

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 **28TH ANNUAL GENERAL MEETING (AGM)** of the Members of **EON ELECTRIC LIMITED** will be held on Wednesday, the 27th day of September, 2017 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, 2017, 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. Vinay Mahendru (DIN: 00005371) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. Appointment of Statutory Auditors

To 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 Company's (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 Bansal and Co. Chartered Accountants (Firm Reg. No. 001113N) be and is hereby appointed as the Statutory Auditors of the Company to hold office for the period of 5 years from the conclusion of this Meeting till the conclusion of 33rd Annual General Meeting of the Company subject to the ratification by members of the company at every AGM at a remuneration as may be decided by the Board of Directors of the Company, in addition to the Goods & Service Tax and actual out-of-pocket expenses incurred in connection with the audit of 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 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 2017-18, 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.”

5. Re-appointment of Shri Ved Prakash Mahendru (DIN 00005338) as Chairman and Managing Director

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 Ved Prakash Mahendru (DIN: 00005338) as Chairman and Managing Director of the Company, for a period of 3 years w.e.f. 1st October, 2017 on the following terms and condition as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company:

Salary	
Basic	Rs. 4,95,000/- per month
Perquisites	
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 subject to recommendation by the Nomination and Remuneration Committee shall be empowered to grant such annual increment and alter and vary terms and conditions of his appointment as may be considered appropriate as per the prevailing industry practices within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification and re-enactments thereof.

RESOLVED FURTHER THAT the duties of the Chairman and Managing Director shall be the overall supervision of the functioning of the Company, handling day to day affairs of the Company, exercising all the substantial powers of management not expressly delegated to the other employee or Director of the Company and to perform all other duties that the Board may delegate or assign to the Managing Director from time to time.

RESOLVED FURTHER THAT all the powers of the Chairman and Managing Director of the Company shall be subject to the superintendence, control and direction of the Board of Directors of the Company.

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.”

6. Re-appointment of Shri Vivek Mahendru (DIN 00006014) as Joint Managing Director

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 Whole Time Director and re-designate him as Joint Managing Director of the Company for a period of 3 years w.e.f. 1st October, 2017, 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 and Remuneration Committee and the Board of Directors of the Company:

Salary	
Basic	Rs. 4,45,000/- per month
Perquisites	
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 subject to recommendation by the Nomination and Remuneration Committee shall be empowered to grant such annual increment and alter and vary terms and conditions of his appointment as may be considered appropriate as per the prevailing industry practices within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification and re-enactment thereof.

RESOLVED FURTHER THAT the duties of the Joint Managing Director shall be for the supervision of the functioning of the operations of the Company and handling day to day operations of the Company including exercising all the substantial powers of management not expressly delegated to the other employee or Director of the Company and to perform all other duties that the Board may delegate or assign to the Joint Managing Director from time to time.

RESOLVED FURTHER THAT all the powers of the Joint Managing Director of the Company shall be subject to the superintendence, control and direction of the Board of Directors of the Company.

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.”

7. Reappointment of Shri Vinay Mahendru (DIN 00005371) as Joint Managing Director

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 Whole Time Director and re-designate him as Joint Managing Director of the Company for a period of 3 years w.e.f. 1st October, 2017, 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 and Remuneration Committee and the Board of Directors of the Company:

Salary	
Basic	Rs. 4,45,000/- per month
Perquisites	
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 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 subject to recommendation by the Nomination and Remuneration Committee shall be empowered to grant such annual increment and alter and vary terms and conditions of his appointment as may be considered appropriate as per the prevailing industry practices within the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification and re-enactments thereof.

RESOLVED FURTHER THAT the duties of the Joint Managing Director shall be for the supervision of the functioning of the affairs of the Company and handling day to day affairs of the Company including exercising all the substantial powers of management not expressly delegated to the other employee or Director of the Company and to perform all other duties that the Board may delegate or assign to the Joint Managing Director from time to time.

RESOLVED FURTHER THAT all the powers of the Joint Managing Director of the Company shall be subject to the superintendence, control and direction of the Board of Directors of the Company.

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.”

Place : New Delhi
Dated : 31st August, 2017

By Order of the Board of Directors

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

Shiv Kumar Jha
Company Secretary & Compliance Officer
ACS: 50160

CIN: L31200HR1989PLC035580

IMPORTANT NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 21, 2017 to Wednesday, September 27, 2017 (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 27, 2017 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 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**

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.

20. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.
21. 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.3

In term of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two term of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within the period specified under Section 96(1) of the Act, after three years from the date of commencement of the Act.

M/S J C Bhalla & Co., Chartered Accountants (FRN No.: 001111N) existing Statutory Auditors of the Company have been in office for more than 10 years and in compliance with the provisions of the Act, the Company has to appoint a new auditor in their place. Accordingly, the Board of Directors, at their meeting held on 31st August, 2017, have, subject to the approval of shareholders in the forthcoming AGM, approved the appointment of M/s Bansal and Co., Chartered Accountants, (Firm Reg No. 001113N) as the Statutory Auditors of the Company, in place of M/s. J C Bhalla & Co., Chartered Accountants (FRN No.: 001111N) to hold office from the conclusion of this 28th AGM until the conclusion of 33rd AGM of the Company, subject to the ratification by the members at every AGM.

None of the Directors and Key Managerial Personal of the Company (including the relative of Directors and Key Managerial Personal), are, in any way whether financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommends the ordinary resolution as set out in item no. 3 of the notice for approvals of members.

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 31, 2017, 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 2017-18 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.

Item No. 5

Shri Ved Prakash Mahendru was re-appointed as the Chairman and Managing Director of the Company for a period of 3(three) years with effect from 1st October, 2014 by a 'Special Resolution' passed by the Shareholders of the Company at their Meeting held on 29th September, 2014

He holds office of Chairman and Managing Director upto 30th September, 2017.

He holds a Bachelor's degree in Science. He was also the President of Indian Electricals 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 a rich experience of more than 58 years 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 Board of Directors at its meeting held on 31st August, 2017, has approved to re-appoint Shri Ved Prakash Mahendru as Chairman & Managing Director for a period of 3(three) years with effect from 1st October, 2017 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 31st August, 2017, 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 30th September, 2020 subject to approval of Shareholders.

The Board of Directors of your Company recommends the Special Resolution as given at Item No. 5 in relation to re-appointment of Shri Ved Prakash Mahendru as Chairman & Managing Director, for the approval by 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. 6

Shri Vivek Mahendru was re-appointed as Executive Director of the Company for a period of 3(three) years with effect from 1st October, 2014 by a 'Special Resolution' passed by the shareholders of the Company at their Meeting held on 29th September, 2014.

He holds office of Executive Director upto 30th September 2017.

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 35 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 the Company alongwith the business of Joint Venture Company in India.

The Board of Directors at its meeting held on 31st August, 2017, has approved to re-appoint Shri Vivek Mahendru as Whole Time Director and re-designate him as Joint Managing Director for a period of 3 (three) years with effect from 1st October, 2017 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 31st August, 2017, 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 30th September, 2020, subject to the approval of shareholders.

The Board of Directors of your Company recommends the Special Resolution as given at Item No. 6 in relation to re-appointment of Shri Vivek Mahendru as Joint Managing Director for the approval by 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. 7

Shri Vinay Mahendru was re-appointed as Executive Director of the Company for a period of 3(three) years with effect from 1st October, 2014 by a 'Special Resolution' passed by the shareholders of the Company at their Meeting held on 29th September, 2014.

He holds office of Executive Director upto 30th September 2017.

He is a Mechanical Engineer and holds a Master degree in Management from the University of Aston, Birmingham, U.K. He is an industrialist.

Shri Vinay Mahendru has been instrumental for starting the new business of energy efficient led based Lighting Solutions and Lithium - Ion Batteries. The Company has achieved an impressive growth in the turnover and profitability of its Lighting Division under his directions. Besides he has also been involved in the formulation of various policies and implementation of best industry practices which have catalysed the growth and turn around of the Company.

Therefore the Board of Directors at its meeting held on 31st August, 2017, has approved to re-appoint Shri Vinay Mahendru as Whole Time Director and re-designate him as Joint Managing Director for a period of 3(three) years with effect from 1st October, 2017 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 31st August, 2017, 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 30th September, 2020, subject to the approval of shareholders.

The Board of Directors of your Company recommends the Special Resolution as given at Item No. 7 in relation to re-appointment of Shri Vinay Mahendru as Joint Managing Director for the approval by the shareholders of the Company.

