



MONNET PROJECT DEVELOPERS LIMITED

Registered Office: Plot No. 216, Sector-C, Urla Industrial Complex, Raipur-493221 (Chhattisgarh)

Corp. Office: Monnet House, 11, Masjid Moth, Greater Kailash-II, New Delhi-110048 (INDIA)

Phone: +91 11 29218542-46; **Fax:** +91 11 29218541. **Email:** isc_mpd@monnetgroup.com;

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

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting ("AGM") of MONNET PROJECT DEVELOPERS LIMITED (the "Company") will be held on Friday, 28th September, 2018 at 03:30 P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101, in the state of Chhattisgarh, to transact the following business: —

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
 - b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Jagdamba Prasad Lath (DIN: 00380076), who retires by rotation and being eligible offers himself for re-appointment
3. To fix the remuneration of Statutory Auditors of the company. In this connection, to consider and, if thought fit, to pass the following resolution:

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

SPECIAL BUSINESS

4. To designate Whole-time Director as a "Director liable to retire by Rotation" and consequential amendment in terms of his Appointment:

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 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment(s) thereof for the time being in force) read with Schedule V to the Companies Act, 2013 and in partial modification of the resolution passed by the shareholders at the Annual General Meeting held on 30th September, 2015, the consent of the members of the Company be and is hereby accorded that Mr. Braham Dutt Bhardwaj (DIN: 01779434) who was appointed as Whole Time Director of the Company, for a period of 5(Five) years with effect from 28th May, 2015, shall henceforth be liable to retire by rotation."

"RESOLVED FURTHER THAT save as provided above, other terms and conditions of appointment of Mr. Braham Dutt Bhardwaj as Whole-time Director will remain unchanged and will continue to be governed as approved by the shareholders of the Company at the Annual General Meeting held on 30th September, 2015."

5. Increase in the borrowing powers of the company under section 180(1)(c) of Companies Act, 2013:

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

"RESOLVED THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), be and is hereby authorized, in accordance with Section 180 (1) (c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the

Company, to borrow any sum or sums of money (including non-fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed upto a sum of Rs. 500 crores (Rupees five hundred crores) over and above the aggregate of the paid up capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

6. Creation of the security for the loan/ credit facility by mortgage/ creation of charge under section 180(1)(a) of Companies Act, 2013:

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

"RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute or may have constituted for this purpose and has granted or may grant to exercise all or any of its powers that the Board is authorized to exercise) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the

Company, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding / subsidiary / affiliate / associate company, by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued/to be issued by the Company, from time to time, upto the same limits that is being / may be approved by the shareholders from time to time under Section 180 (1) (c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/ Agent(s) and Trustee(s) /Trustee(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

**By order of the Board of Directors
MONNET PROJECT DEVELOPERS LIMITED**

**Date : 13.08.2018
Place: New Delhi**

**(Tanya)
Company Secretary
(M. No. ACS -45472)**

**Registered Office :
Plot No. -216, Sector C, Urla Industrial Complex,
Raipur -493221 (Chhattisgarh)**

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

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. .**
2. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Pursuant to Section 139 of the Companies Act, 2013 (the Act), appointment of Auditor M/s APAS & Co. Chartered Accountants (Firm Registration No: 000340C), was made by the members in their Annual General Meeting ("AGM") held on 28th September, 2017, for a period of five year i.e from the 15th AGM till the 20th AGM, subject to the ratification at every AGM. However, in view of the notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, requirement for ratification of appointment of auditor has been abandoned.
4. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard- 2, of persons seeking re-appointment as Director under Item No. 2 of the notice is also annexed hereto as ***Annexure to the Notice.***
5. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
6. The register of Members and Share Transfer Books of the Company will remain closed from Friday, 21/09/2018 to Friday, 28/09/2018 (both days inclusive).
7. Pursuant to Section 72 of the Companies Act, 2013 shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in demat with the respective Depository Participant. Form SH-13 can be obtained from the Company's RTA by sending a request.
8. For proper conduct of the AGM, Members/Proxies should fill the attendance slip for attending the Meeting. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Member who hold share(s) in electronic form are requested to write their DP ID and Client ID number and those who hold share(s) in physical form are requested to write their folio number in attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. Members are requested to quote their Registered Folio Number/Client ID No. & Depository Participant (D.P) ID number on all correspondence with the Company.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related rules thereunder and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 and other statutory regulations, if required, and related rules thereunder will be available for inspection by Members of the Company at the venue of the meeting.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on any working day between 11:00 A.M to 02:30 P.M, up to and including the date of this Annual General Meeting of the Company.
12. The Shareholders who have not registered their e-mail address(es), so far, are requested to register their e-mail address(es), in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update the same with Register and Transfer Agent by writing to MCS Share Transfer Agents Ltd, F-65, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 or through e-mail at admin@mcsregistrars.com.
13. In terms of Regulation 36 of the Listing Regulations, soft copy of full Annual Report is being sent by electronic mode to that member whose e-mail address is registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

