

EON ELECTRIC LIMITED

CIN: L31200HR1989PLC035580

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

Corporate Office: C-81, 2nd Floor, Hosiery Complex, Phase 2,

Noida – 201305, Uttar Pradesh, India

Phone No : 91-011-41008454

W: www.eonelectric.com E: corporate@eonelectric.com

NOTICE

NOTICE is hereby given that the **30TH ANNUAL GENERAL MEETING** (AGM) of the Members of **EON ELECTRIC LIMITED** will be held on Monday, the 30th day of September, 2019 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, 2019, 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.

SPECIAL BUSINESS

3. Appointment of Mr. Ashish Bansal (DIN: 00017877) as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the Company be and is hereby given to the appointment of Mr. Ashish Bansal (DIN: 00017877), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from 1st April 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the Company, whose term of office expires at this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act, in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from 1st April 2019 and whose office shall not, henceforth, be liable to retire by rotation."

4. Appointment of Mr. Ashok Kumar Gupta (DIN: 07294664) as Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies

Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the Company be and is hereby given to the appointment of Mr. Ashok Kumar Gupta (DIN: 07294664), who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from 1st April 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the Company, whose term of office expires at this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the Independent Directorship as provided in Section 149(6) of the Act, in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from 1st April 2019 and whose office shall not, henceforth, be liable to retire by rotation."

5. 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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to Mr. Krishan Singh Berk, Cost Accountant (FRN: 102044 & Membership No. 2724), appointed by the Board of Directors as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2019-20, amounting to Rs 82,500/- (Rupees Eighty Two Thousand Five Hundred only) (excluding all taxes and reimbursement of out-of-pocket expenses) be ratified and confirmed.

RESOLVED FURTHER THAT Mr. Vivek Mahendru and Mr. Vinay Mahendru Joint Managing Directors of the Company, be and are hereby severally authorised to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

6. To amend the Articles of Association for Insertion of Clause – "Chairman Emeritus"

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

"RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 and Articles of Association of the Company (including statutory modifications and re-enactment thereof for the time being in

force) and subject to such other approval(s) from the concerned Statutory Authority(ies), be and hereby altered, by inserting the Article 91 (3) i.e. "Chairman Emeritus" after the present Article 91 (2) of the Articles of Association of the Company which shall read as follows:

Chairman Emeritus

- (i) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
- (ii) The Chairman Emeritus shall hold office until he resigns.
- (iii) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote or shall not be deemed to be a party to any decision of the Board or Committee thereof.
- (iv) The Chairman Emeritus shall not be deemed to be a Director for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining the maximum number of directors which the Company can appoint.
- (v) Subject to the applicable statutory provisions, the Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.

RESOLVED FURTHER THAT Mr. Vivek Mahendru, Mr. Vinay Mahendru Joint Managing Directors, KB Satija, CFO, and Shiv Kumar Jha, Company Secretary of the Company be and are hereby authorized jointly or severally to file all relevant forms, returns and other necessary documents to the concerned Registrar of Companies, Stock Exchanges and any other authority and take all necessary steps for alteration of Articles of Association of the Company."

Registered Office:

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

By Order of the Board of Directors

Sd-

Shiv Kumar Jha

Company Secretary & Compliance Officer

Place : New Delhi

Dated : August 13, 2019

IMPORTANT NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Monday 30, September, 2019 (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 30, 2018 between 11:00 AM and 1:00 PM.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under and Regulation 36(1) of the SEBI (LODR) Regulations, 2015, companies can serve Notice of AGM, Annual Report and Attendance Slip and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants. Members who have not registered their e-mail address with Company can now register the same by sending a communication to the Company or to the RTA, M/s Alankit Assignments Limited. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
13. Members desiring any information/clarification on the accounts are requested to write to the Company at least ten days in advance so as to enable the management to keep information ready at the Annual General Meeting.
14. Members are requested to note that M/s Alankit Assignments Limited, 1E/13, Jhandewalan Extension, New Delhi – 110 055, is the Registrar and Transfer Agent (RTA) to look after the work related to shares held in physical and dematerialized form.
15. Members are requested to immediately notify to the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialized form. The Securities and Exchange Board of India (SEBI) has mandated

the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.

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

19. UNCLAIMED / UNPAID DIVIDEND

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

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

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

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

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested

to submit the PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN and Banks details to the RTA, Alankit Assignments Limited for dematerialization of shares.

22. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.
23. A route map to the venue of the AGM along with prominent landmark for easy location is enclosed.

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

Item No. 3

The Members are informed that Mr. Ashish Bansal was appointed by the Board of Directors as an Additional Non-Executive, Independent Director, effective 1st April 2019.

Mr. Ashish Bansal aged 51 years is B.Com, FCA and has done FIAM from The Institute of Administrative Management, New Delhi. He is Chartered Accountant by profession, and has intensive experience in building successful businesses and has hands on experience of creative planning and exquisite execution.

