

# MONNET ISPAT & ENERGY LIMITED

## (Joint Venture Company by AION and JSW Steel 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@aionjsw.in; Website : www.aionjsw.in  
Phone : +91 11 29218542-46 ; Fax : +91 11 29218541 CIN: L02710CT1990PLC009826

### NOTICE

**NOTICE** is hereby given that the 28<sup>th</sup> 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, 27<sup>th</sup> day of December, 2018 at 01:30 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, 2018 together with the Reports of the Board of Directors' and Auditor's thereon.
  - b. The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Auditor's thereon.

#### SPECIAL BUSINESS

##### 2. 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of 3,00,000/- p.a. (Rupees Three Lacs only) plus applicable taxes and reimbursement of actual travel and out of pocket expenses for Steel Division and power division of the Company, payable to M/s Shome & Banerjee, Cost Accountants (Firm Reg. No. 00001) Cost Auditors of the Company, for the Financial Year ending March 31, 2019, as approved by the Board of Directors of the Company, be and is hereby ratified."

##### 3. To appoint Mr. Ravichandar Moorthy Dhakshana (DIN 03298700), as a 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 152 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), Mr. Ravichandar Moorthy Dhakshana (DIN: 03298700), who was appointed as an Additional Director on the Board of the Company with effect from 31st August, 2018 and who hold office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member signifying his intention to propose the candidature of Mr. Ravichandar Moorthy Dhakshana for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

##### 4. To appoint Mr. Ravichandar Moorthy Dhakshana (DIN 03298700), as a Whole Time Director

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

**"RESOLVED THAT** subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the appointment of Mr. Ravichandar Moorthy Dhakshana (DIN

03298700), as a Whole-Time Director of the Company designated as 'Director - Corporate In Charge', for a period of two years with effect from August 31, 2018, upon such terms and conditions including remuneration as are set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice of this Annual General Meeting, with liberty to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any duly authorised Committee of the Board) to alter and vary the terms and conditions of the said appointment, including the remuneration which shall not exceed an overall ceiling of Rs. 20,00,000/- (Rupees twenty lakhs only) per month, as may be agreed to between the Board and Mr. Ravichandar Moorthy Dhakshana"

**5. To appoint Mr. Seshagiri Rao MVS (DIN:00029136), as a Non-Executive 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 152 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), Mr. Seshagiri Rao MVS (DIN: 00029136), who was appointed as an Additional Director on the Board of the Company with effect from 31st August, 2018 and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Seshagiri Rao MVS for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

**6. To appoint Mr. Kalpesh Pankaj Kikani (DIN:03534772) as a Non- Executive 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 152 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), Mr. Kalpesh Pankaj Kikani (DIN:03534772), who was appointed as an Additional Director on the Board of the Company with effect from 31st August, 2018 and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Kalpesh Pankaj Kikani for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

**7. To appoint Mr. Sanjay Kumar (DIN:07929953) as a Non-Executive 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 152 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), Mr. Sanjay Kumar (DIN:07929953), who was appointed as an Additional Director on the Board of the Company with effect from 31st August, 2018 and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Sanjay Kumar for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

**8. To appoint Mr. Nikhil Omprakash Gahrotra (DIN: 01277756), as a Non-Executive 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 152 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), Mr. Nikhil Omprakash Gahrotra (DIN:01277756), who was appointed as an Additional Director on the Board of the Company with effect from 31st August, 2018 and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member signifying his intention to propose the candidature of Mr. Nikhil Omprakash Gahrotra for the office of the Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

**9. To appoint Mrs. Anuradha Ambar Bajpai (DIN: 07128141), as an Independent Director**

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 149, 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(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mrs. Anuradha Ambar Bajpai (DIN:07128141), who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board of the Company with effect from 30<sup>th</sup> July, 2018, and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member signifying his intention to propose Mrs. Anuradha Ambar Bajpai as a candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company in the category of Independent Director for a term up to 29<sup>th</sup> July, 2023, 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."

**10. To appoint Mr. Jyotin Kantilal Mehta (DIN:00033518), as an Independent Director**

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 149, 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(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mr. Jyotin Kantilal Mehta (DIN:00033518), who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board of the Company with effect from 30<sup>th</sup> July, 2018, and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member signifying his intention to propose Mr. Jyotin Kantilal Mehta as a candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company in the category of Independent Director for a term up to 29<sup>th</sup> July, 2023, 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."

**11. To appoint Mrs. Sutapa Banerjee (DIN: 02844650), as an Independent Director**

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 149, 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(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mrs. Sutapa Banerjee (DIN: 02844650), who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board of the Company with effect from 27th September, 2018, and who hold office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member signifying his intention to propose Mrs. Sutapa Banerjee as a candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company in the category of Independent Director for a term up to 26th September, 2023, 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.