Members may also note that the Notice of the 16th AGM and the Annual Report 2018 is also available on the Company's website www.monnetgroup.com for their download. The physical copies of the aforesaid documents will also be available at the Registered Office at Raipur and at Corporate Office in New Delhi for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor services email isc_mpd@monnetgroup.com or may write to the Company at tanya.kukreja@monnetgroup.com.

14. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations the Company is also providing the facility to its members holding shares in dematerialized or physical form as on cut-off date, being Friday, 21st September, 2018 to exercise their right to vote on the businesses specified in the accompanying notice by remote e-voting process through remote e-voting services provided by National Securities Depository Limited (NSDL). In this regard, the Company has agreement with NSDL for facilitating remote e-voting to enable the shareholders to cast their votes electronically. However, E-voting is optional. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
15. For the members who do not have access or casted their votes by remote e-voting, facility for voting through polling paper shall be provided at the AGM and members attending the meeting who have not already casted their votes by remote e-voting shall be able to cast their votes at the AGM. However, the members who have casted their votes by remote e-voting prior to the date of the AGM may also attend the meeting but shall not be entitled to cast their vote again.
16. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote cast through remote e-voting will be considered final and voting through polling paper will not be considered.
17. A person who is not a Member as on the cut-off date i.e. Friday, 21st September, 2018 should treat this Notice for information purposes only but such member has also the right to attend the AGM of the

Company.

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

4. Your User ID details are given below :

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need 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.
 - b) *Physical User Reset Password?*
" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/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 to with a copy marked to evoting@nsdl.co.in and isc_mpd@monnetgroup.com

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "*Forgot User Details/Password?*" or "*Physical User Reset Password?*" option available on www.evoting.nsdl.com to reset the password.
- A. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- B. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- C. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. Friday, 21st September, 2018 may obtain the User ID and password by either sending an e-mail request to admin@mcsregistrars.com or calling on Phone No. :011-41406149 or Fax: 011-41709881.
- D. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the download section of www.evoting.nsdl.com.
- E. Members may contact Ms. Tanya, Company Secretary, for any grievances connected with electronic means at the e-mail id isc_mpd@monnetgroup.com or Phone: 011-29218542-46 or Fax: 011- 29218541
- F. Any person who is not a member on the cut-off date should treat the notice for information purposes only.
19. Remote e-voting period commences from Tuesday, 25th September, 2018 at 9:00 A.M. and ends on, Thursday, 27th September, 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 Friday, 21st September, 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.
20. The Company shall also arrange for the physical voting by use of polling paper at the AGM for the members

who have not cast their vote through remote e-voting.

21. 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 Friday, 21st September, 2018
22. 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.
23. The scrutinizer shall, immediately after the conclusion of the voting through polling paper at the AGM, first count the votes cast at the meeting vide polling paper, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours from conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to Chairman or Director authorized by the Board of the Company, who shall countersign the same.
24. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.monnetgroup.com and on www.evoting.nsdl.co.in. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office and will also be posted on the website of Company. It shall also be communicated to relevant stock Exchanges where the securities of the Company are listed.
25. **MEMBERS ARE REQUESTED TO:**
 - A. Note that SEBI has mandated registration of Permanent Account Number (PAN) and bank accounts details such as bank account number, name of the bank and branch details, MICR code, IFSC code etc. of all security holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank account details to RTA /Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. Members holding shares in demat form are requested to submit the aforesaid information to their respective

depository participant(DP).