He is a Partner of RCB & Co. a leading firm of Chartered Accountants and has diversified experience in conducting financial, management and statutory audits and rendering advisory services for corporate and individuals in the fields of accounting, tax and legal compliance.

Besides he is also a Director on the Board of Citi Cap Channels Ltd. & City Cap Print Media Pvt. Ltd. He has also rendered financial and management consultancy services for improving the internal controls, efficiency and productivity of the management and the work force, commercial planning, assessments and decision-making to various Companies.

He is an active Fellow Member of The Institute of Chartered Accountants of India, New Delhi, The Delhi Gymkhana Club, New Delhi, DDA Siri Fort Sports Complex, and Defence Colony Club. He has travelled abroad extensively in connection with various professional assignment and has gained rich and diversified experience in the areas related to his profession.

Mr. Ashish Bansal does not hold any share in the Company. He does not have any relationship with other Directors, Managers and other Key Managerial Personnel of the Company.

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Ashish Bansal on the Board of the Company would be beneficial to the Company considering his vast experience. Mr. Ashish Bansal fulfils the criteria of independence as specified in the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 proposing his re-appointment as a Director.

The Board recommends the Resolution as set out in the notice for the approval of shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Ashish Bansal are, in any way, concerned or interested in the proposed resolution as set out in the Notice.

Item No. 4

The Members are informed that Mr. Ashok Kumar Gupta was appointed by the Board of Directors as an Additional Non-Executive, Independent Director, effective 1st April 2019.

Mr. Ashok Kumar Gupta aged 68 years holds Master Degree in Commerce (M. Com). Besides he is also a Certified Associate of The Indian Institute of Bankers (CAIIB). He was the former General Manager of Canara Bank. He has been an outstanding performer throughout his banking career for more than 35 years in different capacities, having worked from Branch Manager to Regional Manager, Zonal Manager & General Manager. He has worked in different parts of India and Overseas, at London, UK & Sanghai, China. He has indepth experience of financing of Industries, International Trade and Forex.

Currently Sh. Ashok Kumar Gupta is engaged in consultancy apart from being on the Interview Panel of IBPS Mumbai & Canara Bank, Bangalore for recruitment of Officers.

During his association with the Bank Mr. Ashok Kumar Gupta has travelled abroad extensively and has gained in-depth experience in the areas of Finance, Banking and General administration during the discharge of his professional responsibilities.

Mr. Ashok Kumar Gupta does not hold any share in the Company. He does not have any relationship with other Directors, Manager and other Key Managerial Personnel of the Company

In the opinion of the Nomination and Remuneration Committee and the Board, the appointment of Mr. Ashok Kumar Gupta on the Board of the Company would be beneficial to the Company considering his vast experience. Mr. Ashok Kumar Gupta fulfils the criteria of independence as specified in the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

The Company has also received notice from a Member under Section 160 of the Companies Act, 2013 proposing his re-appointment as a Director.

The Board recommends the Resolution as set out in the notice for the approval of shareholders of the Company.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Ashok Kumar Gupta are, in any way, concerned or interested in the proposed resolution as set out in the Notice.

Item No. 5:

The Board of Directors of the Company, on the recommendation of the Audit Committee, had approved the appointment of Mr. Krishan Singh Berk, Cost Accountant (FRN: 102044 & Membership No. 2724) as the Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year(s) ending 31st March, 2020.

In accordance with the Provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for FY 2019-20.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested financially or otherwise in the proposed resolution as set out in the Notice.

The Board recommends the resolution as set out in the Notice for the approval of the Members of the Company.

Item No. 6

Under Section 14 of the Companies Act, 2013 ("the Act") , the Board of Directors of a Company cannot , except with the Consent of General Meeting by a Special Resolution amend Articles of Association of the Company.

It is proposed to insert new Article 91(3) in the Articles of Association after the existing Article 91(2) so as to include provisions relating to appointment of any person who has rendered a significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as Chairman Emeritus on the terms mentioned therein. Your Directors recommend to pass this resolution as Special Resolution.

None of the Directors are concerned or interested in this resolution.

