Monnet Ispat & Energy Limited

Corporate Office : MONNET HOUSE, 11 Masjid Moth, Greater Kailash Part II, New Delhi-110 048 (INDIA)
Ph. : 011-2921 8542/43/44/45/46, **Fax :** 011-2921 8541
E-mail : monnet@monnetgroup.com
CIN No. : L02710CT1990PLC009826

E-mail / Online Upload Copy

MIEL/CS/2016-17/MH/

September 06, 2016

DGM-Deptt. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
MUMBAI-400001

Listing Department
National Stock Exchange of India
'Exchange Plaza', Bandra Kurla Complex,
MUMBAI-400051

Listing Department
Calcutta Stock Exchange Limited
"7, Lyons Range,
KOLKATA-700001

BSE Scrip Code: 513446 / NSE Scrip Code: MONNETISPA

Sub : Notice 26th Annual General Meeting and Intimation of Remote E-voting Facility

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are enclosing herewith a copy of the Notice of the 26th Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 02:30 p.m. at Registered Office of the Company at Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh).

As per Section 108 of the Companies Act, 2013, read with the Rules 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is providing to its members the facility to cast their vote by Electronic means on all resolution set forth in the notice along with the instruction for the E-voting.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **MONNET ISPAT & ENERGY LIMITED**

(HARDEEP SINGH)
COMPANY SECRETARY
Encl: As above

MONNET

MONNET ISPAT & ENERGY LIMITED

Registered Office: Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh)
Corp. Office: Monnet House, 11, Masjid Moth, Greater Kailash-ll, 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 26th 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 Friday, 30th day of September, 2016 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, 2016 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, 2016 together with the Reports of the Auditor's thereon.

2. To ratify the appointment of 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), the members hereby ratifies the appointment of M/s. O.P. Bagla & Co., Chartered Accountants (Registration No.000018N)as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company, at such remuneration plus reimbursement of all out-of-pocket expenses incurred in connection with the audit of Accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

SPECIAL BUSINESS

3. RATIFICATION OF COST AUDITORS' REMUNERATION

To consider and if though 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.2,50,000/- p.a. + Service Tax + actual out of pocket expenses for Steel Division and Rs.50,000/- p.a. + Service Tax + actual out of pocket expenses for 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, 2016 to conduct the audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2017."

"RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is 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."

4. REGULARISATION OF MR. SURESH KISHANCHAND KHATANHAR(DIN: 03022106), NOMINEE OF IDBI BANK LTD., AS NOMINEE DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all 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(s) thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company, Mr. Suresh Kishinchand Khatanhar (DIN: 03022106) who was appointed as a Nominee Director of the Company with effect from 29th May, 2015 and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Act proposing his candidature for the office of the Director, be and is hereby appointed as a Nominee Director of the Company, 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.

5. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to approvals, permissions and sanctions from the appropriate authority, if any, as may be required, the revised re-stated clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential and necessary steps to implement the forgoing resolution and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate in the best interest of the Company, to settle any question, query, doubt or difficulty that may arise in this regard, and to execute/publish all such notices, applications, deeds, agreements, documents, papers, undertakings/bonds and writings as may be necessary and required for giving effect to this resolution".

6. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to approvals, permissions and sanctions from the appropriate authority, if any, as may be required, the revised re-stated regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential and necessary steps to implement the forgoing resolution and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate in the best interest of the Company, to settle any question, query, doubt or difficulty that may arise in this regard, and to execute/publish all such notices, applications, deeds, agreements, documents, papers, undertakings/bonds and writings as may be necessary and required for giving effect to this resolution".

ORDINARY BUSINESS

7. TO CONSIDER RE-APPOINTMENT OF MR. SANDEEP KUMAR JAJODIA (DIN: 00082869)WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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

"RESOLVED THAT Mr. Sandeep Kumar Jajodia (DIN: 00082869), Chairman & Managing Director who retires by rotation and being eligible offers himself for reappointment be and is hereby reappointed as Chairman & Managing Director of the Company on the same terms and conditions as approved by the members at the 25th Annual General Meeting held on 30th September, 2015"

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

Date : 17th August, 2016
Place : New Delhi

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 AS SET OUT UNDER THE 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 DISCLOSURE 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 note 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 Friday, 23rd September, 2016 to Friday, 30th September, 2016(both days inclusive) for the purpose of Annual General Meeting.

