

# EON ELECTRIC LIMITED

CIN: L31200HR1989PLC035580

Registered Office: 1048, Sector 14, Sonapat – 131 001 Haryana

Corporate Office: B-88, Sector 83, Noida – 201305 Dist. Gautam Budh Nagar (UP)

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## NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of **EON ELECTRIC LIMITED** will be held on Monday, the 29<sup>th</sup> day of September, 2014 at 9.00 A.M at Kanak Garden Resort, 55 Mile Stone, G. T. Karnal Road, Murthal, Distt. Sonapat, Haryana - 131027, to transact the following business: -

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on 31<sup>st</sup> March, 2014 along with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Vivek Mahendru(DIN: 00006014), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re- appointment.
3. To re- appoint Auditors and to fix their remuneration 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** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Company's (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. J C Bhalla & Co., Chartered Accountants, New Delhi (Registration No.: 001111N issued by the Institute of Chartered Accountants of India), the retiring Statutory Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Audit Committee /Board of Directors of the Company, plus service tax as applicable and reimbursement of actual out-of-pocket expenses as may be incurred in the performance of their duties.”

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new Draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof ) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013 Shri Ramesh Chander Bansal (DIN: 00005387) Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Ramesh Chander Bansal as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director, to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> September, 2014, not liable to retire by rotation.”

6. 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 provision of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013 Shri Ajoy Kumar Ghosh(DIN: 00005404), Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Ajoy Kumar Ghosh as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> September, 2014, not liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule IV of the Companies Act, 2013 Shri Ranjan Sarkar (DIN: 00289322), Director of the Company, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri Ranjan Sarkar as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director, to hold office for 5 (five) consecutive years with effect from 30<sup>th</sup> September, 2014, not liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to re- appoint Shri Ved Prakash Mahendru (DIN: 00005338) as Chairman and Managing Director of the Company, for a period of 3 years w.e.f. 1<sup>st</sup> October, 2014 on the following terms and condition as approved by Nomination & Remuneration Committee and the Board of Directors of the Company:

<b>Salary</b>	
Basic	₹ 4,25,000/- per month
<b>Perquisites</b>	
Housing	Company owned/ hired / leased accommodation upto 65 % of the Basic Salary over and above 15% being payable by the Director.
Medical Expenditure	For self and family in accordance with the Rules of the Company, subject to One month's Basic Salary
Leave Travel Assistance	For self and family in accordance with the Rules of the Company, subject to One month's basic Salary
Mediclaime and personal accident insurance	As per Rules of the Company
Gratuity	As per Rules of the Company
Car Facility	Company Maintained car
Other allowances, benefits and perquisites	As per Rules of the Company

**RESOLVED FURTHER THAT** in the event of there being a loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Ved Prakash Mahendru shall be the minimum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps from time to time as may be necessary or desirable to give effect to this Resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel), Rules 2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to re- appoint Shri Vivek Mahendru (DIN: 00006014) as Executive Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> October, 2014, whose period of office shall be liable to determination by retirement of directors by rotation, on the following terms and condition as approved by Nomination & Remuneration Committee and the Board of Directors of the Company:

<b>Salary</b>	
Basic	₹ 3,60,000/- per month
<b>Perquisites</b>	
Housing	Company owned/ hired / leased accommodation or House Rent Allowance @ 50% of the basic salary in lieu of company provided accommodation.
Medical Expenditure	For self and family in accordance with the Rules of the Company, subject to One month's Basic Salary
Leave Travel Assistance	For self and family in accordance with the Rules of the Company, subject to One month's Basic Salary
Mediclaime and personal accident insurance	As per Rules of the Company
Gratuity	As per Rules of the Company
Car Facility	Company Maintained car
Other allowances, benefits and perquisites	As per Rules of the Company

**RESOLVED FURTHER THAT** in the event of there being a loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Vivek Mahendru shall be the minimum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps from time to time as may be necessary or desirable to give effect to this Resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel), Rules

2014 (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to re- appoint Shri Vinay Mahendru (DIN: 00005371) as Executive Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> October, 2014, whose period of office shall be liable to determination by retirement of directors by rotation, on the following terms and condition as approved by Nomination & Remuneration Committee and the Board of Directors of the Company:

<b>Salary</b>	
Basic	₹ 3,60,000/- per month
<b>Perquisites</b>	
Housing	Company owned/ hired / leased accommodation or House Rent Allowance @ 50% of the basic salary in lieu of company provided accommodation.
Medical Expenditure	For self and family in accordance with the Rules of the Company, subject to One month's Basic Salary
Leave Travel Assistance	For self and family in accordance with the Rules of the Company, subject to One month's Basic Salary
Mediclaime and persona accident insurance	As per Rules of the Company
Gratuity	As per Rules of the Company
Car Facility	Company Maintained car
Other allowances, benefits and perquisites	As per Rules of the Company

**RESOLVED FURTHER THAT** in the event of there being a loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Vinay Mahendru shall be the minimum remuneration payable to him in terms of the provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps from time to time as may be necessary or desirable to give effect to this Resolution."

