



MONNET ISPAT & ENERGY LIMITED

Registered Office: Monnet Marg, Mandir Hasaud, Raipur-492101 (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_miel@monnetgroup.com; Website : monnetgroup.com
CIN No. L02710CT1990PLC009826

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of **MONNET ISPAT AND ENERGY LIMITED** will be held at the Registered Office of the Company at Monnet Marg, Mandir Hasaud, Raipur-492101 in the State of Chhattisgarh on Saturday, the 27th day of September, 2014 at 2.30 p.m. to transact the following businesses:—

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements for the financial year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri J.P. Lath (DIN No. 00380076 who retires by rotation and being eligible offers himself for reappointment.
3. To declare the dividend on equity shares for the financial year ended 31st March, 2014.
4. To appoint Auditors and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: —

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Board of Directors, Messrs. O.P. Bagla & Co., Chartered Accountants (Registration No. 000018N), be and are hereby appointed as the Auditors of the Company, to hold such office from the conclusion of ensuing Annual General Meeting until the conclusion of the 27th Annual General Meeting, (subject to ratification of the appointment by the members at every AGM held after this AGM) to conduct the audit at a remuneration that may be fixed by the Board of Directors who are duly authorized

to finalize the same plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

SPECIAL BUSINESS

5. To appoint Shri Amulya Charan (holding DIN 00007370), as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Amulya Charan (holding DIN 00007370), Director of the Company who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the date of 27th Annual General Meeting, whose office shall not be liable to retire by rotation.”

6. To appoint Shri Amit Dixit (holding DIN 01798942), as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Amit Dixit (holding DIN 01798942), Director of the Company who was

appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the date of 27th Annual General Meeting, whose office shall not be liable to retire by rotation."

7. To appoint Shri Vikram Deswal (holding DIN 05277967), as an Independent Director and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Vikram Deswal (holding DIN 05277967), Director of the Company who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the date of 27th Annual General Meeting, whose office shall not be liable to retire by rotation."

8. To alter the terms of appointment of Shri C.P. Baid (holding DIN 00466414) Dy. Managing Director and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT subject to the provisions of Section 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and in partial modification of resolution passed by the shareholders at the 20th Annual General Meeting held on 30th December, 2010, consent of the shareholders be and is hereby accorded that Shri C.P. Baid who was appointed as Dy. Managing Director for a term of five years w.e.f. 8th November, 2010, shall henceforth be liable to retire by rotation pursuant to and in compliance of the provisions of Section 152 (6) of the said Act.

RESOLVED FURTHER THAT save as provided above, other terms and conditions of appointment of Shri C.P. Baid as Dy. Managing Director will remain unchanged and will continue to be governed

by resolution passed by the shareholders of the Company at the 20th Annual General Meeting held on 30th December, 2010.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To approve the related party transactions 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 Section 188 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including statutory modification(s) or re-enactment thereof for the time being in force), the Equity Listing Agreement (as amended from time to time by the Securities and Exchange Board of India and the stock exchanges), and the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into contracts or arrangements with Rameshwaram Steel & Power Private Limited ("the related party"), during the financial year 2014-15 and thereafter, up to the aggregate amount, as mentioned in explanatory statement and on such terms and conditions as the Board may think proper and beneficial for the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

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."

10. To alter the Article of Association of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (the "Act") (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) and rules made thereunder, the following Article of the existing Articles of Association of the Company be and is hereby altered in the following manner:

By inserting Article 123A after the existing Article 123 as under:

"123A The Managing Director of the Company can be appointed or re-appointed as Chairman of the Company at the same time."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any questions that may arise in this regard."

11. To ratify the remuneration to be paid to the Cost Auditors and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration of ₹ 3,00,000/- plus service tax as applicable and reimbursement of actual travel and out of pocket expenses as approved by the Board of Directors of the Company, to be paid to M/s.

N.K. Jain & Associates, Cost Accountants (Registration No. 101952), for the conduct of the audit of the cost accounting records of the Company in respect of company's steel division and power division, as may be prescribed by the Central Government, for the financial year ending 31st March, 2015, be and is hereby ratified and confirmed."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution."

