

EON ELECTRIC LIMITED

CIN: L31200HR1989PLC035580

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

Corporate Office: B-88, Sector-83, Noida – 201305, Uttar Pradesh, India

P: +91-120-3096700/701 F: +91-120-3096800 W: www.eonelectric.com E: corporate@eonelectric.com



NOTICE

NOTICE is hereby given that the **29TH ANNUAL GENERAL MEETING (AGM)** of the Members of **EON ELECTRIC LIMITED** will be held on Friday, the 28th day of September, 2018 at 09.00 A.M. at Kanak Garden Resort, 55 Milestone, G. T. Karnal Road, Murthal, Distt. Sonapat – 131027, Haryana, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended on 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.

2. Re-Appointment of Director Retiring by Rotation

To appoint a Director in place of Mr. Vivek Mahendru (DIN: 00006014) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Statutory Auditors

To consider and, if thought fit, to pass following resolution as an ORDINARY RESOLUTION::

RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) and pursuant to the approval of the Members at the 28th Annual General Meeting, the company hereby ratify the appointment of Mrs. Bansal & Co. LLP, Chartered Accountants (Firm Reg. No. 001113N/N500079) as Auditors of the Company to hold office at the conclusion of 33rd Annual General Meeting of the Company to be held in the year 2022, at a remuneration to be determined by the Board of the Company in addition to out-of-pocket expenses as may be incurred by them during the course of audit.

SPECIAL BUSINESS

4. Ratification of Remuneration Payable to the Cost Auditor

To Consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof), the remuneration payable to Mr. Krishan Singh Berk, Cost Accountant (FRN: 102044 & Membership No. 2724), 365, Sector - 15, Faridabad - 121007 Haryana, Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2018-19, amounting to Rs 82,500/- (Rupees Eighty Two Thousand Five Hundred only) plus Goods and Service Tax ("GST") as applicable and reimbursement of actual out of pocket expenses to be incurred by him in connection with the aforesaid audit of the Company, be and hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to do all acts, deeds, matters and things as may be deemed necessary to give effect of this resolution."

Place : New Delhi
Dated : August 14, 2018

By Order of the Board of Directors

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

CIN: L31200HR1989PLC035580

Sd/-
Shiv Kumar Jha
Company Secretary & Compliance Officer
ACS: 50160

IMPORTANT NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 19, 2018 to Friday, September 28, 2018 (both days inclusive).
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set outs details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than 50 (fifty) members 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 Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. A blank proxy form is being attached herewith. Members /Proxy holder must bring the attendance slip (attached herewith) duly signed, to the meeting and handover it at the entrance of the meeting hall.
5. The instrument appointing proxy, duly stamped, completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
7. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such representatives to attend and vote on their behalf at the meeting.
9. Details of Directors seeking re-appointment in Annual General Meeting pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given elsewhere in the Notice.
10. All documents referred to in the accompanying Notice and the Explanatory Statement, are open to inspection by the members at the Registered Office and the Corporate Office of the Company on all working days, except Saturday and Sunday, up to the date of Annual General Meeting i.e. September 28, 2018 between 11:00 AM and 1:00 PM.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under and Regulation 36(1) of the SEBI (LODR) Regulations, 2015, companies can serve Notice of AGM, Annual Report and Attendance Slip and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants. Members who have not registered their e-mail address with Company can now register the same by sending a communication to the Company or to the RTA, M/s Alankit Assignments Limited. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
13. Members desiring any information/clarification on the accounts are requested to write to the Company at least ten days in advance so as to enable the management to keep information ready at the Annual General Meeting.
14. Members are requested to note that M/s Alankit Assignments Limited, 1E/13, Jhandewalan Extension, New Delhi – 110 055, is the Registrar and Transfer Agent (RTA) to look after the work related to shares held in physical and dematerialized form.
15. Members are requested to immediately notify to the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialized form. 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 to the Company/ RTA.

16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.eonelectric.com under the section 'Investors'.
17. Non-Resident Indian members are requested to inform Registrar and Transfer Agent, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. 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.
18. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.

19. UNCLAIMED / UNPAID DIVIDEND

Pursuant to Section 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016 ('IEPF Rules') all unclaimed and/ unpaid dividend, application money, debentures interest and interest on deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Accordingly, all unclaimed and unpaid dividend for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government on 10th November 2017. No claim shall be entertained against the Company for the amounts so transferred.

20. TRANSFER OF EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. The Company had sent notice dated 18.01.2018 to all the Members whose dividends were lying unpaid / unclaimed against their name for seven consecutive years or more. Necessary steps will be initiated by the Company to transfer shares held by the members to IEPF as per applicable regulations. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

21. 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 dematerialized accounts. Members holding shares in physical form can submit their PAN and Banks details to the RTA, Alankit Assignments Limited for dematerialization of shares.
22. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.
23. A route map to the venue of the AGM along with prominent landmark for easy location is enclosed.