### **12. To approve re classification of the Authorised Share Capital 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** in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for re-classification of the Authorised Share Capital of the Company from Rs. 1550,00,00,000/- (Indian Rupees One thousand five hundred and fifty crore only)

comprising of 82,50,00,000 (Eighty Two Crore Fifty lakh only) Equity Shares of Rs. 10/- (Indian Rupees Ten) each and 55,00,00,000 (Fifty Five Crore only) Preference Shares of Rs. 10/- (Indian Rupees Ten) each and 1,75,00,000 (One Crore Seventy five Lakh) Preference Shares of Rs. 100/- (Indian Rupees Hundred) each to Rs. 1550,00,00,000 (Indian Rupees One thousand five hundred and fifty crore only) comprising 100,00,00,000 (One Hundred Crore only) Equity Shares of Rs. 10/- (Indian Rupees Ten) each and 55,00,00,000 (Fifty Five Crore only) Preference Shares of Rs. 10/- (Indian Rupees Ten) and consequently the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place, the following new Clause V:

*“V. The Authorised Share Capital of the Company is Rs. 1550,00,00,000 (Indian Rupees One thousand five hundred and fifty crore only) divided into 100,00,00,000 (One Hundred Crore only) Equity Shares of Rs.10/- (Indian Rupees Ten) each and 55,00,00,000 (Fifty Five Crore only) Preference Shares of Rs. 10/- (Indian Rupees Ten) each.”*

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

**For MONNET ISPAT & ENERGY LIMITED**

**Date : 15 October, 2018**

**Place : Mumbai**

**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 (1) of the Companies Act, 2013, setting out material facts in respect of the special business items set out under item no 2 to item no 12 of the accompanying notice, is annexed hereto. The relevant details of director seeking appointment/reappointment at the

Annual General Meeting pursuant to Regulation 36 (3) of the 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 AND APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT MONNET MARG, MANDIR HASAUD, RAIPUR, CHHATTISGARH NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AND IN DEFAULT SHALL BE TREATED AS INVALID. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE. PROXIES SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.**

A person can act as a proxy on behalf of members 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 to Mr. Hardeep Singh (hs@ aionjsw. in) 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. In case of joint holders attending the Annual General Meeting, only such joint holder whose name appears as first holder in the order of names as per Register of Members will be entitled to vote.

5. The register of Members and Share Transfer Books of the Company will remain closed from Thursday, 20<sup>th</sup> day of December, 2018 to Thursday, 27<sup>th</sup> day of December, 2018 (both days inclusive) for the purpose of Annual General Meeting.

6. 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. Members who have not yet registered their nomination are requested to register the same.

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 amount of dividend that has remained unpaid/unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company are liable to be transferred to the Investor Education and Protection Fund (the Fund), established by the Government of India.

In view of the said provisions, the Company has transferred the unpaid or unclaimed final dividend/

shares for the financial year 2009-10 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 declared in FY 2010-11 lying with the Company on the website of the Company ([www.aionjsw.in](http://www.aionjsw.in)) and the shares with respect to same will be transferred to the Investor Education and Protection Fund (the Fund), established by the Government of India. Members of the Company who have not yet encashed their final dividend for the financial year 2010-11 onwards are requested to write to the Company/Registrar & Transfer Agent immediately. The Members whose unclaimed dividends have been transferred to the Fund may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).

10. 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.
11. 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 at the Annual General Meeting.
12. Section 20 of the Companies Act, 2013 and the listing regulations permits service of documents on Members by a company through electronic mode. Accordingly, as a part of Green Initiative, Annual Report for the FY 2017-18 is being sent in electronic mode to all the Members who have registered their e-mail IDs with the Company/Depository Participants for communication purposes unless any member has requested for the physical copy of the same. Members who have not registered their e-mail address or if there is any change in their e-mail address are requested to register/ update their e-mail address for receiving all communications including Notices, Circulars, etc. from the Company electronically. Members who have not registered their e-mail address are being sent physical copy of the Annual Report for FY 2017-18 through permitted mode. Members may also note that the Annual Report for FY 2017-18 will also be available on the Company's website <https://www.aionjsw.in/> for

download.

13. 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 all its members as on cut-off date, being Thursday, 20<sup>th</sup> December, 2018 to exercise their right to vote on the businesses specified in the accompanying notice by 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.
14. 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 Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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. a .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](http://www.evoting.nsdl.com).
    - b) Physical User Reset Password?
    - c) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 Agreed 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/JPG 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](mailto:contact@cssanjaygrover.in) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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. Thursday, 20<sup>th</sup> December, 2018 may obtain the User ID and password by either sending an e-mail request to [admin@mcsregistrars.com](mailto: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](http://www.evoting.nsdl.com).
- E. Members may contact Mr. Hardeep Singh, Company Secretary, for any grievances connected with electronic means at the e-mail id [isc\\_miel@aionjsw.in](mailto:isc_miel@aionjsw.in) 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.

