

Sec/Share/055/FY 19-20

Date: 29.08.2019

**The Secretary**  
**BSE Limited**  
New Trading Wing,  
Rotunda Building,  
PJ Tower, Dalal Street,  
Mumbai- 400001  
Security Code: 532932

**The Manager**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block "G"  
5<sup>th</sup> floor, Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051  
Symbol: MANAKSIA

Sir,

**Sub: Notice convening 35th Annual General Meeting**

Please find enclosed herewith a copy of the Notice dated 16<sup>th</sup> July, 2019 convening the 35<sup>th</sup> Annual General Meeting of the Company on Wednesday, the 25<sup>th</sup> September, 2019 at 10:00 a.m. at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata – 700027.

The schedule of the events is set out as follows:

Events	Day & Date	Time
Cut date for e-voting	Wednesday, 18 <sup>th</sup> September, 2019	N.A.
Commencement of e-voting	Saturday, 21 <sup>st</sup> September, 2019	09:00 A.M.
End of e-voting	Tuesday, 24 <sup>th</sup> September, 2019	05:00 P.M.
AGM	Wednesday, 25 <sup>th</sup> September, 2019	10:00 A.M.

This may be treated as compliance with Regulation 30 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,  
Yours faithfully

**For Manaksia Limited**



**(Pradip Kumar Kandar)**  
Company Secretary



**Encl: As above**



Regd. Office: Turner Morrison Building, 6 Lyons Range, Mezzanine Floor, North-West Corner, Kolkata- 700 001  
 Phone No.: +91-33-22310055; Fax No.: +91-33-2230 0336,  
 Email: investor.relations@manaksia.com; website: www.manaksia.com  
 Corporate Identity Number: L74950WB1984PLC038336

## NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Fifth (35<sup>th</sup>) Annual General Meeting (AGM) of the Members of Manaksia Limited (“Company”) will be held on Wednesday, the 25<sup>th</sup> September, 2019 at 10.00 a.m. at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo, Belvedere Road, Kolkata - 700027, to transact the following business(es):

### Ordinary Business :

1. To receive, consider and adopt :
  - a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and
  - b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2019 and the Report of the Auditors thereon.
2. To approve, confirm and declare the interim dividend paid on equity shares of the Company for the Financial Year 2018-2019, as final dividend, for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Suresh Kumar Agrawal (DIN: 00520769), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for re-appointment.

### Special Business :

#### 4. Approval of Related Party Transactions

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s policy on Related Party Transactions, consent of the shareholders be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with Sumo Steels Limited, a related party during the Financial Year 2018-19 as set out in the explanatory statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 5. Approval of Related Party Transactions

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s policy on Related Party

Transactions, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Sumo Steels Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregated value of Rupees Thirty Crores for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee thereof, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 6. Approval of Related Party Transactions

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's policy on Related Party Transactions, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with MINL Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregated value of Rupees Thirty Crores for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee thereof, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 7. Approval of Related Party Transactions

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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's policy on Related Party Transactions, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Manaksia Steels Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregated value of Rupees Forty Crores for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee thereof, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### 8. Appointment of Mr. Kanad Purkayastha (DIN : 08446550) as an Independent Director

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

**"RESOLVED THAT** Mr. Kanad Purkayastha (DIN : 08446550), who was appointed by the Board of Directors as an Additional Director (Category: Non Executive Independent Director) of the Company with effect from 18th May, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 90(1) of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Kanad Purkayastha who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 18th May, 2019.”

#### 9. Appointment of Mr. Ramesh Kumar Maheshwari (DIN: 00545364) as an Independent Director

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

“**RESOLVED THAT** Mr. Ramesh Kumar Maheshwari (DIN: 00545364), who was appointed by the Board of Directors as an Additional Director (Category: Non Executive Independent Director) of the Company with effect from 16th July, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 90(1) of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Ramesh Kumar Maheshwari who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 16th July, 2019.”

#### 10. Appointment of Ms. Nidhi Baheti (DIN: 08490552) as an Independent Director

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

“**RESOLVED THAT** Ms. Nidhi Baheti (DIN: 08490552), who was appointed by the Board of Directors as an Additional Director (Category: Non Executive Independent Director) of the Company with effect from 16th July, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 90(1) of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Ms. Nidhi Baheti who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 16th July, 2019.”

#### 11. Appointment of Mr. Biswanath Bhattacharjee (DIN : 00545918) as an Independent Director

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

“**RESOLVED THAT** Mr. Biswanath Bhattacharjee (DIN : 00545918), who was appointed by the Board of Directors as an Additional Director (Category: Non Executive Independent Director) of the Company with effect from 16th July, 2019

and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 90(1) of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.”

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Biswanath Bhattacharjee who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 16th July, 2019.”

#### 12. Re-appointment of Dr. Kali Kumar Chaudhuri (DIN: 00206157) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Dr. Kali Kumar Chaudhuri (DIN: 00206157) who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019”.

#### 13. Re-Appointment of Mrs. Smita Khaitan (DIN: 01116869) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mrs. Smita Khaitan (DIN:01116869) who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019”.

#### 14. Re-Appointment of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mr. Ajay Kumar Chakraborty (DIN:00133604) who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who

has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019”.

**15. Continuation of Directorship of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto), Mr. Ajay Kumar Chakraborty (DIN: 00133604), Non-Executive Independent Director of the Company who will attain the age of seventy five years on 6th April, 2020 during his second term of appointment for five consecutive years and whose continuation in office from the day he attains the age of seventy five years till the remaining period of his appointment requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Ajay Kumar Chakraborty as a Non-Executive Independent Director of the Company, to hold office for the remaining period of his second term of appointment from the day he attains the age of seventy five years.”