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

**"RESOLVED THAT** in supersession of the ordinary resolution passed by Shareholders of the Company at the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2007 in terms of Section 293(1)(d) of the Companies Act, 1956, and pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof ) the consent of the Company, be and is hereby accorded to the Board of Directors of the Company to borrow from time to time all such sums of money from any one or more of the Company's bankers and/or persons, firms, ,body corporates or financial institutions as they may deem expedient and necessary for the purpose of the business of the Company notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of ₹ 250 Crores (Rupees Two Hundred & Fifty Crores Only) at any point of time.

**RESOLVED FURTHER THAT** the Board or any of its duly constituted committee be and is hereby authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution."

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

**"RESOLVED** that in supersession of the ordinary resolution passed by the Shareholders of the Company at the Annual General Meeting of the Company held on 29<sup>th</sup> September, 2007 in terms of Section 293(1)(a) of the Companies Act, 1956, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company to mortgage, charge and/or hypothecate all or any part of movable and immovable properties of the Company as may be necessary, wheresoever situate, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events of default, to or in favour of the financial institutions, banks, investment institutions, mutual funds, trusts and other body corporates (hereinafter referred to as the "Lending Agencies")/ Trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure Rupee Term Loans/Foreign Currency Loans/Working Capital Facilities/Loans/ Debentures/Bonds and other instruments of an equivalent aggregate value not exceeding ₹ 250 Crores (Rupees Two Hundred and Fifty Crores Only) together with interest thereon at an agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/Debenture Trust Deeds to be entered into by the Company in respect of the said borrowings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to finalize with the Lending Agencies/Trustees the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts, deeds and things and to execute all such documents as may be necessary for giving effect to the above Resolution."

**By Order of the Board of Directors**

Place: Noida  
Date : 12<sup>th</sup> August, 2014

(Kumar Indramani)  
Sr. Manager (Legal) & Company Secretary

**IMPORTANT NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT 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 PROXY FOR ANY OTHER MEMBER.**
3.
  - a. Members/ Proxies should bring copies of the Annual Report to the Meeting, since copies of the Annual Report will not be distributed at the Meeting.
  - b. Members should bring the attendance slip duly filled in, for attending the AGM.
  - c. Members who hold shares in dematerialized form, should write their client ID and DP ID numbers and those who hold shares in physical form, should write their folio number in the attendance slip.
  - d. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of their names will be entitled to vote.
  - e. Corporate members intending to send their authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. Pursuant to the Section 91 of the Companies Act, 2013(corresponding to Section 154 of the Companies Act, 1956), the Register of Members and Share Transfer Books of the Company will remain closed from Thursday the 18<sup>th</sup> day of September, 2014 to Monday the 29<sup>th</sup> day of September, 2014(both days inclusive).
5. The relevant documents accompanying the Notice are open for inspection to the members at the Registered Office of the Company during normal business hours of the Company upto the date of the Meeting.
6. The Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4 to 12 of the Notice as set out above, is annexed hereto.
7. Pursuant to the requirement of the Listing Agreement of the Stock Exchanges on Corporate Governance, relating to Directors proposed to be appointed / re-appointed at the Annual General Meeting, a statement containing the required details of the concerned Director forms part of this Notice.
8. The statement as required under Section II Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolutions given at Item nos. 8,9 &10 is annexed hereto as Annexure A.
9. In line with the measures of Green Initiative taken by SEBI, Section 101 and other applicable provisions of the Companies Act, 2013 and the Rules made there under also provides for sending notice of the meeting and the annual report of the company and other shareholder correspondences through electronic mode to the Members.
10. **Members holding shares in physical mode are requested to register their e-mail ID's with the Share Department of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.**
11. Pursuant to the provisions of Section 124 of the Companies Act, 2013(corresponding to Section 205A and 205C of the Companies Act, 1956), the amount of dividend remaining unclaimed as unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to "Investor Education and Protection Fund" (IEPF) established by the Central Government. Special Interim Dividend declared by the Company during the financial year 2010 – 11 is still lying in the respective Unpaid Dividend Account of the Company. Members who have not encashed the said Dividend are requested to make their claim with their dividend warrants for revalidation/ with the letter of undertaking for issue of revalidated/ duplicate dividend to the Corporate Office of the Company at B 88, Sector 83, Noida – 201305.
12. Members having any queries on accounts of the Company are requested to intimate the Company at least 10 days in advance of the Meeting so that the required information may be made available at the Meeting.
13. 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 the 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 / Registrars and Transfer Agents.
14. Members desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013(corresponding to Section 109A of the Companies Act, 1956), are requested to submit the prescribed Form for this purpose to the Company.
15. **Voting through Electronic means:** In compliance with provisions of Clause 35 B of the Listing Agreement and Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members a facility to exercise their right to vote at the 25th Annual General Meeting by electronic means and the business may be transacted through E-voting Services provided by National Securities Depository Limited ("NSDL"), on all the resolutions set forth in this Notice. The cut-off date for determining the eligibility of shareholders to exercise e-voting is 20<sup>th</sup> August, 2014. E-voting is optional for the Members.

