



Manaksia Coated Metals & Industries Limited

Corporate Identity Number: L27100WB2010PLC144409
Regd. Office : 8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata - 700 001
Phone No.: +91-33-22310050; Fax No.: +91-33-22300336
Email: www.manaksiacoatedmetals.com; Website: investorrelmcmil@manaksia.com

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the Special Resolution appended below are proposed to be passed by the members of the Company by postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the proposed Resolution setting out the material facts concerning Resolution and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ('the Company'), at its meeting held on 13th February, 2019, has considered, approved and recommended the continuation of Directorship of Mr. Mahabir Prasad Agrawal (DIN:00524341), Non-Executive Director, who have attained the age of 75 (Seventy Five) years.

The Company has engaged National Securities Depository Limited (NSDL) to provide remote e-voting facility to members. Members have the option to vote either physically through Postal Ballot Form or through e-voting.

The Board has appointed Mr. Deepak Kumar Khaitan, Practicing Company Secretary, (F.C.S. No. 5615, C.P. No. 5207), as the Scrutinizer ('Scrutinizer') for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Notice and return the Form duly completed in all respects with the assent (For) or dissent (Against), in the enclosed self-addressed postage pre-paid Business Reply Envelope not later than close of working hours i.e. 05:00 p.m. on Monday, 25th March, 2019. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Member desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballot (including e-voting). The results of the postal ballot shall be declared on or before Wednesday, 27th March, 2019 and communicated to the Stock Exchanges, Depositories and shall also be displayed on the Company's website, www.manaksiacoatedmetals.com.

The Special Resolution appended in this notice, if approved by the requisite majority, shall be passed on the date on which the results of this postal ballot will be declared.

Item No. 1: Approval for continuation of Directorship of Mr. Mahabir Prasad Agrawal (DIN: 00524341) as Non- Executive 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with rules made there under, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Mr. Mahabir Prasad Agrawal (DIN: 00524341), as Non-Executive Director of the Company, beyond the age of 75 years with effect from April 1, 2019.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Regd. Office:
8/1, Lal Bazar Street,
Bikaner Building, 3rd Floor,
Kolkata - 700 001
Date : 13th February, 2019

By Order of the Board of Directors
For **Manaksia Coated Metals & Industries Limited**
Sailja Gupta
Company Secretary
Membership No. A50063

NOTES :

1. The statement pursuant to the provisions of Section 102 of the Act stating all material facts and the reasons for the proposed resolution alongwith a Postal Ballot Form is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business, and has an option to, in case of other items of special business, to seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, member approval is sought for the resolution contained in this Notice through Postal Ballot (“Postal Ballot Notice”). The said resolution and the explanatory statement are being sent to members along with a Postal Ballot Form for their consideration.
3. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on **15th February, 2019** (“Cut-off date”). The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company’s Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
4. Members whose names appear on the Register of Members/Record of Depositories as on the cut-off date, will be considered for the purpose of voting. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only.
5. Resolution passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the members.

6. The members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
7. Mr. Deepak Kumar Khaitan, Practicing Company Secretary, (F.C.S. No. 5615, C.P. No. 5207) has been appointed as Scrutinizer for conducting the Postal Ballot and electronic voting process in a fair and transparent manner in accordance with the Act and the Rules made there under.
8. The Postal Ballot Notice along with Postal Ballot Form is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/Depositories, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will also be available on the Company's website, **www.manaksiacoatedmetals.com** and on the website of NSDL i.e. **evoting@nsdl.co.in** and on the website of the Stock Exchanges where shares of the Company are listed.
9. A Postal Ballot Form and a self-addressed postage pre-paid business reply envelope are attached to this Notice. The self-addressed envelope bears the address to which duly completed Postal Ballot Form should be sent back.
10. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on the cut-off date.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
12. The remote e-voting commences on Sunday, 24th February, 2019 at 09:00 a.m. (IST) and ends on Monday, 25th March, 2019 at 05:00 p.m. (IST). The remote e-voting module shall also be disabled by NDSL for voting thereafter.
13. The shareholders who do not receive the Postal Ballot Form may apply to the Company at **investorrelmcmil@manaksia.com** or write to Manaksia Coated Metals & Industries Limited, 8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata - 700 001 for receiving the duplicate copy thereof.
14. A member cannot exercise his/her vote by proxy on postal ballot.
15. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, in the enclosed self-addressed postage-prepaid Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. 05:00 p.m. on Monday, 25th March, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. If any postal ballot is received after 05:00 p.m. on Monday, 25th March, 2019, it will be considered that no reply from the member has been received.
16. An announcement shall be made regarding the despatch of the Postal Ballot Notice together with Explanatory Statement, through an advertisement in 1 (one) English newspaper and 1 (one) Bengali newspaper, where the Registered Office of the Company is situated.

17. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before Wednesday, 27th March, 2019 and will be displayed on the website of the Company (www.manaksiacoatedmetals.com), besides being communicated to the Stock Exchanges and Depositories on the said date. Further, the result of voting along with the Scrutinizer's Report shall also be displayed on the Notice Board of the Company at the Registered Office.
18. The resolution, if passed by the requisite majority shall be deemed to have been passed on the date on which the results of this postal ballot will be declared.
19. Members can contact Ms. Sailja Gupta (Company Secretary & Compliance Officer) at e-mail: investorrelmcmil@manaksia.com; Telephone no. +91-33-2231 0050 or the Registrar and Share Transfer agent of the Company at e-mail: kolkata@linkintime.co.in; Telephone no.+91-33-2289 0540, to resolve any grievances with regard to voting by Postal Ballot.
20. All the material documents referred to in the Explanatory Statement are available for inspection by the Members of the Company at its Registered Office on any working day between 11:00 a.m. (IST) and 01:00 p.m. (IST), except Saturday and Sunday, up to the last date of receipt of Postal Ballot Form specified in this Notice.
21. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at khaitan52@gmail.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
22. **Voting through electronic means**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules made hereunder, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

- i. The e-voting period will commence from 09:00 a.m. (IST) on Sunday, 24th February, 2019 and end at 05:00 p.m. (IST) on Monday, 25th March 2019.
- ii. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of Friday, 15th February, 2019 may cast their vote electronically. The e-voting module shall be disabled for voting from 05:00 p.m. (IST) on 25th March, 2019.

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.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 ‘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.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. 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.nsdl.com.
- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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**.

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

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Item No. 1.

Item No. 1

Pursuant to the requirement of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 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.

Mr. Mahabir Prasad Agrawal, aged 80 years (Date of Birth: 05/07/1938) was appointed as Non-Executive Director of the Company under Section 152 of the Companies Act, 2013 and Rules made there under, subject to retirement by rotation, with effect from 16th May, 2016. Since, Mr. Mahabir Prasad Agrawal, Non-Executive Director, is more than 75 years of age and accordingly his continuation in office with effect from April 1, 2019 requires approval of shareholders by way of Special Resolution.

A brief justification for his continuation as Non-Executive Director on the Board of the Company with effect from April 1, 2019 is as under:

Mr. Mahabir Prasad Agrawal (80 years) is the Non-Executive Director of Manaksia Coated Metals & Industries Limited since 2016. He has more than 50 years of experience in Packaging Industry and he also has vast expertise in the field of metal industry and coated metal products. Currently, he is also on the Board of Manaksia Overseas Limited, Vinayak Enclave & Developer Pvt. Ltd., Shree Sanyogita Commercial Private Limited, Godson Exports Pvt. Ltd., Purushottam Barter Private Limited and JPA Snacks Private Limited.

Mr. Mahabir Prasad Agrawal holds 70,24,990 equity shares in the Company.

Mr. Mahabir Prasad Agrawal, Non-Executive Director is one of the Promoters of the Company and he is father of Mr. Sushil Kumar Agrawal, Managing Director and Mr. Sunil Kumar Agrawal, Non-Executive Director. Other than the said Directors, he is not related to any other Director.

The Board of Directors recommends the Special Resolution to continue Mr. Mahabir Prasad Agrawal as a Non-Executive Director, for the approval by the shareholders of the Company.

Disclosure required under Section 196(4) of the Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard 2 is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act 2013, the extent of shareholding of Mr. Mahabir Prasad Agrawal and his relatives is provided below:

Name of Directors/KMP/Relatives	Extent of shareholding in the Company (%)
Mahabir Prasad Agrawal	10.72
Sushil Kumar Agrawal	20.11
Sunil Kumar Agrawal	18.89
Shailaja Agrawal	0.76
Manju Agrawal	0.74
Kanta Devi Agrawal	0.74
Mahabir Prasad Agrawal (HUF)	0.71

Except Mr. Mahabir Prasad Agrawal 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 as set out at Item No. 1 except to the extent of their shareholding.

Regd. Office:
8/1, Lal Bazar Street,
Bikaner Building, 3rd Floor,
Kolkata - 700 001
Date : 13th February, 2019

By Order of the Board of Directors
For **Manaksia Coated Metals & Industries Limited**
Sailja Gupta
Company Secretary
Membership No. A50063

Annexure to the Postal Ballot Notice dated 13th February, 2019

Details of Director seeking continuation of appointment as on April 1, 2019

(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Mahabir Prasad Agrawal
Director Identification Number	00524341
Date of Birth/Age	05.07.1938 (80 years)
Date of first Appointment on the Board	16.05.2016
Qualifications	Commerce Graduate
Nature of Appointment	Continuation of Directorship as a Non-Executive Director
Terms and conditions	As mentioned in the Explanatory Statement
Details of remuneration sought to be paid	Not applicable as appointed as Non-Executive Director
Last Remuneration Drawn	Not applicable as appointed as Non-Executive Director
Expertise	More than 50 years of experience in Packaging Industry and he also has vast expertise in the field of metal industry and coated metals product.
Directorship held in other Companies including Foreign Companies excluding alternate directorship	1. Manaksia Overseas Limited. 2. Vinayak Enclave & Developer Pvt. Ltd. 3. Godson Exports Pvt. Ltd. 4. Purushottam Barter Pvt. Ltd. 5. Shree Sanyogita Commercial Pvt. Ltd. 6. JPA Snacks Private Limited
Membership/Chairmanship of the Committee of other Public Companies	None
Membership/Chairmanship of the Committee of the Board of Directors of the Company	Member of Committee of Directors
Number of Shares held in the Company	70,24,990 Equity shares
Relationship with other Directors and other Key Managerial Personnels of the Company	Mr. Sushil Kumar Agrawal- Son Mr. Sunil Kumar Agrawal- Son
Number of Board meetings Attended during the year	He has attended all the 5 meetings held till date during FY 2018-19 (includes meeting held on 13th February, 2019).