

MANAKSIA COATED METALS & INDUSTRIES LIMITED

CIN: L27100WB2010PLC144409

Registered Office: Bikaner Building, 8/1 Lal Bazar Street,
3rd Floor, Kolkata - 700001, West Bengal, India

Phone No.: +91-33-2243 5053;

Email- info@manaksiacoatedmetals.com;

Website: www.manaksiacoatedmetals.com

NOTICE CONVENING MEETING

OF

UNSECURED CREDITORS

AND

SECURED CREDITORS

OF

MANAKSIA COATED METALS & INDUSTRIES LIMITED

(PURSUANT TO ORDER DATED APRIL 24, 2026 OF THE HON'BLE NATIONAL
COMPANY LAW TRIBUNAL, KOLKATA BENCH)

MEETING DETAILS

Day	Tuesday
Date	9 th June, 2026
Time	11.00 AM (Unsecured Creditor) & 02.00 PM (Secured Creditor)
Mode of Meeting	Virtual Mode being through video conferencing or other audio visual means (OAVM)
Cut-off Date for E-voting	31 st March, 2026
Remote E-Voting start date and time	4 th June, 2026 at 09:00 AM
Remote E-Voting end date and time	8 th June 2026 at 05:00 PM

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH
COMPANY APPLICATION (CAA) NO. 5/(KB)/2026
IN THE MATTER OF SECTIONS 230 TO 232 READ WITH
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND
IN THE MATTER OF SCHEME OF MERGER
BETWEEN
JPA SNACKS PRIVATE LIMITED
AND
MANAKSIA COATED METALS & INDUSTRIES LIMITED
AND THEIR RESPECTIVE
SHAREHOLDERS AND CREDITORS

NOTICE CONVENING MEETING OF UNSECURED AND SECURED CREDITORS

To,

The unsecured and Secured Creditors of

Manaksia Coated Metals & Industries Limited

1. NOTICE is hereby given that, pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") vide Order dated April 24, 2026 ("Tribunal Order" or "Order") in the above-mentioned Company Scheme Application, a meeting of the Unsecured and Secured Creditors of the Manaksia Coated Metals & Industries Limited will be held on Tuesday, June 9, 2026 at 11:00 A.M. (IST) (Unsecured Creditor) and 02.00 PM IST (Secured Creditor) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") ("Meeting"), for the purpose of considering, and if thought fit, approving the proposed Scheme of Merger

between JPA Snacks Private Limited ("Transferor Company") and Manaksia Coated Metals & Industries Limited ("Company" or "Transferee Company") and their respective Shareholders and Creditors ("Scheme").

2. The deemed venue for the Meeting shall be the Registered Office of Manaksia Coated Metals & Industries Limited at Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Kolkata - 700001, West Bengal, India.
3. Pursuant to the Tribunal Order and as directed therein, the Meeting will be held through VC / OAVM, in compliance with the applicable provisions of the Act, along with the CAA Rules, and operating procedures referred to in the circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time, namely MCA General Circular Nos. 20/2020 dated May 05, 2020, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 and the latest being 03/2025 dated September 22, 2025, as amended from time to time, ("MCA Circulars"), provisions of Securities and Exchange Board of India (Listing Obligations and ("Listing Regulations") read with Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India Master Circular dated June 20, 2023 bearing reference No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("SEBI Scheme Circular") and any other applicable circulars issued by Securities and Exchange Board of India ("SEBI") and the Secretarial Standards on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as amended and restated from time to time. The Meeting is to consider, and if thought fit, to pass with or without modification the following resolution for approval of the Scheme by requisite majority, as prescribed under Section 230(6) of the Act:

"RESOLVED THAT pursuant to the provisions of Sections 230, 232 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, including the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Securities and Exchange Board of India (Listing Obligations and Disclosure the Master Circular No. SEBI/HO/CFD/POD- Requirements) Regulations, 2015, 2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India ('SEBI') and any other Circulars / Guidelines issued by SEBI applicable to Scheme of Merger from time to time, Section 2(19AA) and other relevant provisions of the Income Tax Act, 1961 and the Rides framed thereunder (including, in each case, any amendments), statutory modifications) or re-enactment(s), for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Kolkata Bench ("Tribunal") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or any court or by any regulatory or other authorities, while granting

such approvals, permissions and sanctions, which maybe agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Scheme of Merger between JPA Snacks Private Limited ("Transferor Company") and Manaksia Coated Metals & Industries Limited ("Transferee Company" or "Company") and their respective Shareholders and Creditors ("Scheme"), be and is hereby approved.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of all or any of the powers conferred herein, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and for the matters connected therewith or incidental thereto, and to effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal or any court while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or-making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the Unsecured and/or Secured Creditors and the Unsecured and/or Secured Creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution."

4. TAKE FURTHER NOTICE that the Unsecured and/or Secured Creditor shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes: (a) through e-voting system available at the Meeting to be held through VC/OAVM ("e-voting at the Meeting"); or (b) by remote electronic voting ("remote e-voting") during the period as stated below:

REMOTE E-VOTING PERIOD	
Commencement of Remote E-voting	Thursday, June 04, 2026 at 9:00 A.M.
Conclusion of Remote E-voting	Monday, June 08, 2026 at 5:00 P.M.