**The instruction for e-voting are as under:**

- (A) In case the member receives an e mail form NSDL [for members whose email IDs are registered with the Company/DP(NSDL/CDSL)] the procedure to vote electronically is as under:
- (i) Open the e-mail and then open the PDF file namely "EON e-voting.pdf" with your client ID or Folio No. as password. The PDF file contains your user ID and password/PIN for e-voting. Please note that the password provided in PDF is an 'Initial Password'.
  - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
  - (iii) Click on Shareholder – Login.
  - (iv) Put user ID and password as initial password/PIN provided in the PDF file.
  - (v) The password change menu will appear on your screen. Change to a new password of your choice with minimum 8 characters with atleast one uppercase(A-Z), one lower case(a-z), one numeric(0-9) and a special character(@,#,\*etc.). please take utmost care to keep your password confidential.
  - (vi) Home page of e-voting appears. Click on e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" [E- Voting Event Number] of EON ELECTRIC LIMITED.
  - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xi) Institutional shareholders [ i.e other than individual, 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 duly authorized signatories] who are authorized to vote, to the Scrutinizer through e-mail at [ranjan.manish123@gmail.com](mailto:ranjan.manish123@gmail.com) with a copy marked to [www.evoting.nsd.com](http://www.evoting.nsd.com).

B. Members whose e-mail ID(s) are not registered with the Company/Depository Participants or request(s) for a physical copy, the procedure to vote electronically is as under:

- (i) Initial Password has been provided in the following format at the bottom of the Attendance Slip being sent along with the Annual Report.

EVEN (E-voting Event Number)	USER ID	PASSWORD/ PIN
Provided in the electronic voting particulars portion of the Attendance Slip		

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) of Note 15 (A) above, to cast vote.

- C. In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "Downloads" section of <https://www.evoting.nsd.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- D. In case you are already registered with NSDL for e-voting then you can use your existing User ID and Password / PIN for casting your vote.
- E. The e-voting period commences on 22<sup>nd</sup> September, 2014 at 10.00 a.m. and ends on 24<sup>th</sup> September, 2014 at 5.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently. Electronic voting shall not be allowed beyond the said date and time.
- F. The voting rights of Members shall be in proportion to their shares of the paid up capital of the Company as on the cut-off date of 20<sup>th</sup> August, 2014.
- G. The Board of Directors has appointed Mr. Manish Ranjan, Practicing Company Secretary, proprietor of Manish Ranjan & Associates (FCS 5074 & C.P. No. 3709), S-6, 2nd Floor, Jagdamba Bhawan, 4648/1 Ansari Road, Darya Ganj, New Delhi -110002 as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
- H. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Meeting.
- I. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- J. The results shall be declared on or after the day of the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.eonelectric.com](http://www.eonelectric.com) and on the website of NSDL within two (2) working days of passing of the resolution at the AGM of the Company and shall also be communicates to Stock Exchanges where the shares of the Company are listed.
- K. The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of e-voting, Ballot and voting held at the AGM.
- L. Members who are not casting their vote electronically, may cast their vote at the Annual General Meeting.
- M. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.eonelectric.com](http://www.eonelectric.com) and on the website of NSDL within two days of passing of the resolutions at the AGM of the Company and also to be communicated to BSE & NSE.

**By Order of the Board of Directors**

Place: Noida  
Date : 12<sup>th</sup> August, 2014

**(Kumar Indramani)**  
**Sr. Manager (Legal) & Company Secretary**

## **EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 4**

The Articles of Association ("AoA") of the Company as presently in force were originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013("Act").

The substantive sections of the Act is now largely in force with effect from 12<sup>th</sup> September, 2013.

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of existing AoA are based on Table "F" of the Act which sets out the model articles of association for a company limited by shares.

Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders of the Company.

The Board of Directors of your Company recommends the Special Resolution as given at Item No. 4 in relation to adoption of new set of Articles of Association for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

### **Item No. 5**

Shri Ramesh Chander Bansal has been a Non Executive(Independent ) Director on the Board of the Company since 24<sup>th</sup> June, 2005 pursuant to Clause 49 of the Listing Agreement.

With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Directors as defined under Section 149(6) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Ramesh Chander Bansal being eligible is proposed to be appointed as Independent Director for a term of five years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 1,00,000/-, proposing the candidature of Shri Ramesh Chander Bansal for the office of Independent Director to be appointed as under the provisions of the Section 149 of the Companies Act, 2013.

The Company has received from Shri Ramesh Chander Bansal (i) consent in writing to act as Independent Director in DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors )Rules, 2014, to the effect that he is not disqualified under sub section 2 of the Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013 and rules ,made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Shri Ramesh Chander Bansal, the Independent Director proposed to be appointed , fulfils the conditions specified in the Act and the Rules ,made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Shri Ramesh Chander Bansal as Independent Director setting out the terms and conditions is available for inspection without any fee by members at the Company's Registered Office during normal business hours on working days upto the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and desires to continue to avail the services of Shri Ramesh Chander Bansal as an Independent Director.

The Board of Directors of your Company recommends the resolution as given at Item No. 5 in relation to appointment of Shri Ramesh Chander Bansal as an Independent Director, for the approval of the shareholders of the Company.

