

NOTICE is hereby given that the 41th Annual General Meeting of the members of Monica Electronics Limited will be held on Friday, the 29th day of September, 2017 at 10:00 A.M. at Aashiyana Residency, Chaudhary Dharambir Market, Near Sebel Cinema, Badarpur, New Delhi - 110044 to transact the following business:

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for the financial year ended 31st March, 2017 and the reports of Director's and Auditor's thereon.
2. To appoint a director in place of Mr. Rajeev Saxena (DIN : 06930660) who retires by rotation and being eligible, offers himself for reappointment
3. To ratify the appointment of M/s Agarwal Seth & Co., Chartered Accountants, as Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or reenactments for the time being in force), the appointment of M/s Agarwal Seth & Co., Chartered Accountants as approved in the 40th Annual General Meeting until 42nd Annual General Meeting, be and is hereby ratified from conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting at such terms and remuneration as may be determined by the Board of Directors or Audit Committee.

**By order of the Board**

Date : May 29, 2017  
Place : New Delhi

**Rajeev Saxena**  
**Director**  
**DIN : 06930660**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IS ENCLOSED ALONG WITH THE ANNUAL REPORT.
2. Proxies in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the commencement time of the Annual General Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. During the period beginning 24 hours before the time fixed for commencement of the Annual General Meeting and ending with the conclusion of the Annual General Meeting a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days notice in writing is given to the Company.

5. Members are requested to produce the enclosed attendance slip duly signed, in accordance with specimen signatures registered with the Company for admission to the meeting place.
6. Corporate members intending to send their authorized representatives at the Annual General Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
7. In case of joint holders attending the Annual General Meeting only such joint holders who is higher in order of names will be entitled to vote.
8. As a measure of economy, copies of Annual Report will not be distributed at the venue of not be distributed at the venue of the Annual General Meeting of the Company. The members are requested to bring their copies of Annual Report.
9. Members can avail of the nomination facility in terms of Section 72 of the companies Act 2013 by furnishing Form SH. 13 (in duplicate) to the Company or its R&T Agent. The said form will be made available on request.
10. A statement giving relevant details of the Directors seeking re-appointment under Item No. 2 of the accompanying notice, is being given in Corporate Governance Report annexed to the Directors' Report as **Annexure 'C'**.
11. The Register of Members and Share Transfer Books of the Company will remain closed from, September 23, 2017 to September 29, 2017 (both days inclusive). It will be appreciated that queries, if any, on accounts and operations of the company are sent to the Company 10 days in advance of the meeting so that the answer may be made readily available.

**12. E-voting**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44(1) OF SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is providing electronic facility to its members to exercise their right to vote at the Annual General Meeting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Monday, September 25, 2017 (09:00 am) and ends on Thursday, September 28, 2017 (05:30 pm). During this period members' of the Company, holding shares as on the cut-off date of September 22, 2017, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The procedure and instructions for members for remote e-voting are as under:

**A. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/Depositories):**

- a. Open e-mail and open PDF file viz. "MEL-remote e-Voting.pdf" with your Client ID or Folio No. as password containing your User ID and Password or remote e-voting. Please note that the password is an initial password.

- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
  - c. Click on Shareholder-Login.
  - d. Put User ID and Password as initial password noted in step (a) above. Click Login.
  - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - g. Select "EVEN" of "Monica Electronics Limited".
  - h. Now you are ready for remote e-voting as Cast Vote page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [agrawal.kundan@gmail.com](mailto:agrawal.kundan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. In case of Members receiving Physical copy of Notice of Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided in the communication being sent separately.
  - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- V) 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VI) If you are already registered with NSDL for remote e-voting then you can use your existing User ID and Password/PIN for casting your vote.
- VII) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22, 2017.
- VIII) Any person, who acquires shares and becomes member of the Company after despatch of the notice and holding shares as of the cut-off date i.e. September 22, 2017, will be provided the notice through mail or by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.  
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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- IX) A member may participate in the Annual General Meeting even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.

- X) A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting through ballot paper.
- XI) Mr. Kundan Agrawal, Practising Company Secretary (Membership No. F 7631 & CP No. 8325), has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XIII) The scrutinizer shall after the conclusion of voting at the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIV) The results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the stock exchanges.