



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 : www.monnetgroup.com
CIN : L02710CT1990PLC009826

EGM NOTICE

NOTICE is hereby given that the 1st Extra Ordinary General Meeting of 2015 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 Monday, the 21st day of December, 2015 at 2.30 p.m. to transact the following businesses:-

SPECIAL BUSINESS

1. Increase in the Authorised Share Capital of the Company:-

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

“RESOLVED THAT pursuant to section 61(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules thereunder, the authorised share capital of the Company be and is hereby increased from existing INR 2,570,000,000 (Indian Rupees Two Fifty Seven Crores Only) divided into:

- a) 82,000,000 equity shares of INR 10/- (Indian Rupees Ten) each and
- b) 17,500,000 preference shares of INR 100/- (Indian Rupees Hundred) each,

to INR 3,860,000,000/- (Indian Rupees Three eighty six Crores Only), divided into 211,000,000 (Twenty One Crore Ten Lacs) equity shares of INR 10/- (Indian Rupees Ten) each and 17,500,000 preference shares (One Crore Seventy Five Lacs) of INR 100/- (Indian Rupees One hundred) each.”

2. Alteration of the Capital Clause in the Memorandum of Association of the Company:-

To consider and if thought fit, to pass with or without

modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 61(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules there under, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting the said Clause V in its entirety with the following:

- V. The Authorized Share Capital of the Company is INR 3,860,000,000/- (Indian Rupees Three hundred eighty six Crore Only), divided into 211,000,000 (Twenty One Crore Ten Lacs) equity shares of INR 10/- (Indian Rupees Ten) each and 17,500,000 (One Crore Seventy Five Lacs) Preference Shares of INR 100/- (Indian Rupees One Hundred) each.”

3. Conversion of Loan into Equity Shares of the Company pursuant to SDR Scheme:-

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

“RESOLVED THAT pursuant to the provisions of Sections 42,62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment there of for the time being in force) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges, where the shares of the Company are listed, provisions of the Master Circular - Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances bearing reference no. DBR.No.BP.BC.2/21.04.048/2015-16 dated July 1,

2015 (“**RBI Circular**”) as issued by the Reserve Bank of India (“**RBI**”) (including any amendments there to), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“**SEBI**”), the RBI, etc., and subject to the approvals, permissions, sanctions and consents as may be necessary from such regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, Joint Lenders Forum (“**JLF**”), etc.) and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents and all such other approvals (including approvals of the existing lenders of the Company), which may be agreed to by the Board of Directors of the Company (here in after referred to as the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and pursuant to the invocation of the provisions of strategic debt restructuring by the JLF (as approved in the meeting of the JLF held on August 22, 2015) in terms of the RBI Circular, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches such number of equity shares of face value of INR 10/- (Indian Rupees Ten) each, fully paid up, at a price of INR 34.20 per equity share, as determined in accordance with the RBI Circular and as more particularly set out in the explanatory statement attached hereto, to its lenders on preferential basis, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit, as may be mutually agreed between the Company and the JLF, so that the outstanding amounts to the extent of INR 3,677,972,515/- (Indian Rupees Three Sixty Seven Crores Seventy Nine Lacs Seventy Two Thousand Five Hundred Fifteen) payable to such lenders by the Company is converted into equity shares of the Company resulting in the lenders holding to be 51% of the total share capital of the Company.

RESOLVED FURTHER THAT the equity shares to be so allotted and issued to the lenders pursuant to the exercise of the right of conversion shall rank *pari passu* in all respects with the then existing equity shares in the Company and be listed on the stock exchange(s) where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution(s), the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the equity shares to be issued and allotted to the lenders upon conversion of their outstanding due amounts (or part thereof) and to modify, accept and give effect to any modifications in the terms

and conditions of the issue(s) as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, JLF, etc.) and such other approvals (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, offer and allotment of the equity shares and to execute all such deeds, documents, writings, agreements, applications, including but not limited to share subscription agreements, in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.

