

# EON ELECTRIC LIMITED

(Formerly Indo Asian Fusegear 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 **27<sup>TH</sup> ANNUAL GENERAL MEETING (AGM)** of the Members of **EON ELECTRIC LIMITED** will be held on Friday, the 30th day of September, 2016 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, 2016, together with the Reports of the Board of Directors and Auditors thereon.

#### **2. Re-Appointment of Director**

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. Re-Appointment of Statutory Auditors**

To re-appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s J. C. Bhalla & Co. Chartered Accountants, (FRN: 001111N), B 5, Sector 6, NOIDA – 201301 UP, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from conclusion of this meeting till the conclusion of the 28th Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company.”

### **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 the 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 – 121 007 Haryana, Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2016-17, amounting to Rs.82,500/- (Rupees Eighty Two Thousand Five Hundred Only) plus Service Tax 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 is hereby ratified and confirmed.

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

#### **5. Issue of 8,45,000 Convertible Equity Warrants (Equity Warrants) to the Promoter(s)/ Promoter Group of the Company on Preferential Basis**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Uniform Listing Agreements entered into

by the Company with the Stock Exchanges where the Equity Shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") including Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations, 2009"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and all such other approvals, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board"), to create, issue, offer and allot, in one or more tranches, up to 8,45,000 (Eight Lakhs Forty Five Thousand only) Convertible Equity Warrants ("Equity Warrants") to the individuals and/or companies belonging to the Promoter and/or Promoter Group, as mentioned in the explanatory statement, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents/writings, and each warrant convertible into or exchangeable for one equity share of face value of Rs.5/- each (the "Equity Shares") at a minimum exercise price not less than the price determined in accordance with Regulation 76 of Chapter VII of the SEBI (ICDR) Regulations, 2009 and, on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 or other applicable laws.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is August 31, 2016 which is 30 days prior to the date of the Annual General Meeting, September 30, 2016, i.e. date of passing of this resolution.

**RESOLVED FURTHER THAT** the said Equity Warrants shall be issued and allotted by the Company to the Promoter(s) within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- i. The equity shares to be so allotted on exercise the Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company.
- ii. The Equity Warrants may be exercised by the Equity Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- iii. An Equity Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Equity Warrants, as prescribed by Regulation 77 of the SEBI (ICDR) Regulations, 2009, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Equity Warrant holder(s) at the time of exercising the Equity Warrant.
- iv. The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- v. In the event the Equity Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- vi. The Equity Warrants and the Equity Shares allotted pursuant to exercise of such Equity Warrants shall be subject to a lock-in for such period as specified under Chapter VII of the SEBI (ICDR) Regulations, 2009 relating to preferential issues.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Equity Warrants held by the holder(s) of the Equity Warrants.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including, without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board and/or any Director and/or Chief Financial Officer and/or Company Secretary & Compliance Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and execute all such agreements, documents, instruments and writings as may be required in such manner as they may deem fit in their absolute discretion.”

**Place :** New Delhi  
**Dated :** August 13, 2016

**By Order of the Board of Directors**

**Registered Office:**

1048, Sector-14,  
Sonapat – 131 001,  
Haryana, India

**Vinay Aggarwal**  
**Company Secretary & Compliance Officer**  
**ACS: 39099**

**CIN: L31200HR1989PLC035580**

**IMPORTANT NOTES:**

1. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive).
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set outs details relating to Special Business to be transacted 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 for 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 30, 2016 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 seven 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](http://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. The Cost Auditor of the Company, Mr. Krishan Singh Berk, Cost Accountant (FRN: 102044 & Membership No. 2724), 365, Sector – 15, Faridabad – 121 007 Haryana, have filed the Cost Audit Report for Financial Year 2014-15 in XBRL form. The Board of Directors has appointed Mr. Krishan Singh Berk, Cost Accountant (FRN: 102044 & Membership No. 2724), Cost Accountant, as the Cost Auditors of the Company for auditing the cost accounting records of the Company for the Financial Year 2016-17.
19. M/s J. C. Bhalla & Co. Chartered Accountants, (FRN: 001111N), B 5, Sector 6, NOIDA – 201301 UP were appointed as the Statutory Auditors of the Company for the Financial Year 2015-16 in the 26th Annual General Meeting. Since they have been holding the office of Statutory Auditors of the Company for more than 10 years, they can hold office as Statutory Auditors of the Company for another one year only. Your Company has received a communication from them on May 16, 2016 stating their re-appointment, if made, will be in accordance with Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. The Board has recommended appointment of M/s J. C. Bhalla & Co. Chartered Accountants, (FRN: 001111N) as Statutory Auditors for the Financial Year 2016-17 to hold office from the conclusion of this AGM upto the conclusion of 28th Annual General Meeting of the Company.
20. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
21. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.
22. A route map to the venue of the AGM along with prominent landmark for easy location is enclosed.

