

NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th (Ninth) Annual General Meeting (AGM) of the Members of the Manaksia Coated Metals & Industries Limited ('Company') will be held on Tuesday, the 24th September, 2019 at 12:30 p.m. at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata- 700 027 to transact the following business:

Ordinary Business(es):

1. To consider and adopt:
 - a. the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors' and Auditors' thereon.
 - b. the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. Sushil Kumar Agrawal (DIN: 00091793), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sunil Kumar Agrawal (DIN: 00091784), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s S. Bhalotia & Associates, Chartered Accountants (Firm Registration No. 325040E), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the 14th AGM of the Company to be held for the financial year 2023-24, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Company and Statutory Auditors from time to time, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.

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

Special Business(es):

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Siddhartha Shankar Roy (DIN: 08458092), who was on the recommendation of the Nomination and Remuneration Committee and Audit Committee, appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company, with effect from 29th May, 2019, and who holds office upto the date of this 9th Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 29th May, 2019.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Gargi Singh (DIN: 08458152), who was on the recommendation of the Nomination and Remuneration Committee and Audit Committee, appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company, with effect from 29th May, 2019, and who holds office upto the date of this 9th Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 29th May, 2019.

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer/Company Secretary of the Company, be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 149,152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as an Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of second term of 5 (five) consecutive years with effect from 24th September, 2019 and to continue as Non-Executive Independent Director on attaining the age of seventy five years during his second tenure.

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer/Company Secretary of the Company, be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

8. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Audit Committee and authorized by the Board of Directors to Managing Director to mutually decide the remuneration with the Cost Auditor, consent of the members be and is hereby accorded for ratification of the remuneration of M/s B. Mukhopadhyay & Co., Cost Accountants, (Firm Registration No. 000257), of ₹ 1,00,000/- for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2020, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer/Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:
8/1, Lal Bazar Street,
Bikaner Building, 3rd Floor,
Kolkata – 700 001
Date: 14th August, 2019

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

Sailja Gupta
Company Secretary

NOTES:

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (‘AGM’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.**

- (2) **IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013 (HEREIN AFTER REFERRED TO AS 'ACT') READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- (3) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- (4) Members/Proxies should bring the Attendance Slip duly signed as per the specimen signature recorded with the Company together with their copies of Annual Report to the Meeting for admission into the Meeting Hall.
- (5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (6) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- (7) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent for consolidation into single folio.
- (8) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
- (9) Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the meeting.
- (10) Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
- (11) Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send the Company/Registrar and Share Transfer Agent, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Act, Power of Attorney authorizing their representative to attend and vote on their behalf at the Meeting.
- (12) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 18th September, 2019 to Tuesday, the 24th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- (13) Details of Directors retiring by rotation/seeking appointment/re-appointment at the ensuing Meeting are provided in the 'Annexure' to the Notice.
- (14) A Statement pursuant to Section 102(1) of the Act and Secretarial Standard on General Meetings (Revised) (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto. Information on the Director proposed to be appointed/re-appointed at the Meeting as required under Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (herein after referred to as 'Listing Regulations') are provided in the Annexure to this Notice.
- (15) SEBI vide its notification dated 8 June 2018, amended the Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only, effective from 1 April, 2019. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account. A guidance note on dematerialization of shares of the Company is also hosted on the Company's website for ease of understanding of the shareholders and can be viewed at <http://www.manaksiacoatedmetals.com/pdf/Guidance-Note-on-Dematerialisation-of-shares-held-in-physical-form-07082019.pdf>.
- (16) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use

electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agents are required to seek relevant bank details of shareholders from depositories/investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar and Share Transfer Agent in respect of shares held in physical form.

- (17) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company's Registrar, Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.
- (18) As per the provisions of the Section 72 of the Act the facility for making/varying/cancelling nominations is available to individuals, holding shares in the Company in physical form. Nominations can be made in Form No. SH.13 and any variation/cancellation thereof can be made by giving a notice to the Company in Form No. SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent/Company.
- (19) As required by SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/Registrar and Share Transfer Agent while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (20) Members holding shares in physical form who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Reports, Notices and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.
- (21) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- (22) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.
- (23) Members are requested to contact the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone:+91-33-22435053; Email: investorrelmcmil@manaksia.com).
- (24) Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office on all working days, except Saturdays, from 11: 00 a.m. to 01: 00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice of the 9th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March 31, 2019 shall also be available on the Company's website, www.manaksia.coatedmetals.com.
- (25) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection at the commencement of the Meeting and shall remain open and accessible to the members during the continuance of the Meeting.
- (26) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2018-19 are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.