4. Conversion of loan into Equity Shares brought into the Company in terms of decision of the lenders as a part of Corrective Action Plan

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

“RESOLVED THAT pursuant to Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreement entered into by the Company with Stock Exchanges where the Company's shares are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 (“**ICDR Regulations**”), SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and other applicable regulations of Securities and Exchange Board of India (“**SEBI**”), if any (for the time being in force) as may be applicable to the preferential issue of equity shares, the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India (“**RBI**”) and other competent authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from the Central Government, RBI, SEBI and/or from any other appropriate authority, consent of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as “**the Board**”) which term shall be deemed to include any committee which the Board has constituted or may

constitute to exercise its powers, including the powers conferred by this resolution to offer, issue, and allot in one or more tranches up to 1,87,50,000 equity shares (One Crore Eighty Seven Lacs Fifty Thousand only) of Rs. 10/- each at a premium of Rs. 30/- to Umra Securities Limited, Promoter and 1,87,50,000 equity shares (One Crore eighty seven Lacs Fifty thousand only) of Rs. 10/- each at a premium of Rs. 30/- to Oswal Green tech Limited, Non Promoter on preferential basis, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter VII of the ICDR Regulations or any other provision of law as may be prevailing as on date."

"RESOLVED FURTHER THAT the equity shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed allottees shall be under lock-in for such period as may be prescribed by the SEBI ICDR Regulations;
- The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- Allotment shall only be made in dematerialized form.
- The 'Relevant Date' for the purpose of determining the minimum price of the equity shares proposed to be allotted to the above mentioned allottees is 20th November, 2015 i.e. being the date which is 30 days prior to the date of this meeting;
- The allotment of equity shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval; and

- the equity shares proposed to be issued shall rank pari-passu with the existing equity shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the 'Record Date' falls subsequent to the allotment of equity shares."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the equity shares to be issued and allotted to the above mentioned allottees upon conversion of their outstanding loan amounts and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company."

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

Date : 06th November, 2015.
Place : New Delhi

Sd/-
Hardeep Singh
Company Secretary
Membership Number: FCS-4967

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

Registered Office:
Monnet Marg, Mandir Hasaud
Raipur-492101 Chhattisgarh

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON POLL, TO 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 RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.**

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.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item 1 to 4 set out above is annexed hereto.
3. 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. December 14, 2015.
4. Corporate members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act 2013 to attend the Meeting are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. 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.
6. Pursuant to Section 72 of the Companies Act, 2013 shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat /electronic form, the nomination form may be filed with the respective Depository Participant. Form SH-13 can be obtained from the Company by sending a request.
7. For proper conduct of the Extra Ordinary General Meeting, Members/Proxies should fill the attendance slip for attending the Meeting. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Member who hold share(s) in electronic form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number in attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.
9. 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 Extra Ordinary General Meeting of the Company.

10. Members may also note that the Notice of the Extra Ordinary General Meeting 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.
11. Members are requested to register/update their e-mail addresses for receiving all communications including Notices, Circulars, etc. from the Company electronically.
12. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
13. 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 Monday, 14th December, 2015 to exercise their right to vote on the businesses specified in the accompanying notice by remote e-voting process through remote e-voting services provided by NSDL.

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; 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) Homepage of e-Voting opens. Click on e-Voting : Active Voting Cycles.
 - (vii) Select EVEN (E Voting Even Number) 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 share holders other than in (a) above

- (i) Initial password is mentioned in the letter from Registrar MCS Share Transfer Agents Ltd. attached with the Notice as below: —

EVEN (E Voting Event Number)	User ID	Password/ PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (a) above, to cast vote.

(c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of www.evoting.nsdl.com.

(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).

14. Remote e-voting period commences on Friday, December 18, 2015 at 9:00 a.m. and ends on, Sunday, December 20, 2015 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 14th December, 2015, 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 by way of remote e-voting prior to meeting may also attend the Extra Ordinary General Meeting but shall not be entitled to cast their vote again.