By order of **the Board of Directors**
MONNET ISPAT & ENERGY LIMITED

Sd/-

Date : 11th August, 2014.
Place : New Delhi

M.P. Kharbanda
Company Secretary
Membership Number: F-2365

Registered Office:

Monnet Marg, Mandir Hasaud
Raipur-492101
Chhattisgarh

Explanatory Statement in respect of The Special Business Pursuant to Section 102 of The Companies Act, 2013

Item No. 5 to 7

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

It is proposed to appoint Shri Amulya Charan, Shri Amit Dixit and Shri Vikram Deswal as Independent directors under Section 149 of the Companies Act, 2013 and Clause 49 of the listing Agreement to hold office for 3 (Three) consecutive years. They are not liable to retire by rotation.

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

Shri Amulya Charan, Shri Amit Dixit and Shri Vikram Deswal are not disqualified from being appointed as director in terms of Section 164 of the Act and have given their consent to act as Director. The Company has also received declaration from Shri Amulya Charan, Shri Amit Dixit and Shri Vikram Deswal that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

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

The resolutions seeks the approval of members for the appointment of Shri Amulya Charan, Shri Amit Dixit and Shri Vikram Deswal as Independent Directors of the Company up to 27th Annual General Meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Shri Amulya Charan, Shri Amit Dixit and Shri Vikram Deswal are interested in the resolutions set out at Item Nos. 5 to 7 of the Notice, which pertain to their respective appointment.

The relatives of Shri Amulya Charan, Shri Amit Dixit and Shri Vikram Deswal may be deemed to be interested in the resolution set out at Item Nos. 5 to 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board recommends the ordinary resolutions set forth at item nos. 5 to 7 of the Notice for the approval of the members

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

Item No. 8

Pursuant to Section 152 of the Companies Act, 2013, not less than two-thirds of the total number of Directors (excluding independent directors) shall be persons whose period of office is liable to determination by retirement by rotation and save as otherwise provided in this Act, shall be appointed by the company in general meeting. Further, Explanation to Section 152(6) provides that for the purpose of Sub-section (6) of Section 152 "total number of director" shall not include Independent Directors.

At present, there are total 3 directors (excluding Independent Directors) who are holding the office for the calculation under Section 152(6) of the Act out of which two directors are non-rotational directors on the Board, i.e. Shri Sandeep Jajodia, Chairman and Managing Director, who was appointed for a period of five years w.e.f. 1st April, 2010 and Shri C.P. Baid, who was appointed for a period of five years w.e.f. 8th November, 2010. Shri J.P. Lath is the only director who is a director liable to retire by rotation as per the provisions of Section 152 which is not in consonance with the provisions of Section 152.

Therefore, it is proposed that the terms of appointment of Shri C.P. Baid may be altered to the effect that he shall be liable to retire by rotation.

Except Shri C.P. Baid, being an appointee, none of the Directors and Key Managerial Personnel of the Company and

any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board commends the Resolution set out at Item No. 8 of the Notice for your approval.

Item No. 9

As per provision of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers)

Rules 2014 (as amended up to date), a company needs to obtain prior approval of the Board of Directors and in case the transaction(s) with related party exceeds the threshold limits as provided under such Rule shall also be approved by non-interested members by way of special resolution.

In the light of the same, the Board of Directors of your Company has approved the proposed transactions along with limits that your Company may enter into with its Related Parties (as defined under the Act or Rules made thereunder, if any.

Information(s) pursuant to Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

| Sl. No. | Name of the Related Party | Names of Director or KMP who is related | Nature of Relationship | Nature of Transaction and brief particulars | Value of Transaction Annual (approx) | Duration | Other Information |
|---------|---|---|------------------------|---|--------------------------------------|-----------|--|
| 1 | M/s Rameshwaram Steel & Power Private Limited | NIL | Associate Company | Conversion charges, Sale/Purchase of raw material /finished goods | ₹ 200/- crore | 36 months | On Arms' Length basis / most competitive rates |

Except Shri Sandeep Jajodia, Chairman & Managing Director, no Directors and Key Managerial Personnel of the Company and any of their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 9. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

The Board commends the Resolution set out at Item No. 9 of the Notice for your approval.

Item No. 10

The first proviso to Section 203 (1) of the Companies Act, 2013, inter-alia provides that "an individual shall not be appointed or reappointed as the Chairperson of the Company, in pursuance of the articles of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time after the date of commencement of this Act unless the Articles of such a Company provide otherwise.

Shri Sandeep Jajodia has been appointed as Chairman and Managing Director of the Company since May 14, 2012 and holds the office till 31st March, 2015.