- B. Immediately notify any change if any, of address, e-mail address, change of name, contact numbers, bank details, bank mandates, nominations, power of attorney etc. and their PAN to their DP with whom they maintain their demat account and to the RTA in respect of their holding in physical form. Non-resident Indian members are requested to immediately inform the RTA /respective DP, immediately of change in their residential status on return to India for permanent settlement and the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- C. Note that SEBI vide its circular has decided that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

26. For the immediate reference, route map for reaching the venue of the Annual General Meeting hall is along with the Attendance Slip, Proxy Forms and polling paper is attached with the notice.

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

ITEM NO.4

As per Sec 152 (6) of the Companies Act, unless the articles provide for the retirement of all Directors at every annual general meeting, not less than two-thirds of the total number of Directors of a public company shall—

- (i) be persons whose period of office is liable to determination by retirement of Directors by rotation and
- (ii) save as otherwise expressly provided in this Act, be appointed by the Company in general meeting.

Also at the first annual general meeting and at every subsequent annual general meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment.

Section 149 (13) of the Companies Act 2013, provides that the provisions of Section 152 in respect of retirement of Directors by rotation shall not be applicable to appointment of independent Directors.

In accordance with the above regulations, the Company is required to appoint at least two Directors whose office shall be liable to retire by rotation. Mr. J.P. Lath, Non-Executive Director of the Company is the only Director currently whose office is liable to retire by rotation.

It is therefore proposed to designate Mr. Braham Dutt Bhardwaj, Whole-time Director, as a Director liable to retire by rotation.

Mr. B.D. Bhardwaj who was appointed as Whole-time Director for a term of five years w.e.f. 28th May, 2015, shall henceforth be liable to retire by rotation and shall be designated as Whole-time Director of the Company.

The other terms and conditions of his appointment will remain unchanged and will continue to be governed by resolution passed by the members of the Company at the Annual General Meeting held on 30th September, 2015.

The Company has received from Mr. Braham Dutt Bhardwaj(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Braham Dutt Bhardwaj as Whole-time Director of the Company pursuant to Section 196, Section 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The other terms and conditions of his appointment will remain unchanged and will continue to be governed by resolution passed by the members of the Company at the Annual General Meeting held on 30th September, 2015.

In the opinion of the Board of Directors, Mr. B.D. Bhardwaj, fulfils the conditions specified in the Act and the Rules made thereunder. The Board considers that his continued association would be of immense benefit to the Company.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mr. B.D. Bhardwaj, are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item No 4 of the Notice.

The Board recommends Resolution set out at Item No. 4 of the Notice for the approval of the members.

Item No. 5

Section 180 (1) (c) of the Companies Act, 2013 permits the Company to borrow money along with the money already borrowed by the Company, except the temporary loans obtained from the Companies banker in ordinary course of business, beyond the paid –up capital, free reserve and securities premium of the Company, only if the same is approved by the Members of the Company.

Hence, members of the Company are requested to give their approval to borrow the money along with the money already borrowed by the Company in excess of its paid –up capital, free reserve and securities premium i.e. Up to Rs. 500 Crores.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 6

A Company requires the authorization under Section 180 (1) (a) of the Companies Act, 2013 also from the Shareholders by way of Special Resolution for creating security by way of mortgage and / or charge on the immovable and movable assets of the Company for securing the Term Loans, credit facilities from Banks/Institutions. For the reasons already mentioned in detail in the Explanatory Statement for Item No. 5 above, it is desirable that the Company has in place the requisite approval of the shareholders under the aforesaid section to create mortgage and/or charge on Company's entire immovable and movable assets on first/second charge basis upto the same limit as may be approved by the shareholders under Item No. 5 above under Section 180 (1) (c) or any increase/ change therein from time to time.

Hence, the same is being forwarded to the shareholders in the prescribed manner for their assent or dissent, as the case may be. It is therefore, proposed that the Company may be given the requisite authorization.

The Board recommends the Special Resolution for shareholders' approval.

