

**NOTICE OF THE 2<sup>ND</sup> EXTRA-ORDINARY GENERAL MEETING**

**NOTICE is hereby given that the 2<sup>ND</sup> (Second) Extra-Ordinary General Meeting (EOGM) of the Members of the Manaksia Coated Metals & Industries Limited (“Company”) will be held on Tuesday, 19<sup>th</sup>, September, 2023 at 1:00 P.M through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’) to transact the following business :**

**ITEM NO. 1 ISSUANCE OF 22400000 FULLY CONVERTIBLE EQUITY SHARES WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER, PROMOTER GROUP AND NON PROMOTER CATEGORY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

**“RESOLVED THAT** in accordance with the provisions of Section 23, 42, 62 of the Companies Act, 2013(the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations” or “ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), Foreign Exchange Management Act, 1999, as amended, and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and / or the BSE Limited and the NSE Limited (“Stock Exchange(s)”), where the Equity Shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Reserve Bank of India (“RBI”), Stock Exchange(s) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution) the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the ICDR Regulations, upto 2,24,00,000 (Two Crores Twenty Four Lakhs only) Fully Convertible Equity Share Warrants (“ Warrants”) at an exercise price of R 18/- (Rupees Eighteen Only) per underlying Equity share of the Face Value of Re. 1/- (Rupee one each) (with a premium of Rs. 17/-) (Rupees Seventeen Only) per share which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, each convertible into 1 (One) Equity Share of Face Value of Re. 1/-(Rupee One Only) each (“the Equity Shares”), aggregating up-to Rs. 40,32,00,000/- (Rupees Forty Crores Thirty Two Lakhs Only), for cash, to the person(s) belonging to Promoter, Promoter Group and Non- Promoter Group Category (hereinafter referred as “Proposed Allottee (s)” as more particularly enlisted in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is taken to be August 18, 2023 (As Relevant Date is falling on weekend, therefore the day preceding the weekend is reckoned as the relevant date) being the date which is 30 days prior to the last date for remote e-voting for EOGM (on which date this resolution, if approved by the requisite majority at EOGM, will be deemed to be passed) i.e. Tuesday, September 19, 2023.

**RESOLVED FURTHER THAT** aforesaid Issue of Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following :

- i. The proposed allottee (s) of Warrants shall, on or before the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable by the Proposed allottee(s) before / at the time of exercising the Conversion of Warrant.
- ii. The consideration for allotment of warrants arising out of exercise of such Warrants shall be paid to the Company from the Bank account of the respective proposed warrant allottee(s).
- iii. The Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- iv. The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.

- v. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen months of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- vi. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- viii. The resulting Equity share shall rank pari-passu with the then existing fully paid-up Equity Shares of the Company including as to Dividend and voting Rights etc.
- ix. The Resulting Equity Shares will be listed and traded on the stock exchange(s), where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
- x. The entire pre-preferential allotment Equity shareholding of the proposed allottee(s), if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.
- xi. The Warrants and / or Equity Shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to Lock in for such period as provided under the provisions of Chapter V of ICDR Regulations.
- xii. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- xiii. The Warrants by itself until converted into Equity Shares, does not give the Warrant Holder(s) any rights (including any dividend or voting rights) in the Company in respect of such Warrants;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient to the issue and allotment of the Warrants/ Resulting Equity Shares including but not limited to making application to Stock Exchange(s) for obtaining of in-principle approval, listing of Shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Warrants / Resulting Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a committee of the Board, any other Director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

**ITEM NO.2 : Reappointment of Mr. Debasis Banerjee (DIN : 08164196) as Wholetime Director of the Company :**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, approval of the members be and is hereby accorded for the re-appointment of Mr. Debasis Banerjee (DIN: 08164196), as Whole-time Director of the Company, liable to retire by rotation, for a further period of 3 (Three) years from the expiry of his present term of office, i.e., with effect from 2<sup>nd</sup> August, 2024 on such terms and conditions including remuneration as set out in the Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may mutually be agreed between the Board and Mr. Debasis Banerjee subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

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

**RESOLVED FURTHER THAT** any of the 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.”

**ITEM NO.3 Alteration in Articles of Association of the Company**

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association (“AOA”) of the Company, the approval of the members of the Company be and is hereby accorded to alter the following AOA of the Company in the manner and to the extent as mentioned herein below :

**(1) Existing Article 2(1)(g) be replaced with the following :**

“Seal” means any seal reflecting the name of the Company and as may be approved by the Board of Directors of the Company and may be used by the Company wherever the seal of the Company is required to be affixed or embodied thereupon.

