**MANAKSIA COATED METALS & INDUSTRIES LIMITED**
Regd. Office: 8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata- 700 001
Phone No.: 91-33-22435053; Email: info@mcmil.in;
Website: www.manaksiacoatedmetals.com
Corporate IdentityNumberL27100WB2010PLC144409

## POSTAL BALLOT NOTICE

[PURSUANT TO SECTIONS 180(1)(c) OF THE COMPANIES ACT, 2013, READ WITH RULES OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014]

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to the provisions of Section 180(1)(c)read with section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with Rules of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings /conducting the process of postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 22/2020 dated 15th June, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 3/2025 dated September 22, 2025 ("MCA Circulars") and General Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIRP/P/2022/62 dated 13th May, 2022 read with the subsequent circulars issued from time to time, the latest one being Circular No. SEBI/HO/ DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars") 2015 issued by the Securities and Exchange Board of India ('SEBI Circular') Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote e- voting by electronic means only.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5 P.M(IST) on Sunday, 20th December, 2026. The e-voting facility will be disabled by NSDL immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolution(s) mentioned in this Notice of Postal Ballot is annexed hereto.

**SPECIAL BUSINESS :**

**1. To consider and approve the proposal for creation of charge(s) on the assets and properties of the Company, including the whole or substantially the whole of the undertaking(s), pursuant to Section 180(1)(a) of the Companies Act, 2013, and, if thought fit, to pass the following resolution as Special Resolutions :**

**"RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders of the Company on September 10, 2014, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions, consents and sanctions as may be necessary, the consent of the Members of the Company be and is hereby sought to authorise the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted or to be constituted by the Board and authorised to exercise its

powers) to create, from time to time, such mortgages, charges, hypothecations, liens and/or other securities, in addition to the mortgages, charges, hypothecations, liens and/or other securities already created by the Company, on all or any of the assets and properties of the Company, whether movable or immovable, tangible or intangible, present or future, including the whole or substantially the whole of the undertaking or undertakings of the Company, in favour of banks, financial institutions, debenture trustees, lenders or any other persons, as may be agreed upon by the Board, on such terms and conditions as the Board may deem fit, for securing the repayment of loans, financial assistance, working capital facilities (whether in Indian Rupees or foreign currency), debentures, bonds or other instruments issued or to be issued by the Company, whether by way of public issue, private placement or otherwise, provided that the total borrowings of the Company shall not exceed ₹2,500 Crores (Rupees Two Thousand Five Hundred Crores only) at any point of time, as authorised under Section 180(1)(c) of the Act, together with interest, additional interest, compound interest, liquidated damages, costs, charges, expenses and all other monies payable by the Company in connection therewith, including any increase in the liability arising on account of devaluation, revaluation or fluctuation in the rate of foreign exchange.

**RESOLVED FURTHER THAT** subject to the approval of the Members of the Company, the Board be and is hereby authorised to take all such steps as may be necessary to obtain the requisite statutory, contractual or other approvals in relation to the aforesaid matters, and to settle all matters arising out of or incidental thereto, and to sign, execute and deliver all deeds, agreements, applications, documents and writings as may be required, and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

**2. To approve the borrowing powers of the Board of Directors up to ₹25,00,00,00,000 (Rupees Two Thousand Five Hundred Crores only) and, in this regard, to consider and, if thought fit, to pass the following resolution as Special Resolutions :**

**"RESOLVED THAT** in supersession of the earlier resolution passed by the shareholders of the Company on September 10, 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the approval of the Board of Directors of the Company, and subject to the approval of the Members of the Company and such other approvals, permissions, consents and sanctions as may be necessary, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof duly constituted or to be constituted by the Board and authorised to exercise its powers) be and is hereby authorised to borrow, from time to time, such sum or sums of money as the Board may deem necessary for the purpose of the business of the Company, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the aggregate amount of borrowings of the Company shall not exceed ₹25,00,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) at any point of time, together with interest, additional interest, compound interest, liquidated damages, costs, charges, expenses and all other monies payable by the Company in connection therewith, including any increase in the liability arising on account of devaluation, revaluation or fluctuation in the rate of foreign exchange.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary to obtain the requisite statutory, contractual or other approvals in relation to the aforesaid matters, and to settle all matters arising out of or incidental thereto, and to sign, execute and deliver all deeds, agreements, applications, documents and writings as may be required, and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution, subject to the approval of the Members of the Company."

