



June 29, 2024

To,

<b>National Stock Exchange of India Limited</b> "Exchange Plaza" Bandra-Kurla Complex, Bandra (East) Mumbai - 400051 Scrip Symbol: IRMENERGY	<b>BSE Limited</b> Phiroze Jeebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code: 544004
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**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find the enclosed statement in respect of the explanatory statement to the notice dated June 11, 2024 for convening the Extra-Ordinary General Meeting ("EGM") on Monday, July 08, 2024 at 11:00 AM (IST) through Video Conferencing/ Other Audio-Visual Means (VC/OAVM). This statement has been received from Cadila Pharmaceuticals Limited and IRM Trust, shareholders of the Company ("Requisitionists"), for circulation to the members of the Company as per Section 111(1)(b) of the Companies Act, 2013.

The above statement has been sent through electronic mode to the Members whose e-mail addresses are registered with the Company /Depositories.

You are requested to take the same on your record.

Thanking you,

Yours sincerely,

**For, IRM Energy Limited**

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**Harshal Anjaria**  
**CFO**



## 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

### **CLARIFICATION STATEMENT BY THE REQUISITIONISTS**

Pursuant to Section 111(1)(b) of the Companies Act, 2013, IRM Energy Limited ("the Company") is in receipt of a requisition dated June 22, 2024 from Cadila Pharmaceuticals Limited and IRM Trust, the requisitionists, holding 1,49,78,535 equity shares and 55,80,238 equity shares of Rs. 10/- each, consisting of in aggregate 50.07% of the total paid-up share capital of the Company, for circulation of a statement in respect of the explanatory statement to notice dated June 11, 2024 convening the requisitioned Extra-Ordinary General Meeting ("EGM") on July 08, 2024 through VC/OAVM. The statement as requested is being forwarded to all members for information:

- (i) The EGM Requisition was issued by the Requisitionists towards induction of four proposed directors ("Proposed Directors") in addition to the directors currently on the Company's Board of Directors. In respect of proposed resolutions at Item No. 1, 2 & 3, for appointment of Non-Executive Non-Independent Director, the reference to Section 161 of the Act was incorporated in the EGM Requisition inadvertently. As is evident from paragraph 3 of the EGM Requisition, it is a proposal for candidature of Proposed Directors under Section 160 of the Act. The appointment of such directors has been proposed by the Requisitionists as the Company's shareholders. Therefore, the appointment of the proposed Non-Executive Non-Independent Directors cannot and should not be construed as appointment of Additional Directors under Section 161 of the Act.

Since the appointment of the proposed Non-Executive Non-Independent Directors is proposed by the shareholders under Sections 149, 152 160 (and not exclusively under Section 161 of the Act) and other applicable provisions of the Companies Act, 2013 etc., all references to "Section 161" and/or "Additional Director" in the EGM Notice and accompanying documents should be read accordingly.

- (ii) All the Directors proposed for appointment are the persons of integrity and possesses sufficient experience and expertise and that they fulfil all other conditions and requirements as required or stipulated by applicable provisions of the Companies Act, 2013, Rules made thereunder as well as applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**Place:** Ahmedabad  
**Date:** June 26, 2024

**Harshal Anjaria**  
CFO