MONNET INDUSTRIES LIMITED

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

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of **MONNET INDUSTRIES LIMITED (The "Company")** will be held on Friday, 28th September, 2018 at 02.30 P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101, in the state of Chhattisgarh, to transact the following business: —

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of **Mr. Mahesh Kumar Sharma (DIN: 07504637)**, who retires by rotation and being eligible offers himself for re-appointment.

3. To fix the remuneration of Statutory Auditor of the Company:
   This is to inform the members of the Company that Pursuant to Section 139 of the Companies Act, 2013 (the Act), appointment of Auditor M/s APAS & Co. Chartered Accountants (Firm Registration No: 000340C), was made by the members in their Annual General Meeting ("AGM") held on 28th September, 2017, for a period of five year i.e. from the 34th AGM till the 39th AGM, subject to the ratification at every AGM. However, in view of the notification dated **May 7, 2018** issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.

   "RESOLVED THAT the Board of Directors of the Company be and hereby are authorized to decide and finalize the remuneration of M/s APAS & Co. Chartered Accountants (Firm Registration No: 000340C), statutory auditors of the Company, appointed by the members in their Annual General Meeting ("AGM") held on 28th September, 2017, for a period of five year i.e from the 34th AGM till the 39th AGM for remaining tenure of their office."

SPECIAL BUSINESS

4. To appoint Mr. Vijay Sharma (holding DIN 08161059), as an Independent Director on the Board of the Company:

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

   "RESOLVED THAT pursuant to provisions of sections149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vijay Sharma (DIN: 08161059), who was appointed as an Additional Director in the capacity of Independent Director by the Board of Directors w.e.f. 13th August, 2018 in terms of Section 161 of the Act and Articles of Association of the company and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received requisite notice in writing under section 160 of the Act proposing his candidature for the office of Director of the company, be and is hereby appointed as Independent Director of the company not liable to retire by rotation, to hold office for 5 (five) consecutive years w.e.f 28th

September, 2018.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution.

5. Increase in the borrowing powers of the company under section 180(1)(c) of Companies Act, 2013:

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

"RESOLVED THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180 (1) (c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, to borrow any sum or sums of money (including non-fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 500 crores (Rupees five hundred crores) over and above the aggregate of the paid up capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. Creation of the security for the loan/ credit facility by mortgage/ creation of charge under section 180(1)(a) of Companies Act, 2013:

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

"RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute or may have constituted for this purpose and has granted or may grant to exercise all or any of its powers that the Board is authorized to exercise) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding / subsidiary / affiliate / associate company, by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, upto the same limits that is being / may be approved by the shareholders from time to time under Section 180 (1) (c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and

covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s)and Trustee(s) /Trustee(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

By order of the Board of Directors
FOR MONNET INDUSTRIES LIMITED

(Mahesh Kumar Sharma)
Whole-Time Director
(DIN: 07504637)

Date: 13th August, 2018.
Place: New Delhi

Registered Office :
Plot No.-216, Sector C, Urla Industrial Complex,
Raipur-493221(Chhattisgarh)

Corporate Office:
Monnet House, 11,
Masjid Moth, Greater Kailash-ll, New Delhi-110048

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** .

2. A person can act as a proxy on behalf of member's note exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (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. The instrument appointment proxy, duly completed & signed must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A proxy does not have right to speak at the meeting and can vote only on a poll.

3. Corporate members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act 2013 to attend the Meeting are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote on their behalf at the meeting.

4. 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.

5. The register of Members and Share Transfer Books of the Company will remain closed from Friday, 21/09/2018 to Friday, 28/09/2018(both days inclusive) for the purpose of Annual General Meeting.

6. 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's RTA by sending a request.

7. 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.

8. Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.

9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and other statutory regulations, if required, and related rules thereunder will be available for inspection by Members of the Company at the venue of the meeting.

10. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day between 11:00 A.M to 1:00 P.M, up to

and including the date of this Annual General Meeting of the Company.

11. The Members desirous of any information about the Annual General Meeting of the Company are requested to write to the Company at least seven days before the meeting so as to enable the management keep the desired information ready.

12. 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 Share Transfer Agents Ltd. Members holding shares in dematerialised 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.

13. Members may also note that the Notice of the 35th Annual General Meeting along - with Attendance Slip, Proxy Form, Route Map, Ballot Papers and the Annual Report for the Financial Year 2017-18 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*.

14. Members are requested to register/update their e-mail addresses for receiving all communications including Notices, Circulars, etc. from the Company electronically.