**3. To approve payment of Performance-Based Incentives to Mr. Sushil Kumar Agrawal (DIN - 00091793) Managing Director of the Company and in this regard to pass the following resolution as Special Resolutions:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of the Board of Directors be and is hereby accorded, subject to the approval of the Members of the Company and such other approvals as may be required in addition to the fixed remuneration, payment of performance-based incentives, variable remuneration, to Mr. Sushil Kumar Agrawal (DIN – 00091793), Managing Director of the Company, not exceeding 5% of the net profits of the Company for the immediately preceding financial year, with effect from October 01, 2026, and continuing for each succeeding financial year, as may be determined and based on the achievement of financial, operational, strategic, individual and other performance parameters as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the performance-based incentives shall be linked to the achievement of predetermined performance targets, which may include revenue growth, profitability, EBITDA, operational efficiency, business expansion, achievement of strategic objectives, shareholder value creation and such other measurable parameters as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the aggregate remuneration, including fixed remuneration, allowances, perquisites, benefits, performance-based incentives, variable pay, bonus and commission payable to Mr. Sushil Kumar Agrawal (DIN – 00091793), shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, and other applicable statutory provisions, except where payment in excess of such limits is duly approved in accordance with applicable law.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Sushil Kumar Agrawal (DIN – 00091793), the remuneration payable to him shall be governed by the provisions of Section 197 read with Schedule V of the Companies Act, 2013, and shall be paid as minimum remuneration only to the extent permissible under the applicable provisions of the Act and subject to such approvals as may be required.

**RESOLVED FURTHER THAT** subject to the approval of the Members of the Company, the Board of Directors be and is hereby authorised to vary, alter, revise or modify the terms and conditions of remuneration, including the components of fixed remuneration and performance-based incentives, within the overall monetary limits approved by the Members and subject to applicable statutory provisions, without requiring any further approval of the Members, except where such approval is specifically required under applicable law.

**RESOLVED FURTHER THAT** except for the introduction of performance-based incentives as approved herein, all other terms and conditions of appointment of Mr. Sushil Kumar Agrawal (DIN – 00091793), Managing Director of the Company shall remain unchanged.

**RESOLVED FURTHER THAT** the Board hereby approves placing the aforesaid proposal before the Members of the Company for their approval by way of a Special Resolution through Postal Ballot, as may be considered appropriate, together with the necessary Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the Directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising the Notice and Explanatory Statement, making necessary disclosures and filing applicable forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities, as may be required."

**4. To approve payment of Performance-Based Incentives to Mr. Karan Agrawal (DIN - 05348309) Whole-time Director of the Company and in this regard to pass the following resolution as Special Resolutions:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of the Board of Directors be and is hereby accorded, subject to the approval of the Members of the Company and such other approvals as may be required in addition to the fixed remuneration payment of performance-based incentives, variable remuneration to Mr. Karan Agrawal (DIN – 05348309), Whole-time Director of the Company, not exceeding 5% of the net profits of the Company for the immediately preceding financial year, with effect from October 01, 2026, and continuing for each succeeding financial year, as may be determined and based on the achievement of financial, operational, strategic, individual and other performance parameters as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the performance-based incentives shall be linked to the achievement of predetermined performance targets, which may include revenue growth, profitability, EBITDA, operational efficiency, business expansion, achievement of strategic objectives, shareholder value creation and such other measurable parameters as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the aggregate remuneration, including fixed remuneration, allowances, perquisites, benefits, performance-based incentives, variable pay, bonus and commission payable to Mr. Karan Agrawal (DIN – 05348309), Whole-time Director of the Company, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, and other applicable statutory provisions, except where payment in excess of such limits is duly approved in accordance with applicable law.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Karan Agrawal (DIN – 05348309), Whole-time Director of the Company, the remuneration payable to him shall be governed by the provisions of Section 197 read with Schedule V of the Companies Act, 2013, and shall be paid as minimum remuneration only to the extent permissible under the applicable provisions of the Act and subject to such approvals as may be required.