A person whose name is recorded in the books of accounts as creditors (Unsecured or Secured) as on the cut-off date, i.e., Tuesday, March 31, 2026 only shall be entitled to exercise his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not Unsecured and/or secured creditor as on the cut-off date, should treat the Notice for informational purpose only.

5. A copy of the said Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("CAA Rules") along with all the annexures to such explanatory statement are enclosed herewith. A copy of this Notice and the accompanying documents are also placed on the: (i) website of the Company at <https://www.manaksiacoatedmetals.com> (ii) website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com; being the agency appointed by the Company to provide the e-voting and other facilities for convening of and (iii) the website of the Stock Exchanges, i.e., BSE and NSE viz. www.bseindia.com and www.nseindia.com.
6. The Tribunal has appointed Advocate Parikshit Poddar, the undersigned to be the Chairperson of the Meeting and Ms. Bidisha Achari, Company Secretary to be the Scrutinizer for the said Meeting.
7. Once the vote on the resolution is cast by the Unsecured and/or Secured Creditors, the Unsecured and/or Secured Creditor shall not be allowed to change it subsequently. The voting rights of the Unsecured and/or Secured Creditors shall be in proportion to their amount due by the Company as on the close of business hours on the cut-off date i.e. March 31, 2026.
8. The Unsecured and/or Secured Creditors desirous of obtaining physical copies of the said Notice, the Explanatory Statement attached with the Notice, and Annexures to the Notice and Explanatory Statement, free of charge, may send a request along with details of your to the Company at shareholding and DP ID & Client ID/folio number to the Company at company.secretary@mcmil.in A copy of the Scheme along with the Explanatory Statement can be obtained free of charge between Monday to Friday from 02:00 P.M. and 04:00 P.M. (1ST) up to the date of the commencement of the remote e-voting meeting from the Registered Office of the Company. Alternatively, a request for obtaining an electronic or soft copy of the Notice may be made by sending an email along with details of your shareholding and DP ID & Client ID/ folio number to the Company at company.secretary@mcmil.in
9. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Advocate Parikshit Poddar

Chairperson of the Meeting appointed by the Tribunal

Date: May 07, 2026

Registered Office:

Manaksia Coated Metals & Industries Limited

Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Kolkata- 700001, West Bengal, India

NOTES:

- i. Pursuant to the Tribunal Order, Meeting of the Unsecured and/or Secured Creditors of the Company will be held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the business set out in the Notice convening this Meeting. The meeting will be conducted in compliance with the provisions of the Companies Act, 2013 ('the Act) SEBI Regulations, read with SS-2 and MCA Circulars. The Quorum for the Meeting shall be as per the said Order and will include votes through E-voting.
- ii. Explanatory Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and as per the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('CAA Rules') in respect of the business set out in the Notice of the Meeting is annexed hereto. Further, additional Information as required under the Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by SEBI and as per BSE and NSE Observation letters are also annexed.
- iii. Unsecured and/or Secured Creditors attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and as per the terms of the Order of the Tribunal.
- iv. Since this Meeting is being held through VC/ OAVM, the facility for appointment of proxies by the Unsecured and/or Secured Creditors under Section 105 of the Act will not be available and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- v. The proceedings of this Meeting shall be deemed to have been conducted at the registered office of the Company situated at Bikaner Building, 8/1/ Lal Bazar Street, 3rd Floor, Kolkata - 700001, West Bengal, India which shall be the deemed venue of the Meeting.
- vi. Pursuant to provisions of Section 113 of the Act, authorized representatives of institutional/corporate Unsecured and/or Secured Creditors (i.e. other than individuals, HUF's, NRI's, etc.) may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/OAVM facility and e-voting at the Meeting. Such institutional creditors (i.e. other than individuals/Hindu Undivided Family) are required to send a legible scanned copy (PDF/JPEG Format) of its relevant board or governing body resolution/power of attorney/authority letter etc. to the Scrutinizer by email at: bidisha.a2704@gmail.com and a copy marked to the Company at company.secretary@mcmil.in and National Securities Depository Limited ('NSDL') at evoting@nsdl.com, at least 48 hours before the Meeting or before the remote e-voting as the case may be with the subject line "Manaksia Coated Metals & Industries Limited – NCLT Convened Meeting".

- vii. The Notice of the Meeting and the accompanying documents mentioned in the Index are being sent only through electronic mode to those Unsecured and/or Secured Creditors whose email addresses are registered/available with the Company/Registrar & Transfer Agent ("RTA")/Depository participants ("DP")/Depositories. Further, a letter containing, inter-alia, the day, date, time, and other details for joining the Meeting through VC/OAVM, along with the weblink (including the exact path) where complete details of the Notice for the aforesaid Meeting along with the Scheme and the Explanatory Statement can be accessed, has been sent to those whose email addresses are not available with the Company.
- viii. Unsecured and/or Secured Creditors are requested to contact the Company's RTA, M/s. Maheshwari Datamatics Pvt. Ltd. for non-receipt of notice or for reply to their queries/redressal of complaints, if any, or contact the Company secretary at the Registered office of the Company (Phone No. 033-2243 5053; Email- company.secretary@mcml.in)
- ix. NSDL will provide the facility for voting by the Unsecured and/or Secured Creditors through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting at the Meeting.
- x. In Compliance with the Order and MCA Circulars, the Notice, Scheme, Explanatory Statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules with all accompanying documents are enclosed herewith and shall be available for inspection on the Company's website at <https://www.manaksiacoatedmetals.com/>
- xi. Subject to the receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three-fourth in value (as per Sections 230 to 232 of the Act), present and voting, the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice) and the votes cast through remote e-voting and at the Meeting will be considered for this purpose.
- xii. Facility to join the Meeting shall be opened 30 (thirty) minutes before and after the scheduled time of the Meeting. The Unsecured and/or Secured Creditors will be able to view the live webcast of the Meeting on the NSDL's e-voting website at www.evoting.nsdl.com.
- xiii. Unsecured and/or Secured Creditors of the Company as of the cut-off date of Tuesday, March 31, 2026, may cast their vote by remote e-voting.