Except Shri Ramesh Chander Bansal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

### **Item No. 6**

Shri Ajoy Kumar Ghosh has been a Non Executive(Independent ) Director on the Board of the Company since 24<sup>th</sup> June, 2005 pursuant to Clause 49 of the Listing Agreement.

With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Directors as defined under Section 149(6) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Ajoy Kumar Ghosh being eligible is proposed to be appointed as Independent Director for a term of five years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 1,00,000/-, proposing the candidature of Shri Ajoy Kumar Ghosh for the office of Independent Director to be appointed as under the provisions of the Section 149 of the Companies Act, 2013.

The Company has received from Shri Ajoy Kumar Ghosh (i) consent in writing to act as Independent Director in DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section 2 of the Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013 and rules ,made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Shri Ajoy Kumar Ghosh, the Independent Director proposed to be appointed , fulfils the conditions specified in the Act and the Rules ,made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Shri Ajoy Kumar Ghosh as Independent Director setting out the terms and conditions is available for inspection without any fee by members at the Company's Registered Office during normal business hours on working days upto the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and desires to continue to avail the services of Shri Ajoy Kumar Ghosh as an Independent Director.

The Board of Directors of your Company recommends the resolution as given at Item No. 6 in relation to appointment of Shri Ajoy Kumar Ghosh as an Independent Director, for the approval of the shareholders of the Company.

Except Shri Ajoy Kumar Ghosh, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

#### **Item No. 7**

Shri Ranjan Sarkar has been a Non Executive(Independent ) Director on the Board of the Company since 12<sup>th</sup> July , 2013 pursuant to Clause 49 of the Listing Agreement.

With the enactment of the Companies Act, 2013, it is now incumbent upon every listed company to appoint Independent Directors as defined under Section 149(6) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Ranjan Sarkar being eligible is proposed to be appointed as Independent Director for a term of five years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member alongwith a deposit of ₹ 1,00,000/-, proposing the candidature of Shri Ranjan Sarkar for the office of Independent Director to be appointed as under the provisions of the Section 149 of the Companies Act, 2013.

The Company has received from Shri Ranjan Sarkar (i) consent in writing to act as Independent Director in DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section 2 of the Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section 6 of Section 149 of the Companies Act, 2013 and rules ,made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Shri Ranjan Sarkar , the Independent Director proposed to be appointed , fulfils the conditions specified in the Act and the Rules ,made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Shri Ranjan Sarkar as Independent Director setting out the terms and conditions is available for inspection without any fee by members at the Company's Registered Office during normal business hour on working days upto the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and desires to continue to avail the services of Shri Ranjan Sarkar as an Independent Director.

The Board of Directors of your Company recommends the resolution as given at Item No. 7 in relation to appointment of Shri Ranjan Sarkar as an Independent Director, for the approval of the shareholders of the Company.

Except Shri Ranjan Sarkar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

#### **Item No. 8**

Shri Ved Prakash Mahendru was re-appointed as the Chairman cum Managing Director of the Company for a period of 3(three) years with effect from 1<sup>st</sup> August, 2012 by a 'Special Resolution' passed by the Shareholders of the Company at their Meeting held on 29<sup>th</sup> August, 2012 through Postal Ballot Process.

He holds office of Chairman cum Managing Director upto 31<sup>st</sup> July, 2015.

He holds a Bachelor's degree in Science. He was also the President of Indian Electrical and Electronics Manufacturers Association(IEEMA) and Federation of Engineering Industries of India(FEII) and has done a lot of pioneering works in the interest of Electrical & Engineering Industry. He has been the driving force behind the phenomenal growth and development of the Company. He is an Industrialist.

Shri Ved Prakash Mahendru has more than 55 years of vast experience in the Electrical Industry. He is the founder of Indo Asian Group. Under his stewardship, the Company has achieved the distinction of becoming one of the India's leading electrical group.

The current tenure of Shri Ved Prakash Mahendru as Chairman cum Managing Director shall end on 31<sup>st</sup> July, 2015. According to the provision of Section 196, re-appointment can be made one year before the expiry of current tenure. However there are only 11 months left for his current tenure to lapse.

Therefore the Board of Directors at its meeting held on 12<sup>th</sup> August, 2014, has approved to re-appoint Shri Ved Prakash Mahendru as Chairman and Managing Director for a period of 3(three) years with effect from 1<sup>st</sup> October, 2014 at revised remuneration as recommended by Nomination & Remuneration Committee subject to approval of Shareholders of the Company.

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, the Nomination & Remuneration Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> August, 2014, have also approved the payment of remuneration and perks as detailed in Resolution as minimum remuneration to Shri Ved Prakash Mahendru in the absence or inadequacy of profits in any financial year during his tenure ie upto 30<sup>th</sup> September, 2017 subject to approval of Shareholders.

The Board of Directors of your Company recommends the Special Resolution as given at Item No. 8 in relation to re- appointment of Shri Ved Prakash Mahendru as Chairman and Managing Director, for the approval of the shareholders of the Company.

Except Shri Ved Prakash Mahendru, Shri Vivek Mahendru and Shri Vinay Mahendru, no other Director and Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution.