Hence, an enabling provision is sought to be inserted in the Articles of Association of the Company to enable the Company to appoint the same individual as Chairperson and Managing Director of the Company at the same time.

Articles of Association of the Company will be available for inspection by the members at the Registered Office of the Company between 11.00 A. M. to 2.00 P. M. on all working days from the date hereof up to the date of meeting.

None of the Directors/ Key Managerial Personnel of the Company / any of their relatives is, in any way, concerned or interest, financially or otherwise, in the Special Resolution set out at Item No. 10 of the Notice.

The Board commends the Special Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

Item No. 11

Section 148 of the Act, inter-alia, provides that the Central Government may direct audit of cost records of class of Companies. In pursuance of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified subsequently by the shareholders.

On recommendation of the Audit Committee at its meeting held on 11th June, 2014, the Board has considered and approved appointment of M/s. N.K. Jain & Associates, Cost Accountants, for the conduct of the audit of the cost accounting records of the Company, in case the same is prescribed, at a remuneration of ₹ 3,00,000/- plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the financial year ending 31st March, 2015.

None of the Directors and Key Managerial Personnel of the Company and any of their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 11.

The Board commends the ordinary resolution set out at Item No. 11 of the notice for your approval and ratification in terms of Section 148 of the Companies Act, 2013.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The instrument(s) appointing the proxy, if any, shall be deposited at the Regd. Office of the Company, at Monnet Marg, Mandir Hasaud, Raipur-492101, Chhattisgarh not less than forty eight (48) hours before the commencement of the Meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 23rd September, 2014 to Saturday, 27th September, 2014 (both days inclusive).
5. The relative Explanatory Statement pursuant to Section 102 of the Act in respect of the Special Business under Item 5 to 11 set out above and the details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Director proposed to be appointed and re-appointed at the Annual General Meeting, is contained in the respective explanatory statement.
6. Corporate members are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote at the meeting.
7. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
8. Pursuant to Section 72 of the Companies Act, 2013 shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat/electronic form, the nomination form may be filed with the respective Depository Participant. Form SH-13 can be obtained from the Company by sending a request.
9. For proper conduct of the Annual General Meeting, Members/Proxies should fill the attendance slip for attending the Meeting. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Member who hold share(s) in electronic form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number in attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
10. The Members desirous of any information on the Accounts 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.
11. Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (D.P) ID number on all correspondence with the Company.
12. Pursuant to Section 171 of the Act, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the members at the AGM.
13. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection at the AGM.
14. All the documents required to be kept open for inspection, whether required by the Act or Rules made thereunder, if any, will be available for inspection at AGM.
15. **Dividend Announcement:** The Board of Directors of the Company has recommended a dividend of 10% (₹ 1 per share) on the Equity Share of the face value of ₹ 10 each for the year ended 31st March, 2014, subject to approval by the Shareholders of the Company at the forthcoming Annual General Meeting.
Dividend Eligibility : The dividend on Equity Shares of the Company as recommended by the Board of Directors of the Company, upon declaration by the Shareholders at the forthcoming Annual General Meeting, will be paid as under:
 - a. To all those beneficial owners in respect of the shares held in electronic form as per the data as may be made available by the National Securities Depository Limited and Central Depository Services (India) Limited as of the close of business hours on Monday, 22nd September 2014; and
 - b. To all those shareholders as at the close of business hours on Monday, 22nd September 2014 in respect of the shares held in physical form (after giving effect to the valid transfers in respect of the shares lodged with the Company on or before the close of business hours on Monday, 22nd September 2014).
16. Dividend in respect of shares held in dematerialized form shall be credited to the beneficial owner's bank account directly through National Electronic Clearing Services (NECS), wherever NECS facility is available subject to availability of bank account details and 9 digits code number. In case the said details have not been provided to the concerned Depository Participant or there is any change, the same may please be intimated to the concerned Depository Participant immediately.

Shareholders holding shares in physical form and desirous of availing ECS facility, should provide the bank details and 9 digits code number in ECS Mandate Performa. Shareholders who have already given their Bank details to avail the ECS facility should furnish the same only if there is any change. The ECS Mandate Performa can be obtained from the Company's Share Transfer Agent, M/s. MCS Limited, Venkatesh Bhawan, F-65, Okhla Industrial Area, Phase-I, New Delhi – 110020.