**(2) Existing Article 82(3) be replaced with the following**

Every proxy (whether a member or not) shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a body corporate, under the Seal of such corporate, or be signed by an officer or any attorney duly authorised by it, and any committee or guardian may appoint such proxy.

**(3) Existing Article 105(2) stands deleted and Article 105(1) be re-numbered as Article 105.**

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

**Regd. Office :**

Bikaner Building, 3<sup>rd</sup> Floor,  
8/1, Lal Bazar Street,  
Kolkata – 700 001  
Date: 24th August, 2023  
Place: Kolkata

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

**Shruti Agarwal**  
Company Secretary and Compliance Officer  
Mem.No. F12124

**NOTES :**

1. In view of continuing Covid-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2022, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 respectively (collectively referred to as 'MCA Circulars') issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic" (collectively referred to as "SEBI Circulars") 2015 issued by the Securities and Exchange Board of India ('SEBI Circular') permitted the holding of the Extra Ordinary General Meeting ('EOGM') through VC / OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars the EOGM of the Company is being held through VC / OAVM which does not require physical presence of members at a common venue. The proceedings of the EOGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EOGM.
2. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to special business set out under Item No. 1 to 3, of the accompanying Notice are annexed hereto. A statement providing additional details of the Director along with his brief profile who is seeking re-appointment as set out at Item Nos. 1 to 3 of the Notice dated August 24th, 2023 is annexed herewith as per Regulation 36 of the Listing Regulations, as amended and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
3. Since this EOGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and SEBI Circular. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the EOGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
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. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EOGM through VC / OAVM on its behalf and to vote through remote E-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [asit.labh1@gmail.com](mailto:asit.labh1@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [investor.relations@mcmil.in](mailto:investor.relations@mcmil.in)
7. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off-date of Tuesday, September 12, 2023.
8. The Securities and Exchange Board of India 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 Room No. 502 & 503, 5th Floor, Vaishno Chamber, 6 Brabourne Road, Kolkata- 700 001.
9. 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.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 the format of which is available on the following weblink at <http://www.manaksia coatedmetals.com>
11. 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).
12. 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 RTA for consolidation into single folio.

13. 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.
14. 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: [investor.relations@mcmil.in](mailto:investor.relations@mcmil.in)).
15. Members seeking any information with regard to the Agenda or any matter to be placed at the EOGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Tuesday, September 12, 2023 through email on [investor.relations@mcmil.in](mailto:investor.relations@mcmil.in). The same will be replied by the Company suitably.
16. Attendance of the Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. Pursuant to the MCA and SEBI Circulars, the Notice of the 2nd EOGM is being sent by electronic mode to all the Members whose e mail addresses are registered with the Company/ Depository Participants (DPs). The Company shall send a physical copy of the Notice to those Members who specifically request for the same at [investor.relations@mcmil.in](mailto:investor.relations@mcmil.in) mentioning their Folio No./ DP ID and Client ID. The Notice convening the 2nd EOGM has been uploaded on the website of the Company, [www.manaksiacoatedmetals.com](http://www.manaksiacoatedmetals.com), and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Voting through electronic means:**

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) 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 Extra-Ordinary General Meeting (EOGM) 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 EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period shall commence on Friday, the 15th September, 2023 (9:00 a.m.) and end on Monday, the 18th September, 2023 (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 12th September, 2023, 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.
- III. Those Members, who will be present in the EOGM 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 E-voting system during the EOGM.
- IV. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM through VC/OAVM but shall not be entitled to change or cast their vote 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.
- V. The process and manner for remote e-voting and joining meeting are as under :

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





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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDEAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDEAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p>   <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

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

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID 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. Password details for shareholders other than Individual shareholders 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 attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**



#### How to 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. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [asit.labh1@gmail.com](mailto:asit.labh1@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.relations@mcmil.in](mailto:investor.relations@mcmil.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.relations@mcmil.in](mailto:investor.relations@mcmil.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.