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

Item No. 4:

It may be noted that pursuant to Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors should be ratified by the shareholders of the Company. The Board of Directors had, in its meeting held on August 14, 2018, and on the basis of recommendations of the Audit Committee, approved the appointment of Mr. Krishan Singh Berk, Cost Accountant (FRN: 102044 & Membership No. 2724), 365, Sector – 15, Faridabad – 121 007 Haryana, as the Cost Auditors to conduct audit of cost records of the Company for the Financial Year 2018-19 at a remuneration of Rs.82,500 (Rupees Eighty Two Thousand Five Hundred only) plus Goods and Service Tax as applicable and reimbursement of actual out of pocket expenses to be incurred by him in connection with conducting the audit of Cost Records of the Company, subject to ratification by shareholders.

None of the Directors/ Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 to the shareholders for their approval.

Place : New Delhi
Dated : August 14, 2018

By Order of the Board of Directors

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

Sd/-
Shiv Kumar Jha
Company Secretary & Compliance Officer
ACS: 50160

CIN: L31200HR1989PLC035580

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2)

Name of Director		Mr. Vivek Mahendru (DIN: 00006014)
(i)	Date of Birth/Age	January 02, 1961/ 57 years
(ii)	Qualifications	Masters of Business Administration (MBA), Aston University, UK
(iii)	Experience	Mr. Vivek Mahendru is an MBA from University of Aston in Birmingham, United Kingdom in the year 1983 and worked abroad for over two years before taking up assignment in India. He has 36 years of rich and diversified experience in London, UK as well as in India in production and marketing of Electrical products including latest and modern electrical protection devices. He has rich management experience, actively participate in Corporate Strategy formation, control and management of the affairs of the company which include planning, organizing, directing, staffing and control functions. Presently, working as Joint Managing Director of Eon Electric Ltd, Mr. Vivek Mahendru has been mainly entrusted with the responsibility of Marketing and operations of the Company along with business of Joint Venture Companies in India.
(iv)	Terms and Conditions of Re-appointment	Mr. Vivek Mahendru shall be appointed as the Director liable to retire by rotation and shall continue to hold the designation of Joint Managing Director of the Company, effective from October 01, 2017, for a period of 3 years, appointed at remuneration as approved by the shareholders of the Company at their AGM held on September 27, 2017.
(iv)	Details of Remuneration sought to be paid	As per existing scale and already approved by the shareholders.
(vi)	Last Remuneration drawn	Rs. 86,29,600/- per annum (F.Y. 2017-18)
(vii)	Date of first appointment on the Board	May 12, 2012
(viii)	No. of shares held	5,90,660 Equity Shares of Face Value Rs.5/- each
(ix)	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Vivek Mahendru and Mr. Vinay Mahendru, Joint Managing Directors, both are sons of Mr. Ved Prakash Mahendru, Chairman & Managing Director of the Company. None of the other Director or KMP is related to him.

(x)	No. of Board Meetings attended/ held during Financial Year 2017-18	4/5
(xi)	Directorships held in other companies	Luxtra Lighting Private Limited
(xii)	Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2018	Member of the Audit Committee of the Company.
Committee position held in other companies		
a)	Audit Committee	Nil
b)	Stakeholders' Relationship Committee	Nil
c)	Other Committees	Nil

“NO GIFT(S) WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.”

ROUTE MAP



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Form No. MGT-11

PROXY FORM

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

Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No/ Client Id:	
*DP Id:	

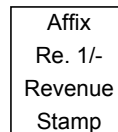
I/We, being the member(s) ofshares of Eon Electric Limited, hereby:

- Name:..... Email Id:
Address:.....
..... Signatureor failing him/her;
- Name:..... Email Id:
Address:.....
..... Signatureor failing him/her;
- Name:..... Email Id:
Address:.....
..... Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at 09:00 A.M. at Kanak Garden Resort, 55 Milestone, G. T. Karnal Road, Murthal, Distt. Sonapat – 131027, Haryana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business			
1.	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year 2017-18 including Reports of Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Vivek Mahendru (DIN: 00006014), as Director, liable to retire by rotation		
3.	Ratification of Appointment of Mr. Bansal & Co. LLP. Chartered Accountants (FRN:001113N/N500079), Statutory Auditors and fixing their remuneration		
Special Business			
4.	Ratification of remuneration payable to the Cost Auditors For Financial Year 2018-19		

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



Signature of Shareholder

Signature of Proxy holder(s)

Signature across the stamp

Notes:

- This form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the Company.**
- A person can act as proxy on behalf of members not exceeding 50 (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.
- Please put a '√' 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. This is only optional.

*Applicable for Investors holding shares in demat form.



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EON
ELECTRIC
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