15. The Board of Directors has appointed Shri Sanjay Grover, proprietor 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 remote e-voting process in a fair and transparent manner.

16. The scrutinizer shall, immediately after the conclusion of the voting through Ballot paper at the General Meeting, first count the votes cast at the meeting vide ballot paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two working days from conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, to Chairman or Director authorized by the Board of the Company.

17. The results of voting will be declared within two working days from the conclusion of the Extra Ordinary General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.monnetgroup.com and on www.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.

18. Electronic copy of the Notice of the Extra Ordinary 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 1st Extra Ordinary General Meeting of 2015 of the Company inter alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE DATED 6TH NOVEMBER, 2015

In terms of Section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 6th November, 2015.

Item No. 1 to 3

Conversion of Loan into Equity Shares of the company

Monnet Ispat & Energy Limited (the "Company") has availed

financial assistance from banks/ financial institutions (the "Lenders") for the purposes set forth in the respective financing documents entered into amongst, inter alia, the Company and the Lenders. Owing to adverse market conditions prevailing in

the steel industry and consequent impact on operations, the Company has not been able to perform satisfactorily, leading to significant decline in the operating profits and liquidity in the Company and consequently, the Company has not been able to service its maturing liabilities. The Lenders had accordingly formed a Joint Lenders' Forum ("JLF") and formulated a corrective action plan ("CAP") for the Company in terms of the Master Circular - Prudential norms on Income Recognition, Asset Classification and Provisioning pertaining to Advances bearing reference no. DBOD.BPBC.No.97/21.04.132/2013-14 dated 26th February 2014 ("RBI Circular") as issued by the Reserve Bank of India ("RBI") in order to resolve the stress in the account of the Company. However, the Company did not perform satisfactorily under the CAP as milestones of performance set under CAP could not be met with by the Company and performances further deteriorated due to continuous fall in demand and pricing of steel and therefore, the JLF has finally decided to invoke the provisions of strategic debt restructuring in terms of the RBI Circular. In terms of the RBI Circular reference no. DBR.BPBC.No.101/21.04.132/2014-15 dated June 08, 2015, the Lenders, upon invoking the provisions of strategic debt restructuring (SDR) in terms of the RBI Circular, have a right to convert whole or part of their outstanding due amounts into equity share capital of the Company so as to collectively hold 51% or more of the equity share capital of the Company. Consequent to this lenders have the right to divest their holdings in the equity of the Company in form of a new promoter.

In terms of the RBI Circular, the price of the equity shares to be allotted to the Lenders pursuant to the invocation of strategic debt restructuring is required to be calculated on the basis of a 'Fair Value' which shall not exceed the lowest of the following, subject to the floor of 'Face Value' (in terms of the restriction under section 53 of the Companies Act, 2013):

- (a) Market value: Average of the closing prices of the equity shares on a recognized stock exchange during the ten trading days preceding the 'reference date' indicated below;
- (b) Break-up value: Book value per share to be calculated from the Company's latest audited balance sheet (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring; the balance sheet should not be more than a year old. In case the latest balance sheet is not available this break-up value shall be Re. 1.

The above Fair Value will be decided at a 'reference date' which is the date of JLF's decision to undertake strategic debt restructuring, which in the present case is August 22, 2015. On the basis of the above mentioned formulation, the price per equity share computes to be INR 34.20.

In terms of SEBI Circular, bearing no. SEBI-NRO/OIAE/GN/2015-16/00 dated 5th May 2015, the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 are not applicable to any allotments to be made to banks and financial institutions pursuant to a Strategic Debt Restructuring Scheme, subject to the fulfillment of following conditions:

- a) The conversion price shall be determined in accordance with the guidelines specified by the Reserve Bank of India for strategic debt restructuring

scheme, which shall not be less than the face value of the equity shares;

- b) The conversion price shall be certified by two independent qualified valuers, and for this purpose 'valuer' shall have the same meaning as assigned to it under clause (r) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Sweat Equity) Regulations, 2002;
- c) Equity shares so allotted shall be locked-in for a period of one year from the date of trading approval.

