



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)
Email: isc_miel@monnetgroup.com; Website : www.monnetgroup.com
Phone : +91 11 29218542-46 ; Fax : +91 11 29218541 CIN: L02710CT1990PLC009826

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the members of **MONNET ISPAT & ENERGY LIMITED** ("the Company") will be held at the Registered Office of the Company at Monnet Marg, Mandir Hasaud, Raipur-492101 in the State of Chhattisgarh on Thursday, 28th day of September, 2017 at 02:30 P.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors' and Auditor's thereon.
 - b. The Consolidated Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Auditor's thereon.
2. To appoint a Director in place of Mr. Jagdamba Prasad Lath (DIN: 00380076), who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration. In this connection, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. APAS & Co., Chartered Accountants (Registration No: 000340C), be and are hereby appointed as the Statutory Auditors of the Company in place of M/s O.P. Bagla & Co. Chartered Accountants, the retiring auditors, to hold such office from the conclusion of this Annual General Meeting

(AGM) until the conclusion of 32nd AGM of the Company, subject to ratification of the appointment by the members at every AGM held after this AGM, on such remuneration and out-of-pocket expenses incurred in connection with the audit of financial statements of the Company from the financial year ending March 31, 2018, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. Ratification Of Cost Auditors' Remuneration

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), members hereby ratifies the remuneration of Rs.2,75,000/- p.a. excluding applicable taxes and actual out of pocket expenses for steel division and power division of the Company, payable to M/s N. K. Jain and Associates, Cost Accountants (Firm Registration Number 101952), who have been appointed by the Board of Directors as the Cost Auditors of the Company at its meeting held on 30th May, 2017 to conduct the audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2018."

"RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution and / or otherwise considered by them to be in the best interest of the

Company.”

5. To re-appoint Mr. Sandeep Jajodia (DIN: 00082869) as Chairman, Managing Director and CEO 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 the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and the Article of Association of the Company including applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of the Central Government, if required, and/or such other approvals of applicable authority(ies), if any, as may be required and pursuant to the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors at their respective meeting held on 31st March, 2017 and 11th July, 2017 approval of the Company be and is hereby accorded for the re-appointment of Mr. Sandeep Jajodia (DIN: 00082869), as Chairman, Managing Director and CEO of the Company, for a period of 2 (two) years with effect from 1st April, 2017, without any remuneration.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197 of the Act including any statutory modification(s) or re-enactment thereof take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Mr. Kunal Sharma (DIN 07731660), as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any

other applicable provisions 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(s) thereof for the time being in force) and pursuant to Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kunal Sharma, who was appointed as an Additional Director on the Board of the Company with effect from 14th February, 2017, and who hold office till the date of Annual General Meeting in terms of section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for the period of five (5) consecutive years for a term up to 13th February, 2022, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and are hereby authorised to do all acts or things necessary to give effect to the above resolution.”

7. To appoint Ms. Ankita Wadhawan (DIN 06971383), as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions 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 pursuant to Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Ankita Wadhawan, who was appointed as an Additional Director on the Board of the Company with effect from 31st March, 2017, and who hold office till the date of Annual General Meeting in terms of section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company for the period of five (5) consecutive years for a term up to 30th March, 2022, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors (which term includes a duly constituted Committee of

the Board of Directors) be and are hereby severally authorised to do all acts or things necessary to give effect to the above resolution.”

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

Place : New Delhi
Date :11-July-2017

**Hardeep Singh
Company Secretary**

Membership Number: FCS-4967

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

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

NOTES

1. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013, in respect of the special business items set out under item no 4 to item no 7 of the accompanying notice, is annexed hereto. The relevant details of directors seeking appointment/reappointment above pursuant to regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 & Secretarial Standard-2 is also annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON POLL, INSTEAD OF HIMSELF / HERSELF AND A PROXY/ PROXIES 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 member's not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) per cent 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.

3. 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 Annual General Meeting of the Company.

4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.

5. The register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st September, 2017 to Thursday, 28th September, 2017(both days inclusive) for the purpose of Annual General Meeting.

6. Pursuant to Section 72 of the Companies Act, 2013, 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.

7. For proper conduct of the Annual General Meeting, Members/Proxies should fill the attendance slip for attending the Meeting. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Member who hold share(s) in electronic form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number in attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.

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. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF): In terms of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”), as amended from time to time, the dividend that has remained unpaid/unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (the Fund), established by the Central Government.

