

NOTICE OF 10TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting ('AGM') of the Members of the Manaksia Coated Metals & Industries Limited ('Company') will be held on Thursday, the 24th September, 2020 at 04:30 P.M. (IST) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following businesses:

Ordinary Business(es):

1. To consider and adopt:
 - a. the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors' and Auditors' thereon.
 - b. the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Report of Auditors' thereon.
2. To appoint a Director in place of Mr. Karan Agrawal (DIN: 05348309), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Debasis Banerjee (DIN: 08164196), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business(es):

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

"RESOLVED THAT pursuant to the provisions of Sections 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. Sushil Kumar Agrawal (DIN: 00091793), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years from the expiry of his present term of office, i.e., with effect from 23rd November, 2020 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 agreed between the Board and Mr. Sushil Kumar Agrawal provided that such variation or increase as case may be, is within the overall limits as specified under Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Sushil Kumar Agrawal 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."

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

"RESOLVED THAT pursuant to the provisions of Sections 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. Karan Agrawal (DIN: 05348309), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years from the expiry of his present term of office, i.e., with effect from 17th November, 2020 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 agreed between the Board and Mr. Karan Agrawal provided that such variation or increase as case may be, is within the overall limits as specified under Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Karan Agrawal 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."

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

“RESOLVED THAT pursuant to the provisions of Sections 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 period of 3 (Three) years from the expiry of his present term of office, i.e., with effect from 2nd August, 2021 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.”

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

“RESOLVED THAT pursuant to the provisions section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Nomination & Remuneration Committee and Audit Committee and the approval of the Board of Directors, consent of the members of the Company be and is hereby accorded to enhance the prescribed limit of the remuneration payable to Mr. Tushar Agrawal (Vice-President) who is relative of Managing Director & Whole-time Director of the Company, and holding office or place of profit in the Company from 1st June, 2015 be increased from ₹ 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) per month to ₹ 4,00,000/- (Rupees Four Lakhs Only) per month as set out in the explanatory statement attached hereto which shall be deemed to form part hereof. The terms and conditions of the said enhancement of remuneration, is in line with the policy of the Company.

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.”

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

“RESOLVED THAT pursuant to the provisions of Section 13 and Section 4 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder including any modification(s) or re-enactment(s) thereof for the time being in force and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company such that after para 4 of Clause III A, the following new clauses be added to the existing Clause III A of the MOA of the Company and other object clause of MOA of the Company be altered by completely deleting para 11, 26 and 27 Clause III C of MOA and subsequently renumbering the remaining para as 11-25:

5. To carry on the business of manufacturing, buying, selling, porting, Importing, exchanging, altering, improving, manipulating, recovering and dealing in polymers, Resins, Plastics, Adhesive, Moulding Powders, Printing inks, Lacquers, Varnishes, Coatings, Plasticisers, Solvents, Additives, Pigments, Dyes, Colours, Paints, enamels, Distemper, Polishes, Spirits, Bleaches, Whitewasher, Brightener, Launderer, Bleaching Agent, Brightening Agents, and other Chemicals, Components and product of similar nature and also to undertake making of and dealing in plates, Blocks, films, bromidies and other materials and machineries used in the process of all types of printing.
6. To carry on the business of manufacturers, buyers, sellers, dealers, importers and exporters of pesticides, insecticides, fungicides, weedicides and germicides, agro-chemical, Detergent, washing, preparations, Soaps, toileteries, aerosols, freshners, bathing soap, liquid soap, shower gel, shampoo, hand wash and similar products, washing, detergent soap bar or powder and other surfactants and similar products toilet cleaning powder & liquid and surfactants and floor cleaners and such other incidental and allied products.

7. To buy, sell, exchange, improve, maintain and generally deal in real properties and to acquire by purchase or otherwise interests in lands and real property of any tenure, construct houses and buildings thereon, alter, re-build, enlarge and improve existing buildings, factories, lanes, roads, streets, gardens in order to convert the same into profit earning property of the Company; to construct, develop, set up, establish, purchase or otherwise acquire houses, buildings, sheds, godowns, warehouses, cold storages, cinema halls, lodges, hotels, factories, mills, plants, workshops and all other types of immovable properties including any other types of fixtures on land and buildings and to run all or any of these as a business undertaking or to let these out on lease, rent, contract or any other agreement as may be deemed fit; to buy lands, houses, apartments and other immovable properties and to hold, maintain, sell, allot houses, apartments, sheds and other immovables properties or buildings thereof to the shareholders or any other persons and to carry on business of builders, surveyors, architectures, bricks and tiles makers, lime burners houses and estate agents.