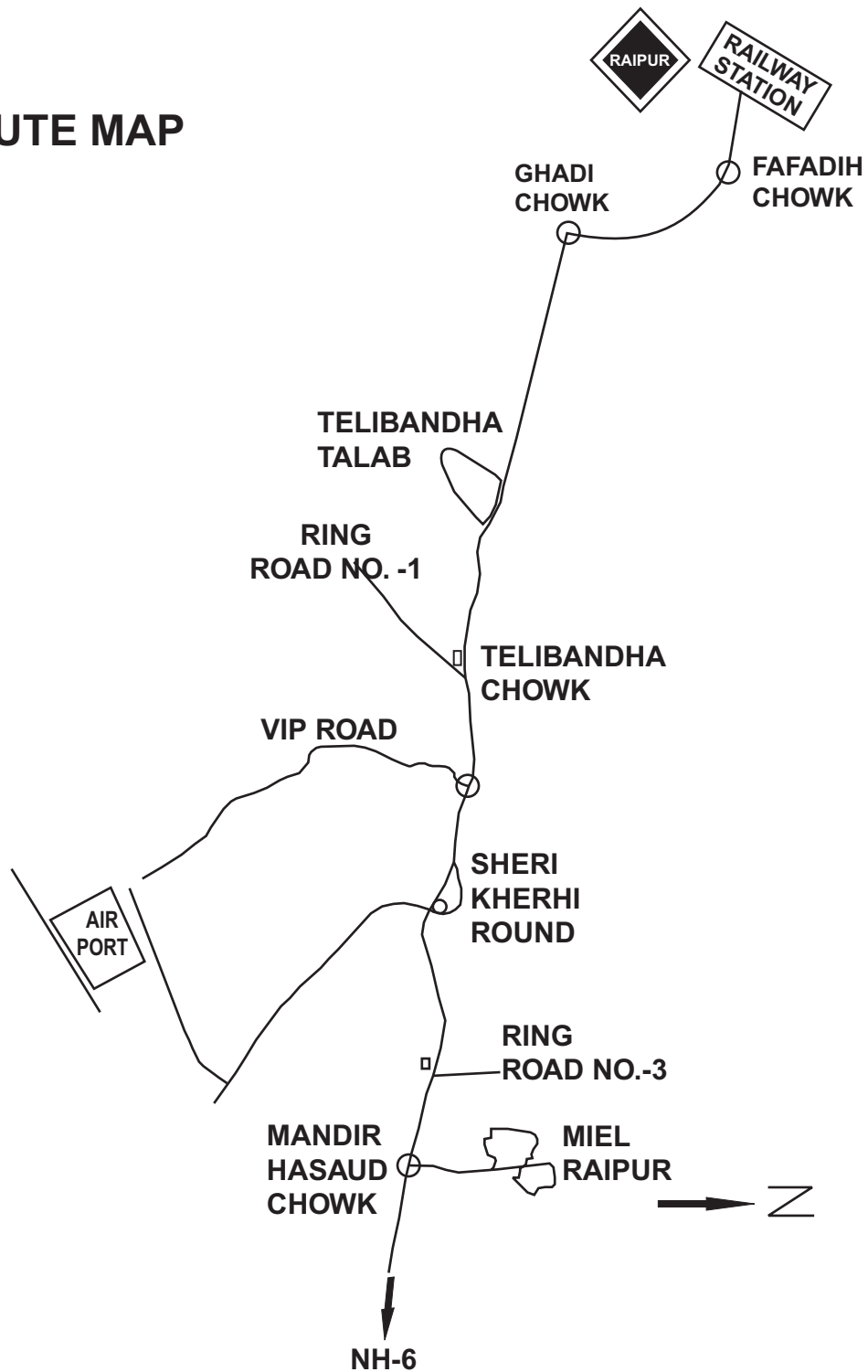
None of the Directors, Key Managerial Personnel and relatives thereof are in any way concerned or interested in the resolution.

