

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-II, 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 33rd Annual General Meeting of **MONNET INDUSTRIES LIMITED (The "Company")** will be held on Friday, 30th September, 2016 at 12.30 P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101, in the State of Chhattisgarh, to transact the following business: —

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri Amitabh S. Mudgal (holding DIN 00468084)**, who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of statutory Auditors of the company 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 (including any statutory modification(s) or any re-enactment(s) thereof), the appointment of M/s O.P. Bagla & Co., Chartered Accountants (Firm Registration No.000018N) who was appointed as Statutory Auditors of the Company for a term of three years i.e. till conclusion of the 34th Annual General Meeting (AGM), subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of 34th AGM of the Company to be held in the year 2017, at such remuneration plus reimbursement of all out-of-pocket

expenses in connection with the audit of accounts of the Company as may be mutually agreed between the Board Of Directors of the Company and the Auditors."

AS SPECIAL BUSINESS

4. To appoint Ms. Babika Goel (holding DIN 07060202), as an Independent Director on the Board of the Company (by changing the designation) 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 provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder (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, the designation of Ms. Babika Goel (DIN 07060202) be and is hereby changed from a non-executive Director of the Company, who was appointed as a director liable to retire by rotation in Professional Category to a Independent Non- Executive Director of the Company and in respect of whom the Company has also received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director.

RESOLVED FURTHER THAT Ms. Babika Goel be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years with effect from September 30, 2016 up to September 29, 2021.

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 etc. in order to give effect to this resolution including but not limited to filing of various forms with the Registrar of Companies and other statutory authority/ies.”

5. **To appoint Mr. Mahesh Kumar Sharma (holding DIN 07504637), as a Director on the Board of the Company and further change his designation to Whole-time Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

“RESOLVED THAT Mr. Mahesh Kumar Sharma (holding DIN 07504637) who was appointed as a Additional Director of the Company with effect from 07th May, 2016 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company including applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended by Nomination and Remuneration Committee of the Board and approved by the Board of Directors vide its resolution passed on 07th May, 2016, approval of the of the Company be and is hereby accorded for appointment of Mr. Mahesh Kumar Sharma, (DIN:07504637) as Whole-time Director (WTD) & KMP on the Board of the Company for a period of five years w.e.f. 07th May, 2016 to 06th May, 2021, whose term will be liable to retire by rotation, upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned

with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Mahesh Kumar Sharma, (DIN:07504637), without any remuneration from the Company,

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

By order of the Board of Directors

(Khushboo Sharma)
Company Secretary
Place: New Delhi
Date: 08th August, 2016. (Membership No. ACS 34984)

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

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

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

The following Statement set out all material facts relating to Special Businesses as mentioned in the accompanying Notice.

Item No. 4

As per the provisions of Section 149(4) of the Companies Act, 2013 (the Act), 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 Ms. Babika Goel (holding DIN 07060202) as Independent directors under Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to hold office for 5 (Five) consecutive years with effect from September 30, 2016 up to September 29, 2021 by changing her designation from a non-executive Director of the Company in Professional Category to a Independent Non- Executive Director of the Company. She is not liable to retire by rotation.

In respect of the above director of the Company, the Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a Cheque of Rs. 1,00,000/- proposing her candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Ms. Babika Goel is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as

Director. The Company has also received declaration from Ms. Babika Goel that she meets 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, Ms. Babika Goel is eligible to be appointed as the Independent Director of the Company and fulfills all the conditions specified in the Act & the Rules made thereunder. A copy of the draft letter for the appointment of Ms. Babika Goel 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 her continued association would be of immense benefit to the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, her appointment as an Independent Director is now being placed before the Members for their approval.

None of the Directors and Key Managerial Personnel or their relatives except Ms. Babika Goel is interested or concerned in the proposed resolution. The Board recommends the resolution for your consideration and approval

Relatives of Ms. Babika Goel 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.

The Board recommends the ordinary resolutions set forth at Item No. 4 of the Notice for the approval of the members.

Item No. 5

The Board was informed that Mr. Mahesh Kumar Sharma (holding DIN07504637) was appointed as Additional Director of the Company vide its Board Resolution dated 07.05.2016 and the Board of Directors have, subject to the approval

of shareholders changed his designation to Whole-time Director from 07.05.2016 to 06.05.2021 on terms and conditions recommended by the nomination and remuneration committee and approved by Board as set out herein.

In respect of the above director of the Company, the Company has also received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a cheque of Rs. 1,00,000/- proposing his candidature for the office of Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

The Board is of the opinion that his services should continue to be available to the Company by appointing him as Whole-time Director as mentioned in the resolution, subject to the approval of shareholders.