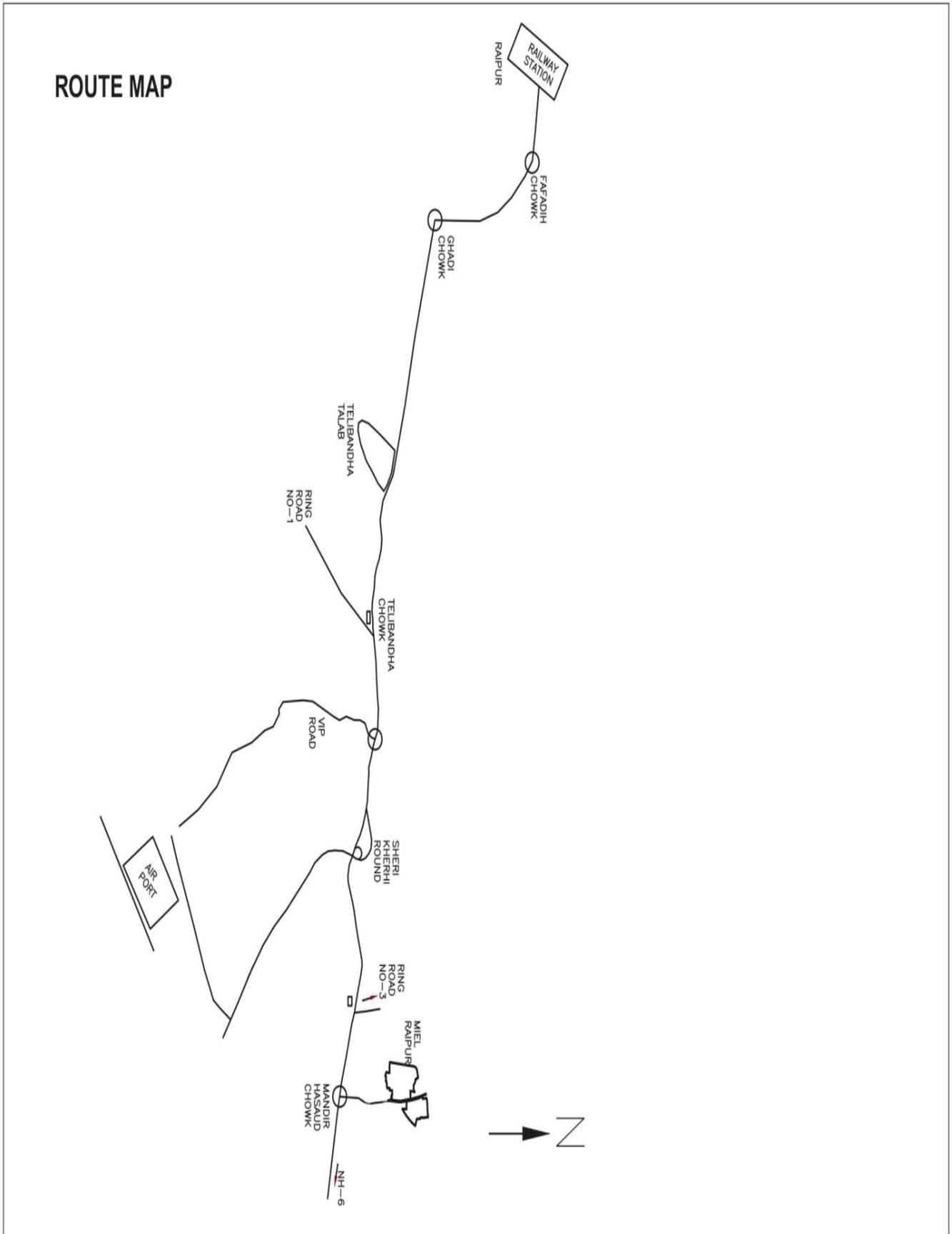
3. Remote e-voting period commences from Monday, 24<sup>th</sup> December, 2018 at 9:00 A.M. and ends on Wednesday, 26<sup>th</sup> December, 2018 at 5:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Thursday, 20<sup>th</sup> December, 2018 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 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.
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 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.
7. 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. Thursday, 20<sup>th</sup> December, 2018.
8. 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.aionjsw.in](http://www.aionjsw.in) and on Depository website [www.evoting.nsdl.co.in](http://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.
9. 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.

