

MONNET PROJECT DEVELOPERS 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_mpd@monnetgroup.com;

Website: www.monnetgroup.com; **CIN:** L70102CT2002PLC015040

NOTICE

NOTICE is hereby given that the 17th Annual General Meeting ("AGM") of **MONNET PROJECT DEVELOPERS LIMITED (the "Company")** will be held on Wednesday, 25th September, 2019 at 01:30 P.M. at Hotel Shamrock Greens, NH-06, Shedikhedi, Serikhedi, Atal Nagar, Raipur-492101, in the state of Chhattisgarh, to transact the following business:

—

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
 - b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Braham Dutt Bhardwaj (DIN: 01779434), who retires by rotation and being eligible offers himself for re-appointment.
3. To fix the remuneration of Statutory Auditors of the company. In this connection, to consider and, if thought fit, to pass the following resolution:

"RESOLVED THAT the Board of Directors of the Company be and hereby are authorized to decide and finalize the remuneration of statutory auditor, subject to recommendation of audit committee, plus applicable taxes and reimbursement of out of pocket, travelling and living expenses etc incurred in connection with the audit of Financial Statements of the Company till their remaining terms of appointment, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. To appoint Mr. Bishwa Nath Chatterjee (holding DIN 08359823), as an Non Executive Non Independent Director and Chairman on the Board of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Bishwa Nath Chatterjee (DIN: 08359823), who was appointed as an Additional Director in the capacity of Non- Executive Non Independent Director and Chairman by the Board of Directors w.e.f. 30th May, 2019 in terms of Section 161 of the Act and Articles of Association of the company and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received requisite notice in writing under section 160 of the Act proposing his candidature for the office of Director of the company, be and is hereby appointed as Non- Executive Director and Chairman of the company.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution.

5. To appoint Mr. Vinod Shankar (holding DIN 08536400), as an Independent Director on the Board of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Vinod Shankar (DIN: 08536400), who was appointed as an Additional Director in the capacity of Independent

Director by the Board of Directors w.e.f. 13th August, 2019 in terms of Section 161 of the Act and Articles of Association of the company and who holds office upto the date of this Annual General Meeting and in respect of whom the company has received requisite notice in writing under section 160 of the Act proposing his candidature for the office of Director of the company, be and is hereby appointed as Independent Director of the company not liable to retire by rotation, to hold office for 5 (five) consecutive years w.e.f 25th September, 2019.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution.

6. Consent of Members for setting the limits applicable for making investments/ extending loans and giving guarantees or providing securities and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder as applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in terms of the provisions of the Company's Memorandum and Articles of Association, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any further investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of Rs. 500 Crore (Rupees five hundred crore only) over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, or the limit as may be prescribed by law time to time and remaining outstanding at any point of time.”

7. Change in the name of company and in this regard to

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

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

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

8. Adoption of Memorandum of Association with alteration as per the provisions of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

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

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

- I. The Name of the Company is MPDL Limited

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

RESOLVED FURTHER THAT the existing Clause III C containing the “Other Objects” be and is hereby also stands deleted in full.

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

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution.

9. Adoption of Article of Association with alteration as per the provisions of the Companies Act, 2013 and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

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

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

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution.

By order of the Board of Directors

MONNET PROJECT DEVELOPERS LIMITED

Date: 13.08.2019

Place: New Delhi

(ROHIT BABBAR)

COMPANY SECRETARY

(M. No.ACS-40520)

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. Pursuant to Section 139 of the Companies Act, 2013 (the Act), appointment of Auditor M/s APAS & Co. Chartered Accountants (Firm Registration No: 000340C), was made by the members in their Annual General Meeting (“AGM”) held on 28th September, 2017, for a period of five years i.e from the 15th AGM till the 20th AGM, subject to the ratification at every AGM. However, in view of the notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.
4. 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 as ***Annexure to the Notice.***

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. The register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18/09/2019 to Wednesday, 25/09/2019 (both days inclusive).
7. Pursuant to Section 72 of the Companies Act, 2013, the facility for making nomination is available for the members in respect of the shares held by them. Members 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/Company's RTA by sending a request.
8. 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.
9. Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.
10. 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.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office and Corporate Office of the Company on any working day between 11:00 A.M to 02:30 P.M, up to and including the date of

this Annual General Meeting of the Company.