Further, In terms of Section 62(1)(c) of the Companies Act, 2013, a company may issue shares to a person other than the persons set forth in Section 62(1)(a) and Section 62(1)(b) if it is so authorized by a special resolution. Accordingly, in order to enable the Company to issue and allot equity shares to the Lenders pursuant to the invocation of strategic debt restructuring by the Lenders and conversion of their outstanding due amounts (or part thereof) into equity share capital of the Company, Item no. 3 is required to be authorized by the Company by way of a special resolution.

Increase in the Authorised Share Capital

In light of the above referred proposed allotment of equity shares to the Lenders, it is proposed to increase the authorised share capital of the Company from the existing INR 2,570,000,000 (Indian Rupees Two Fifty Seven Crores Only) divided into 82,000,000 equity shares of INR 10/- (Indian Rupees Ten) each and 17,500,000 preference shares of INR 100/- (Indian Rupees Hundred) each, to INR 386,00,00,000.- (Indian Rupees Three eighty six Crores Only), divided into 21,10,00,000 equity shares of INR 10 /- (Indian Rupees Ten) each and 17,500,000 preference shares of INR 100/- (Indian Rupees One hundred) each as indicated in the Resolution at Item No. 1 of the Notice. Consequently, it is also proposed to make appropriate alterations in the Memorandum of Association of the Company to reflect the changes in the authorised share capital of the Company, as indicated in the Resolution at Item No. 2 of the Notice.

The Board recommends the Resolutions at Item No. 1, 2 and 3 for approval by the Members. None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in the aforesaid resolutions.

Item No. 4

The Company's account had been reported under SMA -2 category by some lenders in December, 2014. As per extant RBI guidelines on "Framework for Revitalizing Distressed Assets in Economy – Guidelines on Joint Lender's Forum (JLF) and Corrective Action Plan" a Joint Lender's Meeting was conducted on December 5, 2014, wherein lenders agreed to formation of JLF and approval of Corrective Action Plan (CAP) under 'Rectification' as per extant regulatory guidelines.

The CAP, inter alia, envisaged induction of Rs.150 crores as promoters contribution, which was infused in the form of unsecured loans. JLF, however, subsequently, desired these unsecured loans to be converted into equity shares.

The promoters arranged Rs. 150 crores and induced the same as unsecured loan in the Company. Out of the said funds Rs.

75 Crore was arranged from Umra Securities Ltd. an Investment Company controlled by promoters and Rs 75 Crore from Oswal Greentech Ltd. through friends and associates which incidentally do not fall under the category of promoter.

Based on the above discussions, the Board resolved to issue, offer and allot upto 37, 500,000 equity shares of Rs. 10/- each (at a premium of Rs. 30/-) to the below mentioned persons on preferential basis, by conversion of their unsecured loans into equity shares. The special resolution as mentioned under Item no. 4 proposes to authorize the Board to issue and allot these shares on preferential basis, in such manner and on such terms and conditions as prescribed under ICDR Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

The following are the details of the unsecured loan sought to be converted into equity shares pursuant to this resolution:

Sr. No.	Name of Proposed Allottees	Amount Outstanding as on 6th November, 2015 (in Rupees)	Number of equity shares to be allotted	Balance of loan outstanding after conversion (in Rupees)
1	Umra Securities Limited	7,50,000,000	18,750,000	NIL
2	Oswal Greentech Limited	7,50,000,000	18,750,000	NIL

The information pertaining to the proposed preferential allotment in terms of the Chapter VII of the ICDR Regulations, is as stated below:

(I) Object of the Issue through preferential Allotment:

The cash flow requirements of the Company in accordance with business plans approved by lenders under CAP.

As the Company was put under CAP by JLF, the CAP of the lenders included refinancing of existing term liability and sanction of additional assistance by lenders to meet long term working capital margin and necessary capex requirement. of Company Aas part of that stipulation, the lenders also directed the promoters to bring in additional contribution of Rs.150 Crore for meeting the cash flow requirement of Company and strengthening the Capital structure. Subsequently JLF directed the Company to convert the said loan into equity.