#### 10. 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 change, if any, of address, e-mail address, change of name, contact numbers, bank details, bank mandates, nominations, power of attorney, residential status, etc. and their PAN to their DP with whom they maintain their demat account and to the RTA, MCS Share Transfer Agent Limited in respect of their holding in physical form at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or write at F-65, 1st, Floor, Okhla Industrial Area, Phase-I, New Delhi-110 020.
- C. Note that SEBI vide its circular has decided that request for effecting transfer of securities of listed companies shall not be processed unless the shares are held in dematerialised form with a Depository with effect from 5<sup>th</sup> December, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize their shares held by them in physical form.

11. For the convenience of members, the route map of the venue of the meeting along with prominent land mark is depicted at the end of the Notice.



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to Item Nos. 2 to 12 mentioned in the accompanying Notice.

### **ITEM NO 2:**

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) 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, on the recommendation of the Audit Committee of Board, at its meeting held on 15 October, 2018 has considered and approved the appointment of M/s. Shome & Banerjee, Cost Accountants (Firm Reg. No. 00001) as Cost Auditors of the Company for the financial year 2018-19 to conduct audit of cost accounting records for the Company's Steel and Power Divisions at a remuneration of Rs. 3,00,000/- p.a. plus applicable taxes and reimbursement of actual travel and out of pocket expenses for Steel Division and Power Division of the Company

None of the Directors and/or Key Managerial Personnel of the Company and any of their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 2 of the Notice for your approval.

### **ITEM NO 3:**

Mr. Ravichandar Moorthy Dhakshana (DIN: 03298700) who was appointed as Additional Director of the Company, by the Board of Directors pursuant to recommendation of Nomination and Remuneration Committee, with effect from 31<sup>st</sup> August, 2018, subject to approval of shareholders and holds office up to the ensuing Annual General Meeting of the Company. The Company has received a Notice in writing under the provisions of Section 160 of the

Companies Act, from a Member proposing the candidature of Mr. Ravichandar Moorthy Dhakshana for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice as Annexure 1.

Mr. Ravichandar Moorthy Dhakshana is interested in the resolution set out at Item No. 3 of the Notice, which pertain to his appointment.

Relatives of Mr. Ravichandar Moorthy Dhakshana may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Ravichandar Moorthy Dhakshana 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 respectively.

The Board recommends the resolutions set forth at item no. 3 of the Notice for the approval of the members as an ordinary resolution.

### **ITEM NO 4:**

The Board of Directors had, subject to the approval of the shareholders, appointed Mr. Ravichandar Moorthy Dhakshana (DIN: 03298700) as a Whole Time Director of the Company with effect from 31<sup>st</sup> August, 2018 for a period of 2 years on such remuneration and other terms and conditions as recommended by the Nomination and Remuneration Committee of the Board.

The resolutions seeks the approval of members for the said appointment of Mr. Ravichandar Moorthy Dhakshana as a Whole-time Director of the Company pursuant to Sections 149, 152, 196, 197, 203 and other applicable provisions of The Companies Act, 2013 and the Rules made thereunder.

The Details as required under Regulations 26(4) and

36(3) of The SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice as Annexure 1 and Statement of Particulars pursuant to Schedule-V of the Companies Act, 2013 is annexed to the Notice as Annexure 2.

Mr. Ravichandar Moorthy Dhakshana is interested in the resolution set out at Item No. 4 of the Notice, which pertains to his appointment.

Relatives of Mr. Ravichandar Moorthy Dhakshana 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 Mr. Ravichandar Moorthy Dhakshana, 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 of the Company as a Special resolution.

**ITEM NO 5:**

Mr. Seshagiri Rao MVS (DIN:00029136) who was appointed as Additional Director of the Company, by the Board of Directors pursuant to recommendation of Nomination and Remuneration Committee, with effect from 31<sup>st</sup> August, 2018, and holds office up to the ensuing Annual General Meeting of the Company. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, from a Member proposing the candidature of Mr. Seshagiri Rao MVS for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Details 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 as Annexure 1

Mr. Seshagiri Rao MVS is interested in the resolution set out at Item No. 5 of the Notice, which pertain to his appointment.

Relatives of Mr. Seshagiri Rao MVS may be deemed to be interested in the resolution set out at Item No. 5 of

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

Save and except Mr. Seshagiri Rao MVS 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 respectively.

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:**

Mr. Kalpesh Pankaj Kikani (DIN:03534772) who was appointed as Additional Director of the Company, by the Board of Directors pursuant to recommendation of Nomination and Remuneration Committee, with effect from 31<sup>st</sup> August, 2018, and holds office up to the ensuing Annual General Meeting of the Company. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, from a Member proposing the candidature of Mr. Kalpesh Pankaj Kikani for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Details 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 as Annexure 1.