**RESOLVED FURTHER THAT** subject to the approval of the Members of the Company, the Board of Directors be and is hereby authorised to vary, alter, revise or modify the terms and conditions of remuneration, including the components of fixed remuneration and performance-based incentives, within the overall monetary limits approved by the Members and subject to applicable statutory provisions, without requiring any further approval of the Members, except where such approval is specifically required under applicable law.

**RESOLVED FURTHER THAT** except for the introduction of performance-based incentives as approved herein, all other terms and conditions of appointment of Mr. Karan Agrawal (DIN – 05348309), Whole-time Director of the Company, shall remain unchanged.

**RESOLVED FURTHER THAT** the Board hereby approves placing the aforesaid proposal before the Members of the Company for their approval by way of a Special Resolution through Postal Ballot, as may be considered appropriate, together with the necessary Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the Directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising the Notice and Explanatory Statement, making necessary disclosures and filing applicable forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities, as may be required."

**5. To approve payment of Performance-Based Incentives to Mr. Tushar Agrawal, Senior Vice-President of the Company and in this regard to pass the following resolution as Special Resolutions :**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of the Board of Directors be and is hereby accorded, subject to the approval of the Members of the Company and such other approvals as may be required in addition to the fixed remuneration payment of performance-based incentives, variable remuneration to Mr. Tushar Agrawal, Senior Vice-President of the Company, not exceeding 5% of the net profits of the Company for the immediately preceding financial year, with effect from October 01, 2026, and continuing for each succeeding financial year, as may be determined and based on the achievement of financial, operational, strategic, individual and other performance parameters as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the performance-based incentives shall be linked to the achievement of predetermined performance targets, which may include revenue growth, profitability, EBITDA, operational efficiency, business expansion, achievement of strategic objectives, shareholder value creation and such other measurable parameters as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the aggregate remuneration, including fixed remuneration, allowances, perquisites, benefits, performance-based incentives, variable pay, bonus and commission payable to Mr. Karan Agrawal (DIN – 05348309), Whole-time Director of the Company, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, and other applicable statutory provisions, except where payment in excess of such limits is duly approved in accordance with applicable law.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Tushar Agrawal, Senior Vice-President of the Company, the remuneration payable to him shall be governed by the provisions of Section 197 read with Schedule V of the Companies Act, 2013, and shall be paid as minimum remuneration only to the extent permissible under the applicable provisions of the Act and subject to such approvals as may be required.

**RESOLVED FURTHER THAT** subject to the approval of the Members of the Company, the Board of Directors be and is hereby authorised to vary, alter, revise or modify the terms and conditions of remuneration, including the components of fixed remuneration and performance-based incentives, within the overall monetary limits approved by the Members and subject to applicable statutory provisions, without requiring any further approval of the Members, except where such approval is specifically required under applicable law.

**RESOLVED FURTHER THAT** except for the introduction of performance-based incentives as approved herein, all other terms and conditions of appointment of Mr. Tushar Agrawal, Senior Vice-President of the Company, shall remain unchanged.

**RESOLVED FURTHER THAT** the Board hereby approves placing the aforesaid proposal before the Members of the Company for their approval by way of a Special Resolution through Postal Ballot, as may be considered appropriate, together with the necessary Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the Directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising the Notice and Explanatory Statement, making necessary disclosures and filing applicable forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities, as may be required."

**6. To approve payment of Performance-Based Incentives to Mr. Devansh Agrawal Vice-President Business Development and in this regard to pass the following resolution as Special Resolutions :**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the approval of the Board of Directors be and is hereby accorded, subject to the approval of the Members of the Company and such other approvals as may be required in addition to the fixed remuneration payment of performance-based incentives, variable remuneration to Mr. Devansh Agrawal, Vice-President Business Development, not exceeding 5% of the net profits of the Company for the

immediately preceding financial year, with effect from October 01, 2026, and continuing for each succeeding financial year, as may be determined and based on the achievement of financial, operational, strategic, individual and other performance parameters as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the performance-based incentives shall be linked to the achievement of predetermined performance targets, which may include revenue growth, profitability, EBITDA, operational efficiency, business expansion, achievement of strategic objectives, shareholder value creation and such other measurable parameters as may be approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** the aggregate remuneration, including fixed remuneration, allowances, perquisites, benefits, performance-based incentives, variable pay, bonus and commission payable to Mr. Devansh Agrawal, Vice-President Business Development, shall not exceed the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013, and other applicable statutory provisions, except where payment in excess of such limits is duly approved in accordance with applicable law.