### 23. UNCLAIMED / UNPAID DIVIDEND

In terms of Section 124 and 125 of the Companies Act, 2013, the Central Government has established "Investor Education and Protection Fund" (IEPF) and any amount of dividend / fixed deposit / interest etc. remaining unclaimed / unpaid for a period of seven years from the date it becomes due for the payment should be transferred to this Fund.

Following table gives information relating to unpaid dividend accounts and last dates for claim.

S. No.	Financial Year	Description	Date of Declaration	Last Date of claiming Dividend from the Company
1.	2010-11	Special Interim Dividend @100%	October 11, 2010	October 10, 2017

Those who have not received/ encashed their dividend warrants with respect to above dividends may please write to the Company for claiming the unclaimed amount.

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

#### RESOLUTION NO. 04:

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 13, 2016, 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 2016-17 at a remuneration of Rs.82,500 (Rupees Eighty Two Thousand Five Hundred only) plus 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.

#### RESOLUTION NO. 05:

#### BRIEF NOTE ON THE COMPANY'S OPERATIONS AND JUSTIFICATION FOR THE PROPOSED PREFERENTIAL ISSUE

The Company needs to augment funds to meet its long term working capital requirements for its existing as well as new growth opportunities. To enhance its long term resources and thereby strengthening the financial structure, the Company has been exploring various options for raising funds.

The Board of Directors of the Company, at its meeting held on August 13, 2016, subject to necessary approval(s), have approved the proposal for issuing 8,45,000 (Eight Lakhs Forty Five Thousand Only) Equity Warrants, each Equity Warrant convertible into One Equity Share of the Company of Rs.5/- each, at a price not less than the price to be determined in accordance with Regulation 76 of Chapter VII of the SEBI (ICDR) Regulations, 2009, on Preferential basis to the Promoter(s)/ Promoter Group of the Company.

In terms of the provisions of the Companies Act, 2013 read with Rule 13 (2) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73 of the SEBI (ICDR) Regulations, 2009, the relevant disclosures are given below:

#### a) The Objects of the issue through Preferential Offer:

The proceeds will be utilized to augment funds to meet long term working capital requirements of the Company for its existing as well as new growth opportunities of the Company and for other business requirements of the Company.

#### b) Issue Size, number of Equity Warrants to be issued:

Issuance of 8,45,000 Equity Warrants to the Promoter(s)/ Promoter Group of the Company, which shall be convertible into equity shares of the Company of Rs.5/- each, at a price not less than the price to be determined in accordance with Regulation 76 of Chapter VII of the SEBI (ICDR) Regulations, 2009.

#### c) Relevant Date:

The Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, 2009, as amended from time to time, for the determination of price for the issue of the above mentioned Equity Warrants shall be August 31, 2016 being the date 30 days prior to the date of Annual General Meeting, September 30, 2016 i.e. date of passing of this resolution.

**d) Pricing of Preferential Issue**

The Equity Warrants will be allotted in accordance with the price to be determined in accordance with the provisions of Regulation 76 of the SEBI (ICDR) Regulations, 2009. Since the Company is listed on both the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), the trading price of securities of the Company on both the stock exchanges shall be taken into consideration for determining the pricing of securities to be allotted on preferential basis.

Accordingly, the price per Equity Warrant to be allotted shall be higher of:

- a) the average of the weekly high and low of the volume weighted average prices quoted at the Stock Exchange for 26 weeks preceding to the Relevant Date, and
- b) the average of the weekly high and low of the volume weighted average prices quoted at the Stock Exchange for 2 weeks preceding to the Relevant Date.

“Stock Exchange” for this purpose shall mean that Stock Exchange, on which the equity shares are listed and in which the highest trading volume in respect of the equity shares of the issuer shall be recorded during the preceding 26 weeks preceding the Relevant Date.

**e) The Class or Classes of Persons to whom the allotment is proposed to be made:**

The entire issue is made to the individuals and/or companies belonging to the Promoter and/or Promoter Group, as mentioned herein, through offer letter and/or circular and/or information memorandum.

**f) The Intention of the Promoters / PAC / Directors / Key Management Persons to subscribe to the offer:**

Except, M/s VPM Electricals Private Limited, a Promoter Group Company, who will be subscribing to Equity Warrants in the preferential issue, none of the promoters, directors or key management personnel of the Company intends to apply / subscribe to any of the Equity Warrants.