In view of the said provisions, the Company has during

the Financial Year 2016-17 transferred the unpaid final dividend for the financial year 2008-09 to the Fund, for which no claim lies against the Company. Further, the Company has also uploaded the details of unpaid and unclaimed dividend amounts lying with the Company on the website of the Company (www.monnetgroup.com). Members of the Company who have not yet encashed their final dividend for the financial year 2009-10 onwards are requested to write to the Company immediately

10. The Register of Directors & Key Managerial Personnel and their shareholding etc., maintained under Section 170 of the Act & Register of Contracts and Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and other statutory register, if required, will be available for inspection by the members at the Annual General 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 1:00 P.M, up to and including the date of this Annual General Meeting of the Company.
12. The Members desirous of any information on the Accounts are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the desired information ready.
13. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the listing Regulations, Companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. Members who have not registered their E-mail address with the Company may register their E-mail ID's by sending a request to the Registrars MCS Share Transfer Agents Ltd. Members holding shares in dematerialised form are requested to register their E-mail address with their Depository Participants only. Members of the Company, who have registered their E-mail address, are entitled to receive such communication in physical form, upon request.
14. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for the Financial Year 2016-17 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.
15. Members are requested to register/update their e-mail addresses for receiving all communications including Notices, Circulars, etc. from the Company electronically.
16. Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility to its members holding shares in dematerialized or physical form as on cut-off date, being Thursday, 21st September, 2017 to exercise their right to vote on the businesses specified in the accompanying notice by remote e-voting process through remote e-voting services provided by NSDL. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

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 shareholders other than in (A) above

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

EVEN (E-voting Even 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.** If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- D.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- E.** Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21st September, 2017 may obtain the User ID and password by either sending an e-mail request to admin@mcsdel.com or calling on Phone No. :011-41406149 or at 011-41709881

- F.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e- Voting User Manual for Shareholders, available at the download section of www.evoting.nsdl.com.
 - G.** Members may contact Mr. Hardeep Singh, Company Secretary, for any grievances connected with electronic means at the e-mail id isc_miel@monnetgroup.com or Phone: 011-29218542-46 or Fax: 011- 29218541
 - H.** Any person who is not a member on the cut-off date should treat the notice for information purposes only.
17. Remote e-voting period commences from Monday, 25th September, 2017 at 9:00 A.M. and ends on, Wednesday, 27th September, 2017 at 5:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Thursday, 21st September, 2017 may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 18. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 19. The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting.
 20. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner at M/s Sanjay Grover & Associates (CP No. 3850), failing him Mr. Neeraj Arora, Partner at M/s Sanjay Grover & Associates (CP No. 16186) and failing him, Mr. Lokesh Dhyani Partner at M/s Sanjay Grover & Associates (CP No. 16185), Practicing Company Secretaries having address at B-88, 1st Floor, Defence Colony, New Delhi-110024, as a Scrutinizer to scrutinize the remote e-voting process and poll process in a fair and transparent manner.
 21. 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 48 hours from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to Chairman or Director authorized by the Board of the Company, who shall countersign the same.

22. The voting rights of shareholders shall be in proportion to their shares in the paid up equity capital of Company as on the cut-off date fixed for the purpose i.e. 21st September, 2017.
23. 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.
24. Electronic copy of the Notice of the Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose E-mail ID's 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 Annual General Meeting 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.
25. For the convenience of members, the route map of the venue of the meeting along with prominent land marks depicted at the end of the Notice.

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

The following Statement set out all material facts relating to Item Nos. 4 to 7 mentioned in the accompanying Notice.

ITEM NO 4:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, on the re-recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. There remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified subsequently by the shareholders.

In view of the above, the Board of Directors of the Company has on recommendation of the Audit Committee at its meeting held on 30th May 2017, has considered and approved the appointment of M/s. N. K. Jain and Associates, as Cost Auditors of the Company for the financial year 2017-18 to conduct audit of cost accounting records for Company's Steel and Power Divisions at a remuneration of Rs. 2,75,000/- p.a. excluding applicable taxes and actual out of pocket expenses for Steel Division and Power Division for the Financial year ending 31st March 2018.

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

The Board recommends the ordinary resolution set out at Item No. 4 of the notice for your approval and ratification in terms of Section 148 of the Companies Act, 2013.

ITEM NO 5:

The Board of Directors had, subject to the approval of the shareholders, re-appointed Mr. Sandeep Jajodia as Chairman, Managing Director and CEO of the Company with effect from 1st April, 2015 for a period of 2 years on such remuneration and other terms and conditions as recommended by the nomination and remuneration committee.

The Board is of the opinion that his services should continue to be available to the Company, by re-appointing him as Chairman, Managing Director and CEO as

mentioned in the resolution, subject to the approval of shareholders.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Sandeep Jajodia for the office of Managing Director of the Company. Mr. Sandeep Jajodia is 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.

The Details regarding age, qualifications, experience and terms and conditions of re-appointment of Mr. Sandeep Jajodia, Chairman, Managing Director and CEO of the Company as required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice.

Mr. Sandeep Jajodia will be re-appointed on NIL remuneration.

Mr. Sandeep Jajodia is interested in the resolutions set out at Item Nos. 5 of the Notice, which pertain to his appointment.

