



Regd. Office: Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata - 700 001
Phone No.: +91-33-2231 0050; Fax No.: +91-33-2230 0336
Email: infomcmil@manaksia.com; Website: www.manaksia.com
Corporate Identity Number: U27100WB2010PLC144409

NOTICE OF 7TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 7th Annual General Meeting of the Members of the Company for the financial year 2016-17 will be held on Friday, 22nd September, 2017 at 02:30 pm at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata-700 027 to transact the following business(es):

Ordinary Business:

1. To consider and adopt:
 - a. the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.
 - b. the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Karan Agrawal (DIN: 05348309), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company and fix their remuneration and in this connection, 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, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors and the resolution passed by the members at the 4th Annual General Meeting ("AGM"), the appointment of M/s. S. K. Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of the 4th AGM (FY – 2013-14) till the conclusion of the 9th AGM (FY- 2018-19) of the Company, be and is hereby ratified, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Statutory Auditors, in addition to the reimbursement of all out-of-pocket expenses in connection thereto."

Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to other approvals, if any, approval of the Company be and is hereby accorded for the re-appointment of Mr. Sushil Kumar Agrawal (DIN: 00091793), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 23rd November, 2017 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may mutually be agreed between the Board and Mr. Sushil Kumar Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Sushil Kumar Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."
5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or

re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to other approvals, if any, approval of the Company be and is hereby accorded for the re-appointment of Mr. Karan Agrawal (DIN: 05348309), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 17th November, 2017 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may mutually be agreed between the Board and Mr. Karan Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Karan Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to other approvals, if any, approval of the Company be and is hereby accorded for the re-appointment of Mr. Anirudha Agrawal (DIN: 06537905), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 17th November, 2017 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may mutually be agreed between the Board and Mr. Anirudha Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Anirudha Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

7. 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 section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s B. Mukhopadhyay & Co., Cost Accountants (Firm Registration No. 000257), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid a remuneration as may be decided by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Cost Auditor in addition to reimbursement of out-of-pocket expenses incurred for conducting such audit.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Regd. Office:

Bikaner Building, 3rd Floor,
8/1, Lal Bazar Street,
Kolkata – 700 001
Dated: 17th July, 2017

By Order of the Board of Directors

Sailja Gupta
Company Secretary
Membership No. A50063

NOTES:

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED AS THE "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. PROXIES, IN ORDER TO BE EFFECTIVE, DULY COMPLETED AND SIGNED PROXY FORMS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
- (2) A Person shall not act as a proxy for more than 50 (Fifty) members and holding in 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 a proxy and such person shall not act as a proxy for any other person or shareholder.

- (3) Members/proxies should bring the attendance slip duly filled in together with their copies of Annual Report to the Meeting.
- (4) The proxy holder shall prove his identity at the time of attending the Meeting.
- (5) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- (6) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.
- (7) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy shall stand automatically revoked.
- (8) Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the Meeting.
- (9) Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- (10) Corporate members are required to send to the Company a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013 (hereinafter referred as the "Act"), authorizing their representative to attend and vote at the Meeting.
- (11) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 15th September, 2017 to Friday, 22nd September, 2017 (both days inclusive) for the purpose of the Meeting.
- (12) The Explanatory Statement pursuant to Section 102 of the Act, in respect of Item Nos. 4 to 7 which sets out the details relating to Special Business to be transacted at the Meeting, is annexed hereto.
- (13) Shareholders holding shares in physical form are requested to intimate the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialized form, this information should be passed on to their respective Depository Participants.
- (14) As per the provisions of the Act, the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company in physical form. Nominations can be made in Form no. SH-13 and any variation /cancellation thereof can be made by giving a notice to the Company in Form no. SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrars and Share Transfer Agent/Company.
- (15) As required by the SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar and Share Transfer Agents while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (16) Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participants for the purpose of receiving any of the aforesaid documents in electronic form.
- (17) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.
- (18) Members are requested to contact the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd for reply to their queries/redressal of complaints, if any, or contact Ms. Sailja Gupta, Company Secretary at the Registered Office of the Company (Phone: +91 33 2231 0050; Email: investorrelmcmil@manaksia.com).
- (19) Disclosure pursuant to section 196(4) of the Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as the "Listing Regulations") and Secretarial Standard 2, with respect to Directors seeking re-appointment/ appointment in the forthcoming Meeting is given in the Annexure to this Notice.
- (20) Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the Meeting and such documents will also be available for inspection in physical or in electronic form at the Registered Office and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Office on all working days, except Saturday, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Meeting. Further, the notice for the 7th Meeting along with requisite documents and the Annual Report for the financial year ended 31st March, 2017 shall also be available on the Company's website, www.manaksia.com.