- (27) Members holding shares in Electronic/Demat form are advised to contact their respective Depository Participants for making/varying/cancelling nominations.
- (28) Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report is being sent to all the Members (except those who have requested for a physical copy of the same) whose email addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participants. However, any member may request for a physical copy of the Notice of the Meeting, Attendance Slip, Proxy Form and the Annual Report which will be sent by the Company to the said member free of cost. Physical copies of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests its Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.
- (29) A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual Report 2018-19 will also be available on the website of the Company (www.manaksiacoatedmetals.com) for download.
- (30) For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue of the Meeting.
- (31) **Voting through electronic means:**
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to change or cast their vote again.
 - IV. The remote e-voting period shall commence on Saturday, the 21st September, 2019 (9:00 a.m.) and end on Monday, the 23rd September, 2019 (5:00 p.m.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, the 17th September, 2019, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - V. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again. Where a member casts vote both by remote e-voting and voting at the meeting, the vote casted by way of e-voting shall be considered.
 - VI. The process and manner for remote e-voting are as under:
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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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.nsd.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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **khaitan52@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on **www.evoting.nsdl.com** to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800-222-990 or send a request at **evoting@nsdl.co.in**.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, the 17th September, 2019. In case of joint holders, only one of the joint holders may cast his vote.

- VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 17th September, 2019 may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **kolkata@linkintime.co.in**.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of Tuesday, 17th September, 2019 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- X. The Company has appointed CS Deepak Kumar Khaitan, Practising Company Secretary, (FCS No.5615), and/or CS Shruti Singhania, Practising Company Secretary, (ACS No. 49632), to act as the Scrutinizer, for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow

voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XII. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, not later 48 (Forty Eight) hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website **www.manaksiacoatedmetals.com** and on the notice board of the Company at its registered office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company’s shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

Regd. Office:
8/1, Lal Bazar Street,
Bikaner Building, 3rd Floor,
Kolkata – 700 001
Date: 14th August, 2019

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

Sailja Gupta
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 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 Item No. 5, 6, 7 & 8 of the accompanying Notice:

Item No. 5

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at its meeting held on 29th May, 2019 had appointed Mr. Siddhartha Shankar Roy (DIN: 08458092), as an Additional Director (Non-Executive Independent Director) of the Company and recommends to the members for appointment as Non-Executive Independent Director not liable to retire by rotation for a period of five consecutive years commencing from 29th May, 2019 to 28th May, 2024. Pursuant to the provisions of Section 161(1) of the Act, Mr. Siddhartha Shankar Roy shall hold office up to the date of this AGM.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Mr. Siddhartha Shankar Roy for the office of Director of the Company.

Mr. Siddhartha Shankar Roy is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. The Company has also received a declaration from Mr. Siddhartha Shankar Roy to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

Mr. Siddhartha Shankar Roy is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management.

Other detail in respect of appointment of Mr. Siddhartha Shankar Roy, in terms of Regulation 26(4) and Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

The Board is of the view that his knowledge and experience will be of immense benefit and value to the Company and thus recommends the Ordinary Resolution for approval of members of the Company.

Mr. Siddhartha Shankar Roy, is interested in the Resolution set out at Item No. 5 of the Notice with respect to his appointment. The relatives of Mr. Siddhartha Shankar Roy, may be deemed to be interested in the said Resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

Item No. 6

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee at its meeting held on 29th May, 2019 had appointed Ms. Gargi Singh (DIN: 08458152), as an Additional Director (Non-Executive Independent Director) of the Company and recommends to the members for appointment as Non-Executive Independent Director not liable to retire by rotation for a period of five consecutive year commencing from 29th May, 2019 to 28th May, 2024. Pursuant to the provisions of Section 161(1) of the Act, Ms. Gargi Singh shall hold office up to the date of this AGM.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Ms. Gargi Singh for the office of Director of the Company.

Ms. Gargi Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director and has also confirmed that she has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. The Company has also received a declaration from Ms. Gargi Singh to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

Ms. Gargi Singh is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, she is independent of management.

Other detail in respect of appointment of Ms. Gargi Singh, in terms of Regulation 26(4) and Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

The Board is of the view that her knowledge and experience will be of immense benefit and value to the Company and thus recommends the Ordinary Resolution for approval of members of the Company.