(II) Pricing of the Issue and Relevant Date:

The issue of equity shares on preferential basis to the promoters/non promoters of the company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of chapter VII of the ICDR Regulations. The ICDR Regulations, in terms of Regulation 76, inter alia, provide that the price of the equity shares to be issued in terms of a preferential allotment shall not be less than higher of the following:

- (a) The average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the stock exchange during the twenty six weeks preceding the relevant date;

OR

- (b) The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on the stock exchange during the two weeks preceding the relevant date.

Assuming November 06, 2015 as relevant date, the issue date, the issue price computes to Rs. 35.65 per share. The Board of Directors has decided to issue the Equity shares at Rs. 40 per share. Accordingly, the number of equity shares proposed to be issued is as under:-

Sr. No.	Name of of Allottees	No. of Equity Shares*
1	Umra Securities Limited	18,750,000
2	Oswal Greentech Limited	18,750,000

*The number of Equity shares to be allotted has been calculated on the basis of issue price determined taking the date of this Notice as Relevant Date in terms of pricing formula of Chapter VII of SEBI ICDR Regulations. However, the shareholding pattern and issue price on the basis of actual relevant date i.e. November 20, 2015 may vary and accordingly number of shares to be allotted may increase or decrease subject to the condition that total investment will not exceed Rs. 150 crores in any case.

(III) The proposal of the promoters, or their associates and relatives, directors/key managerial persons of the issuer to subscribe to the offer:

Only the following promoter group entity has conveyed to the Company in writing to subscribe to the equity shares of the Company on preferential basis under the resolution under Item No. 4:

Sr. No.	Name of Proposed Allottee	No. of Equity Shares	Category
1	Umra Securities Limited	18,750,000	Promoter

(IV) Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital that may be held by them:

Name of the Proposed subscriber (Promoter/Non-Promoter).	Pre Preferential Issue		New Allotment	Post Preferential Issue	
	No. of Shares held	% of holding	No. of equity Shares	No. of Shares held	% of holding
Umra Securities Limited	0	0.00%	18,750,000	18,750,000	8.89
Oswal Greentech Limited	0	0.00%	18,750,000	18,750,000	8.89
Grand Total	0	0.00%	37,500,000	37,500,000	17.78

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control;

- 1. The natural persons who are the ultimate beneficial owner of the shares proposed to be allotted to Umra Securities Limited is Mr. Sandeep Jajodia.
- 2. The natural persons who are the ultimate beneficial owner of the shares proposed to be allotted to Oswal Greentech Limited is Mr. Abhey Oswal.

(V) Shareholding pattern before and after preferential

issue of the capital would be as follows:

Name of Shareholders	Pre issue Shareholding Structure		No. of Equity shares to be allotted ^	Post issue Shareholding Structure	
	No of Shares held	% of shares		No of Shares held	% of shares
Promoters' Shareholding					
Indian					
Individuals /HUF	254448	0.39		254448	0.12
Bodies Corporate	25682225	39.02	18750000	44432225	21.07
Directors & their relative	6046168	9.19		6046168	2.87
Sub Total	31982841	48.59		50732841	24.06
Foreign	0				
Total shareholding of Promoter & Promoter Group	31982841	48.59		50732841	24.06
Non Promoters' Shareholding					
Institutional Investors:					
Mutual funds/UTI	24365	0.04		24365	0.01
Financial Institutions / Banks	40580	0.06	107543056	107583636	51.02
Foreign Institutional Investor	14160870	21.51		14160870	6.72
Non-Institutions:					
Bodies Corporate	8100650	12.31	18750000	26850650	12.73
Individual holding nominal share capital up to Rs. 1 Lacs	8274210	12.57		8274210	3.92
Individual holding nominal share capital in excess of Rs 1 Lacs	2313600	3.51		2313600	1.10
Any Other –					
HUF	607059	0.92		607059	0.29
Non Resident Indians	319210	0.49		319210	0.15
Directors & their relatives	2296	0.00		2296	0.00
Total Public Shareholding	33842840	51.41		160135896	75.94
TOTAL (A+B)	65825681	100	145043056	210868737	100

*The number of Equity shares to be allotted on preferential basis pursuant to this resolution (except Banks in non-promoter category) has been calculated on the basis of issue price taking the date of this Notice as Relevant Date in terms of pricing formula of Chapter VII of SEBI ICDR Regulations. However, the post shareholding pattern may vary depending upon the actual issue price and numbers to be allotted.