#### **Item No. 9**

Shri Vivek Mahendru was appointed as Executive Director of the Company for a period of 3(three) years with effect from 1<sup>st</sup> August, 2012 by a 'Special Resolution' passed by the shareholders of the Company at their Meeting held on 29<sup>th</sup> August, 2012 through Postal Ballot Process.

He holds office of Executive Director upto 31<sup>st</sup> July, 2015.

Shri Vivek Mahendru is an MBA from University of Aston in Bermingham, United Kingdom in the year 1983 and worked abroad for over two years before taking up assignment in India. He has 32 years of rich and diversified experience in London, UK as well as in India in production and marketing of Switchgear products including latest and modern electrical protection devises.

Shri Vivek Mahendru has been mainly entrusted with the responsibility of Marketing and operations of Wires & Cables and Lighting products alongwith business of Joint Venture Companies in India.

The current tenure of Shri Vivek Mahendru as Executive Director shall end on 31<sup>st</sup> July, 2015. According to the provision of Section 196, re-appointment can be made one year before the expiry of current tenure. However there are only 11 months left for his current tenure to lapse.

Therefore the Board of Directors at its meeting held on 12<sup>th</sup> August, 2014, has approved to re-appoint Shri Vivek Mahendru as Executive Director for a period of 3(three) years with effect from 1<sup>st</sup> October, 2014 at revised remuneration as recommended by Nomination & Remuneration Committee subject to approval of Shareholders of the Company. His period of office shall be liable to determination by retirement of directors by rotation.

In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, the Nomination & Remuneration Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> August, 2014, have also approved the payment of remuneration and perks as detailed in Resolution as minimum remuneration to Shri Vivek Mahendru in the absence or inadequacy of profits in any financial year during his tenure ie upto 30<sup>th</sup> September, 2017, , subject to the approval of shareholders.

The Board of Directors of your Company recommends the Special Resolution as given at Item No. 9 in relation to re- appointment of Shri Vivek Mahendru as Executive Director for the approval of the shareholders of the Company.

Except Shri Vivek Mahendru, Shri Ved Prakash Mahendru and Shri Vinay Mahendru, no other Director and Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution.

#### **Item No. 10**

Shri Vinay Mahendru was re-appointed as Executive Director of the Company for a period of 3(three) years with effect from 1<sup>st</sup> August, 2012 by a 'Special Resolution' passed by the shareholders of the Company at their Meeting held on 29<sup>th</sup> August, 2012 through Postal Ballot Process.

He holds office of Executive Director upto 31<sup>st</sup> July, 2015.

He is a Mechanical Engineer and holds a Master degree in Management from the University of Aston, Birmingham, U.K. He is an industrialist. During his long association over 25 years with the company, he was primarily engaged in the setting up, implementation and management of new projects and adding new products to the existing portfolio of the company through active involvement in the R & D segment, automation and innovation.

Shri Vinay Mahendru has been instrumental for starting the new business of Mobile accessories and Lithium- Ion Batteries.

The current tenure of Shri Vinay Mahendru as Executive Director shall end on 31<sup>st</sup> July, 2015. According to the provision of Section 196, re-appointment can be made one year before the expiry of current tenure. However there are only 11 months left for his current tenure to lapse.

Therefore the Board of Directors at its meeting held on 12<sup>th</sup> August, 2014, has approved to re-appoint Shri Vinay Mahendru as Executive Director for a period of 3(three) years with effect from 1<sup>st</sup> October, 2014 at revised remuneration as recommended by Nomination & Remuneration Committee subject to approval of Shareholders of the Company. His period of office shall be liable to determination by retirement of directors by rotation.



In accordance with Schedule V and other applicable provisions of the Companies Act, 2013, the Nomination & Remuneration Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> August, 2014, have also approved the payment of remuneration and perks as detailed in Resolution as minimum remuneration to Shri Vinay Mahendru in the absence or inadequacy of profits in any financial year during his tenure ie upto 30<sup>th</sup> September, 2017, subject to the approval of shareholders.

The Board of Directors of your Company recommends the Special Resolution as given at Item No. 10 in relation to re- appointment of Shri Vinay Mahendru as Executive Director for the approval of the shareholders of the Company.

Except Shri Vinay Mahendru, Ved Prakash Mahendru and, Shri Vivek Mahendru, no other Director and Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution.

#### **Item Nos. 11 & 12**

The Shareholders of the Company at their Annual General Meeting held on 29<sup>th</sup> September, 2007 had authorized the Board of Directors under Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 to borrow monies as well as to secure the same by suitable mortgage/charge on all or any of the moveable properties of the Company by way of passing of Ordinary resolution.

On 12<sup>th</sup> September, 2013 Government of India, Ministry of Corporate Affairs notified Section 180(1) (c) and Section 180 (1)(a) of the Companies Act, 2013 by which a company cannot borrow in excess of the aggregate of the paid-up capital and free reserves, apart from the temporary loans obtained from the company's bankers in the ordinary course of business, and the company can not provide the security for such borrowings by way of creation of charge/mortgage on all or any moveable and immoveable properties of the Company, **except with the consent of the shareholders obtain by way of Special Resolutions** at the general meeting of the Company.