Brief Profile of Mr. Mahesh Kumar Sharma- He has an experience of 25 years in the field of accounting and Taxation.

Terms & Conditions: He has been appointed for 5 years w.e.f. 07th May 2016 to 06th May 2021, whose term will be liable to retirement by rotation

a) Salary, Allowances and Commission Including Performance Linked Incentives and Perquisites proposed to be paid: NIL

b) Remuneration last drawn: N.A.

c) Number of Meetings attended during the Financial Year 2015-2016: N.A.

d) Other Terms: Subject to the superintendence, control and direction of the Board of Directors, Mr. Mahesh Kumar Sharma shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

None of the Directors and Key Managerial

Personnel or their relatives except Mr. Mahesh Kumar Sharma is interested or concerned in the proposed resolution. The Board recommends the resolution for your consideration and approval

Relatives of Mr. Mahesh Kumar Sharma may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

NOTES

1. THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT), IN RESPECT OF ALL THE SPECIAL BUSINESSES AS STATED IN THE NOTICE OF ANNUAL GENERAL MEETING (AGM) IS ANNEXED HERETO. THE RELEVANT DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE AGM AS REQUIRED UNDER THE PROVISIONS OF SECRETARIAL STANDARDS- II ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND REGULATION 36 (3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IS ALSO ANNEXED.

2. 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.

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, 23/09/2016 to Friday, 30/09/2016 (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 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 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 Accounts 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 33rd Annual General Meeting along with Attendance Slip, Proxy Form, Route Map, Ballot Papers and the Annual Report for the Financial Year 2015-16 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. 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, 23rd September, 2016 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.

16. A person who is not a Member as on the cut-off date i.e. Friday 23rd September, 2016 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:

A. In case of Members receiving e-mail from NSDL:

(i) Open e-mail and open PDF file viz; MIND 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) Homepage of e-Voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" (E-Voting Even Number) 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 Share Transfer Agents 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 or contact atisc_mind@monnetgroup.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).

17. Remote e-voting period commences on Tuesday, 27th September, 2016 at 9:00 A.M. and ends on, Thursday, 29th September, 2016 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 23rd September, 2016, may cast their vote by electronic means in the manner and process set out herein above and at the end of Remote e-voting period, the facility shall forthwith be blocked and 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 by way of remote e-voting prior to meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

18. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the closing hours of as on the cut-off date i.e. 23rd September, 2016 shall be entitled to avail the facility of remote e-voting/Insta Poll.

19. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 23rd September, 2016 may obtain the User Id and password by sending a request to admin@mcsdel.com.

20. Members may contact Ms. Khushboo Sharma, Company Secretary, for any grievance connected with voting by electronic means at Monnet House, 11, Masjid Moth, Greater Kailash-II, New Delhi-110048, Ph-91-011-29218542, Fax-011-29218541, E-mail-isc_mind@monnetgroup.com.

21. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, 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 remote e-voting process in a fair and transparent manner.

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 two working days from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith..

23. After declaration of the Results of the Annual General Meeting, such results along with the 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.

24. 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 2016 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.

25. 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.

