



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 34th Annual General Meeting (“AGM”) of **MONNET INDUSTRIES LIMITED (the “Company”)** will be held on Thursday, 28th September, 2017 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: —

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Shri J.P. Lath (DIN 00380076)**, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the company and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution: —

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. APAS & Company, (Firm Registration No: 000340C), be and are hereby appointed as Statutory Auditors of the Company, in place of M/s O.P. Bagla & Company, Chartered Accountants, the retiring Statutory Auditors, to hold such office for a period of 5 (five) years from the conclusion of this ensuing Annual General Meeting (AGM) until the conclusion of 39th AGM of the Company subject to ratification by the members at every AGM, at such remuneration plus tax as

applicable and reimbursement of out-of pocket, travelling and living expenses, etc. in connection with the audit, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By order of the Board of Directors
FOR MONNET INDUSTRIES LIMITED

(Khushboo Sharma)

Company Secretary

(Membership No. ACS 34984)

Date: 09th August, 2017.

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-II, New Delhi-110048

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE 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 DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. .**
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is



proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard- 2, of persons seeking re-appointment as Director under Item No. 2 of the notice is also annexed hereto.
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 Thursday, 21/09/2017 to Thursday 28/09/2017 (both days inclusive).
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 AGM, 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 Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Register and Transfer Agent by writing to MCS Share Transfer Agents Ltd F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or through e-mail at admin@mcsregistrars.com.
12. In terms of Regulation 36 of the Listing Regulations, soft copy of full Annual Report is being sent by electronic mode to that member whose e-mail address is registered with the Company/ Depository Participant(s), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may also note that the Notice of the 34th AGM and the Annual Report 2017 is also 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 or may write to the Company at khushboo.sharma@monnetgroup.com.
13. 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 Listing Regulations, the Company is also providing the facility to its members holding shares in dematerialized or physical form as on cut-off date, being Thursday, 21st September, 2017 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 National Securities Depository Limited (NSDL). In this regard, the Company has agreement with NSDL for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, E-voting is optional. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
14. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
 15. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.
 16. A person who is not a Member as on the cut- off date i.e. Thursday, 21stSeptember, 2017 should treat this Notice for information purposes only but such member has also the right to attend the AGM of the Company.
 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / MCS Share Transfer Agents Ltd.
 18. 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. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (xi) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - (xii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xiii) 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.(xii) as mentioned in (a) above, to cast vote.
- C.** If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- D.** 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).
- E.** Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21st September, 2017 may obtain the User ID and password by either sending an e-mail request to admin@mcsdel.com or calling on Phone No. :011-41406149 or at 011- 41709881
- F.** 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.
- G.** Members may contact Ms. Khushboo Sharma, Company Secretary, for any grievances connected with electronic means at the e-mail id isc_mind@monnetgroup.com or Phone: 011-29218542-46 or Fax: 011- 29218541
- H.** Any person who is not a member on the cut-off date should treat the notice for information purposes only.
19. Remote e-voting period commences from Monday, 25th September, 2017 at 9:00 A.M. and ends on, Wednesday, 27th September, 2017 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 Thursday, 21st September, 2017 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.
20. The Company shall also arrange for the physical voting by use of polling paper at the AGM for the members who have not cast their vote through remote e-voting.
21. 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, 2017.

22. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner at M/s Sanjay Grover & Associates (CP No. 3850), failing him Mr. Neeraj Arora, Partner at M/s Sanjay Grover & Associates (CP No. 16186) and failing him, Mr. Lokesh Dhyani Partner at M/s Sanjay Grover & Associates (CP No. 16185), 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.
23. The scrutinizer shall, immediately after the conclusion of the voting through polling paper at the AGM, first count the votes cast at the meeting vide polling 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.
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 where the securities of the Company are listed.
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 polling paper is attached with the notice.