Hence in order to remain compliant with the provisions of borrowings and creation of security/charge/mortgage pursuant to Section 180(1) (c) and Section 180(1)(a) of the Companies Act, 2013 respectively, consent of shareholders is hereby required by way of Special Resolution(s) as given at Item No. 11 & 12 to authorize the Board of Directors for the purpose of borrowing funds upto ₹ 250 Crores and to create charge/ security on the asset of the Company for such borrowings.

The Board of Directors of your Company recommends the Special Resolutions as given at Item Nos. 11 & 12 in relation to borrowing power and creation of charge respectively for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Special Resolutions set out at Item Nos. 11 and 12.

#### **DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE**

##### **SHRI VED PRAKASH MAHENDRU**

Sh. Ved Prakash Mahendru aged 81 years , is the promoter Director of the Company and was appointed by the Shareholders at 16<sup>th</sup> AGM held on 24<sup>th</sup> June, 2005. He holds a Bachelor's degree in Science. He was also President of Indian Electrical and Electronics Manufacturers Association(IEEMA) and Federation of Engineering Industries of India(FEII) and has done a lot of pioneering works in the interest of Electrical Industry. He is an Industrialist. He is also a Director of VPM Electricals Private Limited, Novateur Electrical & Digital Systems Private Limited and Litheon Green Energy Private Limited. He is not a member of any committee.

He holds 9,09,413 Equity shares of the Company.

##### **SHRI VIVEK MAHENDRU**

Shri Vivek Mahendru aged 53 years, is Director of the Company since 12<sup>th</sup> May, 2012. He is an MBA from University of Aston in Bermingham, U.K and has worked abroad for over two years before taking up assignment in India. He has 32 years of rich and diversified experience in London, UK as well as in India in production and marketing of Switchgear products including latest and modern electrical protection devices.

He is also a Director of Indo Simon Electric Private Limited, Hausmann Elektrik Private Limited, Litheon Green Energy Private Limited, Luxtra Lighting Private Limited, IAFL Power Distribution & Infrastructure Private Limited, IAFL Switchgears Private Limited and Indo Nordex Lightings Private Limited. He is also a member of Audit Committee of the Company.

He holds 590660 Equity shares of the Company.

##### **SHRI VINAY MAHENDRU**

Shri Vinay Mahendru aged 52 years, is the promoter Director of the Company and was appointed by the Shareholders at 16<sup>th</sup> AGM held on 24<sup>th</sup> June, 2005. He is a Mechanical Engineer and holds a Master degree in Management from the University of Aston, Birmingham, U.K. He is an industrialist. He is also a Director of Indo Simon Electric Private Limited, Hausmann Elektrik Private Limited, Litheon Green Energy Private Limited, Luxtra Lighting Private Limited, IAFL Power Distribution & Infrastructure Private Limited, IAFL Switchgears Private Limited and Indo Nordex Lightings Private Limited. He is also a member of Stakeholders Relationship/Grievance Redressal Committee of the Company.

He holds 5,76,707 Equity shares of the Company.

**SHRI RAMESH CHANDER BANSAL**

Shri Ramesh Chander Bansal aged 76 years is a Non Executive (Independent Director) of the Company since 24<sup>th</sup> June, 2005. He is a Chartered Accountant since 1962 with specialization in Finance and Management. He is also the Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship/Grievance Redressal Committee of the Company.

He is also a Director of Advance Metering Technology Limited, Citicap Channels Limited, Citicab Housing Development Limited and Citicap Print Media Private Limited. He is also the Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship/Grievance Redressal Committee of Advance Metering Technology Limited.

He holds 800 Equity shares of the Company.

**SHRI AJOY KUMAR GHOSH**

Sh. Ajoy Kumar Ghosh aged 76 years is an Independent Director of the Company since 24<sup>th</sup> June, 2005. He is a Chartered Accountant. He is also member of Audit Committee, Nomination & Remuneration Committee of the Company.

He is also a Director of Advance Metering Technology Limited, Cico Technologies Limited, Cico Projects Private Limited, Cico Technotrade Limited, SRG Projects Private Limited, Bengal Ceramic Limited, FRC Composites India Limited, Corchem India Private Limited and Gardtools Private Limited.

He is also a member of Audit Committee and Remuneration Committee of Advance Metering Technology Limited.

He does not hold any shares of the Company.

**SHRI RANJAN SARKAR**

Shri Ranjan Sarkar aged 74 years, has graduated in Electrical Engineering from Jadavpur University in the year 1963. . He has almost 50 years of rich and diversified experience in the fields of General Management, Marketing, Engineering, Installation, Testing and Commissioning, Manufacturing, Materials Control, Project Management, Strategic Business Planning.

He is also a Director of Delta Sensor Private Limited and he is not member of any committee. He does not hold any shares of the Company.

