

MONNET INDUSTRIES LIMITED

Registered Office: 216, Sector-C, Urla Industrial Complex, Raipur-493221 (Chhattisgarh)
Corp. Office: Monnet House, 11, Masjid Moth, Greater Kailash-II, New Delhi-110048 (INDIA)
Phone : +91 11 29218542-46; Fax : +91 11 29218541
Email: isc_mind@monnetgroup.com; Website : monnetgroup.com
CIN No.L51103CT1982PLC009717

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of **MONNET INDUSTRIES LIMITED** to be held on Saturday, 27th September, 2014 at 12.30 P.M. at Monnet Ispat & Energy Ltd., Monnet Marg, Mandir Hasaud, Raipur, Chhattisgarh-492101, to transact the following business: -

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements for the financial year ended 31st March, 2014 and the Reports of Auditors' Report and Directors' thereon.
2. To appoint a director in place of Shri Amitabh S. Mudgal (DIN No. 00468084), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: —

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, Messrs. O.P. Bagla & Co., Chartered Accountants (Registration No. 000018N), be and are hereby appointed as the Auditors of the Company, to hold such office from the conclusion of ensuing Annual General Meeting until the conclusion of the 34th Annual General Meeting, (subject to ratification of the appointment by the members at every AGM held after this AGM) to conduct the audit at a remuneration that may be fixed by the Board of Directors who are duly authorized to finalize the same plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred."

SPECIAL BUSINESS

4. To appoint Shri Sourabh Khandelwal (holding DIN 06929590), as a Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to Section 160, 161 & 162 of the Companies Act, 2013, Shri Sourabh Khandelwal be and is hereby appointed as Director of the Company, who shall be liable to retire by rotation."

5. To appoint Shri Rajiv Poddar (holding DIN 00171063), as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**: -

"RESOLVED THAT pursuant to the provisions of Sections 149 (10 & 11) & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Rajiv Poddar (holding DIN 00171063), Director of the Company who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the date of 36th Annual General Meeting, whose office shall not be liable to retire by rotation."

6. To appoint Shri R.K. Sachdev (holding DIN 05352831), as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**: -

"RESOLVED THAT pursuant to the provisions of Sections 149 (10 & 11) & 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri R.K. Sachdev (holding DIN 05352831), Director of the Company who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the date of 36th Annual General Meeting, whose office shall not be liable to retire by rotation."

By order of the Board of Directors
MONNET INDUSTRIES LIMITED

Date : 12th August, 2014.
Place : New Delhi

Sd/-
(J.P. LATH)
DIRECTOR
(DIN No. 00380076)

Registered Office :

216, Sector C, Urla Industrial Complex,
Raipur-493221.

Corporate Office :

Monnet House, 11 Masjid Moth, Greater Kailash-II,
New Delhi-110048.

EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4

Shri Sourabh Khandelwal was co-opted as an Additional Director on the Board of the Company w.e.f.22/07/2014. As such he holds the office only up to the date of ensuing Annual General Meeting. Your Company has received a notice in writing from a member of the Company signifying his intention to propose the name of Shri Sourabh Khandelwal for the office of Director. Further, Shri Sourabh Khandelwal, at the time of his appointment as additional director on 22/07/2014, had disclosed that he was holding NIL equity shares in the Company.

None of the Directors except Shri Sourabh Khandelwal is interested or concerned in the proposed resolution. The Board commends the resolution as an Ordinary Resolution.

Item No. 5 & 6

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149 (10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

It is proposed to appoint Shri Rajiv Poddar and Shri R.K. Sachdev as Independent directors under Section 149 of the Companies Act, 2013 and Clause 49 of the listing Agreement to hold office for 5 (Five) consecutive years. They are not liable to retire by rotation.

In respect of the above directors of the Company, the Company has received notices in writing under the provision of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing his candidature for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Shri Rajiv Poddar and Shri R.K. Sachdev are not disqualified from being appointed as directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declaration from Shri Rajiv Poddar and Shri R.K. Sachdev that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors, Shri Rajiv Poddar and Shri R.K. Sachdev, Independent Directors proposed to be appointed, fulfil the conditions specified in the Act and the Rules made thereunder and they are independent of the Management. A copy of the draft letter for the appointment of Shri Rajiv Poddar and Shri R.K. Sachdev as Independent Directors setting out the terms and conditions are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM. The Board considers that their continued association would be of immense benefit to the Company.

The resolutions seek the approval of members for the appointment of Shri Rajiv Poddar and Shri R.K. Sachdev, Independent Director of the Company up to 36th Annual General Meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Shri Rajiv Poddar and Shri R.K. Sachdev are interested in the resolutions set out at Item No. 5 & 6 of the Notice, which pertain to their appointment.

The relatives of Shri Rajiv Poddar and Shri R.K. Sachdev may be deemed to be interested in the resolutions set out at Item No. 5 & 6 of the Notice, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the ordinary resolutions set forth at Item No. 5 & 6 of the Notice for the approval of the members.

Profile of the directors recommended for appointment/reappointment as required under clause 49 of the listing agreement is provided in Annexure V.

Registered Office :

216, Sector C, Urla Industrial Complex,
Raipur-493221.

Corporate Office :

Monnet House, 11 Masjid Moth, Greater Kailash-II,
New Delhi-110048.