- (21) The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, and the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act, shall be made available at the commencement of the Meeting and shall remain open and accessible to the members during the continuance of the Meeting.
- (22) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2016-17 are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
- (23) Pursuant to the Listing Regulations and sections 20, 101 and 136 of the Act, read with relevant rules made thereunder, the companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository. Accordingly, the Annual Report for the financial year ended 31st March, 2017 shall be sent electronically to all the members whose email address has been registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.
- (24) **Voting through electronic means:**
- I. In compliance with the provisions of section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system ("remote e-voting") from a place other than venue of the Meeting will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the 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 Meeting may also attend the Meeting but shall not be entitled to change or cast their vote again.
 - IV. The remote e-voting period commences on Tuesday, 19th September, 2017 (9:00 a.m.) and ends on Thursday, 21st September, 2017(5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, the 15th September, 2017 may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again. Where a member casts vote both by remote e-voting and voting at the Meeting, the vote casted by way of e-voting shall be considered.
 - VI. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "Manaksia Coated.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 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. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
 - (v) Password change menu appears. Change the password/PIN 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.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "E Voting Event Number (EVEN)" of "Manaksia Coated Metals & Industries Limited" for casting your vote.
 - (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 and bodies corporate (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 vkandco@vinodkothari.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Meeting :
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|---|---------------------|
| (ii) | Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. | |
- VI. 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 downloads section of www.evoting.nsdl.com or call on toll free no.: 1800 222 990.
- VII. 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.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 Friday, 15th September, 2017. In case of joint holders, only one of the joint holders may cast his vote.
- X. Any person, who acquires shares of the Company and becomes member of the Company after the dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 15th September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.
- 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 or contact NSDL at the following toll no.: 1800-222-990.
- XI. Your Login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are a shareholder.
- XII. Login to e-voting website will be disabled upon 5 (Five) unsuccessful attempts to key in the correct password, in such an event, you will need to go through “Forgot User Details/Password” option available on the website of the Company to reset the same.
- XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of Friday, 15th September, 2017 shall only be entitled to avail the facility of remote e-voting as well as voting at the Meeting through Ballot Paper.
- XIV. M/s Vinod Kothari & Company, Practising Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- XV. The Chairman shall, at the 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 Meeting but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting by poll at the 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 and submit, not later 48 (Forty Eight) hours of the conclusion of the Meeting, a Consolidated Scrutinizer’s Report of the total votes cast in favor 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.
- XVII. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.manaksia.com and on the notice board of the Company at its registered office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the Meeting of the Company and communicated to the Stock Exchanges where the Company’s shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Meeting.

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

Item No. 4

The Board of Directors of the Company at its meeting held on 23rd November, 2014 has appointed Mr. Sushil Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years with immediate effect and the same was approved by the members of the Company at Annual General Meeting held on 24th September, 2015.

Now, looking at the ability, expertise and contribution of Mr. Sushil Kumar Agrawal towards the performance of the Company, the Board of the Directors of the Company based on the recommendation of Nomination & Remuneration Committee and the Audit Committee at its meeting held on 17th July, 2017 has approved the re-appointment of Mr. Sushil Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years with effect from 23rd November, 2017, subject to the approval of members in the 7th Annual General Meeting.