17. In terms of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007-08, as on the date of the 23rd Annual General Meeting (AGM) held on 30th September, 2013, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.monnetgroup.com.
18. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the listing agreement, Companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. Members who have not registered their e-mail address with the Company may register their email IDs by sending a request to the Registrars MCS Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form, upon request.
19. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.monnetgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office at Raipur and at Corporate Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor services email id: isc_miel@monnetgroup.com.
20. Pursuant to Clause 35B and in terms of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its members holding shares in

dematerialized or physical form as on cut-off date, being Friday, 22nd August, 2014 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the User ID and Password are being sent to all the Members along with the notice.

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

- (a) In case of Members receiving e-mail from NSDL:
 - (i) Open e-mail and open PDF file viz; MIEL e-Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on "Shareholder" – "Login"
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-Voting opens. Click on e-Voting : Active Voting Cycles.
 - (vii) Select EVEN of Monnet Ispat & Energy 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_miel@monnetgroup.com with a copy marked to evoting@nsdl.co.in.

- (b) In case of shareholders other than in (a) above
- (i) Initial password is mentioned in the letter from Registrar MCS Ltd. attached with the Notice as below: —

| Even (E Voting Event Number) | User ID | Password/ PIN |
|------------------------------------|---------|------------------|
| | | |

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (a) above, to cast vote.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- (e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
21. The e-voting period commences on Sunday, September 21, 2014 at 9:00 A.M. and ends on Tuesday, September 23, 2014 at 6:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date (record date), being 22nd August, 2014, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.
22. The Board of Directors has appointed Shri Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries (Membership Number. FCS No. 4223, CP No. 3850) having address at B-88, 1st Floor, Defence Colony, New Delhi- 110024, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
23. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
24. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
25. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
26. Electronic copy of the Notice of the 24th 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 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.



MONNET ISPAT & ENERGY LIMITED

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

Regd. Office: Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh)

Phone : +91 11 29218542-46; Fax : +91 11 29218541 Email: isc_miel@monnetgroup.com; Website : monnetgroup.com

CIN No. L02710CT1990PLC009826

| | |
|------------|--|
| DPID* | |
| Client ID* | |

ATTENDANCE SLIP

| | |
|--------------------|--|
| No. of Shares held | |
| Ledger Folio No. | |

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

I hereby record my presence at the 24th ANNUAL GENERAL MEETING of MONNET ISPAT & ENERGY LIMITED held on Saturday, the 27th day of September, 2014 at 2.30 P.M. at its Regd. Office at Monnet Marg, Mandir Hasaud, Raipur-492101.

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

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

*Applicable for Investors holding shares in electronic form.

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

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



MONNET ISPAT & ENERGY LIMITED

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

Regd. Office: Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh)

Phone : +91 11 29218542-46; Fax : +91 11 29218541 Email: isc_miel@monnetgroup.com; Website : monnetgroup.com

CIN No. L02710CT1990PLC009826

PROXY FORM

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

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

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

- 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 and to vote (on a poll) for me/us and on or my/our behalf at the 24th Annual General Meeting of the Company to be held on 27th September, 2014 at 02.30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No. Resolutions

Ordinary Business

- To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2014 together with Directors' and Auditors' Reports thereon.
- To appoint a director in place of Shri J.P. Lath (DIN: 00380076), who retires by rotation at this Annual General Meeting and is eligible for re-appointment.
- To declare the Dividend @ 10% on equity shares for the Financial Year 2013-14.
- To appoint Messrs O.P. Bagla & Co. (Regn. No. 000018N) as auditors of the Company and fix their remuneration.

Special Business

- To appoint Shri Amulya Charan (DIN:00007370) as an Independent Director for a period of three years.
- To appoint Shri Amit Dixit (DIN:01798942) as an Independent Director for a period of three years.
- To appoint Shri Vikram Deswal (DIN:05277967) as an Independent Director for a period of three years.
- To alter terms of appointment of Shri C.P. Baid (00466414) as a Director liable to retire by rotation.
- To approve the related party's transaction pursuant to Section 188.
- To alter Articles of Association of the Company for appointment of Managing Director as Chairman of the Board as required under Section 203 (1)..
- To ratify Remuneration of Cost Auditors of the Company for the Financial Year 2014-15.

Signed thisday of2014

Signature of Member(s).....

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

NOTE:

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

