



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

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment thereof, for the time being in force and read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Agreement**"), Secretarial Standards –II on General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws and regulations as may be applicable, that the resolutions annexed below is proposed to be passed by the members as a Special Resolutions by way of postal ballot/electronic voting(E-voting).

Pursuant to Section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof is set out below along with a postal ballot form and self-addressed postage pre-paid business reply envelope ("BRE") for your consideration and to enable the members for sending their assent or dissent in writing by Postal Ballot means or through e-voting. Eligible members who have not received the postal Ballot Notice or members who have received the same by e-mail and who wish to vote through postal ballot form can download postal ballot form from the website of the company www.monnetgroup.com or seek duplicate Postal Ballot Form from the M/S MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (RTA). Fill in the details and send signed Postal ballot form to the Scrutinizer at **Sanjay Grover & Associates B-88, 1st Floor, Defence Colony, New Delhi-110024**. In this case the cost of postage for sending the filled postal

ballot Form to the scrutiniser shall be bear by the members only

You are requested to carefully read the instructions printed on the ballot form as enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid business reply envelope ("BRE") so as to reach the scrutinizer, at **Sanjay Grover & Associates B-88, 1st Floor, Defence Colony, New Delhi-110024** on or before 05:00 P.M. on April 17, 2020.

In compliance with regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the provisions of section 108 and 110 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the company is pleased to provide an e-voting facility as an alternative to its members to enable them to cast their vote instead of dispatching the physical postal ballot forms. The company has engaged M/s National Securities Depositories Limited (NSDL) to provide e-voting facility, for e-voting please read the instructions given in Note 17 to this notice.

The Board of Directors of the Company has appointed Mr. Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates (CP No. 13700) failing him Ms. Priyanka, Partner of M/s Sanjay Grover & Associates (CP No. 16187), Practising Company Secretaries as Scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner.

The Voting through postal ballot/ e-voting shall commence from **Thursday, March 19, 2020 at (09.00 A.M.) and end on Friday, April 17, 2020 at (05.00 P.M.)** The scrutinizer's decision on the validity of



votes shall be final. If a member votes through e-voting facility as well as sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer and voting done by Postal Ballot will be treated as invalid.

The scrutinizer after completing the scrutiny of postal ballot forms (including e-voting) will submit his report to the Chairman on or before 18th April, 2020 and results will be announced by the Chairman on or before 18th April, 2020 at 5:00 P.M.

The results together with the scrutinizer's report will be posted on the Company's website viz. www.monnetgroup.com and intimated to the stock exchange where the Company's shares are listed.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Friday, April 17th, 2020**, i.e. the last date specified for receipt of duly complied postal ballot forms and e-voting.

SPECIAL BUSINESS

ITEM No.1

CHANGE OF NAME OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to provision of Section 13 (2) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby accorded for changing the name of the company from **“Monnet Industries Limited”** to **“MIND Limited”** or any other name as may be approved by the statutory authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution all the Directors and / or Company Secretary of the Company be and are hereby severally authorised to file all the necessary Forms and / or Returns and make the application in FORM INC 24 and / or any other Form to the Registrar of Companies and / or to Central Government and / or to Statutory Authorities for approval for the change of name as above and to do such other acts, things and deeds as may be necessary to give effect to this resolution.”

ITEM No.2

ADOPTION OF MEMORANDUM OF ASSOCIATION WITH ALTERATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with slight alteration.

“RESOLVED FURTHER THAT Name clause being Clause I of the Memorandum of Association of the company be substituted by the following clause and/or be altered as per the name approved by the statutory authorities:

I. The Name of the Company is MIND Limited

“RESOLVED FURTHER THAT the existing Clause III A containing the Heading “The Main Objects to be Pursued by the Company on Its Incorporation” substituted with the Heading “The Objects to be Pursued by the Company on its Incorporation are” and Clause III B containing the “Objects Incidental or Ancillary to the attainment of Main Objects” be and is hereby substituted with Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A).”

“RESOLVED FURTHER THAT the existing Clause III C

containing the "Other Objects" be and is hereby also stands deleted in full."

"RESOLVED FURTHER THAT the existing Clause IV containing the "The liability of the member is limited" substituted with "The liability of its members is limited to the amount unpaid, if any, on the shares held by them".

"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."