- xiv. The remote e-voting period commences on Thursday, June 04, 2026 at 9:00 A.M. (1ST) and shall be concluded on Monday, June 08, 2026 at 5:00 P.M. (1ST). The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the Company is providing the facility of e-voting at the meeting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- xv. The voting rights of the Unsecured and/or Secured Creditors (for voting through remote e-voting before the Meeting and e-voting during the Meeting) shall be in proportion to their amount due by the Company as of the cut-off date of Tuesday, March 31, 2026.
- xvi. The Unsecured and/or Secured Creditors are requested to carefully read each of the notes set out here and, in particular, instructions for joining the Meeting and the manner of casting vote through remote e-voting prior to the Meeting or e-voting during the Meeting.

INSTRUCTIONS FOR UNSECURED AND/OR SECURED CREDITORS FOR ATTENDING THE MEETING THROUGH VC/OAVM AND REMOTE E-VOTING (BEFORE AND DURING THE MEETING) ARE AS UNDER:

A. Voting through electronic means

- I. Pursuant to the directions of the NCLT by way of its Order dated April 24, 2026, in terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")/ Secretarial Standard on General Meeting issued by the Institute of the Company Secretaries of India and MCA Circulars, the Company is providing facility of remote e-voting to its Unsecured and/or Secured Creditors in respect of the business to be transacted at the meeting of the Unsecured and/or Secured Creditors. The facility of casting votes by a member using remote e-voting system as well as voting on the date of the meeting will be provided by NSDL.
- II. The Unsecured and/or Secured Creditors who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC/OAVM, but shall not be entitled to change or cast their vote again.
- III. The remote e-voting period shall commence on Thursday, June 04, 2026 at 9:00 A.M. (1ST) and ends on Monday, June 08, 2026 at 5:00 P.M. (IST). During this period, Unsecured and/or Secured Creditors of the Company as on the cut-off date of March 31, 2026 may cast their vote by remote e-voting. A person who is not a creditor as of

the cut-off date should treat this Notice for information purpose only. The remote e-voting module shall be disabled by NSDL for voting thereafter, and the facility shall forthwith be blocked. Those Unsecured and/or Secured Creditors who will be present in the meeting through the VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through the e-voting system during the meeting. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.

- IV. The voting rights of Unsecured and/or Secured Creditors shall be in proportion to their amount due by the Company as on the cut-off date of Monday, March 31, 2026. A person whose name is recorded in the register of Unsecured and/or Secured Creditors as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting during the meeting.
- V. Any person who acquires shares of the Company and becomes a creditor of the Company, after the dispatch of the notice and continues to be a creditor as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com
- VI. The Tribunal has appointed Ms. Bidisha Achari (Membership No. F12442; COP No-18198), Practising Company Secretary as Scrutinizer for the Meeting, including any adjournments thereof, to scrutinize the process of remote e-voting prior to the Meeting as well as e-voting during the Meeting, in a fair and transparent manner.
- VII. The process and manner for remote e-voting are as under:

Process to 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 at www.evoting.nsdl.com.

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

Step 1: Access to NSDL e-Voting system

Important note:

Unsecured and/or Secured Creditors who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above-mentioned website.

Helpdesk for Individual Unsecured and/or Secured Creditors for any technical issues related to login through Depositories, i.e. NSDL and CDSL:

A. Login Method for e-voting & joining virtual meeting for Unsecured and/or Secured Creditors.

How to Log in to the NSDL e-Voting website at <https://www.evoting.nsdl.com>

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 the 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 e-Services, i.e., IDeAS, you can log in at <https://eservices.nsdl.com> with your existing IDeAS login. Once you log in to NSDL e-Services after using your login 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:
 - a. 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.
 - b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders/ Member' section.
 - c. 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 - d. Details of User ID and Password for logging on to NSDL e-voting Portal: Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	User ID
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is ----- then user ID is 101456001***

5. Password details for Unsecured and/or Secured Creditors other than Individual Unsecured and/or Secured Creditors are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the 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 as mentioned below in process for those Unsecured and/or Secured Creditors 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:
- If you are holding shares in your demat account with NSDL or CDSL, click on "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- a) If you are holding shares in physical mode, click on "Physical User Reset Password" option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, Name and registered address.
 - c) Unsecured and/or Secured Creditors can also use 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 and join General Meeting on NSDL e-Voting system