Mr. Ved Prakash Mahendru, Chairman & Managing Director is deemed to be concerned or interested in the above said resolution being a Director in M/s VPM Electricals Private Limited (the Promoter Company).

**g) Proposed time limit within which the allotment shall be complete:**

As required under the SEBI (ICDR) Regulations, 2009, the allotment of Equity Warrants pursuant to the special resolution shall be completed within a period of 15 (fifteen) days from the date of passing of the special resolution approving allotment.

Provided that where the allotment is pending on account of any such approval of allotment by any regulatory authority including stock exchanges or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**h) Particulars of proposed allottees and identity of natural persons who are the ultimate beneficial owners of the Equity Warrants proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of the post preferential issue capital that may be held by them**

S. No.	Name of the Allottees	Identity of Natural Persons who are the Ultimate Beneficial Owners	Pre Issue Holding (No. of Shares)	% of Pre Preferential Issue Capital	Post Issue Holding (No. of Shares)	% of Post Preferential Issue Capital
1.	M/s VPM Electricals Private Limited	M/s VPM Industrial Services Corporation LLP (Limited Liability Partnership Firm in which Individual Promoters are interested as Partners) Mr. Ved Prakash Mahendru Mr. Vivek Mahendru Mr. Vinay Mahendru	50,17,177	31.25	58,62,177	34.68

The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Equity Warrants into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.

Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in M/s VPM Electricals Private Limited – M/s VPM Industrial Services Corporation LLP, which is one of the Promoters of Eon Electric Limited, holds 99.61% shareholding in M/s VPM Electricals Private Limited.

i) Shareholding Pattern before and after the Preferential Issue (assuming the conversion of Equity Warrants into Equity Shares) is as below:

S. No.	Category	Pre Issue		Post Issue*	
		Total No. of Equity Shares held	% age of Shareholding	Total No. of Equity Shares held	% age of Shareholding
<b>A.</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1.</b>	<b>Indian:</b>				
a)	Individuals / HUF	23,30,690	14.51	23,30,690	13.79
b)	Bodies Corporate	72,61,433	45.22	81,06,433	47.96
	<b>Sub-Total (A1)</b>	<b>95,92,123</b>	<b>59.74</b>	<b>1,04,37,123</b>	<b>61.75</b>
<b>2.</b>	<b>Foreign: Nil</b>	-	-	-	-
	<b>Sub-Total (A2)</b>	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)=(A1)+(A2)</b>	<b>95,92,123</b>	<b>59.74</b>	<b>1,04,37,123</b>	<b>61.75</b>
<b>B.</b>	<b>Public Shareholding:</b>				
<b>1.</b>	<b>Institutions:</b>	-	-	-	-
	<b>Sub-Total (B1)</b>	-	-	-	-
<b>2.</b>	<b>Non-Institutions:</b>				
a)	Individuals	48,18,444	30.01	48,18,444	28.51
b)	Any Other				
i.	HUF	2,68,337	1.67	2,68,337	1.59
ii.	Clearing Members	77,701	0.48	77,701	0.46
iii.	Bodies Corporate	9,55,655	5.95	9,55,655	5.65
iv.	Foreign Individuals or NRIs	3,45,206	2.15	3,45,206	2.04
	<b>Sub-Total (B2)</b>	<b>64,65,343</b>	<b>40.26</b>	<b>64,65,343</b>	<b>38.25</b>
	<b>Total Public Shareholding (B)=(B1)+(B2)</b>	<b>64,65,343</b>	<b>40.26</b>	<b>64,65,343</b>	<b>38.25</b>
<b>C.</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	-	-	-	-
	<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>1,60,57,466</b>	<b>100.00</b>	<b>1,69,02,466</b>	<b>100.00</b>

\* The above Post-Issue Shareholding Pattern is prepared based on Shareholding of the Company as on June 30, 2016, and assumes that the Preferential Issue of Equity Warrants issued pursuant to this resolution are converted into Equity Shares, failing which, the percentage will change accordingly.

**j) The change in control, if any, in the Company consequent to the preferential issue:**

At present, the Promoters/Promoter's Group Shareholding in the Company is 59.74% which would increase to 61.75% upon conversion of all Equity Warrants proposed to be allotted As a result of the proposed preferential issue of Equity Warrants, and upon conversion of the Equity Warrants, there will be no change in the control of the Company. There will be no change in the control or composition of Board of Directors of the Company consequent to the said preferential issue.

