



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 15th Annual General Meeting ("AGM") of **MONNET PROJECT DEVELOPERS LIMITED (the "Company")** will be held on Thursday, 28th September, 2017 at 01:30 P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101, in the state of Chhattisgarh, to transact the following business: —

year ending on March 31st, 2018, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

By order of the Board of Directors
MONNET PROJECT DEVELOPERS LIMITED

ORDINARY BUSINESS

1. To receive, consider and adopt
 - a) The Audited Financial Statements for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
 - b) The Consolidated Audited Financial Statements for the financial year ended 31st March, 2017 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Sandeep Jajodia (DIN:00082869), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the company and fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution: —

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and 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), and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. APAS & Company, (Firm Registration No: 000340C), be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s O.P. Bagla & Company, Chartered Accountants, the retiring auditors, to hold such office from the conclusion of this ensuing Annual General Meeting (AGM) until the conclusion of 20th AGM of the Company (subject to ratification of the appointment by the members at every AGM held after this AGM), on such remuneration plus tax and reimbursement of out of pocket, travelling and living expenses etc incurred in connection with the audit of Financial Statements of the Company for the financial

(Tanya)

Place: New Delhi

Date: 09th August, 2017

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. 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 here to as **Annexure to the Notice**.

4. Members are informed that in case of joint holders attending the meeting, only such joint holder who is first in the order of names will be entitled to vote.
5. The register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21/09/2017 to Thursday 28/09/2017(both days inclusive).
6. 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 /electronic form, the nomination form may be filed with the respective Depository Participant. Form SH-13 can be obtained from the Company's RTA by sending a request.
7. 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.
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. 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.
10. 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.
11. 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 Registrar 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.

12. 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 15th AGM and the Annual Report 2017 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.
13. 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 Thursday, 21st September, 2017 to exercise their right to vote on the businesses specified in the accompanying notice by remote e-voting process through remote e-voting services provided by 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.
14. 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.

15. 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.
16. A person who is not a Member as on the cut-off date i.e. Thursday, 21st September, 2017 should treat this Notice for information purposes only but such member has also the right to attend the AGM of the Company.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / MCS Share Transfer Agents Ltd.
18. The instructions and other information relating to remote e-voting are as under:
 - A.** In case of Members receiving e-mail from NSDL:
 - (i) Open e-mail and open PDF file viz; MPDL e- Voting.pdf with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on "Shareholder" - "Login"
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Homepage of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E-Voting Even Number) of Monnet Project Developers Limited.
 - (viii) Now you are ready for e-Voting as Cast Vote page opens. On the voting page enter the number of shares (which represents the number of votes) as on the cut-

off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

- (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as a abstained.
- (x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- (xi) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- (xii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (xiii) Institutional shareholders (i.e. Other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: contact@cssanjaygrover.in or isc_mpd@monnetgroup.com with a copy marked to evoting@nsdl.co.in
- B.** In case of shareholders other than in (A) above:
 - (i) Initial password is mentioned in the letter from Registrar MCS Share Transfer Agents Ltd. attached with the Notice as below: —

EVEN (E-voting Event Number)	User ID	Password / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) as mentioned in (A) above, to cast vote.
- C.** If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.
- D.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- E.** Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21st

September, 2017 may obtain the User ID and password by either sending an e-mail request to admin@mcsregistrars.com or calling on Phone No. :011-41406149 or Fax: 011-41709881.

F. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the download section of www.evoting.nsdl.com.

G. Members may contact Ms. Tanya, Company Secretary, for any grievances connected with electronic means at the e-mail id isc_mind@monnetgroup.com or Phone: 011-29218542-46 or Fax: 011- 29218541

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

19. Remote e-voting period commences from Monday, 25th September, 2017 at 9:00 A.M. and ends on, Wednesday, 27th September, 2017 at 5:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Thursday, 21st September, 2017 may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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. 21st September, 2017.

22. The Board of Directors has appointed Mr. Sanjay Grover, Managing Partner at M/s Sanjay Grover & Associates (CP No. 3850), failing him Mr. Neeraj Arora, Partner at M/s Sanjay Grover & Associates (CP No. 16186) and failing him, Mr. Lokesh Dhyani Partner at M/s Sanjay Grover & Associates (CP No. 16185), Practicing Company Secretaries having address at B-88, 1st Floor, Defence Colony, New Delhi-110024, as a Scrutinizer to scrutinize the remote e-voting process and poll process in a fair and transparent manner.

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. 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.