12. The Members 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 Registrar and Share 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.
13. In terms of Section 101 and 136 of Companies Act, 2013 read with Rule 18(1) of Companies (Management and Administration Rules), 2014 and Regulation 36 of the Listing Regulations, Notice calling AGM along with Annual Report for FY 2018-19 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 17th AGM and the Annual Report for the FY 2018-19 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 members may also send requests to the Company's investor services email isc_mpd@monnetgroup.com or may write to rohit.babbar@monnetgroup.com.

14. Electronic Voting through remote mode:

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 Wednesday, 18th September, 2019 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. Resolution(s) passed by

Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

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.

The members 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.

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. Wednesday 18th September, 2019. A person, whose name is recorded in the register of members as on the cut-off date, i.e. Wednesday 18th September, 2019 only shall be entitled to avail the facility of e-voting/Poll.

The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting"). Instructions for remote e-voting are given herein below. The Resolutions passed by remote e-voting are deemed to have been passed as if they have been passed at the Annual General Meeting.

The facility for voting through electronic voting system or ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and

your 'initial password'.

ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-voting will open.

Details on Step 2 are given below:

How to cast vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of the Company.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail contact@cssanjaygrover.in to with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

A. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

B. 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).

C. 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. Wednesday, 18th September, 2019 may obtain the User ID and password by either sending an e-mail request to admin@mcsregistrars.com or calling on Phone No. :011- 41406149 or Fax: 011- 41709881.

D. 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.

E. Members may contact Mr. Rohit Babbar, Company Secretary, for any grievances connected with electronic means at the e-mail id isc_mpd@monnetgroup.com or Phone: 011-29218542-46 or Fax: 011- 29218541

F. Any person who is not a member on the cut-off date should treat the notice for information purposes only.

3. Remote e-voting period commences from Sunday, 22nd September, 2019 at 9:00 A.M. and ends on, Tuesday, 24th September, 2019 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 Wednesday, 18th September, 2019 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.

4. The Company is also arranging the physical voting by use of polling paper at the AGM for the members who have not cast their vote through remote e-voting.
5. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates (CP No. 3850), failing him Mr. Neeraj Arora, Partner at M/s Sanjay Grover & Associates (CP No. 16186) 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 and he has communicated his willingness to be appointed and will be available at the AGM for the same.
6. 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, be present to Chairman or Director authorized by the Board of the Company, who shall countersign the same.
7. 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.

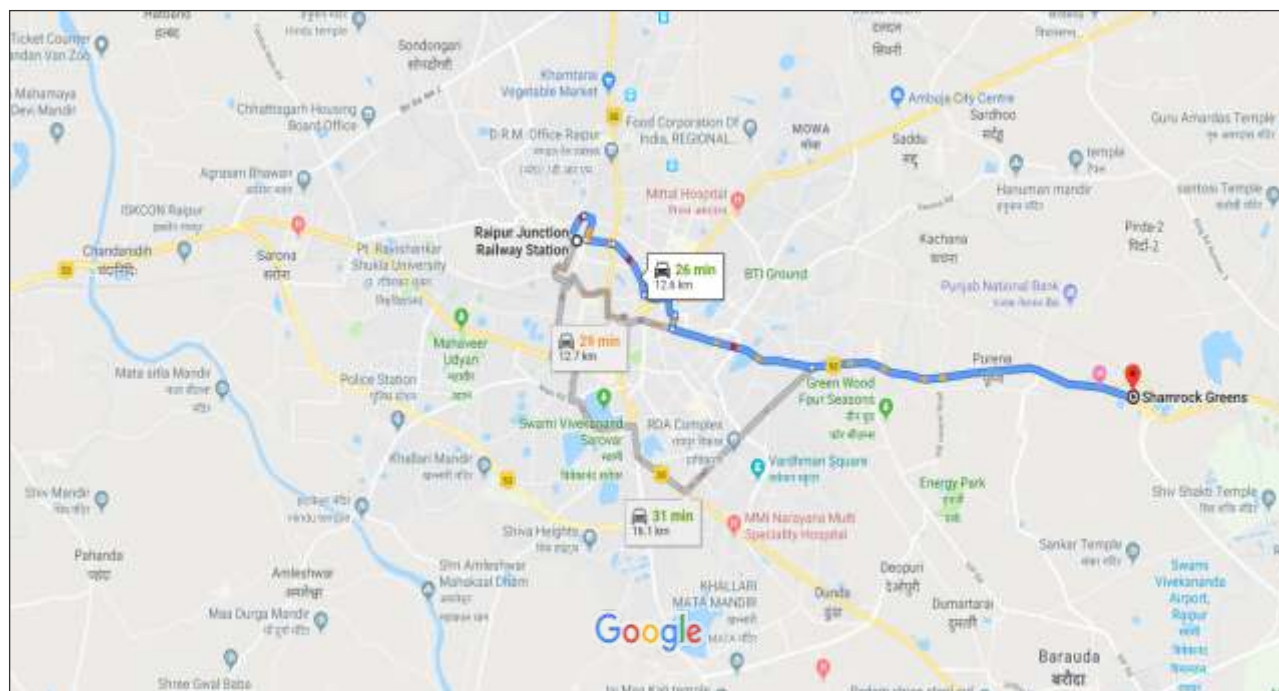
15. MEMBERS ARE REQUESTED TO:

- A. Note that SEBI has mandated registration of Permanent Account Number (PAN) and bank accounts details such as bank account number, name of the bank and branch details, MICR code, IFSC code etc. of all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank account details to RTA /Company by

sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant(DP).

- B. Immediately notify any change if any, of address, e-mail address, change of name, contact numbers, bank details, bank mandates, nominations, power of attorney etc. and their PAN to their DP with whom they maintain their demat account and to the RTA in respect of their holding in physical form. Non-resident Indian members are requested to immediately inform the RTA /respective DP, immediately of change in their residential status on return to India for permanent settlement and the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- C. SEBI vide its PR No. 09/2018 dated 28th March, 2018 has decided that securities of listed companies can be transferred only in dematerialized form from 01st April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form. Members can contact the Company or MCS Share Transfer Agent Limited, for assistance in this regard.

16. 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.



EXPLANATORY STATEMENT IN RESPECT TO THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (“the Board”) of the Company in their meeting held on 30th May, 2019 had appointed Shri Bishwa Nath Chatterjee (DIN: 08359823) as an Additional Director in the category of Non- Executive Non Independent Director of the Company to hold office of Director subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”).

As an Additional Director, Shri Bishwa Nath Chatterjee holds office till the date of the AGM and is eligible for being appointed as a Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a member signifying his intention for proposing the candidature of Shri Bishwa Nath Chatterjee. He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Further, He is also not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

In the opinion of the Board, Shri Bishwa Nath Chatterjee possesses appropriate skills, experience and knowledge. Considering his vast experience, his presence on the Board will be of immense value to the Company. The details of Shri Bishwa Nath Chatterjee pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2), are attached as **Annexure** and forms part of this Notice.

A copy of the draft letter of appointment of Shri Bishwa Nath Chatterjee setting out the terms and conditions for appointment of Director is available for inspection by the Members at the registered office of the Company during business hours on any working day.

Shri Chatterjee is interested in the resolution set out at item No. 4 of the Notice with regard to his appointment. The relatives of Shri Chatterjee may be deemed to be interested in the resolution set out at item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in resolution. The Board of Directors recommends the resolution at item no. 4 of this Notice for approval of the Members by way of an Ordinary Resolution.

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors ("the Board") of the Company in their meeting held on 13th August, 2019 had appointed Shri Vinod Shankar (DIN: 08536400) as an Additional Director in the category of Independent Director of the Company to hold office for a period of five consecutive years w.e.f. 25th September, 2019, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director, Shri Vinod Shankar holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a member signifying his intention for proposing the candidature of Shri Vinod Shankar. The Company has also received a declaration from Shri Shankar confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Further He is also not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

In the opinion of the Board, Shri Vinod Shankar fulfills the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management and possesses appropriate skills, experience and knowledge. Considering his vast experience, his presence on the Board will be of immense value to the Company.