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 and General Meeting is in active

status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

B. Instructions for Unsecured and/or Secured Creditors for voting through electronic voting system

- a. Once discussion on all the items of Notice is completed in the Meeting, every Resolution will be put to vote through electronic voting system during the AGM. Corporate Unsecured and/or Secured Creditors are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer through e-mail at Bidisha.a2704@gmail.com or company.secretary@mcmil.in with a copy marked to evoting@nsdl.co.in.
- b. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- c. Only those Unsecured and/or Secured Creditors/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through electronic voting system during the AGM.
- d. Unsecured and/or Secured Creditors who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote during the AGM.
- e. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same persons, as mentioned above for Remote e-voting

C. Process for those Unsecured and/or Secured Creditors whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 company.secretary@mcmil.in or bidisha.a2704@gmail.com or the NSDL at evoting@nsdl.co.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 company.secretary@mcmil.in. If you are an

Individual Unsecured and/or Secured Creditors 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 and joining virtual meeting for Individual Unsecured and/or Secured Creditors holding securities in demat mode.

3. Alternatively, shareholder/Unsecured and/or Secured Creditors may send a request to 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.

General Guidelines for Unsecured and/or Secured Creditors

Institutional Unsecured and/or Secured Creditors (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 Bidisha.a2704@gmail.com or to the Company Secretary of the Company at company.secretary@mcml.in with a copy marked to evoting@nsdl.co.in. Institutional Unsecured and/or Secured Creditors (i.e. other than individuals, HUF, NRI etc.) can also upload 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.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Unsecured and/or Secured Creditors and e-Voting user manual for Unsecured and/or Secured Creditors available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Shri Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, at the designated email IDs: evoting@nsdl.co.in or amitv@nsdl.co.in or pallavid@nsdl.co.in.

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
KOLKATA BENCH
COMPANY APPLICATION (CAA) NO. 5/(KB)/2026
IN THE MATTER OF SECTIONS 230 TO 232 AND
OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013
AND
IN THE MATTER
OF
SCHEME
OF
MERGER
BETWEEN
JPA SNACKS PRIVATE LIMITED
AND
MANAKSIA COATED METALS & INDUSTRIES LIMITED
AND
RESPECTIVE SHAREHOLDERS AND CREDITORS

EXPLANATORY STATEMENT TO THE NOTICE CONVENING THE MEETING OF UNSECURED AND/OR SECURED CREDITORS OF MANAKSIA COATED METALS & INDUSTRIES LIMITED

1. MEETING TO CONSIDER THE SCHEME OF MERGER:

- a) This is an explanatory statement accompanying the Notice convening the Meeting of the Unsecured and/or Secured Creditors of Manaksia Coated Metals & Industries Limited ("Company") pursuant to an Order dated April 24, 2026 passed by the Kolkata Bench of the Hon'ble National Company Law Tribunal ("NCLT or "Tribunal") in the Company Application (CAA) No.5/(KB)/2026 ("Order"), to be held on Tuesday, June 9, 2026 at 11:00 A.M. (1ST) (Unsecured Creditor) and at 02.00 PM (IST) (Secured Creditor) through VC/OAVM ("Tribunal Convened Meeting" or "Meeting")/ for the purpose of considering and approving, the proposed Scheme of Merger between JPA Snacks Private Limited ("Company" or "Transferor Company")

and Manaksia Coated Metals & Industries Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme").

- b) The Scheme provides for:
- I. With a view of consolidating business under a single entity and to achieve simplified corporate structure by way of group reorganization, the management has envisaged to undertake the proposed amalgamation under this scheme.
 - II. The Scheme does not adversely affect the stakeholders and creditors of any of the Applicant Companies.
 - III. The proposed Scheme of Amalgamation would inter alia result into the following benefits to the Parties and all other stakeholders including the Shareholders, Creditors and employees and will be in the long-term interest of the Parties, employees, and other stakeholders.
 - IV. Streamlining the current organization structure, achieving administrative and operational convenience and to realign the shareholding;
 - V. Strengthening of financial position with a wider capital base and increased leverage capacity of the Transferee/Resulting Company and thereby achieving optimum utilization of various resources of the group;
 - VI. Synergies such as enhancement of net-worth of the combined entities/businesses which shall lead to better ability to leverage the business including a reduction in the cost of capital;
 - VII. The proposed Scheme of Amalgamation would enable consolidation of businesses into the Transferee Company which will result in unlocking of value and creation of additional liquidity for the Shareholders of the Transferee Company/Resulting Company.
 - VIII. Greater administrative efficiency & enhanced productivity and reduction in multiplicity of legal and regulatory compliances and reduction of fixed costs.
- c) The detailed terms of the arrangement may be referred in the Scheme, appended as '**Annexure I**'.
- d) Capitalized terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

2. DATE, TIME AND VENUE OF MEETING:

Pursuant to the Tribunal Order, the Meeting of the Unsecured and/or Secured Creditors of the Company, is scheduled to be held on Tuesday, June 9, 2026 at 11:00 A.M. (IST) (Unsecured Creditor) and at 02.00 P.M (IST) (Secured Creditor). The deemed venue for the Meeting shall be the Registered Office of Manaksia Coated Metals & Industries Limited at Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Kolkata - 700001, West Bengal, India.

3. RATIONALE AND BENEFITS OF THE SCHEME:

The Transferor Company is a wholly owned subsidiary of the Transferee Company. With a view of consolidating business under a single entity and to achieve simplified corporate structure by way of group reorganization, the management has envisaged to undertake the proposed amalgamation under this scheme.