Save and accept the preferential issue as proposed in the resolution as set out in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

**k) Lock in Period:**

- (i) The Equity Shares to be allotted pursuant to exercise of the option attached to Equity Warrants under the Preferential Allotment shall be locked-in in accordance with Regulation 78 of Chapter VII of the SEBI (ICDR) Regulations, 2009.
- (ii) The entire pre-preferential shareholding of the above allottee, shall be locked-in from the relevant date up to a period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI (ICDR) Regulations, 2009.

**l) Undertaking(s):**

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the SEBI (ICDR) Regulations, 2009. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI (ICDR) Regulations, 2009, the specified securities shall continue to be locked in till such amount is paid by the allottee.

**m) Auditors' Certificate:**

A copy of the certificate from M/s J. C. Bhalla & Co., Chartered Accountants, (FRN: 001111N), Statutory Auditors of the Company certifying that the issue of Equity Warrants is being made in accordance with the SEBI (ICDR) Regulations, 2009, shall be placed before the shareholders at the AGM and will also be open for inspection by the members.

Except Mr. Ved Prakash Mahendru, Mr. Vivek Mahendru and Mr. Vinay Mahendru, Promoter Directors along with their respective relatives, none of the other Directors of the Company or the Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the Resolution set out at Item No. 05 of the accompanying Notice for the consent of the Members by way of Special Resolution, pursuant to the provisions of Section 42 and 62 and other applicable provisions of the Companies Act, 2013, and the SEBI (ICDR) Regulations, 2009, and in terms of the provisions of the Uniform Listing Agreements entered into with the Stock Exchanges (BSE & NSE), to issue and allot Convertible Equity Warrants on preferential basis to Promoters, as stated in the Special Resolution set out in the accompanying Notice.

**Place :** New Delhi  
**Dated :** August 13, 2016

**By Order of the Board of Directors**

**Registered Office:**  
1048, Sector-14,  
Sonapat – 131 001,  
Haryana, India  
**CIN: L31200HR1989PLC035580**

**Vinay Aggarwal**  
**Company Secretary & Compliance Officer**  
**ACS: 39099**



### Details of the Director seeking re-appointment at the 27<sup>th</sup> Annual General Meeting

{In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

<b>Name of Director</b>	<b>Mr. Vivek Mahendru (DIN: 0006014)</b>
i) Date of Birth/Age	January 02, 1961/ 55 years
ii) Qualifications	Masters of Business Administration (MBA), Aston University, UK
iii) Experience	<p><b>Mr. Vivek Mahendru</b></p> <p>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 34 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.</p> <p>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.</p> <p>Presently, working as Whole-time Director of Eon Electric Ltd, Mr. Vivek Mahendru has been mainly entrusted with the responsibility of Marketing and operations of Wires &amp; Cables and Lighting products along with business of Joint Venture Companies in India.</p>
iv) Terms and Conditions of Re-appointment	<b>Mr. Vivek Mahendru</b> shall be appointed as the Director liable to retire by rotation and shall continue to hold the designation of Whole-time Director of the Company, effective from October 01, 2014, for a period of 3 years, appointed at remuneration as approved by the shareholders of the Company at their AGM held on September 29, 2014.
v) Details of Remuneration sought to be paid	As per existing scale and already approved by the shareholders.
vi) Last Remuneration drawn	Rs.77,18,400/- per annum (F.Y. 2015-16)
vii) Date of first appointment on the Board	May 12, 2012
viii) No. of shares held	590660 Equity Shares of Face Value Rs.5/- each
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	<p>Mr. Vivek Mahendru and Mr. Vinay Mahendru, Whole-time Directors, both are sons of Mr. Ved Prakash Mahendru, Chairman &amp; Managing Director of the Company.</p> <p>None of the other Director or KMP is related to him.</p>
x) No. of Board Meetings attended/ held during Financial Year 2015-16	6/6
xi) Directorships held in other companies	<ol style="list-style-type: none"> <li>1. Litheon Green Energy Private Limited</li> <li>2. IAFL Switchgears Private Limited</li> <li>3. Hausmann Elektrik Private Limited</li> <li>4. Luxtra Lighting Private Limited</li> <li>5. Indo Nordex Lightings Private Limited</li> <li>6. IAFL Power Distribution &amp; Infrastructure Private Limited</li> </ol>
xii) Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2016	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 IN THE ANNUAL GENERAL MEETING.”