RESOLVED FURTHER THAT any of the Director and/or the Chief Financial Officer/Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Audit Committee and authorized by the Board of Directors to Managing Director to mutually decide the remuneration with the Cost Auditor, consent of the members be and is hereby accorded for ratification of the remuneration of M/s B. Mukhopadhyay & Co, Cost Accountants, (Firm Registration No. 000257), of ₹ 1,00,000/- for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2021, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

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.”

Regd. Office:
8/1, Lal Bazar Street,
Bikaner Building, 3rd Floor,
Kolkata - 700 001
Date: 14th August, 2020

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

Sailja Gupta
Company Secretary
Membership No. A50063

NOTES:

1. In view of 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 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, 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 issued by the Securities and Exchange Board of India ('SEBI Circular') permitted the holding of the Annual General Meeting ('AGM') 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 Circular, the AGM 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 AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. A Statement, pursuant to Section 102(1) of the Act, relating to special business set out under Item Nos. 4 to 9, of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along

with the brief profile of Directors who are seeking appointment/re-appointment as set out at Item Nos. 2 to 6 of the Notice dated August 14, 2020 are 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 AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the AGM 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 AGM 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 **agarwaltodi91@gmail.com** with a copy marked to **evoting@nsdl.co.in** and **investorrelmcmil@manaksia.com**
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 17th September, 2020.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 18th September, 2020 to Thursday, the 24th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
9. SEBI vide its notification dated 8 June 2018, amended the Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only, effective from 1 April 2019. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account. A guidance note on dematerialization of shares of the Company is also hosted on the Company's website for ease of understanding of the shareholders and can be viewed at <http://www.manaksiacoatedmetals.com/pdf/Guidance-Note-on-Dematerialisation-of-shares-held-in-physical-form-07082019.pdf>
10. 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.
11. 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.
12. 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).
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: **investorrelmcmil@manaksia.com**).

15. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, 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 Statements are requested to write to the Company on or before Monday, September 14, 2020 through email on **investorrelmcmil@manaksia.com**. The same will be replied by the Company suitably.
16. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to **investorrelmcmil@manaksia.com**.
17. Members holding shares in Electronic/Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
18. Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website **www.manaksiacoatedmetals.com**, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively, and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. **www.evoting.nsdl.com**.
20. **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 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The remote e-voting period shall commence on Sunday, the 20th September, 2020 (09:00 a.m.) and end on Wednesday, the 23rd September, 2020 (05:00 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 Thursday, the 17th September, 2020, 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 AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system during the AGM.
 - IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM 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 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 : 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **agarwaltodi91@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**

Process for registration of email id for obtaining Annual Report and user id/password for E-voting and updation of bank account:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Link Intime India Pvt Ltd. providing 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) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <p>a) Name and Branch of the Bank, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions. d) 9 digit MICR Code Number, and 11 digit IFSC Code e) A scanned copy of the cancelled cheque bearing the name of the first shareholder.</p>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.</p>

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

- Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote E-voting login credentials and selecting the EVEN for Company's AGM.

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. Further Members can also use the OTP based login for logging into the E-voting system of NSDL.

- Facility of joining the AGM through VC/OAVM shall open 30 (thirty) minutes before the time scheduled for the meeting and may close not earlier than 30 minutes after the commencement of the meeting.
- Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 10th AGM without any restriction on account of first-come-first-served principle.
- In case of any query/grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360/022 – 24994545 or toll free no. 1800–222–990 or at E-mail ID : evoting@nsdl.co.in
- Members who would like to express their views or ask questions during the AGM 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 investorrelmcmil@manaksia.com from Wednesday, 16th September, 2020 (9:00 A.M. IST) to Friday, 18th September, 2020 (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 AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

6. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. 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.

C. 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 AGM is same as the instructions mentioned above for remote e-voting.
 2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
 3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- 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 Thursday, the 17th September, 2020. 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 of Thursday, the 17th September, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- 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. Thursday, the 17th September, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.
- IX. The Company has appointed M/s. Agarwal Todi & Company, Practicing Chartered Accountants, to act as the Scrutinizer, for providing facility to the members of the Company to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make, not later than 48 (forty eight) hours of conclusion of the AGM, 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.
- XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manaksiacoatedmetals.com and on the notice board of the Company at its registered office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
- XII. 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.