4. The Members can join the EOGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EOGM, without restriction on account of first come first served basis.
6. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
  2. Members are encouraged to join the Meeting through Laptops for better experience.
  3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  5. Members who would like to express their views or ask questions during the EOGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [investor.relations@mcmil.in](mailto:investor.relations@mcmil.in) from Monday, September 11, 2023 (9:00 A.M. IST) to Thursday, September 14, 2023 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM
- VI. 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 12th September, 2023. 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 EOGM through e-voting system.
  - 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, the 12<sup>th</sup> September, 2023 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kolkata@linkintime.co.in](mailto: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, the 12<sup>th</sup> September, 2023 shall only be entitled to avail the facility of remote e-voting as well as voting at the EOGM through e-voting system.
  - X. The Company has appointed CS Asit Kumar Labh, Practising Company Secretary, (ACS No. 32891), to act as the Scrutinizer, for providing facility to the members of the Company to scrutinize the remote e-voting and e-voting at EOGM in a fair and transparent manner.

- XI. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, first count the votes cast during the EOGM, thereafter unblock the votes cast through remote E-voting and make, not later than 2 working days of conclusion of the EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- XII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.manaksiacoatedmetals.com](http://www.manaksiacoatedmetals.com) and on the notice board of the Company at its registered office and on the website of NSDL within 2 working days of passing of the resolutions at the EOGM 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 EOGM.
- XIII. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at [www.manaksiacoatedmetals.com](http://www.manaksiacoatedmetals.com).

Regd. Office:

**Bikaner Building, 3rd Floor,**

**8/1, Lal Bazar Street,**

Kolkata – 700 001

Date: 24th August 2023

Place : Kolkata

**By Order of the Board of Directors**

**For Manaksia Coated Metals & Industries Limited**

**Shruti Agarwal**

Company Secretary and Compliance Officer

Mem.No. F12124

**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. 1 to 3 of the accompanying Notice :

**Item No. 1**

The Board of Directors of the Company ("Board") at their meeting held on the August 19, 2023, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have re-considered and decided / approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("the Act.") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("ICDR Regulations"), the following securities :

"up to an aggregate of 2,24,00,000 (Two Crores Twenty Four Lakhs only) numbers of Fully Convertible Equity Shares Warrants (hereinafter referred to as "Warrants"), convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of the Face Value of Re. 1/- (Rupee One only) each of the Company, at an exercise price of Rs. 18/- (Rupees Eighteen only) (including a premium of Rs. 17/-) per Equity share or at such price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations whichever is higher"

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below :

**A. The Objects of the issue through preferential offer :**

The Company requires infusion of funds to augment the long term resources of the Company for meeting funding requirements of its various business activities i.e to undertake manufacturing of iron & steel, strengthen balance sheet, maintain adequate liquidity for the smooth working of the Company without any hassle, The fund will also be used to meet the Company's working capital requirements and to reduce its current and other liabilities to improve the debt equity ratio accordingly.

**B. Maximum Number of specified securities to be issued:**

This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with ICDR Regulations, up to 2,24,00,000 (Two Crores Twenty Four Lakhs only) numbers of Warrants, convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of the Face Value of Re. 1/- (Rupee One only) each of the Company Further, no assets of the Company are charged as Securities for the said Preferential Issue.