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The instrument(s) appointing the proxy, if any, shall be deposited at the Regd. Office of the Company, at 216, Sector C, Urla Industrial Complex, Raipur-493221, Chhattisgarh not less than forty eight (48) hours before the commencement of the Meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
3. 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. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September, 2014 to Saturday, 27th September, 2014 (both days inclusive).
5. The relative Explanatory Statement pursuant to Section 102 of the Act in respect of the Special Business under Item 4, 5 & 6 set out above and the details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Director proposed to be appointed and re-appointed at the Annual General Meeting, is contained in the respective explanatory statement.
6. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
7. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
8. Pursuant to Section 72 of the Companies Act, 2013 shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat/electronic form, the nomination form may be filed with the respective Depository Participant. Form SH-13 can be obtained from the Company by sending a request.
9. For proper conduct of the Annual General Meeting, Members/Proxies should fill the attendance slip for attending the Meeting. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Member who hold share(s) in electronic form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number in attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
10. All the documents required to be kept open for inspection, whether required by the Act or Rules made there under, if any, will be available for inspection at AGM.
11. Pursuant to Section 171 of the Act, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available at the AGM for inspection by any person attending the AGM.
12. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be available at the AGM, for inspection by any person attending the AGM.
13. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the listing agreement, Companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. Members who have not registered their e-mail address with the Company may register their email IDs by sending a request to the Registrars MCS Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form, upon request.
14. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.monnetgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office at Raipur and at Corporate Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor services email id: isc_mind@monnetgroup.com.
15. Pursuant to Clause 35B and in terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its members holding shares in dematerialized or physical form as on cut-off date, being Friday, 22nd August, 2014 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the User ID and Password is being sent to all the Members along with the notice.

The instructions and other information relating to E-voting are as under:

(a) In case of Members receiving e-mail from NSDL:

- (i) Open e-mail and open PDF file viz; MIEL e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholder" – "Login"
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-Voting opens. Click on e-Voting : Active Voting Cycles.
- (vii) Select EVEN of Monnet Industries Limited.
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Voting has to be done for each item of the Notice separately for each demat accounts/folios.
- (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: monnetscrutinizer@gmail.com or isc_mind@monnetgroup.com with a copy marked to evoting@nsdl.co.in

(b) In case of shareholders other than in (a) above

- (i) Initial password is mentioned in the letter from Registrar MCS Ltd. attached with the Notice. as below : —

EVEN (E VOTING EVENT NUMBER)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (a) above, to cast vote.

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of www.evoting.nsdl.com.
 - (d) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
 - (e) 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).
16. The e-voting period commences on Sunday, September 21, 2014 at 9:00 A.M. and ends on Tuesday, September 23, 2014 at 6:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (record date), being 22nd August, 2014, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.
 17. The Board of Directors has appointed Shri Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries (Membership Number. FCS No. 4223, CP No. 3850) having address at B-88, 1st Floor, Defence Colony, New Delhi- 110024, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 18. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 19. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
 20. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
 21. Electronic copy of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

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CIN No.L51103CT1982PLC009717

DPID*	
Client ID*	

ATTENDANCE SLIP

No. of Shares held	
Ledger Folio No.	

I Certify that I am a Registered Shareholder / Authorized Representative / Proxy for the registered shareholder of the Company.

I hereby record my presence at the 31st ANNUAL GENERAL MEETING of MONNET INDUSTRIES LIMITED to be held on Saturday, 27th September, 2014 at 12.30 P.M. at Monnet Ispat & Energy Ltd., Monnet Marg, Mandir Hasaud, Raipur, Chhattisgarh-492101

Name & Address of the Registered Shareholder (in BLOCK Letters).....
.....

Name of the Authorized Representative / Proxy holder.....
(if applicable)

*Applicable for Investors holding shares in electronic form.

Member's / Authorized Representative's / Proxy's Signature.....

Note : Please fill this attendance slip and hand it over at the ENTRANCE OF THE HALL.



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PROXY FORM

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

Name of the member(s)	
Registered address	
Folio No./DP ID-Client ID	
Email ID	

I/We, being the member(s) ofshares of the above named company, hereby appoint:

1.Name:.....Address:

E-mail Id:.....Signature:....., or failing him

2.Name:.....Address:

E-mail Id:.....Signature:....., or failing him

3.Name:.....Address:

E-mail Id:.....Signature:.....

as my/our proxy and to vote (on a poll) for me/us and on or my/our behalf at the 31st ANNUAL GENERAL MEETING to be held on Saturday, 27th September, 2014 at 12.30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No. Resolutions

Ordinary Business

- To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2014 together with Directors' and Auditors' Reports thereon.
- To appoint a director in place of Shri Amitabh S. Mudgal (DIN No. 00468084), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.
- To appoint Messrs. O.P. Bagla & Co. (Regn. No. 000018N) as Auditors of the Company and fix their remuneration.

Special Business

- To appoint Shri Sourabh Khandelwal (DIN:06929590) as a Director liable to retire by rotation.
- To appoint Shri Rajiv Poddar (DIN:00171063) as an Independent Director for a period of five years.
- To appoint Shri R.K. Sachdev (DIN:05352831) as an Independent Director for a period of five years.

Signed thisday of2014

Signature of Member(s).....

Signature of proxy holder(s).....

Please
affix
₹ 1
Revenue
Stamp

NOTE:

This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Monnet Marg, Mandir Hasaud, Raipur,-492101, Chhattisgarh not less than 48 hours before the commencement of the Annual General Meeting.