15. Members are requested to:

a) Note that SEBI has mandated registration of Permanent Account Number (PAN) and bank accounts details such as bank account number, name of the bank and branch details, MICR code, IFSC code etc. of all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank account details to RTA /Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant(DP).

b) Immediately notify any change if any, of address, e-mail address, change of name, contact numbers, bank details, bank mandates, nominations, power of attorney etc. and their PAN to their DP with whom they maintain their demat account and to the RTA in respect of their holding in physical form.
Non-resident Indian members are requested to immediately inform the RTA /respective DP, immediately of change in their residential status on return to India for permanent settlement and the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

c) Note that SEBI vide its circular has decided that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

16. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules ,2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ,2015 the Company is also providing the facility to its members holding shares in dematerialized or physical form as on cut-off date, being Friday, 21st September,2018 to exercise their right to vote on the businesses specified in the accompanying notice by remote e-voting process through remote e-voting services provided by NSDL. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

17. A person who is not a Member as on the cut- off date i.e. Friday, 21st September, 2018 should treat this Notice for information purposes only but such member has also the right to attend the AGM of the Company.
The instructions and other information relating to remote e-voting are as under:

Step 1 : Log-in to NSDL e-Voting system at *https://www.evoting.nsdl.com/*

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: *https://www.evoting.nsdl.com/* either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "*Forgot User Details/Password?*"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?
" (If you are holding shares in physical mode) option available on *www.evoting.nsdl.com*.

c) If you are still unable to get the password by aforesaid two options, you can send a request at *evoting@nsdl.co.in* mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Monnet Industries Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@cssanjaygrover.in with a copy marked to *evoting@nsdl.co.in*.and isc_*mind@monnetgroup.com;*

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "*Forgot User Details/Password?*" or "*Physical User Reset Password?*" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of *www.evoting.nsdl.com* or call on toll free no.: 1800-222-990 or send a request at *evoting@nsdl.co.in*

18. Remote e-voting period commences from Tuesday, 25th September, 2018 at 9:00 A.M. and ends on, Thursday, 27th September, 2018 at 5:00 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 being Friday, 21st September, 2018 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.

19. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

20. The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting.

21. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates (CP No. 3850), failing him Mr. Neeraj Arora, Partner at M/s Sanjay Grover & Associates (CP No. 16186) Practicing Company Secretaries having address at B-88, 1st Floor, Defence Colony, New Delhi-110024, as a Scrutinizer to scrutinize the remote e-voting process and poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available at the AGM for the same..

22. The scrutinizer shall, immediately after the conclusion of the voting through Ballot paper at the General Meeting, first count the votes cast at the meeting vide ballot paper, thereafter unblock the votes cast through remote e-voting in the

presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to Chairman or Director authorized by the Board of the Company, who shall countersign the same.

23. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of Company as on the cut-off date fixed for the purpose i.e. 21st September, 2018.

24. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website *www.monnetgroup.com* and on *www.evoting.nsdl.co.in*. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to relevant stock Exchanges.

25. Electronic copy of the Notice of the 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 Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e- voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

26. For the immediate reference, route map for reaching the venue of the Annual General Meeting hall is along with the Attendance Slip, Proxy Forms and Ballot paper is attached with the notice.

EXPLANATORY STATEMENT
(In respect of the Special Businesses Pursuant to Section 102(1) of the Companies Act, 2013)

The following Statement set out all material facts relating to Special Businesses under Item No. 4 as mentioned in the accompanying Notice.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors("the Board") of the Company in their meeting held on 13thAugust, 2018 had appointed Shri Vijay Sharma (DIN: 08161059) as an Additional Director in the category of Independent Director of the Company to hold office for a period of five consecutive years w.e.f. 28thSeptember, 2018, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Shri Vijay Sharma holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a member signifying his intention for proposing the candidature of Shri Vijay Sharma,. The Company has also received a declaration from Shri Vijay Sharma confirming that he meets the criteria of independence as prescribed under Section 149(6) the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Further He is also not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

In the opinion of the Board, Shri Vijay Sharma fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possesses appropriate skills, experience and knowledge. Considering his vast experience, his presence on the Board will be of immense value to the Company.

The details of Shri Vijay Sharma pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2), are attached as Annexure and forms part of this Notice.

A copy of the draft letter of appointment of Shri Vijay Sharma setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day.

Shri Sharma is interested in the resolution set out at item No. 4 of the Notice with regard to his appointment.

The relatives of Shri Sharma may be deemed to be interested in the resolution set out at item No. 4 of the Notice, to the extent of their 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 resolution.

The Board of Directors recommends the resolution at item No. 4 of this Notice for approval of the Members by way of an Ordinary Resolution

Item No. 5

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital, free reserve and securities premium account of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital, free reserve and securities premium account i.e. Up to Rs. 500 Crores.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 6

A Company requires the authorization under Section 180 (1) (a) of the Companies Act, 2013 also from the Shareholders by way of Special Resolution for creating security by way of mortgage and / or charge on the immovable and movable assets of the Company for securing the Term Loans, credit facilities from Banks/Institutions. For the reasons already mentioned in detail in the Explanatory Statement for Item No. 5 above, it is desirable that the Company has in place the requisite approval of the shareholders under the aforesaid section to create mortgage and/or charge on Company's entire immovable and movable assets on first/second charge basis upto the same limit as may be approved by the shareholders under Item No. 5 above under Section 180 (1) (c) or any increase/ change therein from time to time.