**RESOLVED FURTHER THAT** notwithstanding anything contained hereinabove, in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Devansh Agrawal, Vice-President Business Development, the remuneration payable to him shall be governed by the provisions of Section 197 read with Schedule V of the Companies Act, 2013, and shall be paid as minimum remuneration only to the extent permissible under the applicable provisions of the Act and subject to such approvals as may be required.

**RESOLVED FURTHER THAT** subject to the approval of the Members of the Company, the Board of Directors be and is hereby authorised to vary, alter, revise or modify the terms and conditions of remuneration, including the components of fixed remuneration and performance-based incentives, within the overall monetary limits approved by the Members and subject to applicable statutory provisions, without requiring any further approval of the Members, except where such approval is specifically required under applicable law.

**RESOLVED FURTHER THAT** except for the introduction of performance-based incentives as approved herein, all other terms and conditions of appointment of Mr. Devansh Agrawal, Vice-President Business Development, shall remain unchanged.

**RESOLVED FURTHER THAT** the Board hereby approves placing the aforesaid proposal before the Members of the Company for their approval by way of a Special Resolution through Postal Ballot, as may be considered appropriate, together with the necessary Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of the Directors of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including finalising the Notice and Explanatory Statement, making necessary disclosures and filing applicable forms, returns and documents with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities, as may be required."

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Website: www.manaksiacoatedmetals.com
Corporate IdentityNumberL27100WB2010PLC144409

**NOTES AND INSTRUCTIONS**

1. In view of the Ministry of Corporate Affairs ("MCA") has permitted for holding general meetings/conducting the process of postal ballot through remote e-voting vide its General Circular Nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 22/2020 dated 15th June, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 3/2025 dated September 22, 2025 ("MCA Circulars") and General Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIRP/P/2022/62 dated 13th May, 2022 read with the subsequent circulars issued from time to time, the latest one being Circular No. SEBI/HO/ DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015" (collectively referred to as "SEBI Circulars") 2015 issued by the Securities and Exchange Board of India ('SEBI Circular') Regulations, 2015 ("Listing Regulations"), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote e- voting by electronic means only.
2. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to special business set out under Item No. 1 to 6 of the accompanying Notice is annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking appointment as set out at Item No. 1 to 6 is annexed herewith as per Regulation 36 of the Listing Regulations, as amended and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
3. The vote in this Postal Ballot cannot be exercised through proxy.
4. Members seeking further information on any matter contained in the Notice, are requested to write to the Company Secretary from their registered e-mail address mentioning their names, folio number/DP ID and Client ID, through email on **investor.relations@mcmil.in** The same shall be replied suitably.
5. In compliance with the Applicable Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members on the cut-off date whose email addresses are registered with the Company/RTA/ Depository Participants. Members may note that the Notice of the Postal Ballot will also be available on the Company's website http://www.manaksiacoatedmetals.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.nseindia.com.
6. The Board of Directors of the Company has appointed CS Anil Kumar Dubey Practising Company Secretary, (COP: 12588), to act as the Scrutinizer to scrutinize the postal ballot e-voting process in a fair and transparent manner.
7. In compliance with the provisions of Section 180(1)(c) of the Companies Act, 2013 read with Rule of the Companies (Management and Administration) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is also offering remote e-voting facility to all the shareholders. For this purpose, the Company has appointed National Securities Depository Limited (NSDL).

8. Institutional /Corporate 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 anil@mandaassociates.com with a copy marked to evoting@nsdl.co.in and investor.relations@mcmil.in . Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter/ Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

**9.** Relevant documents, if any, referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to **investor.relations@mcmil.in**

10. The cut-off date for recognising the eligibility of members to vote on Postal Ballot shall be November 13, 2026 . A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories i.e., "End of Business Hours" only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purpose only.