Regd. Office:
8/1, Lal Bazar Street,
Bikaner Building, 3rd Floor,
Kolkata - 700 001
Date: 14th August, 2020

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

Sailja Gupta
Company Secretary
Membership No. A50063

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. 4, 5, 6, 7, 8 & 9 of the accompanying Notice:

Item No. 4

Mr. Sushil Kumar Agrawal, Managing Director of the Company was appointed w.e.f. 23rd November, 2014 and was subsequently re-appointed for a period of 3 (Three) years with effect from 23rd November, 2017 and the same was approved by the members of the Company at Annual General Meeting held on 22nd September, 2017. Now, looking at the ability, expertise and contribution of Mr. Sushil Kumar Agrawal 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 14th August, 2020 has approved the re-appointment of Mr. Sushil Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years with effect from 23rd November, 2020, subject to the approval of members in the ensuing Annual General Meeting.

The main terms and conditions of appointment of Mr. Sushil Kumar Agrawal as the Managing Director are given below:

1. The Company re-appoints Mr. Sushil Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years commencing from 23rd November, 2020 on the terms and conditions hereinafter expressed which Mr. Sushil Kumar Agrawal accepts.
2. Mr. Sushil Kumar Agrawal 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. Sushil Kumar Agrawal shall be entitled to receive a remuneration of ₹ 10,50,000/- per month as may be mutually decided between Mr. Sushil Kumar Agrawal 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 Managing 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. Sushil Kumar Agrawal shall nor be entitled to any sitting fee for attending meetings of the Board and/or Committees thereof during his 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. Sushil Kumar Agrawal 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. Sushil Kumar Agrawal shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.
8. Mr. Sushil Kumar Agrawal 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 Managing 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. Sushil Kumar Agrawal 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 Mr. Sushil Kumar Agarwal, as a Managing Director of the Company.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. Sushil Kumar Agrawal as Managing Director for the approval by the shareholders of the Company.

Disclosure required under 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. Sushil Kumar Agrawal and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Sushil Kumar Agrawal	20.114
Shailaja Agrawal	0.760
Karan Agrawal	2.742
Tushar Agrawal	2.246
Devansh Agrawal	1.144
Sushil Kumar Agrawal (HUF)	0.516
Mahabir Prasad Agrawal	10.720
Kanta Devi Agrawal	0.736
Mahabir Prasad Agrawal (HUF)	0.708
Sunil Kumar Agrawal	18.890
Sunil Kumar Agrawal (HUF)	0.601

Except Mr. Sushil Kumar 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 set out at Item No. 4 except to the extent of their shareholding.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

Mr. Karan Agrawal, Whole-time Director of the Company was appointed w.e.f. 17th November, 2014 and was subsequently re-appointed for a period of 3 (Three) years with effect from 17th November, 2017 and the same was approved by the members of the Company at Annual General Meeting held on 22nd September, 2017. Now, looking at the ability, expertise and contribution of Mr. Karan Agrawal 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 14th August, 2020 has approved the re-appointment of Mr. Karan Agrawal as Whole-time Director of the Company for a period of 3 (Three) years with effect from 17th November, 2020, subject to the approval of members in the ensuing Annual General Meeting.

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

1. The Company re-appoints Mr. Karan Agrawal as Whole-time Director of the Company for a period of 3 (Three)

years commencing from 17th November, 2020 on the terms and conditions hereinafter expressed which Mr. Karan Agrawal accepts.

2. Mr. Karan Agrawal 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. Karan Agrawal shall be entitled to receive a remuneration of ₹ 10,00,000/- per month as may be mutually decided between Mr. Karan Agrawal 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. Karan Agrawal shall nor be entitled to any sitting fee for attending meetings of the Board and/or Committees thereof during his 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. Karan Agrawal 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. Karan Agrawal 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. Karan Agrawal 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. Karan Agrawal 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. Karan Agrawal, as a Managing Director of the Company.

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

Disclosure required under 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. Karan Agrawal and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Karan Agrawal	2.742
Sushil Kumar Agrawal	20.114
Shailaja Agrawal	0.760
Sushil Kumar Agrawal (HUF)	0.516
Tushar Agrawal	2.246
Devansh Agrawal	1.144

Except Mr. Karan 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 set out at Item No. 5 except to the extent of their shareholding.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6:

Mr. Debasis Banerjee, Whole-time Director of the Company was appointed by the Board of Directors on the recommendation of Nomination & Remuneration Committee w.e.f. 2nd August, 2018 and the same was approved by the members of the Company at Annual General Meeting held on 27th September, 2018. 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 14th August, 2020 has approved the re-appointment of Mr. Debasis Banerjee as Whole-time Director of the Company for a period of 3 (Three) years with effect from 2nd August, 2021, subject to the approval of members in the ensuing Annual General Meeting.