Mr. Kalpesh Pankaj Kikani is interested in the resolution set out at Item No. 6 of the Notice, which pertain to his appointment.

Relatives of Mr. Kalpesh Pankaj Kikani may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Kalpesh Pankaj Kikani 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 resolution respectively.

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:**

Mr. Sanjay Kumar (DIN:07929953) who was appointed as Additional Director of the Company, by the Board of Directors pursuant to recommendation of Nomination and Remuneration Committee, with effect from 31<sup>st</sup> August, 2018, and holds office up to the ensuing Annual General Meeting of the Company. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, from a member proposing the candidature of Mr. Sanjay Kumar for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice as Annexure 1

Mr. Sanjay Kumar is interested in the resolution set out at Item No. 7 of the Notice, which pertain to his appointment.

Relatives of Mr. Sanjay Kumar may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Sanjay Kumar 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 respectively.

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

**ITEM NO 8:**

Mr. Nikhil Omprakash Gahrotra (DIN: 01277756) who was appointed as Additional Director of the Company, by the Board of Directors pursuant to recommendation of Nomination and Remuneration Committee, with effect from 31<sup>st</sup> August, 2018, and holds office up to the ensuing Annual General Meeting of the Company. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, from a member proposing the candidature of Mr. Nikhil Omprakash Gahrotra for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice as Annexure 1.

Mr. Nikhil Omprakash Gahrotra is interested in the resolution set out at Item No. 8 of the Notice, which pertain to his appointment.

Relatives of Mr. Nikhil Omprakash Gahrotra may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except Mr. Nikhil Omprakash Gahrotra 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 respectively.

The Board recommends the resolutions set forth at item no. 8 of the Notice for the approval of the members as an ordinary resolution.

**ITEM NO 9:**

Mrs. Anuradha Ambar Bajpai (DIN:07128141), was appointed as an Additional Director by the Board, with effect from July 30, 2018, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company and will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Mrs. Anuradha Ambar Bajpai for the Office of Independent Director, to be appointed as such under the provisions of Section 149 of The Companies Act, 2013.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice as Annexure 1.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mrs. Anuradha Ambar Bajpai is concerned or interested financially or otherwise in the resolution.

The Board recommends the resolutions set forth at

item no. 9 of the Notice for the approval of the members as an ordinary resolution.

**ITEM NO 10:**

Mr. Jyotin Kantilal Mehta (DIN:00033518), was appointed as an Additional Director by the Board, with effect from 30<sup>th</sup> July, 2018, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company and will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a Notice in writing under the provisions of Section 160 of The Companies Act, 2013 from a member proposing the candidature of Mr. Jyotin Kantilal Mehta for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed to the Notice as Annexure 1

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Jyotin Kantilal Mehta is concerned or interested financially or otherwise in the resolution.

The Board recommends the resolutions set forth at item no. 10 of the Notice for the approval of the members as an ordinary resolution.

**ITEM NO 11:**

Mrs. Sutapa Banerjee (DIN:02844650), was appointed as an Additional Director by the Board pursuant to recommendation of Nomination and Remuneration Committee with effect from 27 September, 2018, pursuant to Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company and will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mrs. Sutapa Banerjee for the Office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Details 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 as Annexure 1.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mrs. Sutapa Banerjee is concerned or interested financially or otherwise in the resolution.

The Board recommends the resolutions set forth at item no. 11 of the Notice for the approval of the members as an ordinary resolution.

**ITEM NO 12:**

The Existing Authorised Share Capital of the Company is Rs. 1550,00,00,000 (Indian Rupees One thousand five hundred and fifty crore only) comprising 82,50,00,000 (Eighty Two Crore Fifty lakh only) Equity Shares of Rs. 10/- (Indian Rupees Ten) each and 55,00,00,000 (Fifty Five Crore only) Preference Shares of Rs. 10/- (Indian Rupees Ten) each and 175,00,000 (One Crore Seventy five Lakh) Preference Shares of Rs 100 (Indian Rupees One Hundred) each.

Considering the business plans and fund requirements of the Company, it is proposed to reclassify the Authorised Share Capital of the Company from the existing Authorised capital to Rs. 1550,00,00,000 (Indian Rupees One thousand five hundred and fifty crore only) comprising 100,00,00,000 (One Hundred Crore only) Equity Shares of Rs. 10 (Indian Rupees Ten) each and 55,00,00,000 (Fifty Five crore only) Preference Shares of Rs. 10 (Indian Rupees Ten) each.

Accordingly, the Board recommends the resolutions set forth at item no. 12 of the Notice for the approval of the members as an ordinary resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 12 of the Notice.