Relatives of Mr. Sandeep Jajodia may be deemed to be interested in the resolution set out at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board recommends the resolutions set forth at item no. 5 of the Notice for the approval of the members as an ordinary resolution.

ITEM NO 6:

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

It is proposed to appoint Mr. Kunal Sharma as an Independent director under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulation, to

hold office for 5 (Five) consecutive years. He is not liable to retire by rotation.

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

Mr. Kunal Sharma is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from Mr. Kunal Sharma that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors, Mr. Kunal Sharma, Independent Director proposed to be appointed, fulfill the conditions specified in the Act and the Rules made there under and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Kunal Sharma as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM and shall be uploaded on the website of the company at www.monnetgroup.com. The Board considers that their continued association would be of immense benefit to the Company.

The resolutions seeks the approval of members for the appointment of Mr. Kunal Sharma as an Independent Director of the Company up to 32nd Annual General Meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Details regarding age, qualifications, experience and terms and conditions of re-appointment of Mr. Kunal Sharma as an Independent Director of the Company as required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice.

Mr. Kunal Sharma is interested in the resolutions set out at Item Nos. 6 of the Notice, which pertain to his appointment.

Relatives of Mr. Kunal Sharma may be deemed to be interested in the resolution set out at Item Nos. 6 of the

Notice, to the extent of their shareholding interest, if any, in the Company.

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

The Board recommends the resolutions set forth at item no. 6 of the Notice for the approval of the members as an ordinary resolution.

ITEM NO 7:

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

It is proposed to appoint Ms. Ankita Wadhawan as Independent Women Director under Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) and 17(1)(a) of Listing Regulations to hold office for 5 (Five) consecutive years. She is not liable to retire by rotation.

In respect of the above director, the company has also received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing her candidature for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Ms. Ankita Wadhawan is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from Ms. Ankita Wadhawan that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors, Ms. Ankita Wadhawan, proposed to be appointed as Independent Women Director, fulfill the conditions specified in the Act and the Rules made there under and she is independent of the Management. A copy of the draft letter for the appointment Ms. Ankita Wadhawan as Independent Directors setting out the terms and conditions is available

for inspection without any fee by the members at the Company's registered office during normal business hours on working days upto the date of AGM and shall be uploaded at the website of the company at www.monnetgroup.com. The board considers that her continued association would be of immense benefit to the company.

The resolutions seeks the approval of members for the appointment of Ms. Ankita Wadhawan as an Independent Director of the Company up to 32nd Annual General Meeting pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

The Details regarding age, qualifications, experience and terms and conditions of re-appointment of Ms. Ankita Wadhawan as an Independent Director of the Company as required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice.

Ms. Ankita Wadhawan is interested in the resolutions set out at Item Nos. 7 of the Notice, which pertain to her appointment.

Relatives of Ms. Ankita Wadhawan may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of her shareholding interest, if any, in the Company.

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

The Board recommends the resolutions set forth at item no. 7 of the Notice for the approval of the members as an ordinary resolution.

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

Place : New Delhi

Hardeep Singh

Date :11-July-2017

Company Secretary

Membership Number: FCS-4967

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

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

Annexure to the Notice

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN
27th ANNUAL GENERAL MEETING**