**By Order of the Board of Directors**

Place: Noida

Date : 12<sup>th</sup> August, 2014

(Kumar Indramani)

Sr. Manager (Legal) & Company Secretary

**STATEMENT OF INFORMATION AS REQUIRED UNDER SCHEDULE V, PART II, SECTION II:**

**Annexure - A**

(1) General Information:					
1. Nature of Industry	Electrical, Manufacturing and marketing of Wires & Cables, Energy Efficient Lighting products, Fans, Geysers, Lithium Ion Batteries and Mobile phone accessories.				
2. Date of Commencement of commercial operation	The Company was incorporated on 6 <sup>th</sup> November, 1989 as private company				
3. Financial performance based on given indicator: The financial data as per last audited Balance Sheet as on 31 <sup>st</sup> March, 2014		<b>(Rs./Crore)</b>			
<b>Particulars</b>					<b>2013-14</b>
Sales & other income					142.93
Profit/(Loss) before Tax and Interest					(18.47)
Profit /(Loss) before Tax					(24.08)
Profit /(Loss)after Tax					(23.44)
4 Export Performance					
Financial Year	2010-11	2011-12	2012-13	2013-14	
Export Performance	NIL	NIL	NIL	NIL	

<b>(2) Information about the Appointees</b>			
	Shri Ved Prakash Mahendru	Shri Vivek Mahendru	Shri Vinay Mahendru
Background Details	Shri Ved Prakash Mahendru is the founder and Chairman of Indo Asian Group. Shri Ved Prakash Mahendru holds a Bachelor's degree in Science. He was also the President of Indian Electricals and Electronics Manufacturers Association (IEEMA) and Federation of Engineering Industry. He has over 55 years of experience in top management in industry.	Shri Vivek Mahendru holds a Master degree in Management from the university of Aston, Birmingham, U.K. He has around 32 years of experience in senior management in industry.	Shri Vinay Mahendru is a Mechanical Engineer and holds a Master degree in Management from the university of Aston, Birmingham, U.K. He has over 30 years of experience in senior management in industry.
Past Remuneration(per annum)	₹ 70.51 Lacs	₹ 60.28 lacs	₹ 60.28 lacs
Job profile and his suitability	Shri Ved Prakash Mahendru is responsible for the overall control and management of the Company's operations and performance of the company subject to the superintendence, direction and control of the Board, Shri Ved Prakash Mahendru has been the driving force behind the Company's phenomenal success and plays a major role in providing thought leadership and strategic inputs to the Company.	Shri Vivek Mahendru is responsible for looking after the entire Indian and overseas marketing operations of the company. He has been instrumental in setting up various policy, guidelines for overall functioning of the Company in co-ordination with the Managing Director, under the supervision of the Board of Directors. He along with the Managing Director has greatly contributed in building up and moving the organization towards growth with his entrepreneurship.	Shri Vinay Mahendru is responsible for the management administration and performance of the Company's manufacturing operations. He has made path breaking contribution in undertaking new projects, introduction of new products and moving the organization towards growth with his professional skills and acumen.
Remuneration proposed	As set out in the resolution at item no. 8, the remuneration to Chairman and Managing Director has been approved by the Nomination & Remuneration Committee and the Board of Directors of the Company.	As set out in resolution at item no.9, the remuneration to Executive Director has been approved by the Nomination & Remuneration Committee and the Board of Directors of the Company.	As set out in the resolution at item no. 10, the remuneration to Executive Director has been approved by the Nomination & Remuneration Committee and the Board of Directors of the Company.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the qualification and experience of Shri Ved Prakash Mahendru and the profile being handled by him, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to similar position in the other Companies.	Taking into consideration the size of the Company, the qualification and experience of Shri Vivek Mahendru and the profile being handled by him, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to similar position in the other Companies.	Taking into consideration the size of the Company, the qualification and experience of Shri Vinay Mahendru and the profile being handled by him, the remuneration as mentioned above is on the lower side as compared to the remuneration being paid to similar position in other Companies.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial person, if any	Besides the remuneration proposed Shri Ved Prakash Mahendru does not have any other pecuniary relationship with the company. Shri Ved Prakash Mahendru is relative of Shri Vivek Mahendru & Vinay Mahendru, Executive Directors of the Company.	Besides the remuneration proposed Shri Vivek Mahendru does not have any other pecuniary relationship with the company. Shri Vivek Mahendru is relative of Shri Ved Prakash Mahendru, Chairman cum Managing Director and Shri Vinay Mahendru Executive Director of the Company.	Besides the remuneration proposed Shri Vinay Mahendru does not have any other pecuniary relationship with the company. Shri Vinay Mahendru is relative of Shri Ved Prakash Mahendru, Chairman cum Managing Director and of Shri Vivek Mahendru Executive Director of the Company.

Other Information	
Reason for loss or inadequacy of profit	The major portion of the Company 's business comes from real estate and infrastructure industry in India. The general economic slowdown and inflation prevalent in the country for quite some time has resulted in the shrinking of the construction industry thereby adversely affecting the results of the company. The operating results of the company have also been affected due to the increased pressure on margins resulting in lower sales and rise in raw material prices without a corresponding increase in sale prices due to intense competition from within and outside the country and higher administration and other expenses incurred for re-establishment of the business set up and marketing facilities subsequent to the slump sale of the Switchgear business, the benefits from which have started accruing and will continue during the coming years.
Steps taken or proposed to be taken for improvement	To over come the present situation the Company has initiated pro-active measures and solutions with a view to achieve a turnaround and major breakthrough in turnover and profitability by enhancing the company's market share substantially through introduction of new & innovative products, marketing facilities and appointment of new channel partners. Efforts are also afoot for building further operational efficiency and improving internal efficiencies in the areas of marketing, technology etc and restructuring and implementing cost control measures to curtail losses and strengthening relationship management with all stakeholders including potential customers.
Expected increase in productivity and profits in measurable terms	The above measures being undertaken are expected to yield positive results in the coming years. While it is difficult to forecast the productivity and profitability in measurable terms. The Company expects that the above initiatives would increase the productivity and profitability of the Company as comparable with the industry average.