The details of Shri Shankar pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meeting (SS-2), are attached as **Annexure** and forms part of this Notice.

A copy of the draft letter of appointment of Shri Shankar setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day.

Shri Shankar is interested in the resolution set out at item No. 5 of the Notice with regard to his appointment.

The relatives of Shri Shankar may be deemed to be interested in the resolution set out at item No. 4 of the Notice, to the extent of their shareholding interest, if any,

in the Company.

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

The Board of Directors recommends the resolution at item No. 5 of this Notice for approval of the Members by way of an Ordinary Resolution.

ITEM No. 6

Section 186(3) of the Companies Act, 2013 (hereinafter referred to as "the Act") requires every company to obtain the members' approval through special resolution if it is proposing to –

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

It is therefore proposed to obtain an enabling approval of the shareholders by means of Special Resolution, authorizing the Board of Directors to exercise the aforesaid powers up to an aggregate amount of Rs 500 crore (Rupees Fifty Crore only), outstanding at any point of time, in excess of the limit prescribed under Section 186(2) of the Companies Act, 2013 or the change in the limit as may be modified from time to time.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 6 of this Notice, except to the extent of their shareholding, if any in the bodies corporate in which investments may be made or loans/guarantees may be given or security may be provided pursuant to Special resolution.

The Board of Directors recommends the resolution at item No. 6 of this Notice for approval of the Members by way of a Special Resolution.

ITEM No. 7

Owing to create the brand value of the company into the business of undertaking of projects and reality and such other similar kind of activities it is advisable to change the name of the company, the proposed name is the

abbreviation of the existing name accordingly the company hope to enter in the market with the new brand name.

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

The Board recommends passing of the Special Resolution set out at Item No. 7 of the Notice as special resolution.

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

ITEM No. 8

The Board at its meeting held on August 13, 2019 has approved the change in the name of the company and adoption of new set of MOA of the Company as per Companies Act, 2013 and recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members. Further, a copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 2.30 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by changing the heading of Clause III (A) and Clause III (B) and deleting the Clause III (C).

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

ITEM No. 9

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

With the coming into force of the Act, several regulations

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

The Board at its meeting held on August 13, 2019 has approved the change in the name of the company and adoption of new set of AOA of the Company as per Companies Act, 2013 by substituting the new name of company and recommends the Special Resolution set forth in Item No. 9 of the Notice for approval of the Members. Further, a copy of the proposed AOA of the Company would be available for inspection for the Members at the Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11:00 a.m. to 2:30 p.m. till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

Annexure to the Notice
DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN
17th 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	Braham Dutt Bhardwaj	Bishwa Nath Chatterjee	Vinod Shankar
Date of Birth	16/07/1966	17/12/1962	07/07/1978
Date of first appointment on Board	28/05/2015	30/05/2019	13/08/2019
Brief Profile	Mr. B.D. Bhardwaj has vast experience in commercial and investor relations	Mr. BN Chatterjee is Graduate by qualification and has around great experience in the field of Logistics, Finance and Administration.	Mr. Vinod Shankar is Graduate by qualification and has around great experience in the field of Liaisoning with various Government/Statutory authorities
Qualifications	Graduate	Graduate	Graduate
Experience/ Expertise in specific functional area	Mr. B.D. Bhardwaj is having over 35 years of experience in pivotal senior managerial roll in the commercial and investor relations.	Mr. BN Chatterjee has around 30 years of experience in the field of Logistics, Finance and Administration. He has unique experience which is not easily available in the field of Logistics, Finance and Administration.	Mr. Vinod Shankar has around 15 years of experience in the field of Liaisoning with various Government/Statutory authorities
Terms and conditions of re-appointment	As per the terms and conditions agreed by the Board of Directors of the Company.	As per the terms and conditions agreed by the Board of Directors of the Company.	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	N.A.	N.A.
Remuneration last drawn by such person, if applicable	Details as in MGT-9 of Director's Report.	N.A.	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not inter se related to any other director or Key Managerial Personnel. The Company do not have a Manager	Not inter se related to any other director or Key Managerial Personnel. The Company do not have a Manager	Not inter se related to any other director or Key Managerial Personnel. The Company do not have a Manager
Number of Meetings of the Board attended during the year	4/4	N.A.	N.A.
Directorship held in other companies	1. Hi-Tech Electrothermics and Hydro Power Limited 2. MaaBamleshwari Mines and Ispat Limited 3. Dynamic Defence Technologies Limited 4. Monnet Mining Company Private Limited 5. Rameshwaram Steel and Power Private Limited.	1. Cambridge Construction (Delhi) Limited	Nil