11. The e-voting period commences on Saturday, 21st November, 2026 (9:00 am) and ends on Sunday 20th December, 2026 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

12. The voting rights of the Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date

13. The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e-voting, make a scrutiniser's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the scrutiniser's report shall be placed on the website of the Company http://www.manaksiacoatedmetals.com and on the website of NSDL. The results shall be simultaneously communicated to the Stock Exchanges. Resolutions passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members of the Company. The Resolution, if passed by requisite majority by Postal Ballot through remote e-Voting system shall be deemed to have been passed on the last date of voting.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below :

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below :

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services |

| | |
|---|---|
| | under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by |

| | |
|---|---|
| | company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through Their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| **Login type** | **Helpdesk details** |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.**
2. **Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.**
3. **A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :**

| **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical** | **Your User ID is:** |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>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<br>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<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) **If you are already registered for e-Voting, then you can user 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**

**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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.**

**d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**

**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.**

**HowtocastyourvoteelectronicallyonNSDLe-Votingsystem?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select"EVEN"ofcompanyforwhichyou wishtocastyourvoteduringtheremotee-Votingperiod.
3. Nowyouarereadyfore-VotingastheVotingpageopens.
4. 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" whenprompted.
5. Uponconfirmation,themessage"Votecast successfully"willbedisplayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Onceyou confirmyourvoteontheresolution,youwillnotbeallowed tomodifyyourvote.

**MANAKSIA COATED METALS & INDUSTRIES LIMITED**
Regd. Office: 8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata- 700 001
Phone No.: 91-33-22435053; Email: info@mcmil.in;
Website: www.manaksiacoatedmetals.com
Corporate IdentityNumberL27100WB2010PLC144409

**GeneralGuidelinesforshareholders**

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 theScrutinizer by e-mail anil@mandaassociates.in with a copy marked toevoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can alsoupload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on**"Upload Board Resolution / Authority Letter"**displayed under**"e-Voting"**tab in their login.
2. It isstrongly recommendednottoshare your password withanyotherperson andtakeutmostcare 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 onwww.evoting.nsdl.comto 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 ofwww.evoting.nsdl.comor call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager atpritamd@nsdl.com/evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **investor.relations@mcmil.in**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **investor.relations@mcmil.in**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required under Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the Special Business set out from of the accompanying Notice :

**MANAKSIA COATED METALS & INDUSTRIES LIMITED**
Regd. Office: 8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata- 700 001
Phone No.: 91-33-22435053; Email: info@mcmil.in;
Website: www.manaksiacoatedmetals.com
Corporate IdentityNumberL27100WB2010PLC144409

**ITEM NO. 1**

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of an undertaking of the Company only with the consent of the Members accorded by way of a Special Resolutions. In view of the Company's business requirements and future strategic plans, it is proposed to seek the approval of the Members to authorise the Board of Directors to undertake the sale, lease or other disposal of the whole or substantially the whole of the undertaking of the Company, subject to such terms and conditions as may be considered appropriate by the Board. The proposed authorisation will enable the Board to take necessary decisions in the best interests of the Company and to undertake such transactions, subject to applicable statutory and regulatory approvals. Accordingly, approval of the Members is being sought by way of a Special Resolution pursuant to Section 180(1)(a) of the Companies Act, 2013.The Board of Directors recommends the Special Resolution set out at Item No.1 of the accompanying Postal Ballot Notice for approval of the Members. None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 2:**

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company can borrow money in excess of the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, only with the approval of the Members by way of a Special Resolutions.

Considering the growing business requirements and to meet the future financial needs of the Company, it is proposed to authorise the Board of Directors to borrow such sums of money as may be required for the purpose of the business of the Company, provided that the aggregate amount of borrowings shall not exceed Rs. 25,00,00,00,000/- (Rupees Two Thousand and Five Hundred Crore) at any point of time, together with interest, additional interest, compound interest, liquidated damages, costs, charges, expenses and other monies payable by the Company. The approval of the Members is therefore sought by way of a Special Resolution pursuant to Section 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow funds beyond the limits prescribed under the said Section. The Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Postal Ballot Notice for approval of the Members. None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

**ITEM NO. 3 :**

The Company has considered the responsibilities entrusted to Mr. Sushil Kumar Agrawal (DIN: 00091793), Managing Director of the Company, his valuable contribution towards the growth and development of the Company, and the need to align his remuneration with the performance and long-term objectives of the Company. Accordingly, it is proposed to introduce a performance-based incentive structure by way of an increase in his remuneration.