Hence, the same is being forwarded to the shareholders in the prescribed manner for their assent or dissent, as the case may be. It is therefore, proposed that the Company may be given the requisite authorization.

The Board recommends the Special Resolution for shareholders' approval.

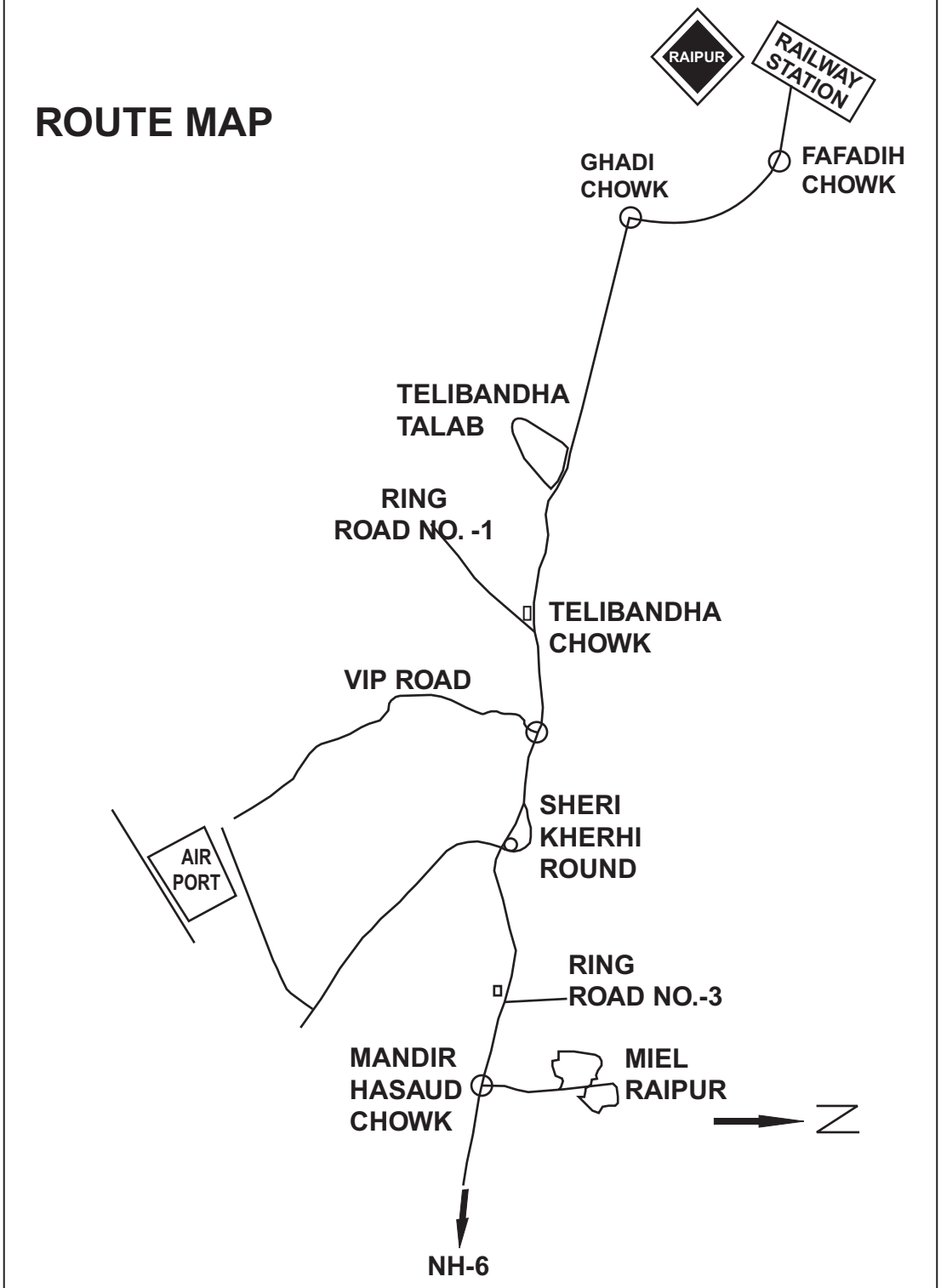
None of the Directors, Key Managerial Personnel and relatives thereof are in any way concerned orinterested in the resolution.

Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN 35TH ANNUAL GENERAL MEETING
(Pursuant to the Secretarial Standards- 2 issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015)

Name Of Director	**Shri Mahesh Kumar Sharma**	**Shri Vijay Sharma**
DIN	07504637	08161059
Date of Birth	01/06/1963	03/10/1957
Dat of First Appointment on the Board	07th May 2016	13thAugust,2018
Qualifications	Post Graduate	Commerce Graduate
Experience/ Expertise in specific functional area	He has an experience of 25 years in the field of accounting and Taxation.	Having 39 years of experience in compliance of Company Law and Risk Management
Terms and conditions of appointment or reappointment	As per the terms and conditioned agreed by the Board of Directors of the Company	As detailed in Explanatory Statement annexed with the Notice of AGM
Details of remuneration sought to be paid	NIL	Except sitting fee (as approved by the Board)no remuneration is sought to be paid
Remuneration last drawn by such person, if applicable	N.A	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No such relationship exists	No such relationship exists
Number of Meetings of the Board attended during the year	6 of 6	NIL
Directorship held in other companies (excluding foreign companies, private Limited companies & section 8 Companies)	1. Monnet Industries Limited 2. Hi-Tech Electrothermics and Hydro Power Limited 3. MP Monnet Mining Company Limited 4.Dynamic Defence Technologies Limited 5. Cambridge Construction (Delhi) Limited 6. Excello Fin Lea Limited	1. Monnet Cement Limited
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committees and Stakeholders relationship Committee)	Hi-Tech Electrothermics and Hydro Power Limited-**Member of Audit Committee & Stakeholder Relationship Committee**	NIL
Shareholding in the company	NIL	NIL

ROUTE MAP


RAIPUR
RAILWAY STATION
FAFADIH CHOWK
GHADI CHOWK
TELIBANDHA TALAB
RING ROAD NO. -1
TELIBANDHA CHOWK
VIP ROAD
SHERI KHERHI ROUND
AIR PORT
RING ROAD NO.-3
MANDIR HASAUD CHOWK
MIEL RAIPUR
N
NH-6

MONNET INDUSTRIES LIMITED

Registered Office: Plot No.-216, Sector-C, Urla Industrial Complex, Raipur-493221 (Chhattisgarh)

Corp. Office: Monnet House, 11, Masjid Moth, Greater Kailash-ll, New Delhi-110048 (INDIA)

Phone : +91 11 29218542-46 ; Fax : +91 11 29218541

Email: isc_mind@monnetgroup.com; Website :www.monnetgroup.com CIN:L51103CT1982PLC009717

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Slip at the venue of the meeting.

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

DP Id & Client Id / Regd. Folio No.*		No. of Shares	

Name(s) and address of the member in full _____

_____

_____

I / we hereby record my / our presence at the 35th Annual General Meeting of the Company being held on Friday 28th September, 2018 at 2:30 p.m. at Monnet Ispat & Energy Limited Monnet Marg, Mandir Hasaud, Raipur-492101. in the State of Chhattisgarh

Please (✓) in the box

☐ MEMBER ☐ PROXY

_____

Signature of Member / Proxy

*Applicable for member holding shares in physical form.

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Form No. MGT-11

PROXY FORM

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

CIN: L51103CT1982PLC009717

Name of the Company: Monnet Industries Limited

Registered office: Plot No. 216, Sector-C, Urla Industrial Complex, Raipur-493221(Chhattisgarh)

Name of the member (s): ……

Registered address:……

E-mail Id:……

DP ID and Client ID* / Folio No:……

I/We, being the member (s) of ……..shares 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 to attend and vote (on a poll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company scheduled to be held on Friday 28th Sep., 2018 at 2:30 P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh) or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional**	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, Report of Directors and Auditors thereon..		
2.	To appoint a director in place of Shri Mahesh Kumar Sharma (holding DIN: 07504637), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To fix the remuneration of Statutory Auditor of the Company:		
Special Business			
4.	To appoint Mr. Vijay Sharma (holding DIN 08161059), as an Independent Director on the Board of the Company.		
5.	Increase in the borrowing powers of the company under section 180(1)(c) of Companies Act, 2013		
6.	Creation of the security for the loan/ credit facility by mortgage/ creation of charge under section 180(1)(a) of Companies Act, 2013		

*Applicable for investors holding shares in electronic form.

Signed this ……day of ……..2018 Signature of Member…….....Signature of Proxy holder(s)……..

Note

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at 216, Sector-C, Urla Industrial Complex, Raipur-493221,Chhattisgarh not later than 48 hours before the commencement of the Meeting. **2.** The proxy need not be a member of the company. **3.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.** **This is only optional please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. **5.** Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. **6.** In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated. **7.** The holder of this form may vote either for or against each resolution for which he is entitled to vote.

Affix the revenue stamp of Re 1/-