	6. Eco Ash Tech Private Limited 7. Seminary Tie Up Private Limited 8. D TechMonkey Solutions Private Limited 9. Pace Enterprises Private Limited		
Membership/ Chairmanship of committees of other companies *	Hi-Tech Electrothermics and Hydro Power Limited- Member of Audit Committee.	NIL	Nil
Shareholding in the Company as on 31 st March, 2019	NIL	NIL	Nil

*Only two committees have taken into consideration viz: Audit Committee and Stakeholder Relationship Committee. Companies include listed as well as unlisted companies.



MONNET PROJECT DEVELOPERS 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_mpd@monnetgroup.com

Website: www.monnetgroup.com; CIN : L70102CT2002PLC015040

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 17th Annual General Meeting of the Company being held on 25th September, 2019 at 01:30 p.m. at Hotel Shamrock Greens, NH-06, Shedikhedi, Serikhedi, Atal Nagar, Raipur-492101, in the State of Chhattisgarh

Please (✓) in the box

☐ MEMBER ☐ PROXY

Signature of Member / Proxy

*Applicable for member holding shares in demat form.

**Applicable for member holding shares in physical form.



MONNET PROJECT DEVELOPERS 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_mpd@monnetgroup.com

Website: www.monnetgroup.com; CIN : L70102CT2002PLC015040

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	L70102CT2002PLC015040
Name of the Company	Monnet Projects Developers Limited
Registered office	Plot No. 216, Sector-C, Urla Industrial Complex, Raipur-493221 (Chhattisgarh)
Name of the Member(s)	
E-mail Id	
Folio No/ Client ID*	
DPID	

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:.....Address:.....
E-mail Id:.....Signature:.....or failing him.
2. Name:.....Address:.....
E-mail Id:.....Signature:.....or failing him.
3. Name:.....Address:.....
E-mail Id:.....Signature:.....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 17th Annual General Meeting of the Company scheduled to be held on 25th September, 2019 at 01:30 p.m. at Hotel Shamrock Greens, NH-06, Shedikhedi, Serikhedi, Atal Nagar, Raipur-492101, in the State of 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 receive, consider and adopt (a) The Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2019and the Reports of the Board of Directors and Auditors thereon. (b) The Consolidated Audited Financial Statements of the Company for financial year ended 31 st March, 2019 together with the Reports of Auditors thereon.		
2.	To appoint a Director in place of Mr.Braham Dutt Bhardwaj (DIN: 01779434), who retires by rotation and being eligible offers himself for re-appointment.		
3	To fix the remuneration of Statutory Auditors of the company		

Sl. No.	Resolutions	Optional**	
		For	Against
Special Business:			
4.	To appoint Mr. Bishwa Nath Chatterjee (holding DIN 08359823), as an Non Executive Non Independent Director and Chairman on the Board of the Company		
5.	To appoint Mr.Vinod Shankar (holding DIN 08536400), as an Independent Director on the Board of the Company.		
6.	Consent of Members for setting the limits applicable for making investments / extending loans and giving guarantees or providing securities		
7.	Change in the name of the company		
8.	Adoption of Memorandum of Association with alteration as per the provisions of the Companies Act, 2013		
9.	Adoption of Articles of Association with alteration as per the provisions of the Companies Act, 2013		

*Applicable for investors holding shares in electronic form.

Signed thisday of2019

Signature of Member.....

Signature of Proxy holder(s).....

Affix the
revenue
stamp of
Re 1/-

Note

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Plot no. 216, Sector-C, Urla Industrial Complex, Raipur-493221, Chhattisgarh not later than 48 hours before the commencement of the Meeting.
2. The proxy need not be a member of the company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **This is only optional please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.