6. Pursuant to Section 72 of the Companies Act, 2013, Member's holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat /electronic form, the nomination form may be filed with the respective Depository Participant. Form SH-13 can be obtained from the Company by sending a request.

7. For proper conduct of the 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 IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the said IEPF Rules, the Company has uploaded the in formations in respect of the Unclaimed Dividends related to the financial years starting from 2008-09, as on the date of the 25th Annual General Meeting (AGM) held on Wednesday, 30thSeptember, 2015 on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the Website of the Company viz. www.monnetgroup.com.

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 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 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 email Ids 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 26thAnnual General Meeting and the Annual Report for the Financial Year 2015-16 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 Disclosure 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 Friday, 23rd September, 2016 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 Event Number)	User ID	Password / PIN

(i) 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. 23rd September 2016 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 as 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 downloads 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 Tuesday, 27th September, 2016 at 9:00 A.M. and ends on, Thursday, 29th September, 2016 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 Friday, 23rd September, 2016 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 of M/s Sanjay Grover & Associates, Practicing Company Secretaries (Membership Number- FCS 4223, CP No. 3850) having address at B-88, 1st Floor, Defence Colony, New Delhi-110024, as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

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. 23rd September, 2016.

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 email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 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 markis depicted at the end of the Notice.

SHAREHOLDERS MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE VENUE OF THE MEETING.

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

The following Statement set out all material facts relating to Item Nos. 3 to 7 mentioned in the accompanying Notice.

ITEM NO 3:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Auditand 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 recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified subsequently by the shareholders.

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 2016 , has considered and approved the appointment of M/s. N. K. Jain and Associates, as Cost Auditors of the Company for the financial year 2016-17 to conduct audit of cost accounting records for Company's Steel and Power Divisions at a remuneration of Rs. 2,50,000/- p.a. + Service Tax + actual out of pocket expenses for Steel Division and Rs. 50,000/- p.a. + Service Tax + actual out of pocket expenses for power division of the Company for the Financial year ending 31st March, 2017.

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. 3 of the notice for your approval and ratification in terms of Section 148 of the Companies Act, 2013.

ITEM NO 4:

Mr. Suresh Kishinchand Khatanhar(DIN: 03022106) was appointed as an Nominee Director by the board of directors of the Company with effect from May 29, 2015, pursuant to the provisions of Section 161 of the Companies Act, 2013, read with Article 92 of the Articles of Association of the Company. Further, as per the provisions of Section 152 of the Companies Act, 2013, appointment of Mr. Suresh Kishinchand Khatanhar shall be approved at the General Meeting of the Company.

In this regard, 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 Director of the Company.

Mr. Suresh Kishinchand Khatanhar is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as Nominee Director.

The Details regarding age, qualifications, experience and terms and conditions of re-appointment of Mr. Suresh Kishinchand Khatanhar as Nominee 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.

This resolutions seeks the approval of members for the appointment of Mr. Suresh Kishinchand Khatanhar as a Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder

Mr. Suresh Kishinchand Khatanhar is interested in the resolutions set out at Item No. 4 of the Notice, which pertain to his appointment.

Save and except Mr. Suresh Kishinchand Khatanhar, 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. 4 of the Notice for the approval of the members as ordinary resolution.

ITEM NO 5:

The Company was incorporated on 01st January, 1990 under the provisions of the Companies Act, 1956. Therefore, existing Memorandum of Association (MOA) were based on the Companies Act, 1956 and there are several clauses in the existing MOA which contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Hence, your Directors' in its meeting held on 17thAugust, 2016 had approved (subject to the approval of Members) the amendment in the Memorandum of Association of the Company in lines with the format specified in Table-A of Schedule-I of the Companies Act, 2016 with respect to the following:

a. Clause III(A) – the heading *"MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :"* have been substituted with the Heading *"OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION".*
b. Clause III(B) – the heading "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS " have been substituted with the Heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)".
c. Clause III(C) – Other objects have been deleted;
d. Clause IV- the heading "The Liability of the Members is Limited" is subsituted by "The liability of the Member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them."
e. Other amendments required to align the existing Memorandum of Association with the provisions of the Companies act, 2013.