The main terms and conditions of appointment of Mr. Sushil Kumar Agrawal as the Managing Director are given below:

1. The Company re-appoints Mr. Sushil Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years commencing from 23rd November 2017 on the terms and conditions hereinafter expressed which Mr. Sushil Kumar Agrawal accepts.
2. Mr. Sushil Kumar Agrawal shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.
3. For his services hereunder, Mr. Sushil Kumar Agrawal shall be entitled to receive a remuneration not exceeding ₹ 7,00,000/- per month as may be mutually decided between Mr. Sushil Kumar Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. Minimum Remuneration: In the absence or inadequacy of the profits in any year, Mr. Sushil Kumar Agrawal shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary and other benefits as stated above, subject, however, to the necessary approvals/ceiling specified under Schedule V of the Act.
5. Mr. Sushil Kumar Agrawal shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committees thereof. His office shall be liable to determination by retirement of Directors by rotation.
6. The Board may from time to time entrust to Mr. Sushil Kumar Agrawal such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
7. Mr. Sushil Kumar Agrawal shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.
8. Mr. Sushil Kumar Agrawal shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
9. The re-appointment may be terminated by either party by giving 3 (Three) months notice of such termination or salary in lieu thereof or by mutual consent.
10. The terms and conditions of re-appointment including remuneration of the Managing Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Act, or any statutory modification(s) or re-enactments thereof as may be applicable at the relevant time.
11. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Sushil Kumar Agrawal as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

Brief Profile of Mr. Sushil Kumar Agrawal, disclosure required under the Act, Regulation 36(3) of Listing Regulations and Secretarial Standard -2 is set out as the annexure to this Notice.

Pursuant to the provisions of section 102(1) of the Act, the extent of shareholding of Mr. Sushil Kumar Agrawal and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company as on 31st March, 2017 (%)
Sushil Kumar Agrawal (Self)	19.92
Mahabir Prasad Agrawal (Father)	10.72
Sunil Kumar Agrawal (Brother)	18.70
Karan Agrawal (Son)	2.74
Devansh Agrawal (Son)	1.14
Tushar Agrawal (Son)	1.10
Shailaja Agrawal (Wife)	0.76
Kanta Devi Agrawal (Mother)	0.74
Mahabir Prasad Agrawal (HUF)	0.71
Sunil Kumar Agrawal (HUF)	0.60
Sushil Kumar Agrawal (HUF)	0.52

Except Mr. Sushil Kumar Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution set out at Item No. 4 except to the extent of their shareholding.

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 4 of the Notice, for the approval of the Shareholders' of the Company.

Item No. 5

Based on the recommendation of the Board of Directors of the Company at its meeting held on 8th November, 2014, Mr. Karan Agrawal was appointed as Whole-Time Director for a period of 3 (Three) years with immediate effect by the members at their Extra-Ordinary General Meeting held 17th November, 2014.

Now, looking at the ability, expertise and contribution of Mr. Karan Agrawal towards the performance of the Company, the Board of the Directors of the Company based on the recommendation of Nomination & Remuneration Committee and the Audit Committee at its meeting held on 17th July, 2017, has approved the re-appointment of Mr. Karan Agrawal as Whole-time Director of the Company for a period of 3 (Three) years with effect from 17th November, 2017, subject to the approval of members in the 7th Annual General Meeting.

The main terms and conditions of appointment of Mr. Karan Agrawal as the Whole-time Director are given below:

1. The Company re-appoints Mr. Karan Agrawal as Whole-time Director of the Company for a period of 3 (Three) years commencing from 17th November, 2017 on the terms and conditions hereinafter expressed which Mr. Karan Agrawal accepts.
2. Mr. Karan Agrawal shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.
3. For his services hereunder, Mr. Karan Agrawal shall be entitled to receive a remuneration not exceeding ₹ 6,50,000/- per month as may be mutually decided between Mr. Karan Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. Minimum Remuneration: In the absence or inadequacy of the profits in any year, Mr. Karan Agrawal shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary and other benefits as stated above, subject, however, to the necessary approvals/ceiling specified under Schedule V of the Act.
5. Mr. Karan Agrawal shall not be entitled to any sitting fee for attending meetings of the Board and/or Committees thereof. His office shall be liable to determination by retirement of Directors by rotation.
6. The Board may from time to time entrust to Mr. Karan Agrawal such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.