**C.** The allotment of the warrants is subject to the Proposed Allottee(s) not having sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

**D. The names of the Proposed Allottee(s) and their status after preferential issue is as under:**

a. Issue of Warrants to following person(s) belonging to the Promoter, Promoter Group and Non-Promoter Group Category :

SL.NO.	NAME OF THE PROPOSED ALLOTTEE(S)	CURRENT STATUS	PROPOSED STATUS	NO. OF WARRANTS PROPOSED TO BE ISSUED
1.	M/s. Beacon Stone Capital VCC	-	Non-Promoter	4300000
2.	M/s. Silver Stallion Ltd.	-	Non-Promoter	4300000
3.	Mr. Karan Agrawal	Promoter	Promoter	4800000
4.	Mrs. Shailaja Agrawal	Promoter	Promoter	4500000
5.	Mr. Tushar Agrawal	Promoter	Promoter	4500000

**E. Intent of the promoters, Directors or Key Managerial Personnel (KMP) of the issuer to subscribe to the offer :**

Apart from the Proposed Allottee(s) categorized as Promoters/Promoter Group and Non-Promoter group for the Warrants, as mentioned in Table (a) above, no promoter or any Director or Key Managerial Personnel intend to subscribe to the present preferential issue.

**F. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Warrants and Equity Shares is August 18, 2023 (As Relevant Date is falling on weekend, therefore the day preceding the weekend is reckoned as the relevant date) being the date which is 30 days prior to the last date for remote e-voting for EOGM (on which date this resolution, if approved by the requisite majority through EOGM, will be deemed to be passed) i.e. Tuesday, September 19, 2023.

**G. Pending Preferential Issue**

Presently there has been no preferential issue pending or in process except as proposed in this notice.

**H. Basis on which the price has been arrived :-**

In case of the frequently traded Shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares Warrants in preferential issues has to be calculated as:

- a. the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Further, as per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered Valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of Regulation 164, as the case may be, or the price determined under the valuation report from the independent registered Valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Proposed Allottee(s), the pricing of the Convertible Warrants to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded Shares):  
Or
- ii. Price determined as per provisions of the Regulation 164 (4) of the SEBI ICDR Regulations (in case of frequently traded Shares):
- iii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated September 8, 2023 by CA Nikhil Jain, Registered Valuer (Securities of Financial Assets) Regn. No. IBBI/RV/06/2019/12211, 4, Synagogue Street, 2ndFloor, Kolkata – 700 001 and the copy of the same has been hosted on the website <https://www.manaksia coatedmetals.com/page/EOGM-Related-Documents> As per the Valuation Report, the minimum price, in terms of Regulation 164(1),164(4) and 166A(1) of the SEBI ICDR Regulations, 2018, at which Convertible Warrants or Equity Shares can be issued is Rs.17.36/- (Rupees Seventeen and Thirty Six Paise only).

The Shares of the Company are listed and traded on BSE Ltd (BSE) & National Stock Exchange of India Limited.

It is proposed that the Warrants shall be issued at an exercise price of Rs.18/- per underlying Equity share of the Face Value of Re.1/- each (including a premium of Rs.17/- per Equity Share) which is higher than the issue price as determined as per the SEBI (ICDR) Regulations, 2018. The Equity Shares shall be issued at an issue price of Rs.18/- per Equity share of the Face Value of

Re.1/- each (including a premium of Rs.17/- per Equity Share) which is higher than the issue price as determined as per the SEBI (ICDR) Regulations, 2018.

**I. Payment of Consideration:**

For Convertible Warrants: In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to atleast 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants.

Balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottee(s) at the time of exercising the Warrant.

In case the Warrant holder do not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the warrants are payable in cash and has to be paid by the allottee from its respective bank account and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

**J. Dues toward SEBI, stock Exchange(s) or Depositories:** There is no outstanding dues of the company payable towards SEBI, Stock Exchange or Depositories.

**K. Change in control, if any, upon preferential issue:** Consequent to the proposed preferential issue of Warrants / Resulting Equity Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for Shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

**L. The shareholding pattern of the issuer Company before and after the preferential issue :**

The shareholding pattern before and after the proposed preferential issue to Promoter, Promoter Group and Non- promoters are as follows :

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoter/Promoter Group				
1. Mrs. Shailaja Agrawal	497810	0.76	4997810	5.68
2. Mr. Karan Agrawal	1797185	2.74	6597185	7.50
3. Mr. Tushar Agrawal	1472190	2.25	5972190	6.79
4. Other Promoters and Promoter Group	40420755	61.68	40420755	45.97
Total (A=1+2+3+4)	44187940	67.43	57987940	65.94
Non-Promoter/Public				
1. M/s. Silver Stallion Ltd.	0	0	4300000	4.89
2. M/s. Beacon Stone Capital VCC	0	0	4300000	4.89
3. Other Non-Promoter/Public	21346110	32.57	21346110	24.28
Total (B=1+2+3)	21346110	32.57	29946110	34.06
Grand Total (A) + (B)	65534050	100.00	87934050	100.00

**Notes :**

- The Pre Preferential Shareholding pattern is as on August 18, 2023.
- The above post-issue shareholding is prepared assuming the conversion of warrants issued pursuant to resolution at item No. 1 into Equity Shares.