ITEM No.3

ADOPTION OF ARTICLE OF ASSOCIATION WITH ALTERATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013 AND IN THIS REGARD TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Section 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, consent of the members be and is hereby accorded to adopt the new Articles of Association in place of the existing Articles of Association with slight alteration as per Table F."

"RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company."

"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."

ITEM No.4

AUTHORITY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OFF THE PROPERTIES OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Article of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time or any other law for the time being in force and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any duly constituted committee of the Board), to sell, transfer or dispose of all the plant & machineries and adjoining structures, pollution control equipment and electrical establishments situated at Plot No. 216, Plot No. 217 (part) and Plot No. 218 (part) Sector-C, Urla Industrial Complex, Raipur-493221, Chhattisgarh together with all specified plant and machineries and other electrical equipment and other assets in relation to the plant an "as is where is" basis or in any other manner as the board may deem fit in the interest of the company, for a minimum consideration of Rs. 4,00,00,000 (Rupees Four Crores only) or any other terms and conditions as may be mutually decided by the parties.

"RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to the Board to sell, transfer or dispose of its plant, in such manner as the Board may deem fit and appropriate in the interest of the Company with effect from such date and on such terms and conditions, and with such

modifications as may be required, for an Enterprise value of not less than Rs. 4,00,00,000/- (Rupees Four Crores Only) subject to closing adjustments and debt, if any, to be transferred.

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment, conveyance deed, undertakings, deeds, requisite applications, representations, and execute all such other ancillary documents and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties, doubts that may arise in regard to sale and/or transfer of the Plant as they may in their absolute discretion deem fit without further referring to the members of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee of Directors or any one or more Directors of the Company and to delegate such powers to any officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved/ratified and confirmed in all respects.”

Date: 13-02-2020 By the order of the Board

Place: New Delhi For Monnet Industries Limited

**Mahesh Kumar Sharma
Whole Time Director
DIN: 07504637**

**Add: 14A, DDA MIG Flat, Metro Apartments,
Jahangirpuri, N.S. Mandi, Delhi-110033**

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons relating to the proposed resolution is annexed here with.

2. Postal Ballot Form is enclosed with this Notice to enable you to vote on the proposed resolution. Detailed instructions on voting through Postal Ballot are given behind the Postal Ballot Form.
3. In addition to the Postal Ballot, the Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolutions. Detailed instructions on E-voting are given overleaf.
4. Members can opt for only one mode of voting i.e. either physical Postal Ballot Form or E-voting. In case a Member has voted through E-voting facility, he/she need not send a physical Postal Ballot Form. If a Member votes through E-voting facility as well as sends his/her vote through physical Postal Ballot Form, the vote cast through E-voting shall only be considered and the voting through physical Postal Ballot Form shall be treated as invalid.
5. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members, whose names are appearing in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of working hours on Friday, February 14, 2020 ('cut-off date'). Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date.
6. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice along with the Postal Ballot Form is available on the Company's website: www.monnetgroup.com. In case any Member wishes to receive a hard copy of the Postal Ballot Form, he/she may write to the Company at isc_mind@monnetgroup.com.



7. The voting period for Postal Ballot and E-voting shall commence from Thursday, 19th March, 2020 at 9.00 a.m. and end on Friday, April 17th, 2020 at 5.00 p.m. Votes received by way of Postal Ballot or E-voting beyond 5.00 p.m. on Friday, April 17th, 2020 shall be considered invalid.
8. The Board of Directors has appointed Mr. Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates (CP No. 13700) failing him Ms. Priyanka, Partner of M/s Sanjay Grover & Associates (CP No. 16187), Practising Company Secretaries as the Scrutinizer to conduct the Postal Ballot and E-voting process in a fair and transparent manner.
9. A member may participate in the General Meeting even after exercising his right to vote through Remote e-voting but shall not be entitled to vote again
10. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid business reply envelope to the scrutinizer so as to reach on or before 5:00 p.m. on Friday, 17th April, 2020. Any postal Ballot form received after the said date and time period shall be treated invalid.
11. Incomplete, unsigned, improperly and incorrectly marked postal ballot forms will be rejected. There will be 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint members.
12. Documents related to the abovementioned resolution are open for inspection at the Corporate Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 02:30 pm till 17th April, 2020.
13. The Special Resolution shall be declared as passed if the number of votes cast in favour of the Special Resolution are not less than three-fourth times the number of votes cast against the Special Resolution.
14. Upon completion of the scrutiny of the Postal Ballot Forms and the votes cast through E-voting, the Scrutinizer will submit his report to the