7. Mr. Karan Agrawal shall ipso facto and immediately cease to be the Whole-time Director if he ceases to hold the office of Director for any cause.
8. Mr. Karan Agrawal shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
9. The re-appointment may be terminated by either party by giving 3 (Three) months notice of such termination or salary in lieu thereof or by mutual consent.
10. The terms and conditions of re-appointment including remuneration of the Whole-time Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Act, or any statutory modification(s) or re-enactments thereof as may be applicable at the relevant time.
11. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Karan Agrawal as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

Brief Profile of Mr. Karan Agrawal, disclosure required under the Act, Regulation 36(3) of Listing Regulations and Secretarial Standard 2 is set out as the annexure to this Notice.

Pursuant to the provisions of section 102(1) of the Act the extent of shareholding of Mr. Karan Agrawal and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company as on 31st March, 2017 (%)
Karan Agrawal (Self)	2.74
Sushil Kumar Agrawal (Father)	19.92
Devansh Agrawal (Brother)	1.14
Tushar Agrawal (Brother)	1.10
Shailaja Agrawal (Mother)	0.76
Sushil Kumar Agarwal (HUF)	0.52

Except Mr. Karan Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution set out at Item No. 5 except to the extent of their shareholding.

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 5 of the Notice, for the approval of the Shareholders of the Company.

Item No. 6

Based on the recommendation of the Board of Directors of the Company at its meeting held on 8th November, 2014, Mr. Anirudha Agrawal was appointed as Whole-Time Director for a period of 3 (Three) years with immediate effect by the members at their Extra-Ordinary General Meeting held 17th November, 2014.

Now, looking at the ability, expertise and contribution of Mr. Anirudha Agrawal towards the performance of the Company, the Board of the Directors of the Company, based on the recommendation of Nomination & Remuneration Committee and the Audit Committee at its meeting held on 17th July, 2017 has approved the re-appointment of Mr. Anirudha Agrawal as Whole-time Director of the Company for a period of 3 (Three) years with effect from 17th November, 2017, subject to the approval of members in the 7th Annual General Meeting.

The main terms and conditions of appointment of Mr. Anirudha Agrawal as the Whole-time Director are given below:

1. The Company re-appoints Mr. Anirudha Agrawal as Whole-time Director of the Company for a period of 3 (Three) years commencing from 17th November, 2017 on the terms and conditions hereinafter expressed which Mr. Anirudha Agrawal accepts.
2. Mr. Anirudha Agrawal shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.

3. For his services hereunder, Mr. Anirudha Agrawal shall be entitled to receive a remuneration not exceeding ₹ 6,50,000/- per month as may be mutually decided between Mr. Anirudha Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. Minimum Remuneration: In the absence or inadequacy of the profits in any year, Mr. Anirudha Agrawal shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary and other benefits as stated above, subject, however, to the necessary approvals/ceiling specified under Schedule V of the Act.
5. Mr. Anirudha Agrawal shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committees thereof. His office shall be liable to determination by retirement of Directors by rotation.
6. The Board may from time to time entrust to Mr. Anirudha Agrawal such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
7. Mr. Anirudha Agrawal shall ipso facto and immediately cease to be the Whole-time Director if he ceases to hold the office of Director for any cause.
8. Mr. Anirudha Agrawal shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
9. The re-appointment may be terminated by either party by giving 3 (Three) months notice of such termination or salary in lieu thereof or by mutual consent.
10. The terms and conditions of re-appointment including remuneration of the Whole-time Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Act, or any statutory modification(s) or re-enactments thereof as may be applicable at the relevant time.
11. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Anirudha Agrawal as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

Brief Profile of Mr. Anirudha Agrawal, Disclosure required under the Act, Regulation 36(3) of Listing Regulations and Secretarial Standard 2 is set out as the annexure to this Notice.