4. BACKGROUND OF THE COMPANIES:

i. Particulars of the Transferee Company:

- a) Manaksia Coated Metals & Industries Limited is a public limited company incorporated under the Companies Act, 1956 ("Act"). The Transferee Company was incorporated on March 25, 2010. The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Ltd.
- b) The Registered Office of the Company is situated at Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Kolkata - 700001, West Bengal, India. Its Permanent Account Number (PAN) is AAGCM4604H and Corporate Identification No. (CIN) is L27100WB2010PLC144409. The email address of the Company is company.secretary@mcmil.in and the website is <https://www.manaksiacoatedmetals.com/>
- c) The summary of the main objects of the Company, as per its Memorandum of the Association, has been reproduced below for Unsecured and/or Secured Creditors:

- *To carry on in India or elsewhere the business as manufacturers, Importers, exporters and dealers in sheet metal (ferrous and non-ferrous), flat steel rolled products, cold rolled steel sheets, galvanized steel sheets/coils, aluminum and zinc coated steel sheets, color coated steel sheets and coils, aluminum sheets and coils, alloy steel, MS steel ingots and billets, SG iron castings, ferrous and non-ferrous castings, steel long re-bars, steel and alloy steel long round and flats, aluminum alloy ingots, special purpose machine, machinery parts, metal packaging products and metal articles of all kinds particularly aluminum and steel. To carry on in India or elsewhere the business of manufacturers, importers, exporters and dealers in mosquito coil repellants, insecticides, marine products, plastic packaging products and trading of products and commodities.*
- *To carry on in India or elsewhere the business as manufacturers, producers, casters, importers, exporters, dealers, buyers, sellers, converters, masters in other ways to deal in aluminium and aluminium products, aluminium sheets, forging, structurals, rolling works, rods, bars, castings, wires, foils, tubes, caps, cans, boxes, cylinders, sheets, alloys of aluminium, sheets, utensils, all kinds of furniture, chimneys cops, ventilators, roofing, hand carts, municipal carts and all other articles of aluminium and doors, windows, levers and automatic door closures, zinc, copper and products of zinc and copper.*
- *To carry on in India or elsewhere the business as manufacturers, producers, casters, importers, exporters, dealers, buyers, sellers,*

converters of all variety of steel, special steel, carbon tool, alloy steel and any other kind and grades of steel, pig iron, sponge iron, ferro silicon, ferro chrome and other ferrous substances and metal of every description and grade and to carry on and execute the work of steel engineers including manufacturing and dealing in steel, billets, steel rods, steel ingots, steel sheet, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell and deal in all or any of the by-products which will be obtained in the process of manufacturing these steel/iron products.

- *To deal in the aforesaid commodities or their derivatives at the commodities exchanges for hedging or otherwise.*
- *To carry on the business of manufacturing, buying, selling, porting, Importing, exchanging, altering, improving, manipulating, recovering and dealing in polymers, Resins, Plastics, Adhesive, Moulding Powders, Printing inks, Lacquers, Varnishes, Coatings, Plasticisers, Solvents, Additives, Pigments, Dyes, Colours, Paints, enamels, Distemper, Polishes, Spirits, Bleaches, Whitewasher, Brightener, Launderer, Bleaching Agent, Brightening Agents, and other Chemicals, Components and product of similar nature and also to undertake making of and dealing in plates, Blocks, films, bromides and other materials and machineries used in the process of all types of printing.*
- *To carry on the business of manufacturers, buyers, sellers, dealers, importers and exporters of pesticides, insecticides, fungicides, weedicides and germicides, agro-chemical, agro-chemical, Detergent, washing, preparations, Soaps, toiletries, aerosols, fresheners, bathing soap, liquid soap, shower gel, shampoo, hand wash and similar products, washing, detergent soap bar or powder and other surfactants and similar products toilet cleaning powder & liquid and surfactants and floor cleaners and such other incidental and allied products.*
- *To buy, sell, exchange, improve, maintain and generally deal in real properties and to acquire by purchase or otherwise interests in lands and real property of any tenure, construct houses and buildings thereon, alter, re-build, enlarge and improve existing buildings, factories, lanes, roads, streets, gardens in order to convert the same into profit earning property of the Company; to construct, develop, set up, establish, purchase or otherwise acquire houses, buildings, sheds, godowns, warehouses, cold storages, cinema halls, lodges, hotels, factories, mills, plants, workshops and all other types of immovable properties including any other types of fixtures on land and buildings and to run all or any of these as a business undertaking or to let these out on lease, rent, contract or any other agreement as may be deemed fit; to buy lands, houses, apartments and other immovable properties and to hold, maintain, sell, allot houses, apartments, sheds and other immovables properties or buildings thereof to the shareholders or any other persons and to carry on business of builders, surveyors, architectures, bricks and tiles makers, lime burners houses and estate agents.*

d) Details of change of name, registered office, and objects of the Transferee Company during the last 5 (five) years:-

- Change of Name: There has been no change in the name of the Transferee Company in the last 5 (five) years.
- Change of Registered Office: There was no change in the Registered office of the Company during the last 5 (five) years.
- Change of objects: There has been no change in the objects of the Company in the last 5 (five) years.
- The share capital of the Company as on the date of this Notice is as follows:

Share Capital	Amount (Rs.)
Authorized Share Capital	
12,50,00,000 Equity Shares of Re. 1/- each	12,50,00,000/-
TOTAL	12,50,00,000/-
Issued, Subscribed and Paid-up Share Capital	10,58,34,050/-
10,58,34,050 Equity Shares of Re. 1/- each fully paid up	
TOTAL	10,58,34,050/-

- The Audited Financial Statements for the financial year ended March 31, 2025 and Limited Review Financial Results for the six months period ended December 31, 2025 of the Transferee Company are annexed hereto as '**Annexure II**'.
- The details of Directors and Promoters of the Company as on the date of this Notice along with their addresses are mentioned herein below:

Sl. No.	Name	Date of Appointment	Age	Designation	DIN	Address
1	Mr. Sushil Kumar Agrawal	10.01.2013	65	Managing Director	00091793	No.56/8-2-686, Road No.12, Banjara Hills, Hyderabad - 500 034
2	Mr. Karan Agrawal	17.11.2014	39	Whole-time Director	05348309	No.56/8-2-686, Road No.12, Banjara Hills, Hyderabad - 500 034
3	Mr. Pritam Pal	14.04.2025	42	Director	11050522	3, Prasanna Das Road, Haltu, Kolkata, West Bengal - 700078
4	Mr. Siddhartha Shankar	29.05.2019	70	Director	08458092	P-21, Senhati Colony, Behala, Kolkata - 700 034

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5	Mr. Probir Kumar Chaudhury	30.05.2023	71	Director	10041053	99/1, Sashibhusan Banerjee Road, Barisha, South 24 PGS - 700 008
6	Mr. Venkata Srinarayana Addanki	30.05.2023	55	Wholetime Director	10141427	11, Shree Radhapuram, Samardha, Mandideep, Raisen, MP - 462 046
7	Ms. Gargi Singh	29.05.2019	35	Director	08458152	Adarsh Nagar, Kanaipur, Barabahera, Hooghly - 712 246

ii. Particulars of the Transferor Company:

- a) JPA Snacks Private Limited ("Transferor Company") was incorporated on February 1, 2017 as private limited company. The Transferor Company is a wholly owned subsidiary of the Transferee Company. The equity shares of the Transferor Company are not listed on any stock exchange in India. The registered office of the Transferor Company is situated at Bikaner Building, 8/1 Lal Bazar Street, 3rd Floor, Kolkata - 700001, West Bengal, India. Its Permanent Account Number is AADCJ8786C and Corporate Identification Number (CIN) is U15315WB2017PTC219131.
- b) The summary of the main objects of the Company, as per its Memorandum of the Association, has been reproduced below for Unsecured and/or Secured Creditors:
- *To grow, cultivate, produce, collect and to act as traders, buyers, sellers, suppliers, merchants, importers, exporters, trading house, export house, indentors, commission agents, brokers, guaranteed brokers, agents, representatives, assemblers, packers, stockists, store agents, distributors and dealers in plants, fruits, grains, seeds, cereals, roots and other agricultural and forest products and to prepare, manufacture, process, bottle, press, grind, crush, process, bake or otherwise treat the same and prepare food products including rice, flour, bread, barley, tea, coffee, cocoa, sugar, chutneys, pickles, jam, jelly, snacks, squash, sauce, cider, condiments, beverages, confectionery, sweets, cake, biscuit, chocolates, candies, chewing gum, peppermints, fruit drops, sugar glucose, syrups, juice, oil, extracts, solvents, pulses, spices, honey, hay, straw, animal feeds and other things and articles which may conveniently be prepared or manufactured therefrom and to manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in milk, cream, butter, cheese, bacon, pork-pie, sausage, meats, eggs and other dairy and poultry products, vegetables, roots, canned, tinned and processed foods, delicatessen, protein, health and instant foods including baby and digestive foods, powdered and condensed milk, cereals, beverages, cordials, tonics, restorative and aerated mineral waters and food stuffs both natural and synthetic wholly or in part and consumable provisions of every description for human or animal consumption and to manufacture, produce, grow, process, preserve, can, bottle, refine, buy, sell and deal in ice, ice-candy, ice cream and other ice products, carbonated, aerated and mineral waters, fruit juice, non-alcoholic or synthetic drinks, dairy*

products, fresh, dehydrated, preserved or processed vegetables, fruits, oils, seeds and other farm, agricultural or food products.

- *To carry on the business of manufacturers, fabricators, processors, producers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires in all kinds of cosmetics, toiletries, soaps, creams, scents, detergents, lotions and oils*

c) Details of change of name, registered office and objects of Transferor Company during the last 5 (five) years:

- Change of Name: There has been no change in the name of the Transferor Company since incorporation.
- Change of Registered Office: There was no change in the registered office of the Company.
- Change of objects: There has been no change of objects since incorporation.
- The Transferor Company is a wholly owned subsidiary of the Transferee Company.
- The share capital of the Transferor Company as on date of this Notice is as follows:

Share Capital	Amount (Rs.)
Authorized Share Capital 50,000 Equity Shares of Rs. 10/- each	5,00,000/-
TOTAL	5,00,000/-
Issued, Subscribed and Paid-up Share Capital 50,000 Equity Shares of Rs.10/- each fully paid up	5,00,000/-
TOTAL	5,00,000/-