Chairperson/Company Secretary. The combined result would be announced by the Company Secretary on Saturday, April 18, 2020 at 5:00 p.m. at 11, Monnet House, Masjid Moth, Greater Kailash-II New Delhi 110048. The date of declaration of the Results of the Postal Ballot will be taken to be the date of passing of the said Special Resolution by the Members of the Company. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.monnetgroup.com) and communication of the same will be sent to BSE Limited.

15. A member cannot exercise his/her vote by proxy on postal ballot.
16. Members having any queries relevant to voting via postal ballot /e-voting may mail to Company Secretary at the email id isc_mind@monnetgroup.com or Phone: 011-29218542-46 or Fax: 011-29218541.

17. Instructions for Electronic Voting through remote mode:

A. 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 use 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 to 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.

Physical User Reset Password?

- b) (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.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 company 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 sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

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
4. Persons who have acquired shares and become members after the dispatch of Notice may obtain the login ID and password by contacting RTA of the Company

B. For members who receive the notice of postal ballot in physical form:

- (i) Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes. Please refer instructions below for more details.
- (ii) Members may opt for e-voting. Please follow all steps from 17, to cast vote.

In the event, a member casts his votes through both the processes i.e. e- voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In respect of Resolutions set out at Item No.1

The members are informed that:

The Board at its meeting held on February 13, 2020 had decided to change the name of the company and the proposed name is the abbreviation of the existing name accordingly the company hope to enter in the market with the new brand name.

Hence your Board recommends changing the existing name of the company from “**MONNET INDUSTRIES LIMITED**” to “**MIND LIMITED**” or any other name as approved by the statutory authority. By virtue of the above change in the Name clause of the company, it is required to also alter its Memorandum of Association accordingly.

The Board recommends passing of the Special Resolution set out at Item No. 1 of the Notice as special resolution.

None of the Directors, Promoters, Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise in the proposed resolution.

In respect of Resolutions set out at Item No.2

The members are informed that:

The Board at its meeting held on February 13, 2020 has approved the change in the name of the Company and adoption of new set of MOA of the Company as per Companies Act, 2013 and recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 2.30 p.m. till 17th April, 2020

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the

Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by changing the heading of Clause III (A) and Clause III (B) and deleting the Clause III (C).

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

In respect of Resolutions set out at Item No.3

The members are informed that:

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on “Table-F” of the Act which sets out the model articles of association for a company limited by shares.

The Board at its meeting held on February 13, 2020 has approved the change in the name of the company and adoption of new set of AOA of the Company as per Companies Act, 2013 by substituting the new name of company and recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members. Further, a copy of the proposed AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11:00 a.m. to 2:30 p.m. till 17th April, 2020.

In respect of Resolutions set out at Item No.4

The members are informed that:

The Company has its Ferro Alloys plant & machineries and adjoining structures, pollution control equipment and electrical establishments situated at Plot No. 216, Plot No. 217 (part) and Plot No. 218 (part) Sector-C, Urla Industrial Complex, Raipur-493221, Chhattisgarh plant situated at Plot No.-216, Sector-C, Urla Industrial Complex, Raipur-493221, Chhattisgarh. Due to adverse conditions in Steel industry on account of drastic fall in prices of steel, the Company suffered losses in the last few years which has impacted the net worth of the Company.

The Company Management and the Board has extensively reviewed the same and has come to conclusion that running the plant is not strategically fit and as such it is prudent to sell/ transfer the plant and machinery in order to optimize the value.

Accordingly, the Board of Directors of the Company in its meeting held on 13th February 2020 proposed to sell the plant of the Company subject to the consent of the shareholders for the same. Under the current economic situation and industry outlook, the Board recommended to sell, transfer or dispose of the plant and any third party , subject to execution of definitive documents, fulfillment of various conditions precedent, including but not limited to obtaining of various government and other approvals.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (Act) any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the company requires the approval of members of the company accorded by way of a Special Resolution.