# PROXY FORM

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

## EON ELECTRIC LIMITED

CIN: L31200HR1989PLC035580

**Registered Office:** 1048, Sector 14, Sonapat – 131 001 Haryana  
**Corporate Office:** B-88, Sector 83, Noida – 201305 Dist. Gautam Budh Nagar (UP)

**Phone:** +91-120-3096700, **Fax:** +91-120-3096765

**Email:** investors@eonelectric.com **Website:** http://www.eonelectric.com



Name of the member(s) :
Registered address :
E Mail Id:
Folio No. / *Client ID:
*DP ID:

I / We, being the member(s) of \_\_\_\_\_ equity shares of Re 5/- each of the above named Company, hereby appoint:

- 1) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Signature \_\_\_\_\_, Or failing him / her
- 2) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Signature \_\_\_\_\_, Or failing him / her
- 3) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Signature \_\_\_\_\_

and whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Monday, the 29th day of September, 2014 at 9.00 a.m. at the Kanak Garden Resort, 55 Mile Stone, G T Karnal Road, Murthal Dist. Sonapat - 131 027 Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional**	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Financial statement, Reports of the Board of Directors and Auditors for the financial year ended 31st March 2014.		
2.	Appointment of Director in place of Shri Vivek Mahendru(DIN : 00006014) who retires by rotation and being eligible offer himself for re-appointment.		
3.	Appointment of M/s J.C.Bhalla & Co., Chartered Accountants, as Auditors and fixing their remuneration		
<b>Special Business</b>			
4.	Approval and adoption of new set of Articles of Association of the Company		
5.	Appointment of Shri Ramesh Chander Bansal(DIN : 00005387) as an Independent Director		
6.	Appointment of Shri Ajoy Kumar Ghosh(DIN: 00005404) as an Independent Director		
7.	Appointment of Shri Ranjan Sarkar (DIN: 00289322) as an Independent Director		
8.	Re-appointment of Shri Ved Prakash Mahendru, as Chairman & Managing Director		
9.	Re-appointment of Shri Vivek Mahendru as Executive Director		
10.	Re-appointment of Shri Vinay Mahendru as Executive Director		
11.	Approval of Borrowing limits of the Company under Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013.		
12.	Approval for Creation of Charge(s) pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013.		

\* Applicable for investors holding shares in electronic form

Signed this ..... day of ..... 2014.

**Signature of the shareholder**

Affix  
Re. 1/-  
Revenue  
Stamp

**Signature of the Proxy holder**

**Signature of the Proxy holder**

**Signature of the Proxy holder**

**NOTE :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office at 1048, Sector 14, Sonapat - 131 001, Haryana, not less than 48 hours before the commencement of the Meeting
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.
- \*\*3. It is optional to put a '✓' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including detail of member(s) in above box before submission.

# EON ELECTRIC LIMITED

CIN: L31200HR1989PLC035580

**Registered Office:** 1048, Sector 14, Sonapat – 131 001 Haryana  
**Corporate Office:** B-88, Sector 83, Noida – 201305 Dist. Gautam Budh Nagar (UP)

**Phone:** +91-120-3096700, **Fax:** +91-120-3096765

**Email:** investors@eonelectric.com **Website:** http://www.eonelectric.com



## ATTENDANCE SLIP

25<sup>th</sup> ANNUAL GENERAL MEETING - September 29, 2014

Name of the Member  
(In Block Letters)

Name of Proxy, If any  
(In Block Letters)  
(In case Proxy attends the meeting  
in place of member)

DP ID/Client ID/Folio No.\*

No. of Shares held

I/We hereby record my / our presence at the 25<sup>th</sup> Annual General Meeting of the Company to be held on Monday, the 29th day of September, 2014 at Kanak Garden Resort, 55 Mile Stone, G. T. Karnal Road, Murthal, Dist. Sonapat - 131 027, Haryana.

\* Applicable in case of shares held in physical form .

Signature of the Member ..... Signature of the Proxy Holder(s) .....

### Note:

- Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the **ATTENDANCE VERIFICATION COUNTER** at the entrance of the Meeting Venue.
- NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
- Electronic copy of the Annual Report or the Financial year 2013-14 & Notice of the AGM along with the attendance slip & Proxy form is being sent to all the members whose email address is registered with the Company /DP unless any member has requested for a hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip .
- Physical copy of the Annual Report for the Financial year 2013-14 & the Notice of the AGM along with Attendance Slip & Proxy form is being sent in the permitted mode(s) to all members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
- The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

## E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

**Note :** Please read the instructions given in the Notice of AGM before casting your vote through e-voting