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors, at its meeting held on October 28, 2026, considered and approved the proposed payment of performance-linked incentives, subject to the approval of the Members of the Company and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Company proposes to grant performance-linked remuneration to Mr. Sushil Kumar Agrawal, Managing Director, not exceeding 5% of the net profits of the Company for the immediately preceding financial year, with effect from October 01, 2026, and continuing for each succeeding financial year, subject to the applicable statutory provisions and approvals.

Accordingly, approval of the Members is being sought for the proposed revision in remuneration by way of performance-linked incentives through the resolution set out at Item No. 3 of the accompanying Postal Ballot Notice.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sushil Kumar Agrawal, Managing Director & Mr. Karan Agrawal, Whole-time Director, and his relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 3 of this Notice.

No member of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, in the manner as prescribed under the applicable laws.

The Board recommends the resolution set out at Item No. 3 of the accompanying Postal Ballot Notice for approval of the Members.

**ITEM NO. 4:**

The Company has considered the responsibilities entrusted to Mr. Karan Agrawal (DIN: 05348309), Wholetime Director of the Company, his valuable contribution towards the growth and development of the Company, and the need to align his remuneration with the performance and long-term objectives of the Company. Accordingly, it is proposed to introduce a performance-based incentive structure by way of an increase in his remuneration.

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors, at its meeting held on October 28, 2026, considered and approved the proposed payment of performance-linked incentives, subject to the approval of the Members of the Company and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Company proposes to grant performance-linked remuneration to Mr. Karan Agrawal, Whole-time Director, not exceeding 5% of the net profits of the Company for the immediately preceding financial year, with effect from October 01, 2026, and continuing for each succeeding financial year, subject to the applicable statutory provisions and approvals.

Accordingly, approval of the Members is being sought for the proposed revision in remuneration by way of performance-linked incentives through the resolution set out at Item No. 4 of the accompanying Postal Ballot Notice.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sushil Kumar Agrawal, Managing Director & Mr. Karan Agrawal, Whole-time Director, and his relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

No member of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, in the manner as prescribed under the applicable laws.

The Board recommends the resolution set out at Item No. 4 of the accompanying Postal Ballot Notice for approval of the Members.

**ITEM NO.5 :**

The Company has considered the responsibilities entrusted to Mr. Tushar Agrawal, Senior Vice-President of the Company, his valuable contribution towards the growth and development of the Company, and the need to align his remuneration with the performance and long-term objectives of the Company. Accordingly, it is proposed to introduce a performance-based incentive structure by way of an increase in his remuneration.

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors, at its meeting held on October 28, 2026, considered and approved the proposed payment of performance-linked incentives, subject to the approval of the Members of the Company and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Company proposes to grant performance-linked remuneration to Mr. Tushar Agrawal, Senior Vice-President of the Company, not exceeding 5% of the net profits of the Company for the immediately preceding financial year, with effect from October 01, 2026, and continuing for each succeeding financial year, subject to the applicable statutory provisions and approvals.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014:

a) Name of the related party: Mr. Tushar Agrawal

b) Name of the director or key managerial personnel who is related, if any: Mr. Sushil Kumar Agrawal & Mr. Karan Agrawal.

c) Nature of relationship: Mr. Tushar Agrawal, is related to Mr. Sushil Kumar Agrawal, Managing Director, as Son and to Mr. Karan Agrawal, Whole-time Director as Brother.

d) Nature, material terms, monetary value and particulars of the contract or arrangement:
   - Mr. Tushar Agrawal is holding the office or place of profit from 1st June, 2015 and was designated as Senior Vice President with effect from 29th July, 2022. Looking at his experience, knowledge and valuable inputs he provides for the benefit of the Company his remuneration was increased from time to time by the Audit Committee and Board of Directors. His present designation is Senior Vice-President and remuneration payable is Rs. 10,00,000/-per month in line with the Policy of the Company, as may be approved/authorised by the Board or any committee thereof.

e) Any other information relevant or important for the members to take a decision on the proposed resolution: Mr. Tushar Agrawal, aged 33 years, has done Bachelor of Science, Finance Major from Bentley University and has done post-graduation in Masters of Business Administration from Indian School of Business and having 10 years' working experience in various fields and has been associated with the Company since 2015. He has played a very important role in expansion of the Company and is currently looking after administration and related activities as Senior Vice President.