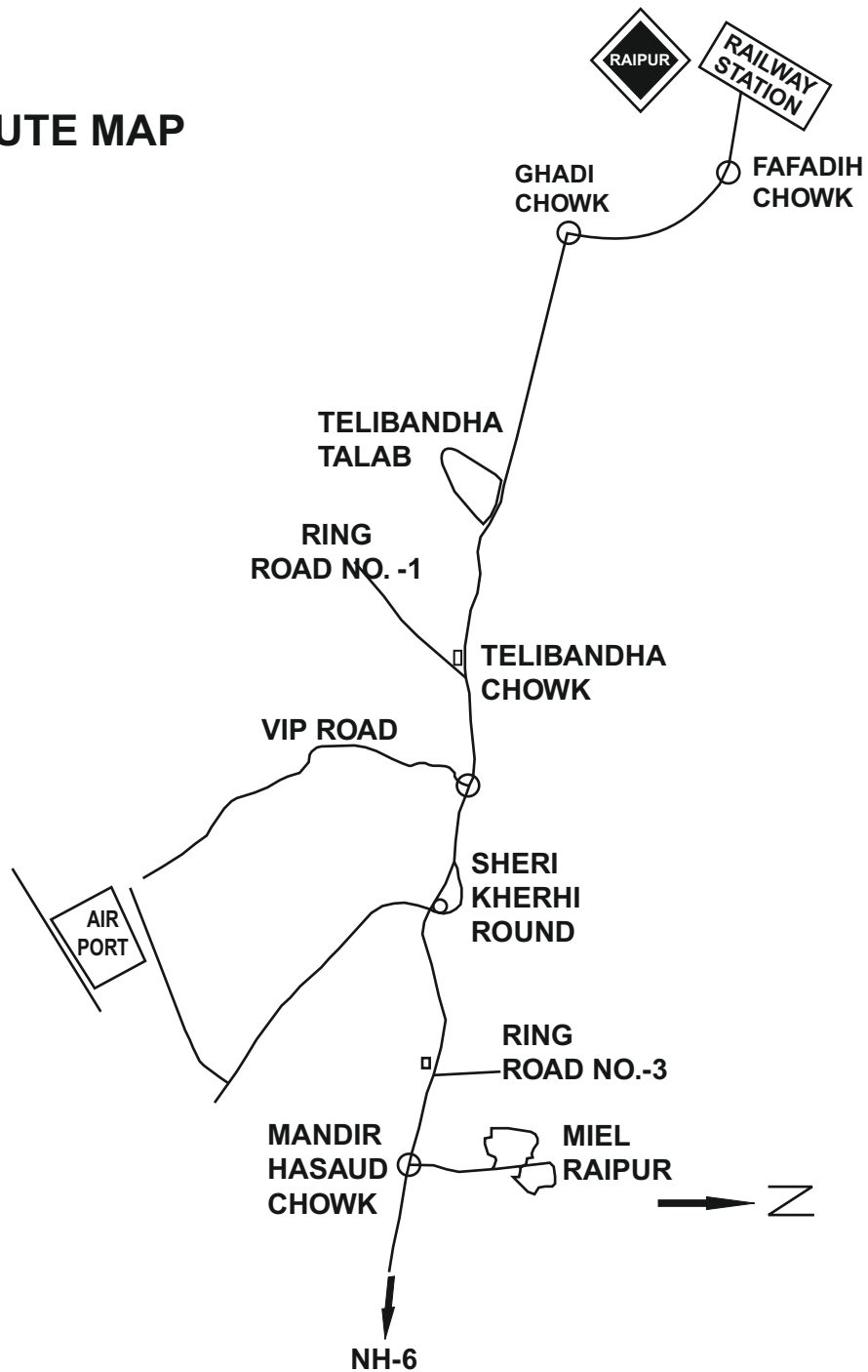
Annexure to the Notice

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT IN
15th 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	Sandeep Jajodia
Date of Birth	14/03/1966
Date of first appointment on Board	22/03/2002
Brief Profile	Mr. Sandeep Jajodia aged about 51 Years is promoter and founding member of Monnet Group. Armed with rigorous training in critical aspects of marketing, strategy formation and international business, Mr. Jajodia started his career foraying into manufacturing by setting up the Monnet Group's first Ferro Alloy Unit in 1991 and has nurtured the group from being a Ferro alloy manufacturer to a fully integrated sponge iron player having business operations in manufacturing of sponge iron, mining of coal, Ferro alloys, steel and power generation.
Qualifications	Bachelor in Commerce
Experience/ Expertise in specific functional area	Mr. Sandeep Jajodia is having an Experience of over 27 years and is expert in the core business comprising of Sponge iron, steel & power sector.
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	Except Sitting fee (as approved time to time by the Board), no remuneration is sought to be paid
Remuneration last drawn by such person, if applicable	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board attended during the year	4/4
Directorship held in other companies	1. Monnet Ispat & Energy Limited 2. Monnet Power Company Limited 3. Monnet Cement Limited 4. Monnet Sports Foundation 5. The Associated Chambers of Commerce and Industry of India
Membership/ Chairmanship of committees of other companies	Monnet Ispat & Energy Limited- Member of Stakeholder Relationship Committee, Executive Committee and Finance Committee. Monnet Project Developers Limited-Member in Nomination & Remuneration Committee Monnet Power Company Limited-Member in Executive Committee ,Finance Committee, Allotment Committee and Corporate Social Responsibility
Shareholding in the Company	Holding 72,236 equity shares.

ROUTE MAP





MONNET PROJECT DEVELOPERS LIMITED

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 Website: www.monnetgroup.com; CIN : L70102CT2002PLC015040

ATTENDANCE SLIP

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

DP Id & Client Id / Regd. Folio No.*	No. of Shares
--------------------------------------	---------------

Name(s) and address of the member in full

I / we hereby record my / our presence at the 15th Annual General Meeting of the Company being held on 28th September, 2017 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

*Applicable for member holding shares in physical form.

Signature of Member / Proxy



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Form No. MGT-11 PROXY FORM

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

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

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

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 15th Annual General Meeting of the Company scheduled to be held on 28th Sep., 2017 at 1:30 P.M. at Monnet Ispat & Energy Limited, Monnet Marg, Mandir Hasaud, Raipur-492101 (Chhattisgarh) or / and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional**	
Ordinary Business		For	Against
1.	To Receive, consider and adopt; a) The Audited Financial Statements for the financial year ended 31 st March, 2017 together with the Reports of the Board of Directors and Auditors thereon. b) The Consolidated Audited Financial Statements for the financial year ended 31 st March, 2017 together with the Reports of the Auditors thereon.		
2.	To appoint a director in place of Mr. Sandeep Jajodia (DIN: 00082869), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To appoint Statutory Auditors of the company and fix their remuneration.		

*Applicable for investors holding shares in electronic form.

Signed thisday of2017 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/-**