**M. Time frame within which the preferential issue shall be completed.**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

Proposed allottee(s) of Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Warrants.

Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee(s) of such warrants.

**N. Particulars of the proposed allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post Preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the Preferential Issue :**

Sl. No.	Names	PAN	Natural Person who are the Ultimate Beneficial Owners	Pre-preferential holding & (%)		Present Issue of Warrants	Post- preferential holding & (\$6) (assuming full Conversion)	
				No. of Shares	%	No. of Shares	No. of Shares	%
1.	M/s. Beacon Stone Capital VCC	AABCZ9109K	Mr. Amul Mahendra Shah*	0	0	4300000	4300000	4.89
2.	M/s. Silver Stallion Ltd.	AAICS7877A	Mr. Edward Frederik Pieter Hollander*	0	0	4300000	4300000	4.89
3.	Mr. Karan Agrawal	ADGPA2890M	Not Applicable	17,97,185	2.74	4800000	6597185	7.50
4.	Mrs. Shailaja Agrawal	ACMPA5152D	Not Applicable	4,97,810	0.76	4500000	4997810	5.68
5.	Mr. Tushar Agrawal	AVPPA1789G	Not Applicable	14,72,190	2.25	4500000	5972190	6.79

**\* Foreign Citizen and declaration for not having PAN have been received by the Company.**

- The details of the natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee(s) will be beneficially Shareholder of the Equity Shares that may be allotted.
- The Pre-issue Shareholding is as on August 18, 2023.
- There will be no change in control consequent to the present preferential issue of Warrants.

**O. Lock in Requirement**

The lock-in of the Warrants / Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018. The Equity Shares allotted pursuant to the exercise of option attached to the Warrants on preferential basis to the Promoter or Promoter Group, shall be locked-in for a period of eighteen months from the date of trading approval by the stock exchanges.

Provided further that warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.

The Equity Shares allotted pursuant to the exercise of option attached to the Warrants on preferential basis to the Non Promoter Group, shall be locked-in for a period of six months from the date of trading approval by the stock exchanges.

Provided that warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment

The entire pre-preferential allotment shareholding of the respective Proposed Allottee(s), if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations, 2018.

**P. Undertaking**

Neither the Company nor its Directors or Promoter have been declared as a wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.

As per the information available with the Company and confirmed by the Directors / Promoters / KMPs; none of the Directors or Promoters or KMPs who are proposed to be allotted warrants/Equity Shareholders in terms of this Notice, are fugitive economic offenders as defined under the ICDR Regulations.

The Company is eligible to make the Preferential Issue to its Promoter (including promoter group) under Chapter V of the SEBI ICDR Regulations, 2018.

In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee(s).

The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchange, where the Equity Shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

**Q. Practicing Company Secretary's Certificate :**

The certificate from Mr. Atul Kumar Labh, the Practicing Peer Review Company Secretary (Membership No. F48848 and CP No. 3238) certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection on the website of the Company at [www.manaksiacoatedmetals.com](http://www.manaksiacoatedmetals.com) upto Tuesday, September 19, 2023. (date of EOGM) and the same can be accessed at <https://www.manaksiacoatedmetals.com/page/EOGM-Related-Documents>

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, 2018 approval of the Members for issue and allotment of the Warrants to persons belonging to the Promoter, Promoter Group and Non Promoter Category, is being sought by way of a "Special Resolution" as set out in the said item no. 1 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no.1 of the accompanying Notice for approval by the Members of the Company.