# ROUTE MAP



# EON ELECTRIC LIMITED

(Formerly Indo Asian Fusegear 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



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:	

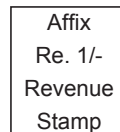
I/We, being the member(s) of .....shares of Eon Electric Limited, hereby:

- Name:..... Email Id: .....  
Address:.....  
..... Signature .....or failing him/her;
- Name:..... Email Id: .....  
Address:.....  
..... Signature .....or 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 27th Annual General Meeting of the Company, to be held on Friday, the 30th day of September, 2016 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
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year 2015-16 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.	Re-appointment of M/s J C Bhalla & Co., Chartered Accountants, (FRN: 001111N), as Statutory Auditors for the Financial Year 2016-17 from the conclusion of 27th AGM till the conclusion of 28th AGM and fixing their remuneration		
<b>Special Business</b>			
4.	Ratification of remuneration payable to the Cost Auditors for Financial Year 2016-17		
5.	Issue of 8,45,000 Convertible Equity Warrants to the Promoter(s)/ Promoter Group of the Company on Preferential Basis		

Signed this..... day of ....., 2016.



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.



**ENERGIZING GROWTH.  
ENERGIZING THE FUTURE.**



**EON**  
**ELECTRIC**  
energising smiles

# EON ELECTRIC LIMITED

(Formerly Indo Asian Fusegear 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



## ATTENDANCE SLIP

S. No.....

27<sup>th</sup> Annual General Meeting, Friday, the 30<sup>th</sup> day of September, 2016 at 09:00 a.m. at Kanak Garden Resort, 55 Milestone, G. T. Karnal Road, Murthal, Distt. Sonapat – 131027, Haryana

NAME (IN BLOCK LETTERS)	
ADDRESS	
REGISTERED FOLIO NO. / DP ID & CLIENT ID	
SHAREHOLDER/ PROXY/ AUTHORISED REPRESENTATIVE	
MOBILE NO. E-MAIL ID	

I/We hereby record my/our presence at the **27<sup>th</sup> Annual General Meeting (AGM)** of the Company being held on Friday, the 30<sup>th</sup> day of September, 2016 at 09:00 a.m. at Kanak Garden Resort, 55 Milestone, G. T. Karnal Road, Murthal, Distt. Sonapat – 131027, Haryana.

.....  
Signature of Shareholder / Proxy / Authorised Representative

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN

Notes:

- 1) Each equity share of the Company carries one vote.
- 2) Please read carefully the instructions printed overleaf before exercising the vote.

## **INSTRUCTIONS FOR REMOTE E-VOTING**

- I. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional. **HOWEVER, IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL BALLOT PAPER AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY BALLOT PAPER SHALL BE TREATED AS INVALID NOTWITHSTANDING WHICHEVER OPTION IS EXERCISED FIRST.**
- II. The voting period shall commence at 9.00 a.m. on Tuesday, the 27th day of September, 2016 and will end at 5.00 p.m. on Thursday, the 29th day of September, 2016. The remote e-voting module shall be disabled by NSDL at 5.00 p.m. on end date of the voting period.
- III. The Cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at the Annual General Meeting (AGM) is Friday, September 23, 2016. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of remote E-voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- IV. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, September 23, 2016, may obtain the login ID and password by sending an e-mail to [investors@eonelectric.com](mailto:investors@eonelectric.com), [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on <https://www.evoting.nsdl.com> or contact NSDL at the following Toll Free no.: 1800-222-990.
- V. The facility for voting through ballot paper will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote e-voting, will be able to exercise their right at the meeting through ballot paper. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.
- You can also update your mobile number and e-mail id in the user profile details of the attendance slip which may be used for sending future communication(s).
- VI. Mr. Manish Ranjan [FCS –5074 & COP No. 3709] of M/s Manish Ranjan & Associates, Company Secretaries, Delhi – 110 092, has been appointed as the Scrutinizer by the Company to scrutinize the entire voting process in a fair and transparent manner.
- VII. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter, unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and submit the consolidated Scrutinizer's Report of the votes casted in favor or against, if any, to the Chairman of the Meeting or to the person Authorized by the Chairman, not later than three (3) days of the conclusion of the meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company at [www.eonelectric.com](http://www.eonelectric.com), NSDL at <https://www.evoting.nsdl.com> and Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
- VIII. **PROCESS FOR MEMBERS OPTING FOR E-VOTING**

The procedure and instructions for members for voting electronically are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open e-mail and open PDF file namely "EON remote e-voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password provided in PDF 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/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your own choice with minimum 8 digit/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting appears. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" [E- Voting Event Number] of EON ELECTRIC LIMITED.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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 [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of Notice of 27th AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial Password has been provided in the following format at the bottom of the Attendance Slip being sent along with the Annual Report.

<b>EVEN (Electronic Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD / PIN</b>

- (ii) Please follow all steps from S. No. (ii) to S. No. (xii) above, to cast vote.

- IX. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'Downloads' section of <https://www.evoting.nsdl.com> or call on Toll free no.: 1800-222-990.