persons under Section 160 of the Companies Act, 2013:

- (a) Mr. Ramesh Choksi, aged 74 years, son of Mr. Ratilal Choksi, residing at B 9, Indira Niwas, 82 Linking Road, Santacruz West, Mumbai – 400054.
- (b) Mr. Amit Doshi, aged 64 years, son of Dr. Lalitkumar Doshi, residing at 112, Nobles Antrix, Near Commerce Six Road, Navrangpura, Ahmedabad - 380009.
- (c) Mrs. Gala Joshi, aged 68 years, daughter of Mr. Ramlal Dahyalal Parikh, residing at 50-A, Sharda Society, Opp. Bhimnath Mahadev, Paldi, Ahmedabad 380007.
- (d) Mr. Dharamchand Harakchand Jain, aged 68 years, son of Harakchand Jain, residing at B 1007, Oberoi Splendor, JVLR, Andheri East – 400060.

(collectively known as "**Proposed Directors**"), in each case.

Further for Item No. 1, Item No. 2 and Item No. 3, we have provided Cheques of INR 1,00,000 (Indian Rupees One Lac Only) each in relation to the proposed Additional Non-Independent Non-Executive Directors (copy of Cheques are attached herewith vide **Annexure 1**), which shall be refunded to us if they gets elected as a director or gets more than twenty-five percent of total valid votes cast either on show of hands or on poll on such resolutions.

The requirement of deposit of amount under Section 160(1) of the Companies Act, 2013 is not applicable for Item No. 4 as each of the Proposed Director is sought to be appointed as an independent director.

4. The requisite information regarding each of the Proposed Directors, is enclosed as **Annexure 2**:

- a) Identification proof;
- b) Proof of address;
- c) Consent to act as director (Form DIR- 2);
- d) Declaration of qualification (Form DIR-8);
- e) Declaration to be given by independent director under section 149(7) of the Companies Act, 2013;
- f) Form MBP-1 (notice of interest by a director).

5. The board of directors of the Company is requested to take all necessary action to call for and conduct the extra-ordinary general meeting, as requisitioned by us, in accordance with applicable law, including provisions of sections 100, 101 and 102 of

the Companies Act, 2013 and Rule 23(3) of the Companies (Management and Administration) Rules, 2014.

6. We request you to please disclose the receipt of this Special Notice and Requisition, along with its copy in accordance with the relevant Rules and Regulations, to the BSE Limited and the National Stock Exchange of India Limited under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as this constitutes material information.

Yours faithfully,

For Cadila Pharmaceuticals Limited



Name: Kamlesh Shah

Title: Chief Financial Officer (CFO)

Date: 18th May 2024

Place: Ahmedabad

Office Address: Cadila Pharmaceuticals Limited,
Sarkhej Dholka Road, Bhat, Ahmedabad - 382210

For IRM Trust



Name: Amitabha Banerjee

Title: Trustee

Date: 18th May 2024

Place: Ahmedabad

Office Address: IRM Trust, IRM House,
Off C G Road, Navrangpura, Ahmedabad - 380009