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 period of 3 (Three) years commencing from 2nd August, 2021 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 ₹ 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 nor be entitled to any sitting fee for attending meetings of the Board and/or Committees thereof during his 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 appointment of Mr. Debasis Banerjee as Whole-time Director for the approval by the shareholders of the Company.

Disclosure required under Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out as the annexure to 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. 6 except to the extent of their shareholding.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7

On recommendation of Audit Committee and Nomination & Remuneration Committee and as approved by the Board of Directors of the Company for increase in the remuneration of Mr. Tushar Agrawal (Vice-President), relative of Mr. Sushil Kumar Agrawal, Managing Director & Mr. Karan Agrawal, Whole-time Director of the Company, at their meetings held on 14th August, 2020, in terms of the provisions of Section 177, 188 and other applicable provisions of the Companies Act, 2013 (the 'Act'). Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of Companies (Meetings of Board and its Powers) Rules, 2014 as amended, provides that related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding ₹ 2,50,000/- shall be subject to approval by the Board of Directors of the Company and the Members of the Company.

Further, fourth proviso to Section 188(1) of the Act prescribes that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis. Although, the above transaction is at arms' length basis and in ordinary course of business for the Company, approval of shareholders is sought by way of Ordinary resolution as a good governance practice.

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

- a. Name of the related party: Mr. Tushar Agrawal
- b. Name of the director or key managerial personnel who is related, if any: Mr. Sushil Kumar Agrawal & Mr. Karan Agrawal
- c. Nature of relationship: Mr. Tushar Agrawal, is related to Mr. Sushil Kumar Agrawal, Managing Director, as Son and to Mr. Karan Agrawal, Whole-time Director as Brother.
- d. Nature, material terms, monetary value and particulars of the contract or arrangement:
 - Mr. Tushar Agrawal is holding the office or place of profit from 1st June, 2015 and was designated as Vice President with effect from 13th February, 2019. Looking at his experience, knowledge and valuable inputs he provides for the benefit of the Company his remuneration was increased from time to time by the Audit Committee and Board of Directors. His present designation is Vice-President and remuneration payable is ₹ 2,50,000/-per month in line with the Policy of the Company, as may be approved by the Board or any committee thereof as may be authorised by the Board.
- e. Any other information relevant or important for the members to take a decision on the proposed resolution:

Mr. Tushar Agrawal, aged 28 years, has done Bachelor of Science, Finance Major from Bentley University and has done post graduation in Masters of Business Administration from Indian School of Business and having 5 years' working experience in various fields and has been associated with the Company since 2015. He has played a very important role in expansion of the Company and is currently looking after administration and related activities as Vice President. His proposed remuneration with effect from 1st October, 2020 is ₹ 4,00,000/- per month.

The Board of Directors at its meeting held on 14th August, 2020 considered and recommended passing of the resolution at Item No. 7 of this Notice by way of an Ordinary Resolution.

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

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sushil Kumar Agrawal, Managing Director & Mr. Karan Agrawal, Whole-time Director, and his relatives, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

Item No. 8

In order to diversify the business, the Company proposes to amend its main object clause of the Memorandum of Association ('MOA') and to include activities permitted to be undertaken from time to time, it is proposed to modify the main object clause of the MOA of the Company by inserting paras 5, 6 and 7 in Clause III (A) of MOA and other object clause of MOA of the Company be altered by completely deleting para 11, 26 and 27 Clause III C of MOA and subsequently renumbering the remaining para as 11-25.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the Company as stated in the Resolution in the annexed notice. The above amendment would be subject to the approval of the Statutory or Regulatory Authority, as may be necessary.

The Board at its meeting held on 14th August, 2020 has approved (subject to the approval of members) alteration of the MOA of the Company as aforesaid.

The proposed change of object clause 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 in the proposed Special Resolution.

The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

Item No. 9

The Board of Directors on the recommendation of Audit Committee at its meeting held on 23rd June, 2020 has appointed M/s B. Mukhopadhyay & Co, Cost Accountants, (Firm Registration No.000257), as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31st March, 2021 and has authorized Managing Director to mutually decide the remuneration payable to Cost Auditor. As mutually agreed between the Managing Director and the Cost Auditor remuneration of ₹ 1,00,000/- be payable in addition to reimbursement of out-of-pocket expenses incurred for conducting such audit.