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

**Date : 15 October, 2018**  
**Place : Mumbai**

**Hardeep Singh**  
**Company Secretary**  
**Membership Number: FCS-4967**

Annexure to the Notice

**Annexure-1**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN  
28<sup>th</sup> 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, read with Schedule V of the Companies Act, 2013 as applicable);

Name of Director	Anuradha Ambar Bajpai	Jyotin Kantilal Mehta	Ravichandar Moorthy Dhakshana	Seshagiri Rao MVS	Kalpesh Pankaj Kikani	Sanjay Kumar	Nikhil Omprakash Gahrotra	Sutapa Banerjee
Date of Birth	June 15, 1967	February 16, 1958	May 28, 1956	January 15, 1958	September 09, 1972	August 02, 1962	July 08, 1979	March 24, 1965
Date of first appointment on Board	July 30, 2018	July 30, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	August 31, 2018	September 27, 2018
Brief Profile/Experience/Expertise in specific functional area	Mrs. Anuradha Bajpai graduated from R.A.Podar College of Commerce and Economics and qualified as a Chartered Accountant in 1987. She has a rich experience of 25+ years and practising in individual capacity since April 2014, handling assignments include statutory audit, tax audit, diagnostic testing, identifying and strengthening controls over financial reporting, strengthening process controls, third-party assessment of the strengths and weaknesses of the organisation and the like.	Mr. Jyotin Mehta is an (All India Rank) B/JCA, FCS and B.Com graduate. Having rich experience of 30+ years in the areas of Corporate finance, Internal Audit, corporate governance, risk and controls, Company law and legal and regulatory compliance and customer service. He is a Versatile finance professional with excellent academic credentials, held leadership positions in Tata, ICICI and Shell group of companies.	Mr. Ravichandar Dhakshana, aged 63 years, is Mechanical Engineering Graduate of 1977 from Chennai and M.S (Research) from Anna University. He also qualified in Electrical Engineering from Institute of Engineers of India and has a Diploma in Management and a Diploma in Business Finance and is currently doing Ph.D in Metallurgy. His research papers have been published in various international and national journals.	Mr. Seshagiri Rao M.V.S., aged 60 years, is the Joint Managing Director & Group CFO for JSW Steel, responsible for the overall operations of JSW Steel including Strategy formulations related to business development, expansion of existing businesses, joint ventures, mergers and acquisitions and Cost management. He possesses rich experience spanning over three decades in Steel Sector and in the areas of Corporate Finance and Banking.	Mr. Kalpesh Pankaj Kikani, aged 46 years, serves as the Managing Director and Senior Partner of AION India Investment Advisors Private Limited. Mr. Kikani has been investing in India for over 20 years. Previously, he was a part of ICICI Bank's senior management team, as the Global Head of Special Situations & Structured Finance, where he was responsible for running India-focused investment teams based in Mumbai, Singapore and London	Mr. Sanjay Kumar, aged 56 years, serves as the Embanaleed Steel Manufacturing Expert of BCG. Mr. Sanjay served as Technical Director of WiwiCema Ent Pvt Ltd., COO of Uttam Steel, Wardha Unit, Managing Director of African Foundries Limited.	Mr. Nikhil Omprakash Gahrotra, aged 39 years, is a Principal at AION Capital Partners. He joined the firm in February 2016 from BanyanTree Growth Capital, an India-focused private equity fund, where he was a Director.	Mrs. Sutapa Banerjee is a Bachelor in Science (Honours) in Economics from Calcutta University and has completed PGDPM, (Gold medalist in Economics) from XLRI, Jamshedpur in the year 1989. She has expertise of over 23 years in the financial services industry across 2 multinational banks and a boutique Indian investment bank. She has over 16 years' experience in senior leadership roles, with 11 being in setting up from scratch and heading the private banking



Details of remuneration sought to be paid	Except Sitting fee (as approved from time to time by the Board) no remuneration is sought to be paid	Except Sitting fee (as approved from time to time by the Board) no remuneration is sought to be paid	Except Sitting fee (as approved from time to time by the Board) no remuneration is sought to be paid	Except Sitting fee (as approved from time to time by the Board) no remuneration is sought to be paid	Except Sitting fee (as approved from time to time by the Board) no remuneration is sought to be paid	Except Sitting fee (as approved from time to time by the Board) no remuneration is sought to be paid	Except Sitting fee (as approved from time to time by the Board) no remuneration is sought to be paid
Remuneration last drawn by such person, if applicable	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	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	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	2	1	1	1	1