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

Name of Director	J.P. Lath	Sandeep Jajodia	Kunal Sharma	Ankita Wadhawan
Date of Birth	16/09/1941	14/03/1966	03/07/1980	25/07/1977
Date of first appointment on Board	30/01/2006	01/02/1990	14/02/2017	31/03/2017
Brief Profile	Mr. J.P. Lath is a graduate with 40 years of experience in pivotal senior managerial roll in the running of a large manufacturing unit. Land acquisition, statutory regulatory compliance and liaison with Government Agencies for licenses, permissions, NOC etc.	Mr. Sandeep Jajodia aged about 51 Years is promoter and founding member of Monnet Group. Armed with rigorous training in critical aspects of marketing, strategy formation and international business, Mr. Jajodia started his career foraying into manufacturing by setting up the Monnet Group's first Ferro Alloy Unit in 1991 and has nurtured the group from being a Ferro alloy manufacturer to a fully integrated sponge iron player having business operations in manufacturing of sponge iron, mining of coal, Ferro alloys, steel and power generation.	Mr. Sharma is an advocate by profession. He has an experience on Litigation experience in Civil, Company Law and Constitutional Matters and Counsel for various government Bodies and Private Companies. His area of expertise include Criminal Law Practice, Company Law, IT and Cyber Law, Arbitration, Civil Law and International Trade Law.	Ms. Ankita Wadhawan is an MBA from the Institute of Management Studies (IMS), Having over 20 years of work experience, she has handled Board Level appointments And Management responsibilities.
Qualifications	Graduate	Bachelor in Commerce	L.L.B, University of Delhi M.B.A International Business, Indian Institute of Foreign Trade, New Delhi	MBA from Institute of Management Studies (IMS)
Experience/ Expertise in specific functional area	Mr. J.P. Lath is having over 40 years of experience in pivotal senior managerial roll in the running of a large manufacturing unit. Land acquisition, statutory regulatory compliance and liaison with Government Agencies for licenses, permissions, NOC etc.	Mr. Sandeep Jajodia is having an Experience of over 27 year and is expert in the core business comprising of Sponge iron, steel & power sector.	Litigation experience in Civil, Company Law and Constitutional Matters. Counsel for various government bodies and Private Companies. Area of expertise: Criminal Law Practice, Company Law, IT and Cyber Law, Arbitration, Civil Law and International Trade Law.	Have 20 years of experience; have handled Board level appointments and Management Responsibilities. She has expertise in the field of project funding, capital funding and debt restructuring.
Terms and conditions of appointment/ re-appointment	As per the terms and conditioned agreed by the Board of Directors of the Company.	Mr. Sandeep Jajodia is being re-appointed as Managing Director of the Company.	Independent Director.	Independent Women Director.
Details of remuneration sought to be paid	Except Sitting fee (as approved time to time by the Board) no remuneration is sought to be paid	NIL	Except Sitting fee (as approved time to time by the Board) no remuneration is sought to be paid	Except Sitting fee (as approved time to time by the Board) no remuneration is sought to be paid
Remuneration last drawn by such person, if applicable		NIL	N.A.	N.A.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL	NIL	NIL
Number of Meetings of the Board attended during the year	6/6	6/6	2/6	1/6

Directorship held in other companies	<ol style="list-style-type: none"> 1. Monnet Industries Limited. 2. Monnet Project Developers Limited 3. Monnet Power Company Limited. 4. Monnet Cement Limited 5. Monnet Daniels Coal Washeries Limited. 	<ol style="list-style-type: none"> 1. Monnet Project Developers Limited 2. Monnet Power Company Limited 3. Monnet Cement Limited 4. Monnet Engineering and Infrastructure Limited 5. Monnet Sports Foundation 6. The Associated Chambers of Commerce and Industry of India 	NIL	<ol style="list-style-type: none"> 1. New time Infrastructure Limited 2. OCL Iron and Steel Limited 3. MetalystForging Limited 4. JMT Auto Limited 5. Adhbhut Infrastructure Limited 6. Castex Technologies Limited 7. Alliance Integrated Metaliks Limietd
Membership/ Chairmanship of committees of other companies	<p>Monnet Industries Limited- Member in Stakeholder Relationship Committee & Nomination and Remuneration Committee. Chairman in Executive Committee.</p> <p>Monnet Project Developers Limited- Member of Audit Committee, Stakeholder Relationship Committee and Executive Committee.</p> <p>Monnet Power Company Limited- Chairman of Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Executive Committee, Finance Committee and Allotment Committee.</p> <p>Monnet Daniels Coal Washeries Limited- Chairman of Audit Committee and Nomination and Remuneration Committee.</p>	<p>Monnet Project Developers Limited-Member in Nomination & Remuneration Committee</p> <p>Monnet Power Company Limited-Member in Executive Committee ,Finance Committee, Corporate Social Responsibility</p>	NIL	
Shareholding in the Company	Holding 1696 equity shares.	Holding 1110289 equity shares.	NIL	NIL



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)
 Email: isc_miel@monnetgroup.com; Website : www.monnetgroup.com
 Phone : +91 11 29218542-46 ; Fax : +91 11 29218541. 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 27th Annual General Meeting of the Company being held on 28th September, 2017 at 2:30 P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101 in the State of Chhattisgarh.

Please (✓) in the box

MEMBER PROXY

Signature of Member / Proxy



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Form No. MGT-11 PROXY FORM

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

Name of 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:.....,or failing him.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 27th Annual General Meeting of the Company scheduled to be held on 28th Sep., 2017 at 2:30 P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh) or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional**	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statement) for the financial year ended 31 st March, 2017 and the Report of Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Jagdamba Prasad Lath (DIN 00380076), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To appoint Statutory Auditors of the company and fix their remuneration.		
4.	To Ratify the remuneration of M/s N. K. Jain and Associates, Cost Accountant.		
5.	To re-appoint Mr. Sandeep Jajodia (DIN: 00082869) as Chairman, Managing Director & CEO of the Company.		
6.	To appoint Mr. Kunal Sharma (DIN: 07731660) as an Independent Director of the Company.		
7.	To appoint Ms. Ankita Wadhawan (DIN: 06971383) as an Independent Director of the Company.		

*Applicable for investors holding shares in electronic form.

Signed thisday of2017

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

Affix the
revenue
stamp of
Re 1/-

Note

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh), not later than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ***This is only optional please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