The members are hence requested to approve sale, disposal or transfer of the plant, for an enterprise value of not less than Rs. 4,00,00,000/- (Rupees Four Crores Only) subject to closing adjustments and debt, if any, to be transferred and on such other terms and

conditions as may deem fit in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the aforesaid Special Resolution.

The Board recommends the Special Resolution set out in the Notice in the interests of the Company.

Date:13-02-2020

Place: New Delhi

**By the order of the Board
For Monnet Industries Limited**

Mahesh Kumar Sharma

Whole-Time Director

DIN: 07504637

**Add: 14A DDA MIG Flat,
Metro Apartments, Jahangirpuri,
N.S. Mandi, Delhi 110033**

Sr. No.

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by Board of Directors of the Company)

Please read the instructions printed overleaf carefully before completing this form

1	Name and Registered Address of the Sole/First named Share holder (in block letters)	:	
2.	Name(s) of the Joint Holders, if any (in block letters)	:	
3.1.	Registered folio No./DP ID No./Client ID No.*	:	
2.	(*Applicable to investors holding shares in dematerialized form)	:	
4.	No. of Equity Shares held	:	

5. I/We hereby exercise my/our vote in respect of Special Resolution to be passed through postal ballot for the business stated in the notice of postal ballot of the Company, by sending my/our assent/dissent to the said Resolution by placing the tick mark (✓) in the appropriate column below

Item No.	Description of the Special Resolution	No. of the shares for which vote cast	I/We assent (agree) to the resolution (Please tick)	I/We dissent (disagree) to the resolution (Please tick)
1.	To consider the Name Change of the Company from "MONNET INDUSTRIES LIMITED" to "MIND Limited"			
2.	To Consider the adoption of the Memorandum of association with alteration as per the provisions of Companies Act, 2013			
3.	To Consider the adoption of the Article of Association with alteration as per the provisions of Companies Act, 2013			
4.	Approval to sell, lease or otherwise dispose off the properties of the Company under section 180(1)(a) of the companies act, 2013			

Place:

Date:

(Signature of the shareholder)
(As per specimen signature registered with the Company):

Important Note: Please complete and return this Postal Ballot Form to the Scrutinizer by using the enclosed postage pre-paid self-addressed Business Reply Envelope. Last Date for Receipt of this Postal Ballot Form by the Scrutinizer is April 17th, 2020.



INSTRUCTIONS

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal Ballot form and send it to the scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the shareholder will also be accepted.
2. The self-addressed Business Reply envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatch.
3. This postal ballot form should be completed and signed by the shareholder as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this postal ballot form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
4. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of number of joint holders.
5. The votes should be cast either in favour or against by putting the tick (v) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns of the same shares shall render the Postal Ballot Form invalid.
6. The votes of a member will be considered invalid on any of the following grounds:
 - a) A form other than one issued by the company has been used
 - b) It has not been signed by or on behalf of the Member;
 - c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - e) Neither assent nor dissent is mentioned;
 - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g) The envelope containing the postal ballot form is received after the last date prescribed;
 - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i) It is received from a Member who is in arrears of payment of calls;
 - j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 P.M (IST) on Friday, April 17th, 2020. Postal Ballot forms received after this date will be treated as if the reply from the shareholders has not been received and the same will not be considered for the purpose of postal ballot.
8. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
9. Eligible members who have not received the postal Ballot Notice or members who have received the same by e-mail and who wish to vote through postal ballot form can download postal ballot form from

the website of the company www.monnetgroup.com or seek duplicate Postal Ballot Form from the M/S MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent (RTA). Fill in the details and send signed Postal ballot form to the Scrutinizer at **Sanjay Grover & Associates B-88, 1st Floor, Defence Colony, New Delhi-110024**. In this case the cost of postage for sending the filled postal ballot Form to the scrutiniser shall be bear by the members only.

10. Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on February 14, 2020.
11. Postal Ballot forms signed in the representative capacity must be accompanied by the requisite certified true copy of power of attorney/resolution of Board of Directors of the corporate shareholder being represented. If the same is/are registered with the Company, please quote the registration no. beneath the signature.
12. Shareholders are requested not to send any other paper along with Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
13. The result of the postal ballot will be uploaded on the Company's website www.monnetgroup.com and communicated to the BSE Limited (Stock Exchange).
14. The scrutinizer's decision on the validity of a postal ballot will be final.