Accordingly, approval of the Members is being sought for the proposed revision in remuneration by way of performance-linked incentives through the resolution set out at Item No. 5 of the accompanying Postal Ballot Notice.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sushil Kumar Agrawal, Managing Director & Mr. Karan Agrawal, Whole-time Director, and his relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

No member of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, in the manner as prescribed under the applicable laws.

The Board recommends the resolution set out at Item No. 5 of the accompanying Postal Ballot Notice for approval of the Members.

**ITEM NO.6 :**

The Company has considered the responsibilities entrusted to Mr. Devansh Agrawal, Vice-President Business Development of the Company, his valuable contribution towards the growth and development of the Company, and the need to align his remuneration with the performance and long-term objectives of the Company. Accordingly, it is proposed to introduce a performance-based incentive structure by way of an increase in his remuneration.

Based on the recommendations of the Nomination and Remuneration Committee and the Audit Committee, the Board of Directors, at its meeting held on October 28, 2026, considered and approved the proposed payment of performance-linked incentives, subject to the approval of the Members of the Company and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In this regard, the Company proposes to grant performance-linked remuneration to Mr. Devansh Agrawal, Vice-President Business Development of the Company, not exceeding 5% of the net profits of the Company for the immediately preceding financial year, with effect from October 01, 2026, and continuing for each succeeding financial year, subject to the applicable statutory provisions and approvals.

Given below is a statement of disclosures as required under the Companies (Meetings of Board and its Powers) Rules, 2014:

a) Name of the related party: Mr. Devansh Agrawal

b) Name of the director or key managerial personnel who is related, if any: Mr. Sushil Kumar Agrawal & Mr. Karan Agrawal.

c) Nature of relationship: Mr. Devansh Agrawal, is related to Mr. Sushil Kumar Agrawal, Managing Director, as Son and to Mr. Karan Agrawal, Whole-time Director as Brother.

d) Nature, material terms, monetary value and particulars of the contract or arrangement:
   - Mr. Devansh Agrawal is holding the office or place of profit from 1st July, 2026 as Vice President Business Development. Looking at his experience, knowledge and valuable inputs he provides for the benefit of the Company his remuneration has been fixed by the Audit Committee and Board of Directors. His present designation is Vice-President Business Development and remuneration payable is Rs. 8,00,000/-per month in line with the Policy of the Company, as may be approved/authorised by the Board or any committee thereof.

e. Any other information relevant or important for the members to take a decision on the proposed resolution: Mr. Devansh Agrawal, aged 30 years, has done Master of Business Administration from Imperial College London with a concentration in Finance and Enterpreneurship and Bachelor of Science in Industrial Engineering from the University of Wisconsin – Madison with a minor in Enterpreneurship.. He has played a very important role in expansion of the Company and is currently looking after business development and related activities as Vice President Business Development.

Accordingly, approval of the Members is being sought for the proposed revision in remuneration by way of performance-linked incentives through the resolution set out at Item No. 6 of the accompanying Postal Ballot Notice.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sushil Kumar Agrawal, Managing Director & Mr. Karan Agrawal, Whole-time Director, and his relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

No member of the Company shall vote on such resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party, in the manner as prescribed under the applicable laws.

The Board recommends the resolution set out at Item No. 6 of the accompanying Postal Ballot Notice for approval of the Members.

Registered Office:
Bikaner Building, 3rd Floor,
8/1, Lal Bazar Street
Kolkata- 700 001
Date: 28th October, 2026
Mem. No.: F12124

By Order of the Board of Directors
For **Manaksia Coated Metals & Industries Limited**

Shruti Agarwal
Company Secretary and Compliance Officer