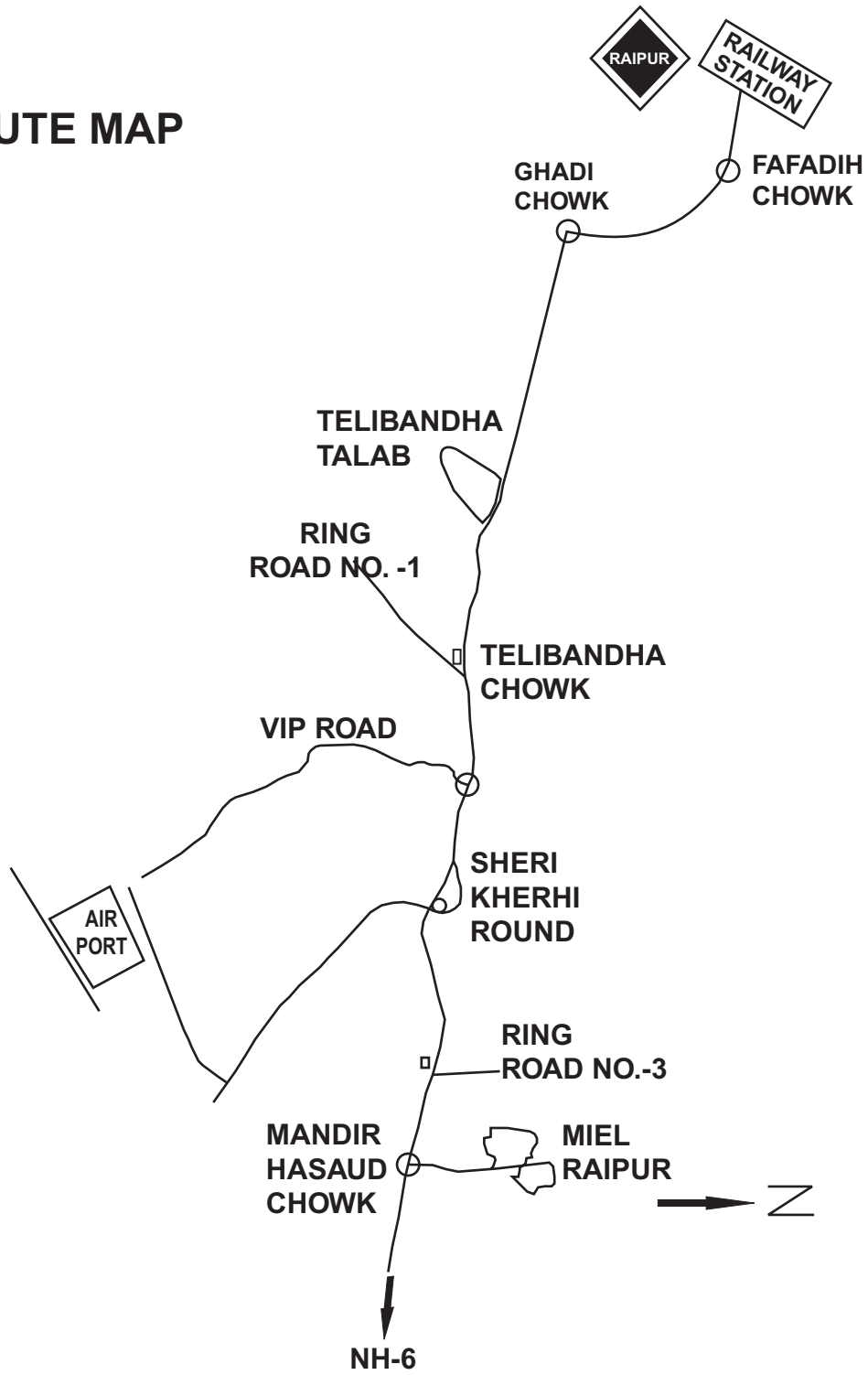
Annexure to the Notice

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN
34th ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

| | |
|--|---|
| Name of Director | J.P. Lath |
| Date of Birth | 16/09/1941 |
| Date of first appointment on Board | 31/07/1998 |
| Brief Profile | Mr. J.P. Lath is a graduate with 40 years of experience in pivotal senior managerial roll in the running of a large manufacturing unit. Land acquisition, statutory regulatory compliance and liaison with Government Agencies for licenses, permissions, NOC etc. |
| Qualifications | Graduate |
| Experience/ Expertise in specific functional area | Mr. J.P. Lath is having over 40 years of experience in pivotal senior managerial roll in the running of a large manufacturing unit. Land acquisition, statutory regulatory compliance and liaison with Government Agencies for licenses, permissions, NOC etc. |
| Terms and conditions of appointment/ re-appointment | As per the terms and conditions agreed by the Board of Directors of the Company. |
| Details of remuneration sought to be paid | As per the letter of appointment |
| Remuneration last drawn by such person, if applicable | Details as in MGT-9 of Director's Report. |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | NIL |
| Number of Meetings of the Board attended during the year | 6/6 |
| Directorship held in other companies | 1. Monnet Ispat & Energy Limited 2. Monnet Project Developers Limited 3. Monnet Power Company Limited. 4. Monnet Cement Limited 5. Monnet Daniels Coal Washeries Limited. |
| Membership/ Chairmanship of committees of other companies | Monnet Ispat & Energy Limited- Chairman of Stakeholder Relationship Committee, Executive Committee, Finance Committee. Member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee. Monnet Project Developers Limited- Member of Audit Committee, Stakeholder Relationship Committee and Executive Committee. Monnet Power Company Limited- Chairman of Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Executive Committee, Finance Committee and Allotment Committee. Monnet Daniels Coal Washeries Limited- Chairman of Audit Committee and Nomination and Remuneration Committee. |
| Shareholding in the Company | Holding 30 equity shares. |

ROUTE MAP



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

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 34th Annual General Meeting of the Company being held on 28th September, 2017 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]

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) ofshares of the above named Company, hereby appoint

- Name:.....Address:.....
E-mail Id:.....Signature:.....or failing him.
- Name:.....Address:.....
E-mail Id:.....Signature:.....or failing him.
- 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 34th Annual General Meeting of the Company scheduled to be held on 28th Sep., 2017 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, 2017 of the Company, Report of Directors and Auditors thereon.. | | |
| 2. | To appoint a director in place of Shri J.P. Lath (DIN: 00380076), who retires by rotation and being eligible, offers himself for reappointment. | | |
| 3. | To appoint 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. | | |

*Applicable for investors holding shares in electronic form.

Signed thisday of2017 Signature of Member.....Signature of Proxy holder(s).....

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Plot No-216, Sector-C, Urla Industrial Complex, Raipur-493221,Chhattisgarh not later than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the company.
- 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.
- **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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 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.
- 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/-**