Except Shri Vinay Mahendru, Shri 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.

Place : New Delhi
Dated : 31st August, 2017

By Order of the Board of Directors

Registered Office:

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

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)

SHRI VED PRAKASH MAHENDRU

Sh. Ved Prakash Mahendru aged 84 years, is the promoter Director of the Company and he was appointed by the Shareholders at 16th AGM held on 24th 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 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 56 years, is Director of the Company since 12th May, 2012. He is an MBA from University of Aston in Birmingham, U.K and has worked abroad for over two years before taking up assignment in India. He has 35 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 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 5,90,660 Equity shares of the Company.

SHRI VINAY MAHENDRU

Shri Vinay Mahendru aged 55 years, is the promoter Director of the Company and he was appointed by the Shareholders at 16th AGM held on 24th 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 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.

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

(1)	General Information:		
1.	Nature of Industry	Electrical Manufacturing and marketing of Energy Efficient LED Lighting products, Wires and Cables, Fans, Geysers, Lithium Ion Batteries and Mobile phone accessories.	
2.	Date of Commencement of commercial operation	The Company was incorporated on 6th November, 1989 as private company	
3.	Financial performance based on given indicator: The financial data as per last audited Balance Sheet as on 31st March 2017		
	Particulars	(Rs./Crore)	
	Sales & other income	196.45	
	Profit before Tax	3.83	
	Profit after Tax	4.00	
(2)	Information about the appointees		
		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 58 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 35 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 33 years of experience in senior management in industry.
Past Remuneration(per annum)	Rs.84.00 lacs	Rs. 72.00 lacs	Rs. 72.00 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 alongwith the Managing Directors 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. 5, 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. 6, the remuneration to Joint Managing 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. 7, the remuneration to Joint Managing 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 the 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 & Shri 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 inadequacy of profit	The major portion of the Company's business comes from real estate and infrastructure industry in India. The general slow down prevalent in the construction industry for quite some time, the temporary effect of demonetization during the second half of the year and the uncertainty regarding the effects of the Goods and Service Tax prevailing in the mind of consumers resulted in the shrinking of the construction industry which put increased pressure on margins resulting in lower sales and rise in raw material without corresponding increase in sale prices due to intense competition from within and outside the Country.		
Steps taken or proposed to be taken for improvement	To increase the growth and profitability, the Company has initiated pro-active measures and solutions with a view to achieve a turnaround and major breakthrough in turnover by enhancing the company's market share substantially through the 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 augment profitability 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.		

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

ROUTE MAP



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



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:	

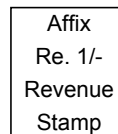
I/We, being the member(s) ofshares of Eon Electric Limited, hereby:

- 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 28th Annual General Meeting of the Company, to be held on Wednesday, the 27th day of September, 2017 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 2016-17 including Reports of Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Vinay Mahendru (DIN: 00005371), as Director, liable to retire by rotation		
3.	Appointment of M/s Bansal and Co., Chartered Accountants, (FRN: 001113N), as Statutory Auditors		
Special Business			
4.	Ratification of remuneration payable to the Cost Auditor		
5.	Re-appointment of Shri Ved Prakash Mahendru as Chairman and Managing and fixing his remuneration		
6.	Re-appointment of Shri Vivek Mahendru as Joint Managing Director and fixing his remuneration		
7.	Re-appointment of Shri Vinay Mahendru as Joint Managing Director and fixing his remuneration		

Signed this..... day of, 2017.



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

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



ATTENDANCE SLIP

S. No.....

28th Annual General Meeting, Wednesday, the 27th day of September, 2017 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 **28th Annual General Meeting (AGM)** of the Company being held on Wednesday, the 27th day of September, 2017 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 remote 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 Sunday, the 24th day of September, 2017 and will end at 5.00 P.M. on Tuesday, the 26th day of September, 2017. 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 **Wednesday, September 20, 2017**. 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. Wednesday, September 20, 2017, may obtain the login ID and password by sending an e-mail to investors@eonelectric.com, 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 total 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, NSDL at <https://www.evoting.nsdl.com> and Stock Exchanges at www.bseindia.com and 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 mranjan123@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of Notice of 28th 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.

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

- (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**.