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

Accordingly, consent of the members is sought by passing an ordinary resolution as set out in Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors as decided for conducting audit of the cost records of the Company for the financial year ending 31st March, 2021.

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

The Board recommends the Resolution as set out in Item No. 9 of the Notice for approval by the members by passing an Ordinary Resolution.

In accordance with the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 for item no. 4,5 and 6, a statement providing the required information is given below:

I. General Information:

Nature of Industry	Manufacturing
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

Financial Performance:

(₹ in Lacs)

Particulars	2019-20	2018-19
Total Revenue from Operations	24585.02	25448.41
Profit Before Tax	288.35	279.76
Profit After Tax	487.89	27.12

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. There is no foreign collaboration in the Company.

II. Information about the appointees:

All the required information about the appointees have been provided in the table Details of Directors seeking appointment/re-appointment at the AGM which forms part of this notice.

III. Other information:**(1) Reasons of inadequate profits**

The Company has earned a nominal profit during the year under. In the Financial Year ended 31st March, 2020, the Company made Profit after Tax of ₹ 487.89 Lakhs as compared to ₹ 27.12 Lakhs for the FY 2018-19.

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 Schedule V of the Act is contained in the explanatory statement to the respective resolution and also in the Corporate Governance Report which is annexed to the Directors' Report for the Financial Year 2019-20.

Regd. Office:
8/1, Lal Bazar Street,
Bikaner Building, 3rd Floor,
Kolkata - 700 001
Date: 14th August, 2020

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

Sailja Gupta
Company Secretary
Membership No. A50063

**PURSUANT TO SECTION 164(2) OF THE COMPANIES ACT, 2013, REGULATION 36(3) OF
THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2
THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS FOLLOWS:**

Annexure

Name of the Director	Sushil Kumar Agrawal	Karan Agrawal	Debasis Banerjee
Director Identification Number	00091793	05348309	08164196
Date of Birth/ Age	17.11.1960 60 years	27.10.1986 34 years	01.05.1965 55 years
Date of first Appointment on the Board	10.01.2013	17.11.2014	02.08.2018
Qualifications	Commerce Graduate	Commerce Graduate and Diploma holder in Management from IIM, Bangalore	Science Graduate from Calcutta University and Diploma holder in Computer Science from Datamatics Corporation Certified Sales and Marketing Professional.
Terms and conditions of appointment or re-appointment	Provided in the Explanatory Statement of item no. 4 in the Notice	Provided in the Explanatory Statement of item no. 5 in the Notice	Provided in the Explanatory Statement of item no. 6 in the Notice
Recognition & Rewards	-	-	-
Details of remuneration sought to be paid	₹ 126.00 Lacs per annum	₹ 120.00 Lacs per annum	Not Exceeding ₹ 15.00 Lacs per annum
Last Remuneration Drawn	₹ 126.00 Lacs per annum	₹ 120.00 Lacs per annum	₹ 9.50 Lacs per annum
Experience (including expertise in specific functional area) / Brief Resume	Wide experience and knowledge in overall business management, manufacturing and factory administration. He also has expertise in household insecticides and coated metals operations of the Company.	Wide Experience and knowledge in overall business management and marketing of Coated metals products.	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.
Directorship held in other Companies including Foreign Companies excluding alternate directorship	1. Athena Minerals and Steel Pvt. Ltd. 2. Manaksia Cements Pvt. Ltd. 3. Purushottam Barter Pvt. Ltd. 4. SSM Advance Materials Pvt. Ltd. 5. SSQ Exports Pvt. Ltd. 6. JPA Snacks Private Limited 7. Geometry Trade Finance Private Limited	1. Manaksia Cements Private Limited 2. ADEL Shipping & Logistics Limited 3. ADEL Shipping Holdings Limited 4. Manaksia International FZE	None
Membership/ Chairmanship of the Committee of other Public Companies	None	None	None
Membership/Chairmanship of the Committee of the Board of Directors of the Company	1. Member of Audit Committee 2. Member of Stakeholders Relationship Committee 3. Member of Committee of Directors	None	None
Comparative remuneration profile, profile of the position and person	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.	The remuneration proposed to be paid to him is fully justifiable and comparable to that prevailing in the industry.
Number of Shares Held in the Company	1,31,81,230	17,97,185	NIL
Relationship with other Directors and other Key Managerial Personnels of the Company	Mr. Mahabir Prasad Agrawal - Father Mr. Sunil Kumar Agrawal - Brother Mr. Karan Agrawal- Son	Mr. Sushil Kumar Agrawal - Father	NIL
Number of Board meetings Attended during the year	4	3	3