Registered Office:

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

By Order of the Board of Directors
Sd-

Shiv Kumar Jha
Company Secretary & Compliance Officer

Place : New Delhi

Dated : August 13, 2019

Details of Directors seeking appointment /re-appointment in the forthcoming Annual General Meeting

(In pursuance of Secretarial Standards on General Meetings [SS-2] and Regulation 36 of the Securities and Exchange Board of India [Listing Obligation and Disclosure Requirements] Regulations, 2015)

Name of the Director	Mr. Vinay Mahendru	Mr. Ashish Bansal	Mr. Ashok Kumar Gupta
Director Identification Number	00005371	00017877	07294664
Category	Executive, Non Independent Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth	13/03/1962	14/12/1967	22/07/1951
Age	57 years	51 years	68 years
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	24/06/2005	01/04/2019	01/04/2019
Relationship with Directors and KMPs	Shri Vinay Mahendru is the son of Shri Ved Prakash Mahendru, Chairman and Managing Director and brother of Shri Vivek Mahendru Joint Managing Director of the Company	There is no relationship with other Directors on the Board	There is no relationship with other Directors on the Board
Qualifications	Masters degree in Management from the University of Aston, Birmingham, U.K	B.Com, FCA, FIAM	M. Com, CAIIB
Expertise in specific functional area	He has over 35 years of experience in senior management in industry. 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	He is a Partner of RCB & Co. a leading firm of Chartered Accountants and has diversified experience in conducting financial, management and statutory audits and rendering advisory services for corporate and individuals in the fields of accounting, tax and legal compliance	He has been an outstanding performer throughout his banking career for more than 35 years in different capacities, having worked from Branch Manager to Regional Manager, Zonal Manager & General Manager. He has worked in different parts of India and Overseas, at London, UK & Sanghai, China. He has indepth experience of financing of Industries, International Trade and Forex
Details of Board/Committee Meetings attended by the Directors during the year	Four Board Meeting One Committee Meeting	Nil	Nil
Terms and Conditions of Appointment or reappointment along with remuneration	Mr. Vinay Mahendru has been appointed as Executive, Non-Independent Director. He will not be entitled to Sitting Fee(s) for attending the Meeting(s) of the Board and Committee(s) thereof.	Mr. Ashish Bansal has been appointed as Non-Executive, Independent Director. He will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s).	Mr. Ashok Kumar Gupta has been appointed as Non-Executive, Independent Director. He will be entitled to Sitting Fee(s) for attending Board and Committee Meeting(s).
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Nil	1 (Director in City Cap Channel Ltd.)	1 (Independent Director in Advance Metering Technology Limited)
Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including EON	Member of Stakeholders' Relationship Committee	Chairman of Audit Committee in the Company	Member of Audit Committee and Chairman of Stakeholders Relationship Committee of the Company And chairman of Audit Committee and Stakeholders Relationship Committee of Advance Metering Technology Limited
Shareholding in EON	576707	-	-

NO GIFT(S) WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEEING

EON ELECTRIC LIMITED

CIN: L31200HR1989PLC035580

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

Corporate Office: C-81, 2nd Floor, Hosiery Complex, Phase 2,

Noida – 201305, Uttar Pradesh, India

Phone No : +91-011-41008454

W: www.eonelectric.com E: corporate@eonelectric.com

ATTENDANCE SLIP

S. No.....

30th Annual General Meeting, Monday, the 30th day of September, 2019 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 **30th Annual General Meeting (AGM)** of the Company being held on Monday, the 30th day of September, 2019 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.

ELECTRONIC VOTING PARTICULARS

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 WHICH-EVER OPTION IS EXERCISED FIRST.**
 - II. The voting period shall commence at 9.00 A.M. on Friday, the 27th day of September, 2019 and will end at 5.00 P.M. on Sunday, the 29th day of September, 2019. 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 **Monday, September 23, 2019**. 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. Monday, September 23, 2019, 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 to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail mrnanjan123@yahoo.co.in to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to _____ **<Please mention the e-mail ID of Scrutinizer>** with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EON ELECTRIC LIMITED

CIN: L31200HR1989PLC035580

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

Corporate Office: C-81, 2nd Floor, Hosiery Complex, Phase 2,

Noida – 201305, Uttar Pradesh, India

Phone No : +91-011-41008454

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]

30th Annual General Meeting on Monday, 30th September, 2019 at 9.00 AM (IST)

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

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

Name: Address:

E-mail Id: Signature:, or failing him

Name: Address:

E-mail Id: Signature:, or failing him

Name: Address:

E-mail Id: Signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the 30th Annual General Meeting to be held on Monday, the 30th day of September, 2019 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 the following resolutions:

	RESOLUTIONS	FOR	AGAINST	ABSTAIN
Ordinary Business				
1.	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year 2018-19 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			
Special Business				
3.	Appointment of Mr. Ashish Bansal (DIN: 00017877) as an Independent Director.			
4.	Appointment of Mr. Ashok Kumar Gupta (DIN: 07294664) as an Independent Director			
5.	Ratification of remuneration payable to the Cost Auditors For Financial Year 2019-20			
6.	To amend the Articles of Association for Insertion of Clause "Chairman Emeritus"			

Signed this..... day of, 2019.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Re.1/-
Revenue
Stamp

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. 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.

3. A proxy need not be a member of the Company.

*Applicable for Investors holding shares in demat form.