Pursuant to the provisions of section 102(1) of the Act, the extent of shareholding of Mr. Anirudha Agrawal and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company as on 31st March, 2017 (%)
Anirudha Agrawal (Self)	6.14
Sunil Kumar Agrawal (Father)	18.70
Manju Agrawal (Mother)	0.74
Sunil Kumar Agrawal (HUF)	0.60

Except Mr. Anirudha Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution set out at Item No. 6 except to the extent of their shareholding.

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 6 of the Notice, for the approval of the Shareholders of the Company.

Item No. 7

The Board of Directors on the recommendation of Audit Committee in its meeting held on 18th May, 2017 has appointed M/s B. Mukhopadhyay & Co, Cost Accountants, (Firm Registration No.000257), as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31st March 2018, at a remuneration as may be mutually decided between the Managing

Director and the Cost Auditor in addition to reimbursement of out-of-pocket expenses incurred for conducting such audit.

In terms of the provisions of Section 148(3) of the Act, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified subsequently by the members of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out in Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors as approved by the Board of Directors for conducting audit of the cost records of the Company for the financial year ending 31st March, 2018.

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

The Board recommends the Resolution as set out in Item No. 7 of the Notice for approval by the members by passing an Ordinary Resolution.

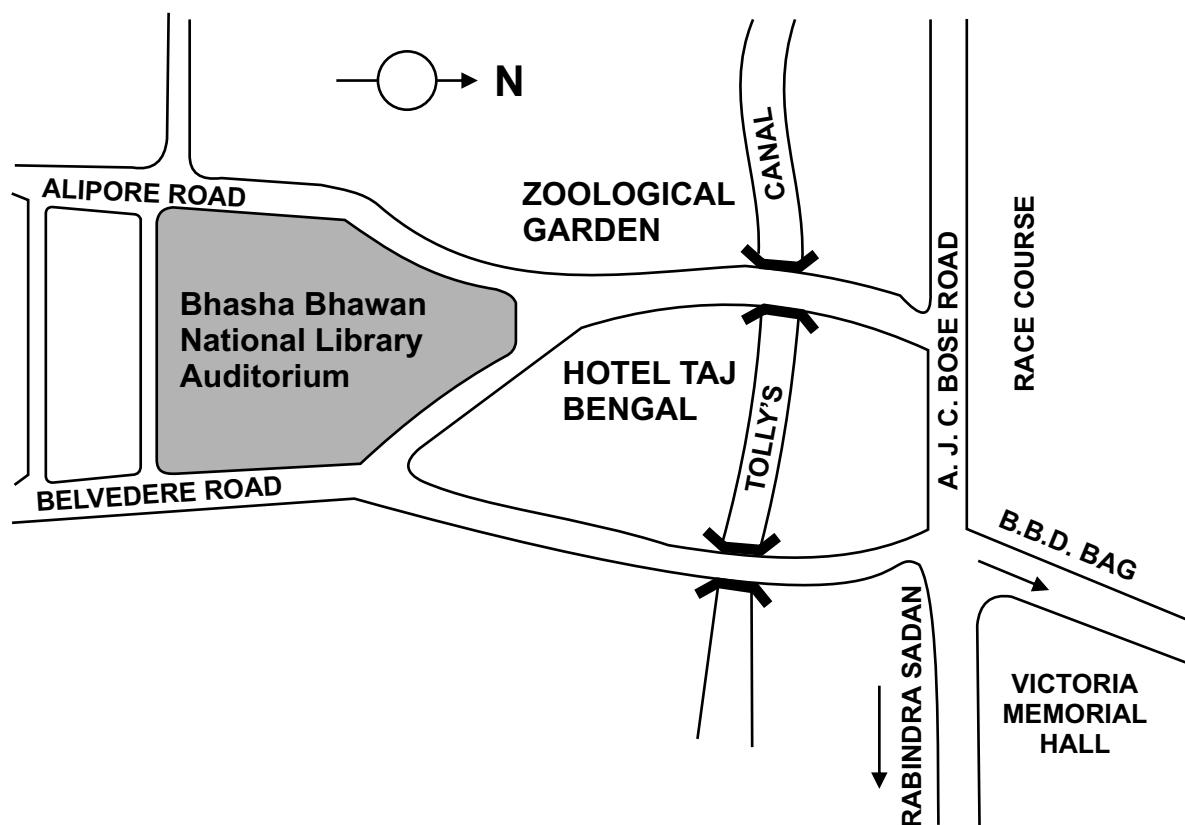
Regd. Office:

Bikaner Building, 3rd Floor,
8/1, Lal Bazar Street,
Kolkata – 700 001
Dated: 17th July, 2017

By Order of the Board of Directors

Sailja Gupta
Company Secretary
Membership No. A50063

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



ANNEXURE**PURSUANT TO SECTION 196 (4) OF THE COMPANIES ACT, 2013, REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD -2****THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS FOLLOWS:**

Name of the Director	Mr. Sushil Kumar Agrawal	Mr. Karan Agrawal	Mr. Anirudha Agrawal
Director Identification Number	00091793	05348309	06537905
Date of Birth / Age	17.11.1960 / 57 years	27.10.1986 / 31 years	17.10.1989 / 28 years
Date of first Appointment on the Board	10.01.2013	17.11.2014	17.11.2014
Qualifications	Commerce Graduate	Commerce Graduate and Diploma holder in Management from IIM, Bangalore	Commerce Graduate and MBA
Terms and conditions of appointment or re-appointment	Provided in the Explanatory Statement of Item No. 4 in the Notice	Provided in the Explanatory Statement of Item No. 5 in the Notice	Provided in the Explanatory Statement of Item No. 6 in the Notice
Details of remuneration sought to be paid	₹ 84.00 Lacs per annum	₹ 78.00 Lacs per annum	₹ 78.00 Lacs per annum
Last Remuneration Drawn Expertise	₹ 76.00 Lacs per annum Wide experience and knowledge in overall business management, manufacturing and factory administration. He also has expertise in household insecticides and coated metal operations of the Company.	₹ 70.00 Lacs per annum Expertise in marketing of coated metal products	₹ 70.00 Lacs per annum Expertise in administration of manufacturing rolled aluminium products.
Directorship held in other Companies including Foreign Companies excluding alternate directorship	1. Agrim Steel Industries Limited 2. Athena Minerals and Steel Private Limited 3. Manaksia Cements Private Limited 4. SSM Advance Materials Private Limited 5. SSQ Exports Private Limited 6. Geometry Trade Finance Private Limited	1. Manaksia Cements Private Limited 2. ADEL Shipping & Logistics Limited 3. ADEL Shipping Holdings Limited 4. Manaksia International FZE	1. Manaksia Aluminium Company Limited 2. Sweka Caps Private Limited
Membership/Chairmanship of the Committee of other Public Companies	None	None	None
Membership/Chairmanship of the Committee of the Board of Directors of the Company	1. Member of Audit Committee 2. Member of Stakeholders Relationship Committee	None	None
Number of Shares Held in the Company	130,53,980	1,797,185	40,26,170
Relationship with other Directors and other Key Managerial Personnels of the Company	Mr. Karan Agrawal- Son Mr. Sunil Kumar Agrawal - Brother Mr. Mahabir Prasad Agrawal - Father	Mr. Sushil Kumar Agrawal- Father	Mr. Sunil Kumar Agrawal- Father
Number of Board meetings Attended during the year	6	3	8