^ shares to be allotted to the lenders pursuant to the SDR scheme dated August 22, 2015 as per resolution mentioned in item no. 3 of the Notice.

(VI) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations the company shall complete the allotment of equity shares as on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

(VII) Lock-in period of shares:

The Equity shares to be allotted to the promoters/non promoters on preferential basis shall be locked-in for a period as per requirements of SEBI (ICDR) Regulations.

(VIII) Auditors certificate:

The certificate of the statutory auditors to the effect that the present preferential issue is being made in accordance with the requirements contained in the chapter VII of the ICDR Regulations shall be open for inspection at the registered office of the company on all working days except Saturday, Sundays and Public holidays between 11.00 a.m. to 1.00 p.m. till the date of Extra Ordinary General Meeting and shall also be placed at the Extra Ordinary General Meeting.

(IX) Change in control

The present allotment is being made to promoter, Non-promoter and also to the lenders on collective basis. The allotment to the lenders is being made pursuant to the RBI guidelines vide DBR.BP.BC.No.101/21. 04.132/2014-15 dated June 08, 2015 in accordance which the lenders will own more than 51% of the capital in the Company notwithstanding the current holding of the promoter group and the additional allotment of shares consolidated under this resolution. Since the lenders will own more than 51% of the expanded capital, it is intended to change in control as per RBI Circular. However, as per the current guidelines the management control of the Company will remain with the existing management of the Company.

(X) Undertakings:

- The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the ICDR Regulations where it is required to do so.
- The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

The Board of Directors recommends the passing of the above resolution set at item No. 4 as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sandeep Jajodia is concerned or interested in the above said resolution.

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

Date : 06th November, 2015.
Place : New Delhi

Sd/-
Hardeep Singh
Company Secretary
Membership Number: FCS-4967

Corporate Office:

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

Registered Office:

Monnet Marg, Mandir Hasaud
Raipur-492101 Chhattisgarh



MONNET ISPAT & ENERGY LIMITED

Regd. 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 : www.monnetgroup.com
CIN : L02710CT1990PLC009826

ADMISSION SLIP

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

DP Id & Client Id / Regd. Folio No.*		No. of Shares	
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Name(s) and address of the member in full

I / we hereby record my / our presence at the Extra Ordinary General Meeting of the Company being held on 21st day of December, 2015 at 2:30 p.m. at 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 ISPAT & ENERGY LIMITED

Regd. Office: Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh)
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Phone : +91 11 29218542-46; Fax : +91 11 29218541 Email: isc_miel@monnetgroup.com; Website : www.monnetgroup.com
CIN : L02710CT1990PLC009826

Form No. MGT-11

PROXY FORM

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

Name of the Member(s):	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP 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 to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, December 21, 2015 at 2.30 P.M. at Monnet Marg, Mandir Hasaud, Raipur-492101 in the State of Chhattisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Vote (optional, see the note)	
		For	Against
1.	Increase in the Authorised Share Capital of the Company		
2.	Alteration of the Capital Clause in the Memorandum of Association of the Company		
3.	Conversion of Loan into Equity Shares of the Company pursuant to SDR Scheme		
4.	Conversion of unsecured loan of Rs. 150 Crores into equity shares brought into the Company in terms of decision of the lenders as part of Corrective Action Plan		

Signed thisday of2015

Signature of Shareholder(s).....

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, not less than 48 hours before the commencement of the Meeting.
- It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

Please affix ₹ 1 Revenue Stamp



ROUTE MAP