The draft of the amended Memorandum of Association of the Company will be available for inspection by the Members of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day. The final Memorandum of Association once approved by the shareholders shall be uploaded on the Company's website at www.monnetgroup.com for perusal by the members.

In terms of Sections 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board of Directors of your company accordingly recommends the resolution for your approval as Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No 5of the Notice.

ITEM NO 6 & 7:

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013, several articles of the existing Articles of Association of the Company require alteration / deletions. It is now considered expedient to wholly replace the existing Articles of Association with a new set of Articles, and adopt new set of Articles of Association(primarily based on Table F set out under the Companies Act, 2013),in place of existing Articles of Association of the Company.

Further, some of the Articles of the existing Articles of Association of the Company also require alteration; therefore it was also decide to amend the same in line with the provisions of Companies Act, 2013. The material changes made in the AOA are as follows-

Sr. No.	Existing AOA reference	New AOA reference	Nature of change
1.	Article 124	Article 124	The Managing Director shall be liable to retire by rotation under the provisions of Section 152 of the Companies Act, 2013 at the Annual General Meeting and shall on being re-appointed as Director at the same Meeting, he shall not, by reason only of such retirement, cease to be a Managing Director.

Certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013and the Rules framed thereunder, to avoid repetition in its entirety.

In result of aforesaid amendment in Articles, if approved, and pursuant to the provisions of Section 152 of the Companies Act, 2013 Mr. Sandeep Kumar Jajodia (DIN:00082869) who was appointed as

Chairman and Managing Director for a term of two Years w.e.f. 1st April, 2015, shall be liable to retire by rotation in the ensuring Annual General Meeting of the Company. The other terms and conditions of his appointment as Chairman and Managing director will remain unchanged and will continue to be governed by resolution passed by the members of the Company at the 25th Annual General Meeting held on 30th September, 2015.

The draft of the amended Articles of Association of the company will be available for inspection by the Member of the company during normal business hours at the Registered office of the company and copies thereof shall be made available for inspection at the corporate office of the company and also at the place of the meeting on meeting day. The final Articles of Association, once approved by the shareholders, shall be uploaded on the Company's website www.monnetgroup.com for perusal by the shareholders.

The Board of Directors of your company accordingly recommends the resolution in item No 6 for your approval as Special Resolution. None of the Promoters/ Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.6 of the Notice.

The Board recommends the Special Resolution set out at item No.6 of the Notice for approval by the members.

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

Date : 17th August, 2016
Place : New Delhi

Hardeep Singh
Company Secretary
Membership Number: FCS-4967

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

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

Annexure to the Notice

DETAILS OF DIRECTOR AS PER REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD -2

Sl. No.	Description	Details	
a	**Name of Director**	Mr. Sandeep Kumar Jajodia	Mr. Suresh Kishinchand Khatanhar
b	**Date of Birth**	14/03/1966	25/08/1963
c	**Qualification**	Bachelor in Commerce	Master of Commerce, Associates of Institute of Cost & Works Accountant of India & Indian Institute of Bankers.
d	**Brief profile of Director**	Mr. Sandeep Kumar Jajodia aged about 50 years is promoter and founding member of Monent 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 Monent 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. Suresh Kishinchand Khatanhar aged about 52 years, is working as Executive Director of IDBI Bank Ltd. He is a Nominee Director of IDBI Bank Ltd. on the Board.
e	**Nature of Experience in specific functional areas**	Mr. Sandeep Kumar Jajodia is having an experience of over 26 years and is expert in the core business comprising of sponge iron, steel & power sector	Mr. Suresh Kishinchand Khatanhar is having about 30 years of experience in banking sector & Credit Management
f	**Terms & Conditions of his appointment & Re-appointment**	Mr. Sandeep Kumar Jajodiais being appointed as Managing Director	Nominee Director of IDBI Bank Limited
g	**Date of First Appointment on Board**	01/02/1990	29/05/2015
h	**Shareholding of Director**	Holding 1110289 equity shares.	Nil
i	**Disclosure of relationships with other directors, Manager and KMP of the Company**	Nil	Nil
j	**Number of the Meetings of Board of Directors Attended**	4/4	3/4
k	**Directorship in Other Companies**	1. Monnet Project Developers Limited 2. Monnet Engineering And Infrastructure Limited 3. MP Monnet Mining Company Limited 4. Monnet Power Company Limited 5. Monnet Cement Limited 6. AP Coal Washeries Private Limited 7. Monnet Sports Foundation 8. The Associated Chambers Of Commerce And Industry Of India	Vardhman Textiles Limited
l	**Membership/Chairman ship of Committees of other Boards**	1. Monnet Project Developers Limited – Member of Nomination and Remuneration Committee 2. Monnet Power Company Limited – Member of CSR Committee	None