- The Audited Financial Statements for the financial year ended March 31, 2025 of the Transferor Company are annexed hereto as '**Annexure III**'.
- The details of Directors and Promoters of the Transferor Company as on the date of the Notice along with their addresses are mentioned below:

Sl. No.	Name	Date of Appointment	Age	Designation	DIN	Address
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1	Mahabir Prasad Agrawal	01/02/2017	87	Director	00524341	391, S N Roy Road, Kolkata - 700 038
2	Rajiv Kumar Ojha	01/11/2024	49	Director	00656211	Shreema Housing Complex, BBT Road, Jalkal Maheshtala, South 24 parganas -700141
3	Sunil Kumar Agrawal	01/02/2017	64	Director	00091784	391, S N Roy Road, Kolkata - 700 038

5. SALIENT FEATURES OF THE SCHEME:

a) The Scheme provides for the following:

- **"Appointed Date"** means the opening of the business on 01st April, 2025 or such other date as the Hon'ble National Company Law Tribunal, Kolkata Bench may direct.
- **"Effective Date"** means the date of Sanction of the Scheme of Amalgamation by the Hon'ble National Company Law Tribunal, Kolkata Bench or such other dates as the Hon'ble National Company Law Tribunal, Kolkata Bench may direct, namely the date on which the last of all the consents, approvals, permissions, resolutions, sanctions and orders as are hereinafter referred to have been obtained or passed.
- Upon coming into effect of this Scheme and with effect from the Appointed Date and subject to the provisions of this Scheme, the whole of the Undertaking of the Transferor Company, shall pursuant to Section 230 to 232 of the Act and other relevant provisions of the Act and the order of the Hon'ble NCLT sanctioning the Scheme, without any further act, instrument or deed, stand transferred to and vested in or deemed to be transferred to and vested in the Transferee Company so as to become the business, assets and properties of the Transferee Company as part of and consequent upon the amalgamation pursuant to provisions of Section 230 to 232 of the Act and all other applicable provisions of the Act and in compliance of Section 2(1B) of the IT Act.
- Since the Transferor Company is wholly owned subsidiary of the Transferee Company with all Shares in the Share Capital of the Transferor Company being held by the Transferee Company along with its nominees and the Transferee Company, being the holding company, cannot issue or allot any shares to itself, no shares whatsoever shall be issued by the Transferee Company in consideration of the amalgamation. Accordingly, all such Shares of the Transferor Company held by the Transferee Company along with its nominees and investment of the Transferee Company in such Shares as appearing in the books of the Transferee Company shall stand cancelled upon the Scheme

becoming effective without issue or allotment of any new shares in lieu of such Shares of the Transferor Companies.

- In terms of SEBI Circular No. SEBI/HO/CFD/POD-2/CIR/2023/93 dated 20th June, 2023, Share- Exchange Ratio Report is not required. As the Merger involved between wholly owned Subsidiary into its Holding Company therefore no new shares will be issued by Transferee Company to the shareholders of the Transferor Company in terms of clause 6.1 above. However, the Board of Director have appointed Mr. Anil Kumar Dubey, Registered Valuer having IBBI Registration No. IBBI/RV/03/2019/12411 based on their independent judgment to give his opinion in the form of the Report to the proposed Scheme and share exchange ratio, if any. The said Report by the Registered Valuer confirms that there will no issue of shares by the Transferee Company to the shareholders of the Transferor Company as Transferor Company is wholly owned subsidiary of the Transferee Company and the said Report has been accepted by the Board of Directors of the companies involved in the Scheme and the said valuation report is available for inspection at the respective Registered Offices of all the aforesaid Companies.
- It is hereby clarified that at the time of merger of the Transferor Company with the Transferee Company, no new Equity Share of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Company.

Note: The above details are merely the salient features of the Scheme. The Unsecured and/or Secured Creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME:

The Transferee Company holds 100% of the issued, subscribed and paid-up equity share capital of the Transferor Company. In other words, the Transferor Company is a wholly owned subsidiary of the Transferee Company.

7. BOARD APPROVALS:

- The Board of Directors of the Transferee Company at its Board Meeting held on 22nd July, 2025 and 27th October, 2025 unanimously approved the Scheme, as detailed below:

Name of the Directors	Designation	Voted in favour/against/ did not participated or voted
Mr. Siddhartha Shankar Roy	Chairman (Independent Director)	Favour
Mr. Sushil Kumar Agarwal	Managing Director	Favour

Mr. Karan Agarwal	Whole-Time Director	Favour
Mr. Venkat Srinarayana Addanki	Whole-Time Director	Favour
Mr. Probir Kumar Chaudhury	Independent Director	Favour
Ms. Gargi Singh	Independent Director	Favour
Mr. Pritam Pal	Non-Executive Director	Favour

- The Board of Directors of the Transferor Company at its Board Meeting held on 27th October, 2025 unanimously approved the Scheme, as detailed below:

Name of the Directors	Designation	Voted in favour/against/did not participated or voted
Mahabir Prasad Agrawal	Director	Favour
Rajiv Kumar Ojha	Director	Favour
Sunil Kumar Agrawal	Director	Favour

8. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPs) AND THEIR RELATIVES:

None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Transferee Company and the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interests in the Scheme except to the extent of their shareholding or common directorship in the Transferor Company, if any.