Ms. Gargi Singh, is interested in the Resolution set out at Item No. 6 of the Notice with respect to her appointment. The relatives of Ms. Gargi Singh, may be deemed to be interested in the said Resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

Item No. 7

The members of the Company had appointed Mr. Ajay Kumar Chakraborty (DIN:00133604) as an Independent Director of the Company for a term of five years w.e.f. 17th November, 2014 upto the Annual General Meeting to be held in the calendar year 2019. Hence, present term will complete on 24th September, 2019 (first term) and is eligible for re-appointment for second term of 5 (five) consecutive years.

Mr. Ajay Kumar Chakraborty (74 years) is the Non-Executive Independent Director of Manaksia Coated Metals & Industries Limited since 2014. He has vast knowledge and experience in field of Accounts, Finance, Legal, Secretarial, Tax etc and he had worked as Company Secretary, Chief Law Officer, Head of Finance and also in the capacity of Executive Director in BHEL over a period of several years. His contribution and valuable outputs is of great support to the Company.

The Board of Directors of the Company at the meeting held on 14th August, 2019, on the recommendation of the Nomination & Remuneration Committee and Audit Committee and on the basis of the report of performance evaluation of Directors and expertise he possesses, has recommended for the approval of the Members, the re-appointment of Mr. Ajay Kumar Chakraborty as a Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company with effect from 24th September, 2019, in terms of Section 149 read with Schedule IV of the Act, and Regulation 17 of Listing Regulations.

The Company has received notice from a Member, under Section 160 of the Act, proposing the re-appointment of Mr. Ajay Kumar Chakraborty as a Non-Executive Independent Director of the Company. Accordingly, it is proposed to re-appoint Mr. Ajay Kumar Chakraborty as Non-Executive Independent Director for a second term of 5 (five) consecutive years from 24th September, 2019.

Mr. Ajay Kumar Chakraborty is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority. The Company has also received a declaration from Mr. Ajay Kumar Chakraborty to the effect that he meets the criteria of

independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Listing Regulations.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Ajay Kumar Chakraborty in terms of Section 149 of the Act. Further, pursuant to the requirement of Regulation 17(1A) of the Listing Regulations with effect from April 1, 2019, no listed entity shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

During the proposed term of re-appointment for five consecutive years, Mr. Ajay Kumar Chakraborty (DIN: 00133604), Non-Executive Independent Director will attain the age of seventy five years and accordingly his continuation as Non-Executive Independent Director from the day of attaining the age of seventy five till the remaining period requires approval of shareholders by way of Special Resolution. Hence, the Special Resolution under Item No.7 once passed, shall also be deemed as your approval under the Listing Regulations, for continuation of Mr. Ajay Kumar Chakraborty as Independent Director beyond the age of seventy five years.

Mr. Ajay Kumar Chakraborty is not related to any Director or Key Managerial Personnel of the Company in any way and in the opinion of the Board of Directors, he is independent of management.

Other detail in respect of appointment of Mr. Ajay Kumar Chakraborty, in terms of Regulation 26(4) and Regulation 36(3) of Listing Regulations, the Act and Secretarial Standards on General Meetings is annexed to this notice.

The Board considers that the re-appointment of Mr. Ajay Kumar Chakraborty would be of immense benefit to the Company and thus recommends the Special Resolution for approval of members of the Company.

Mr. Ajay Kumar Chakraborty, is interested in the Resolution set out at Item No. 7 of the Notice with respect to his appointment. The relatives of Mr. Ajay Kumar Chakraborty, may be deemed to be interested in the said Resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

Item No. 8

The Board of Directors on the recommendation of Audit Committee at its meeting held on 29th May, 2019 has appointed M/s B. Mukhopadhyay & Co., Cost Accountants, (Firm Registration No. 000257), as Cost Auditors for the audit of cost records of the Company for the financial year ending 31st March, 2020 and has authorized Managing Director to mutually decide the remuneration payable to Cost Auditor. As mutually agreed between the Managing Director and the Cost Auditor remuneration of ₹ 1,00,000/- be payable in addition to reimbursement of out-of-pocket expenses incurred for conducting such audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified subsequently by the members of the Company.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out in Item No. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors as decided for conducting audit of the cost records of the Company for the financial year ending 31st March, 2020.

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

The Board recommends the Resolution as set out in Item No. 8 of the Notice for approval by the members by passing an Ordinary Resolution.