MONNET

MONNET ISPAT & ENERGY LIMITED

Registered Office: Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh)
Corp. Office: Monnet House, 11, Masjid Moth, Greater Kailash-ll, New Delhi-110048 (INDIA)
Email: isc_miel@monnetgroup.com; Website : www.monnetgroup.com
Phone : +91 11 29218542-46 ; Fax : +91 11 29218541. CIN: L02710CT1990PLC009826

ADMISION 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 26th Annual General Meeting of the Company being held on 30th September, 2016 at 2:30 P.M. at Monnet Marg, Mandir Hasaud, Raipur-492101 in the State of Chhattisgarh.

Please (✓) in the box

☐ MEMBER ☐ PROXY

____
Signature of Member / Proxy

*Applicable for member holding shares in physical form.

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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) 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:…………………………………………….…,or failing him.

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 26th Annual General Meeting of the Company scheduled to be held on30th Sep., 2016 at 2;30 P.M. at 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 consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statement) for the financial year ended 31st March, 2016 and the Report of Directors and Auditors thereon..		
2.	To ratify the appointment of statutory Auditors of the company and fix their remuneration		
3.	To Ratify the remuneration of M/s N. K. Jain and Associates, Cost Accountant		
4.	To Regularize Mr. Suresh Kishanchand Khatanhar , Nominee Director of IDBI bank ltd., as director of the Company		
5.	To Adopt the New set of Memorandum of Association of the Company		
6.	To Adopt the new set of Articles of Association of the Company		
7.	To appoint a director in place of Mr. Sandeep Kumar Jajodia (holding DIN 00082869), who retires by rotation and being eligible, offers himself for reappointment		

*Applicable for investors holding shares in electronic form.

Signed this ………day of ……..2016

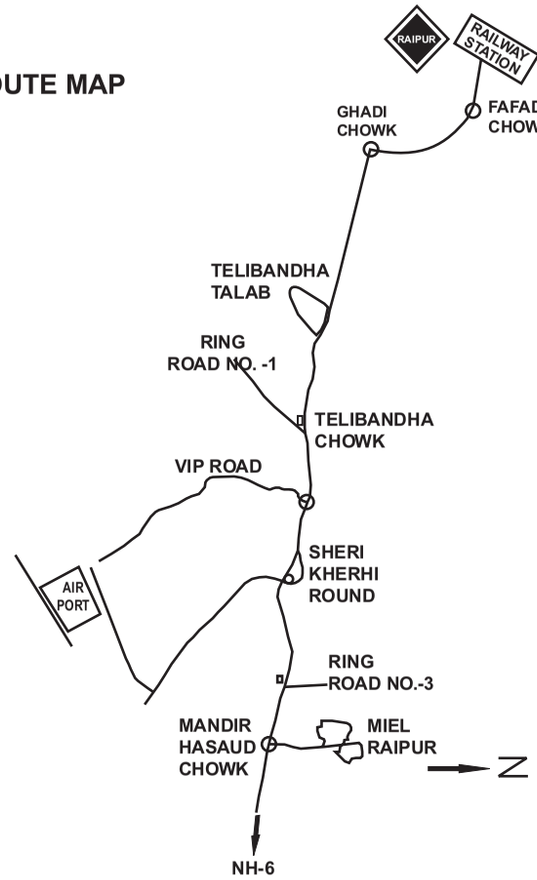
Signature of Member…….....................Signature of Proxy holder(s)………….................

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 Monnet Marg, Mandir Hasaud, Raipur-492101 (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.

ROUTE MAP


RAIPUR
RAILWAY STATION
FAFADIH CHOWK
GHADI CHOWK
TELIBANDHA TALAB
RING ROAD NO. -1
TELIBANDHA CHOWK
VIP ROAD
SHERI KHERHI ROUND
AIR PORT
RING ROAD NO.-3
MANDIR HASAUD CHOWK
MIEL RAIPUR
N
NH-6