Directorship held in other companies	<ol style="list-style-type: none"> <li>1. JSW Steel Processing Centres Limited</li> <li>2. JSW Steel Coated Products Limited</li> <li>3. Brahmani Rivers Pellets Limited</li> <li>4. JSW Severfield Structures Limited</li> <li>5. JSW Structural Metal Decking Limited</li> <li>6. JSW Investments Private Limited</li> <li>7. Gagan Trading Company Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Linde India Limited</li> <li>2. Suryoday Small Finance Bank Limited</li> <li>3. ASK Investments Managers Limited</li> <li>4. Ask Property Investment Advisors Private Limited</li> <li>5. ICICI Prudential Trust Limited</li> <li>6. Ask Financial Holding Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Tamilnadu Iron Ore Mining Corporation Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. JSW Steel Limited</li> <li>2. Jsoft Solutions Limited</li> <li>3. Association of Finance Professionals of India</li> <li>4. Creixent Special Steels Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. AION India Investment Advisors Private Limited</li> <li>2. Clix Capital Services Private Limited</li> <li>3. ARCION Revitalization Private Limited</li> <li>4. Clix Finance India Private Limited</li> <li>5. AION Alternative Investments Manager Pvt Limited</li> <li>6. Creixent Special Steels Limited</li> <li>7. JTPM Atsali Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Wiwi Cema Ent Pvt Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Gold Wind Properties Private Limited</li> <li>2. Calypso Foods Private Limited</li> <li>3. Creixent Special Steels Limited</li> <li>4. JTPM Atsali Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. JSW Holdings Limited</li> <li>2. JSW Cement Limited</li> <li>3. Shiva Cement Limited</li> <li>4. Ananya Finance For Inclusive Growth Private Limited</li> <li>5. JSW Industrial Gases Private Limited</li> <li>6. Oxfam India Limited</li> <li>7. Niyogin Fintech Limited</li> <li>8. North East Small Finance Bank Limited</li> </ol>
Membership/ Chairmanship of committees of other companies*	<p><b>Member of Audit Committee:</b> MONNET ISPAT &amp; ENERGY LIMITED</p> <p><b>Chairman of Audit Committee:</b> JSW STEEL PROCESSINGCENTRES LIMITED,JSW STEEL COATED PRODUCTS LIMITED,BRAHMANI RIVER PELLETS LIMITED,JSW STRUCTURALMETAL DECKINGLIMITED,JSW SEVERFIELD STRUCTURESLIMITED</p> <p><b>Chairman of Stakeholder Relationship Committee:</b> MONNET ISPAT &amp; ENERGY LIMITED</p>	<p><b>Member of Audit Committee:</b> ICICI PRUDENTIAL TRUST LIMITED</p> <p><b>Chairman of Audit Committee:</b> MONNET ISPAT &amp; ENERGY LIMITED, LINDE INDIA LIMITED, SURYODAY SMALL FINANCE BANK LIMITED</p> <p><b>Member of Stakeholder Relationship Committee:</b> MONNET ISPAT &amp; ENERGY LIMITED, LINDE INDIA LIMITED</p>	NIL	<p><b>Member of Audit Committee:</b> JSW STEEL LIMITED</p>	NIL	NIL	<p><b>Member of Audit Committee :</b> MONNETISPAT &amp; ENERGY LIMITED</p> <p><b>Member of Stakeholder Relationship Committee:</b> MONNET ISPAT &amp; ENERGY LIMITED</p>	<p><b>Member of Audit Committee :</b> NIYOGIN FINTECH LIMITED, JSW HOLDINGS LIMITED, JSW CEMENT LIMITED</p> <p><b>Chairman of Stakeholder Relationship Committee:</b> JSW HOLDINGS LIMITED</p>
Shareholding in the Company	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

• The Companies in which the Director holds position of Director as on the date of meeting and is a member of that company's audit committee/Stakeholders committee is taken into consideration. Companies includes listed as well as unlisted entities

**STATEMENT OF PARTICULARS  
(PURSUANT TO SCHEDULE -V OF THE COMPANIES ACT 2013)  
MR. RAVICHANDAR MOORTHY DHAKSHANA**

<b>I.</b>	<b>General information:</b>	
(1)	Nature of industry	Steel
(2)	Date or expected date of commencement of commercial production	05/08/1994
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
(4)	Financial performance based on given indicators	Refer Financial Summary to the Directors' Report
(5)	Foreign investments or collaborations, if any.	AION Investment Private II Limited holds 21.21 % Equity Shares of the Company, pursuant to the Resolution Plan as approved by Hon'ble National Company Law Tribunal in accordance with Insolvency & Bankruptcy Code, 2016. Details of which are given in the Director's Report.
<b>II.</b>	<b>Information about the appointee:</b>	
(1)	Background details	Brief Profile as per Annexure-1 to the Notice
(2)	Past remuneration	NIL
(3)	Recognition or awards	NIL
(4)	Job profile and his suitability	<p>Mr. Ravichandar Moorthy Dhakshana, aged 63 years, is a Mechanical Engineering Graduate of 1977 from College of Engineering, Chennai and M.S (Research) from Anna University. He has also qualified in Electrical Engineering from the Institute of Engineers of India and has a Diploma in Management and a Diploma in Business Finance and is currently doing Ph. D in Metallurgy. His research papers have been published in various international and national journals.</p> <p>The experience and qualifications of the director make him suitable for the position of the Whole-time Director.</p>
(5)	Remuneration proposed	As stated in the resolution read with the explanatory statement pertaining item to No. 4 of the Notice of ensuing Annual General Meeting.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed to be approved for Mr. Ravichandar Moorthy Dhakshana is comparable with the Companies of the same size and profitability.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Nil