Mr. Sushil Kumar Agrawal, Managing Director of the Company and Mr. Karan Agrawal, Wholetime Director of the Company and their relatives are interested in the Special Resolution as Directors and Shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

**ITEM NO.2**

Mr. Debasis Banerjee is the Wholetime Director of the Company since 2<sup>nd</sup> August, 2018. At last he was re-appointed for a period of 3 (Three) years i.e, upto 1<sup>st</sup> August, 2024 and the same was approved by the members of the Company at Annual General Meeting held on 24<sup>th</sup> September, 2020. Now, looking at the ability, expertise and contribution of Mr. Debasis Banerjee towards the performance of the Company, the Board of Directors of the Company based on the recommendation of Nomination & Remuneration Committee and the Audit Committee at its Meeting held on 19<sup>th</sup> August, 2023 has approved the re-appointment of Mr. Debasis Banerjee as Whole-time Director of the Company for a further period of 3 (Three) years with effect from 2<sup>nd</sup> August, 2024, subject to the approval of members.

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

1. The Company re-appoints Mr. Debasis Banerjee as Whole-time Director of the Company for a further period of 3 (Three) years commencing from 2<sup>nd</sup> August, 2024 on the terms and conditions hereinafter expressed which Mr. Debasis Banerjee accepts.



2. Mr. Debasis Banerjee shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.
3. For his services hereunder, Mr. Debasis Banerjee shall be entitled to receive a remuneration not exceeding Rs. 15,00,000/- anytime during the period of his tenure and as may be mutually decided between Mr. Debasis Banerjee and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors but within the limit not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.
4. **Minimum Remuneration:** Where in any financial year during the currency of the tenure as Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Director, remuneration by way of salary, benefits, perquisites, allowances, etc as minimum remuneration subject to the limits specified in Section II of Part II of Schedule V to the Act.
5. Mr. Debasis Banerjee shall not be entitled to any sitting fee for attending meetings of the Board and/or Committees thereof during this tenure. His office shall be liable to determination by retirement of Directors by rotation.
6. The Board may from time to time entrust to Mr. Debasis Banerjee such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
7. Mr. Debasis Banerjee shall ipso facto and immediately cease to be the Whole-time Director if he ceases to hold the office of Director for any cause.
8. Mr. Debasis Banerjee shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
9. The re-appointment may be terminated by either party by giving 3 (Three) months notice of such termination or salary in lieu thereof or by mutual consent.
10. The terms and conditions of re-appointment including remuneration of the Whole-time Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Act or any statutory modification(s) or re-enactments thereof as may be applicable at the relevant time.
11. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Debasis Banerjee as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Debasis Banerjee, as Whole-time Director of the Company.

The Board of Directors of your Company recommends the resolution in relation to re-appointment of Mr. Debasis Banerjee as Whole-time Director for the approval by the shareholders of the Company.

Disclosure pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings are annexed and forms part of this notice.

Except Mr. Debasis Banerjee and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 2 except to the extent of their shareholding.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

### ITEM NO.3

In terms of the provisions of the Companies Act, 2013 keeping a common seal is not mandatory now and hence in order to promote ease of doing business in a hassle free and smooth manner it is proposed to alter the Articles of Association ("AOA") of the Company by deleting all the relevant articles related to common seal.

The Board at its meeting held on 19<sup>th</sup> August, 2023 has approved (subject to the approval of members) alteration of the AOA of the Company as aforesaid.

The proposed change in alteration of Articles of Association requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 and Section 4 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested, financially or otherwise, in the proposed Special Resolutions.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for approval of the Members.		
<b>In accordance with the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 for item no.2 a statement providing the required information is given below :</b>		
<b>I. General Information :</b>		
<b>Nature of Industry</b>	<b>Manufacturing</b>	
Date or expected date of Commercial Production	N.A since the Company has already commenced its business activities.	
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
<b>Financial Performance:</b> (Rs. In Lakhs)		
Particulars	2022-23	2021-22
Total Revenue from Operations	<b>65,160.61</b>	<b>64773.40</b>
Profit Before Tax	742.78	1172.94
Profit After Tax	502.04	894.84

**Foreign Investments or collaborations, if any** – There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) and NRI (Rep. & Non-Rep.) acquired through secondary market and also investment by the Company in its subsidiary M/s. Manaksia International FZE. There is no foreign collaboration in the Company.