9. Employees:

Upon the Scheme coming into effect and from the Appointed Date, all employees of the Transferor Company shall become the employees of the Transferee Company on terms and conditions no less favourable than those which they are engaged by the Transferor Company and without any interruption in service.

10. Creditors:

The creditors of the Transferor Company will become creditors of the Transferee Company, on the same terms and conditions as were applicable to the Transferee Company, post the Scheme becoming effective. Further, any cross loan and investment will be cancelled. The Transferee Company and the Transferor Company have not issued any debentures, therefore, the requirement of appointing a debenture trustee does not arise. The Transferee Company and the Transferor Company have not accepted any deposits within the meaning

of the Act and Rules framed thereunder. Hence, no deposit trustees have been appointed by the said Companies.

11. OTHER INFORMATION:

There are no investigations pending under Sections 210 to 227 of the Act against the Transferee Company and the Transferor Company or the corresponding provisions of Sections 235 to 251 of the Companies Act, 1956. No proceedings are pending under the Act or under the corresponding provisions of the Companies Act, 1956 against the Transferee Company and the Transferor Company. To the knowledge of the Companies, no winding up proceedings have been filed or are pending against the Transferee Company and the Transferor Company under the Act or under the corresponding provisions of the Companies Act, 1956. To the knowledge of the Companies, no insolvency proceedings have been filed or are pending against the Transferee Company and the Transferor Company the Insolvency and Bankruptcy Code, 2016. The joint Company Application, being C.A. (CAA) No. 5/(KB)/2026 along with annexures thereto (which includes the Scheme) was jointly e-filed by the Transferee Company and the Transferor Company with the NCLT, Kolkata Bench.

12. SHAREHOLDING PATTERN:

The pre/post-merger shareholding patterns of the Parties to the Scheme:

Upon this Scheme becoming effective, the entire issued, subscribed and paid-up equity share capital of the Transferor Company is held by the Transferee Company. Accordingly, upon the Scheme coming into effect, all such shares held by the Transferee Company in the Transferor Company shall, without any further act, instrument or deed, stand cancelled and extinguished.

In consideration of the amalgamation of the Transferor Company with the Transferee Company, no shares or any other consideration shall be issued or paid by the Transferee Company, since the Transferor Company is a wholly owned subsidiary of the Transferee Company.

Consequently, there shall be no change in the shareholding pattern or capital structure of the Transferee Company pursuant to this Scheme.”

13. AUDITORS CERTIFICATE ON CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS:

The certificate dated November 14, 2025 by S. Bhalotia & Associates (Firm Registration .No.: 325040E) Chartered Accountants Statutory Auditors of the Company and confirmed that the accounting treatment stated in the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Act and other generally accepted accounting principles.

14. APPROVALS AND INTIMATIONS IN RELATION TO THE SCHEME:

The equity shares of the Company are listed on BSE and NSE. In terms of Regulation 37 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular") the Scheme was filed with the Stock Exchange for the purpose of disclosure. In terms of the extant Circular, observation letter in case of merger of wholly owned subsidiary Company with Holding Company is not applicable.

15. COST BENEFIT ANALYSIS OF THE SCHEME:

Although the Scheme involves certain costs such as transaction cost, implementation cost, regulatory fees, stamp duties, etc. The Scheme is expected to provide consolidation of the both the companies. However, the benefits of the Scheme over a longer period would far outweigh such costs for the stakeholders of the Company.

16. INSPECTION OF DOCUMENTS:

In addition to the documents appended with the notice convening the meeting of the Unsecured and/or Secured Creditors as above, the electronic copy of the following documents will be available for inspection under the investor section of the website of the Company at <https://www.manaksiacoatedmetals.com/>

- a) Copy of the order passed by the Kolkata Bench of the NCLT in Company Application (CAA) No.5/(KB)/2026, dated April 24, 2026;
- b) Copy of the Scheme;
- c) Copies of the Memorandum and Articles of Association of the Transferee Company and the Transferor Company;
- d) Copy of the latest Audited Financial Statements of the Transferee Company for the financial year ended March 31, 2025 and the Limited Review Report for the quarter ended as on 31st December, 2025;
- e) Copy of the latest Audited Financial Statements of the Transferor Company for the financial year ended March 31, 2025;
- f) The certificates issued by Statutory Auditors of the Transferee Company and Transferor Company, respectively to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;
- g) Copy of the Share Entitlement Ratio Report dated March 26, 2025 issued by Mr. Anil Kumar Dubey, Registered Valuer, having Registration No. IBBI/RV/ 03/2019/12411;
- h) All other documents displayed on the Company's website i.e. <https://www.manaksiacoatedmetals.com/>

Based on the above and considering the rationale and benefits of the Scheme, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders and other stakeholders and the terms thereof are fair and

reasonable. The Board of Directors of the Transferee Company recommend the Scheme for approval of the Unsecured and/or Secured Creditors.

Advocate Parikshit Poddar

Chairperson of the Meeting appointed by the Tribunal

Date: May 07, 2026

Registered Office:

Manaksia Ltd

Bikaner Building, 8/1 Lal Bazar Street,

3rd Floor, Kolkata - 700001, West Bengal, India