<b>III.</b>	<b>Other information:</b>	
(1)	Reasons of loss or inadequate profits	The company has incurred losses in past due to unfavorable market conditions and other operational factors. The company was referred to the Corporate Insolvency Resolution Process ('CIRP') as per the provision of Insolvency & Bankruptcy Code, 2016 (IBC) and Hon'ble National Company Law Tribunal, Mumbai Bench has approved the Resolution Plan as submitted by the consortium of AION Investment Private II Limited and JSW Steel Limited on 24 <sup>th</sup> July, 2018. Details of the same are mentioned in the Director's Report.
(2)	Steps taken or proposed to be taken for improvement	The reconstituted Board/ Management, as per the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Mumbai Bench, is in the process of evaluating the operations of the company and taking steps to improve the performance of the company.
(3)	Expected increase in productivity and profits in measurable terms	Considering that the Reconstituted Board was constituted in August 31, 2018, it is difficult to forecast the productivity and profitability in measurable terms. However, the company expects that productivity and profitability may improve and would be comparable with the industry average.
<b>IV.</b>	<b>Disclosures</b>	
	<p>The following disclosures are mentioned in the Board of Director's report under the heading "Corporate Governance", is attached to the Financial statement:</p> <p>(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;</p> <p>(ii) details of fixed component. and performance linked incentives along with the performance criteria;</p> <p>(iii) service contracts, notice period, severance fees; and</p> <p>(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.</p>	

# MONNET ISPAT & ENERGY LIMITED

## (Joint Venture Company by AION and JSW Steel 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@aionjsw.in; Website : www.aionjsw.in  
 Phone : +91 11 29218542-46 ; Fax : +91 11 29218541 CIN: L02710CT1990PLC009826

### Form No. MGT-11

#### PROXY FORM

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

Name of Member(s):	
Registered Address:	
Email Id:	
Folio No. /Client ID :	
DP ID :	

I/We, being the member (s) of ..... shares of Monnet Ispat & Energy Limited, 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 28 Annual General Meeting of the Company scheduled to be held on Thursday, 27th December, 2018 at 01:30 P.M. at Monnet Ispat and Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh) or/ and at any adjournment thereof in respect of such resolutions as indicated below:

Sl. No.	Resolutions	Optional	
		For	Against
1.	Receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statement) for the financial year ended 31 <sup>st</sup> March, 2018 and the Report of Directors and Auditors thereon.		
2.	Ratification the remuneration of M/s Shome & Banerjee, Cost Accountant.		
3.	Appointment of Mr. Ravichandar Moorthy Dhakshana (DIN 03298700) as a Director		
4.	Appointment of Mr. Ravichandar Moorthy Dhakshana (DIN 03298700), as a Whole Time Director		
5.	Appointment of Mr. Seshagiri Rao MVS (DIN:00029136), as a Non-Executive Director		
6.	Appointment of Mr. Kalpesh Pankaj Kikani (DIN:03534772), as Non Executive Director		
7.	Appointment of Mr. Sanjay Kumar (DIN:07929953), as a Non-Executive Director		
8.	Appointment of Mr. Nikhil Omprakash Gahrotra (DIN:01277756), as a Non-Executive Director		
9.	Appointment of Mrs. Anuradha Ambar Bajpai (DIN:07128141), as an Independent Director		

10.	Appointment of Mr. Jyotinkantil Mehta (DIN:00033518), as an Independent Director		
11.	Appointment of Mrs. Sutapa Banerjee (DIN:02844650), as an Independent Director		
12.	Reclassification of Authorised Share Capital of the Company		

\*Applicable for investors holding shares in electronic form.

Signed this .....day of .....2018

Signature of Shareholder(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.

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#### 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	
--------------------------------------	---------------	--

Name(s) and address of the member in full

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I / we hereby record my / our presence at the 28<sup>th</sup> Annual General Meeting of the Company being held on Thursday 27<sup>th</sup> December, 2018 at 01:30 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

\*Applicable for member holding shares in physical form.