**II. Information about the appointees:**

All the required information about the appointee has been provided in the table 'Details of Director seeking re-appointment and seeking fixation of remuneration at the GM' which forms part of this notice.

**III. Other information:**

**1) Reasons of loss or inadequate profits :**

The Company has earned a nominal profit during the year. Our performance for the year has improved in comparison to last year but still in line of inadequate profit.

The remuneration proposed is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.

**2) Steps taken or proposed to be taken for improvement :**

A diversified product portfolio and considerably wide geographical reach, both domestic and international will help the Company to significantly de-risk its business. The Company is focused on enhancing value added products. The Company is further making strategic changes which would result in further cost reduction and thereby contributing to the profitability in the years to come.

**3) Expected increase in productivity and profits in measurable terms :**

The steps taken/proposed to be taken for improvement are expected to make a positive impact on growing revenue and containing costs. This is expected to improve the performance and the profitability of the Company in coming years.

**IV. Disclosures :**

Disclosures pursuant to remuneration of all Directors are contained in the Corporate Governance Report which is annexed to the Directors' Report for the Financial Year 2022-23.

Regd. Office:

**Bikaner Building, 3rd Floor,**

**8/1, Lal Bazar Street,**

Kolkata – 700 001

Date: 24th August 2023

Place : Kolkata

**By Order of the Board of Directors**

**For Manaksia Coated Metals & Industries Limited**

**Shruti Agarwal**

Company Secretary and Compliance Officer

Mem.No. F12124

ANNEXURE TO 2ND EOGM NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT

Disclosure pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings :

<b>Name of Director</b>	<b>Mr. Debasis Banerjee</b>
<b>DIN</b>	08164196
<b>Date of Birth /Age</b>	01/05/1965 58 years
<b>Background Details</b>	He is a Science Graduate from Calcutta University and Diploma holder in Computer Science from Datamatics Corporation Certified Sales and Marketing Professional. He is expertise in FMCG and manufacturing sector. Held various leadership position in the field of sales, Marketing, Supply Chain, Quality Labour Relations and Logistics Management. He is specialised in the area of Plastic Moulding, FMCG Filling, Mosquito Coil Manufacturing and Sales & Distribution.
<b>Past Remuneration</b>	UptoRs. 15.00 Lacs per annum
<b>Recognition or Awards</b>	-
<b>Job Profile and his suitability</b>	Not Applicable
<b>Remuneration Proposed</b>	Not Exceeding Rs. 15.00 Lacs per annum
<b>Comparative Remuneration profile with respect to industry, size of the company, profile of the position</b>	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the key managerial personnel or any other director, if any</b>	No relationship with any of the Board of Directors and Key Managerial Personnel
<b>Date of first Appointment on the Board</b>	02.08.2018
<b>Qualifications</b>	Science Graduate from Calcutta University and Diploma holder in Computer Science from Datamatics Corporation Certified Sales and Marketing Professional.
<b>Terms and conditions of re-appointment</b>	Not Applicable
<b>Last Remuneration Drawn</b>	Rs. 9.50 Lacs per annum
<b>Expertise</b>	Expertise in FMCG and manufacturing sector. Held various leadership position in the field of sales, Marketing, Supply Chain, Quality Labour Relations and Logistics Management. He is specialised in the area of Plastic Moulding, FMCG Filling, Mosquito Coil Manufacturing and Sales & Distribution.
<b>Directorship held in other Companies including Foreign Companies excluding alternate directorship</b>	1. Manaksia Aluminium Company Limited
<b>Listed entities from which the person has resigned in the past three years</b>	-
<b>Membership/Chairmanship of the Committee of other Public Companies</b>	-
<b>Membership/Chairmanship of the Committee of the Board of Directors of the Company</b>	NIL
<b>Number of Shares held in the Company:</b>	
a) Self	NIL
b) As beneficial owner	NIL
<b>Number of Board meetings Attended during the year</b>	4