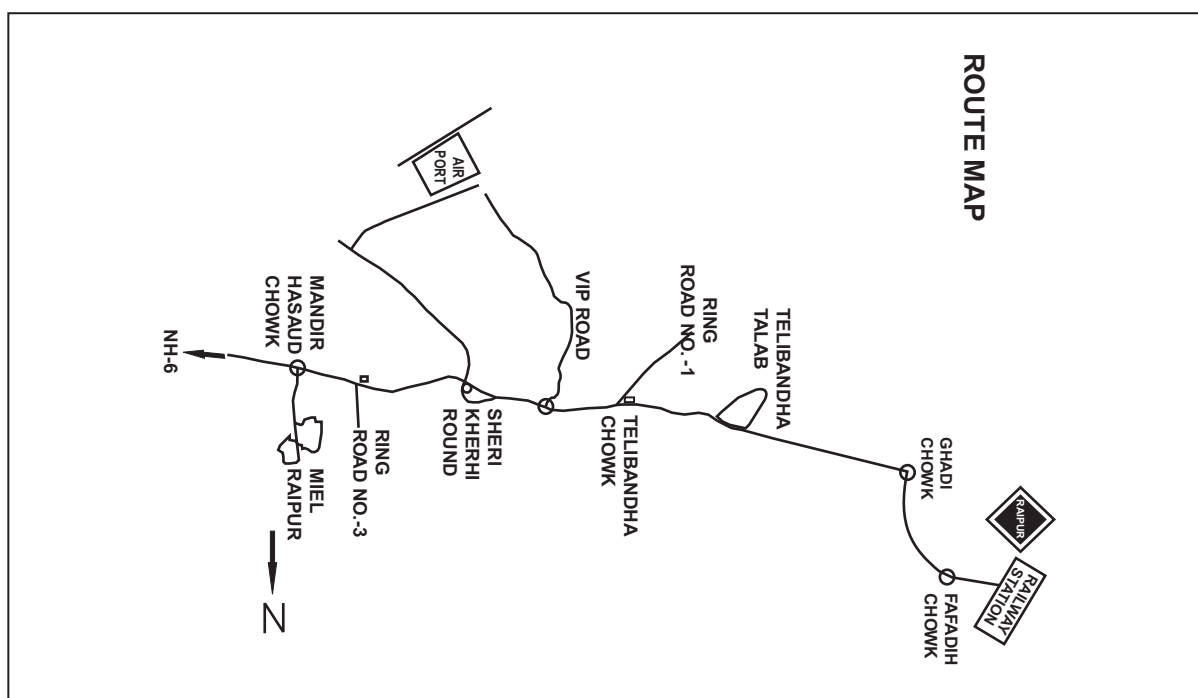
SHAREHOLDERS MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

Annexure to the Notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN 33RD 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	Ms. BabikaGoel	Shri Amitabh Sharma Mudgal
DIN	07504637	07060202	00468084
Date of Birth	01/06/1963	22/07/1971	03/04/1964
Date of First Appointment on the Board	07 th May 2016	14 th February, 2015	18 th February, 2006
Qualifications	Post Graduate	Architect	Production Engineer, Post Diploma in Marketing & Sales Management, Diploma in International Marketing from Indian Institute of Foreign Trade, Delhi
Experience/ Expertise in specific functional area	He has an experience of 25 years in the field of accounting and Taxation.	She has an experience of 22 years in the field of validating, controlling and guiding all work requiring architecture & interior inputs, in the non-plant buildings.	Having 31 years' experience in the field of Sales & Marketing and Business Development.
Terms and conditions of appointment or reappointment	As detailed in Explanatory Statement annexed with the Notice of AGM	As detailed in Explanatory Statement annexed with the Notice of AGM	As per the terms and conditioned agreed by the Board of Directors of the Company
Details of remuneration sought to be paid	NIL	Except sitting fee (as approved by the Board)no remuneration is sought to be paid	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	No Remuneration was last Drawn by Ms. Babika Goel except Sitting Fee for Attending the Board Meetings	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No such relationship exists	No such relationship exists	No such relationship exists

Name Of Director	Shri Mahesh Kumar Sharma	Ms. BabikaGoel	Shri Amitabh Sharma Mudgal
Number of Meetings of the Board attended during the year	NIL	4 /4	4 /4
Directorship held in other companies (excluding foreign companies, private Limited companies & section 8 Companies)	NIL	1. Monnet Project Developers Limited 2. Monnet Power Company Limited	1. Monnet Project Developers Limited 2. Mandakini Coal Company Limited 3. Urtan North Mining Company Limited 4. MandakiniExploration And Mining Limited 5. Monnet Engineering And Infrastructure Limited
Membership/Chairmanship of Committees of other public Companies (includes only Audit Committees and Stakeholders relationship Committee)	NIL	NIL	1. Monnet Project Developers Limited - Member of Audit Committee 2. Monnet Project Developers Limited - Member of Stakeholder Relationship Committee
Shareholding in the company	NIL	NIL	NIL



MONNET INDUSTRIES LIMITED

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ADMISSION 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 33rd Annual General Meeting of the Company being held on 30th September, 2016 at 12:30 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.

**MONNET INDUSTRIES LIMITED**

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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]

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) 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:.....or failing him.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company scheduled to be held on 30th Sep., 2016 at 12:30 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 consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 of the Company, Report of Directors and Auditors thereon..		
2.	To appoint a director in place of Shri Amitabh S Mudgal (holding DIN 00468084), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To ratify the appointment of statutory Auditors of the company and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution.		
Special Business			
4.	To appoint Ms. Babika Goel (holding DIN 07060202), as an Independent Director of the Company (by changing the designation) and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.		
5.	To appoint Mr. Mahesh Kumar Sharma (holding DIN07504637) as Whole-time Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution.		

*Applicable for investors holding shares in electronic form.

Signed thisday of2016 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 at216, 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/-**