Annexure to the Notice
DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN
16th ANNUAL GENERAL MEETING

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

Name of Director	Jagdamba Prasad Lath
Date of Birth	16/09/1941
Date of first appointment on Board	20/09/2003
Brief Profile	Mr. J.P. Lath is a graduate with 41 years of experience in pivotal senior managerial roll in the running of a large manufacturing unit. Land acquisition, statutory regulatory compliance and liaison with Government Agencies for licenses, permissions, NOC etc.
Qualifications	Graduate
Experience/ Expertise in specific functional area	Mr. J.P. Lath is having over 41 years of experience in pivotal senior managerial roll in the running of a large manufacturing unit. Land acquisition, statutory regulatory compliance and liaison with Government Agencies for licenses, permissions, NOC etc.
Terms and conditions of re-appointment	As per the terms and conditions agreed by the Board of Directors of the Company.
Details of remuneration sought to be paid	As per the letter of appointment
Remuneration last drawn by such person, if applicable	Details as in MGT-9 of Director 's Report.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board attended during the year	6/6
Directorship held in other companies	1. Monnet Ispat& Energy Limited 2. Monnet Industries Limited 3. Monnet Power Company Limited. 4. Monnet Cement Limited 5. Monnet Daniels Coal Washeries Limited.
Membership/ Chairmanship of committees of other companies	Monnet Ispat& Energy Limited- Chairman of Stakeholder Relationship Committee, Executive Committee, Finance Committee. Member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee. Monnet Industries Limited- Member of Audit Committee, Stakeholder Relationship Committee and Nomination and Remuneration Committee. Monnet Power Company Limited- Chairman of Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Executive Committee, Finance Committee and Allotment Committee. Monnet Daniels Coal Washeries Limited- Chairman of Audit Committee and Nomination and Remuneration Committee.
Shareholding in the Company	Holding 160 equity shares

ROUTE MAP





MONNET PROJECT DEVELOPERS LIMITED

Registered Office: Plot No. 216, Sector-C, Urla Industrial Complex, Raipur-493221 (Chhattisgarh)

Corp. Office: Monnet House, 11, Masjid Moth, Greater Kailash-II, New Delhi-110048 (INDIA)

Phone : +91 11 29218542-46 ; Fax : +91 11 29218541. Email: isc_mpd@monnetgroup.com

Website: www.monnetgroup.com; CIN : L70102CT2002PLC015040

ATTENDANCE SLIP

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

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

I / we hereby record my / our presence at the 16th Annual General Meeting of the Company being held on 28th September, 2018 at 03:30 P.M. At Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101 in the State of Chhattisgarh.

Please (✓) in the box ☐ MEMBER ☐ PROXY

*Applicable for member holding shares in physical form.

Signature of Member / Proxy



MONNET PROJECT DEVELOPERS LIMITED
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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]

CIN: L70102CT2002PLC015040

Name of the Company: Monnet Projects Developers Limited

Registered office: Plot No. 216, Sector-C, Urla Industrial Complex, Raipur-493221(Chhattisgarh)

Name of the member (s):

Registered address:.....

E-mail Id:.....

DP ID and Client ID* / Folio No:.....

I/We, being the member (s) ofshares 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 16th Annual General Meeting of the Company scheduled to be held on 28th Sep., 2018 at 03:30P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh) or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional**	
Ordinary Business		For	Against
1.	To receive, consider and adopt (a) The Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2018and the Reports of the Board of Directors and Auditors thereon. (b) The Consolidated Audited Financial Statements of the Company for the financial year ended 31 st March, 2018 together with the Reports of the Auditors thereon.		
2.	To appoint a Director in place of Mr. Jagdamba Prasad Lath (DIN: 00380076), who retires by rotation and being eligible offers himself for re-appointment.		
3.	To fix the remuneration of Statutory Auditors of the company		
Special Business			
4.	Designate Whole-time Director as a “Director liable to retire by Rotation” and consequential amendment in terms of his Appointment		
5.	Increase in the borrowing powers of the company under section 180(1)(c) of Companies Act, 2013		
6.	Creation of the security for the loan/ credit facility by mortgage/ creation of charge under section 180(1)(a) of Companies Act, 2013		

*Applicable for investors holding shares in electronic form.

Signed thisday of2018 Signature of Member.....Signature of Proxy holder(s).....

Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company situated at Plot No. 216, Sector-C, Urla Industrial Complex, Raipur 493221, Chhattisgarh not later than 48 hours before the commencement of the Meeting. 2. The proxy need not be a member of the company. 3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. 4. **This is only optional please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. 5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. 6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated. 7. The holder of this form may vote either for or against each resolution for which he is entitled to vote.

**Affix the
revenue
stamp of
Re 1/-**