Regd. Office:
8/1, Lal Bazar Street,
Bikaner Building, 3rd Floor,
Kolkata – 700 001
Date: 14th August, 2019

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

Sailja Gupta
Company Secretary

**PURSUANT TO SECTION 164(2) OF THE COMPANIES ACT, 2013, REGULATION 36(3)
OF THE LISTING REGULATIONS AND SECRETERIAL STANDARD - 2**

THE BRIEF PROFILE OF DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS FOLLOWS :

Name of the Director	Sushil Kumar Agrawal	Sunil Kumar Agrawal	Siddhartha Shankar Roy	Gargi Singh	Ajay Kumar Chakraborty
Director Identification Number	00091793	00091784	08458092	08458152	00133604
Date of Birth/Age	17.11.1960 59 years	11.12.1961 58 years	29.07.1955 64 years	02.02.1991 29 years	07.04.1945 74 years
Date of first Appointment on the Board	10.01.2013	17.11.2014	29.05.2019	29.05.2019	17.11.2014
Qualifications	Commerce Graduate	Commerce Graduate	Commerce Graduate, Certified Associate of Indian Institute of Bankers (CAIIB)	B.A., LL.B from Calcutta University. Holds Masters degree in Business Law from National Law School of India University, Bangalore	M.Com, Company Secretary, Cost Accountant and Law Graduate
Terms and conditions of appointment or re-appointment	He is being appointed as Managing Director of the Company	He is being appointed as Non-Executive Director of the Company	Provided in the Explanatory Statement of item no. 5 in the Notice	Provided in the Explanatory Statement of item no. 6 in the Notice	Provided in the Explanatory Statement of item no. 7 in the Notice
Details of remuneration sought to be paid	Rs. 126.00 Lacs per annum	Not Applicable	Not Applicable	Not Applicable	Not applicable
Last Remuneration Drawn	Rs. 126.00 Lacs per annum	Not Applicable	Not Applicable	Not Applicable	Not applicable
Expertise	Wide experience and knowledge in overall business management, manufacturing and factory administration. He also has expertise in household insecticides and coated metal operations of the Company.	Wide Experience and knowledge in overall business management, in manufacturing and factory administration.	Wide experience of around 34 years in the field of Banking.	Wide experience in the field of legal matters.	Expertise in business management, finance, banking, legal and secretarial.
Directorship held in other Companies including Foreign Companies excluding alternate directorship	1. Agrim Steel Industries Ltd. 2. Athena Minerals and Steel Pvt. Ltd. 3. Manaksia Cements Pvt. Ltd. 4. SSM Advance Materials Pvt. Ltd. 5. SSQ Exports Pvt. Ltd. 6. Geometry Trade Finance Private Limited	1. Athena Minerals and Steel Pvt. Ltd. 2. Manaksia Cements Pvt. Ltd. 3. Manaksia Limited 4. Manaksia Aluminium Company Limited 5. Purushottam Barter Pvt. Ltd. 6. SSM Advance Materials Pvt. Ltd. 7. SSQ Exports Pvt. Ltd. 8. JPA Snacks Private Limited 9. Geometry Trade Finance Private Limited	None	None	1. Manaksia Aluminium Company Limited 2. Manaksia Steels Limited 3. Manaksia Limited 4. Shreyans Industries Limited

Membership/ Chairmanship of the Committee of other Public Companies	None	1. Member of Audit Committee: -Manaksia Aluminium Company Limited - Manaksia Limited 2. Member of Stakeholders Relationship Committee: - Manaksia Aluminium Company Limited - Manaksia Limited 3. Member of Committee of Directors: - Manaksia Aluminium Company Limited - Manaksia Limited	None	None	1. Chairman of Audit Committee: -Manaksia Aluminium Company Limited -Shreyans Industries Limited 2. Member of Nomination & Remuneration Committee: -Manaksia Aluminium Company Limited -Shreyans Industries Limited 3. Member of Corporate Social Responsibility Committee: Shreyans Industries Limited
Membership/ Chairmanship of the Committee of the Board of Directors of the Company	1. Member of Audit Committee 2. Member of Stakeholders Relationship Committee 3. Member of Committee of Directors	1. Member of Stakeholders Relationship Committee 2. Member of Nomination & Remuneration Committee 3. Member of Committee of Directors	Not Applicable	Not Applicable	1.Chairman of Audit Committee 2. Member of Nomination & Remuneration Committee
Number of Shares Held in the Company	1,31,81,230	1,23,79,620	NIL	NIL	NIL
Relationship with other Directors and other Key Managerial Personnels of the Company	Mr. Mahabir Prasad Agrawal – Father Mr. Sunil Kumar Agrawal - Brother Mr. Karan Agrawal- Son	Mr. Mahabir Prasad Agrawal- Father Mr. Sushil Kumar Agrawal- Brother Mr. Anirudha Agrawal- Son	None	None	None
Number of Board meetings attended during the year	5	5	Not Applicable	Not Applicable	5

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