**16. Continuation of Directorship of Dr. Kali Kumar Chaudhuri (DIN: 00206157) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto), Dr. Kali Kumar Chaudhuri (DIN: 00206157), Non-Executive Independent Director of the Company who will attain the age of seventy five years on 17th September, 2020 during his second term of appointment for five consecutive years and whose continuation in office from the day he attains the age of seventy five years till the remaining period of his appointment requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Dr. Kali Kumar Chaudhuri as a Non-Executive Independent Director of the Company, to hold office for the remaining period of his second term of appointment from the day he attains the age of seventy five years.”

**17. Continuation of Directorship of Mr. Kanad Purkaystha (DIN: 08446550) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto), Mr. Kanad Purkaystha (DIN: 08446550), Non-Executive Independent Director of the Company who will attain the age of seventy five years on 16th May, 2020 during his term of appointment for five consecutive years and whose continuation in office from the day he attains the age of seventy five years till the remaining period of his appointment requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Kanad Purkaystha as a Non-Executive Independent Director of the Company, to hold office for the remaining period of his term of appointment from the day he attains the age of seventy five years.”

### 18. Continuation of Directorship of Mr. Biswanath Bhattacharjee (DIN: 00545918) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto), Mr. Biswanath Bhattacharjee (DIN: 00545918) Non-Executive Independent Director of the Company who will attain the age of seventy five years on 29th February, 2024 during his term of appointment for five consecutive years and whose continuation in office from the day he attains the age of seventy five years till the remaining period of his appointment requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Biswanath Bhattacharjee as a Non-Executive Independent Director of the Company, to hold office for the remaining period of his term of appointment from the day he attains the age of seventy five years.”

#### Regd. Office :

Turner Morrison Building, 6 Lyons Range,  
Mezzanine Floor, North-West Corner,  
Kolkata – 700 001  
Date : 16th July, 2019

By Order of the Board of Directors

**Pradip Kumar Kandar**  
Company Secretary  
ACS 19020

#### NOTES :

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, DULY COMPLETED AND SIGNED PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (2) **In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a Person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.**
- (3) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- (4) Members/proxies should bring the attendance slip duly filled in together with their copies of Annual Report to the Meeting.
- (5) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (6) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- (7) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company’s Registrar and Share Transfer Agent for consolidation into single folio.
- (8) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy shall stand automatically revoked.

- (9) Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the Meeting.
- (10) Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- (11) Corporate members intending to send their authorized representatives(s) to attend the Meeting are requested to send the Company/Registrar & Share Transfer Agent, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013 (as amended) (the "Act"), / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
- (12) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, the 19th September, 2019 to Wednesday, the 25th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- (13) The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 22nd September, 2017.
- (14) Members/ Proxies/ Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is in the order of names will be entitled to vote at the Meeting.
- (15) A Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard on General Meetings (Revised) (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto. Information on the Directors retiring by rotation/proposed to be appointed and re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended (SEBI Listing Regulations) and SS-2 are provided in the Annexure to this Notice.
- (16) As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent for assistance in this regard.
- (17) SEBI Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form.
- (18) Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, persons, who hold Equity Shares of Company in physical mode and whose ledger folios do not have / have incomplete details with regard to their Income Tax Permanent Account Number (PAN) and Bank Account particulars are required to compulsorily furnish such details to the Registrar and Share Transfer Agent i.e. Link Intime India Pvt. Ltd. for registration in their folio.
- (19) Pursuant to the provisions of Section 124 and Section 125 of the Act read with the relevant Rules made thereunder, the dividend for the year ended March 31, 2011 and earlier years remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund established by the Central Government. The Company has also transferred refund of Follow on Public Offer for the year 2007-08 to Investor Education and Protection Fund established by the Central Government.



Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the date of transfer. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link:

[http://www.manaksia.com/pdf/Shares-transfreer-to-IEPF\\_2018-19.pdf](http://www.manaksia.com/pdf/Shares-transfreer-to-IEPF_2018-19.pdf)

[http://www.manaksia.com/pdf/IEPF-7\\_Website-09042019.pdf](http://www.manaksia.com/pdf/IEPF-7_Website-09042019.pdf)

The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

Shareholders may claim their unclaimed dividend for the years prior to and including the Financial Year 2010-2011 and their shares from the IEPF Authority by applying in prescribed IEPF e-Form (IEPF – 5). This Form can be downloaded from the website of IEPF Authority i.e. [www.iepf.gov.in](http://www.iepf.gov.in), the access link of which is also available on the Company's corporate website i.e. [www.manaksia.com](http://www.manaksia.com).

- (20) Shareholders who have not so far encashed their Interim Dividend Warrants for financial year 2013-14, 2014-15, 2015-16 and 2017-18 may immediately approach the Company/its Registrar for revalidation of unclaimed Dividend Warrants at least 10 days before they are due for transfer to the Investor Education and Protection Fund (the "IEPF") established by the Central Government.

During the year 2018-19, the Company has transferred 8246 Equity Shares of Rs. 2/- each of the Company, on which dividend has remained unclaimed/unpaid for a continuous period of seven years or more, to the Demat Account of the IEPF Authority, as per the applicable provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

The following are the details of unpaid/unclaimed amounts and respective due date for transfer of unclaimed dividend to IEPF :

**Unclaimed/Unpaid Dividends :**

Year	Date of Declaration of Dividend	Due date for transfer to IEPF	Unpaid/Unclaimed Dividend amount as on 31st March, 2019 (In ₹)
2013-14 (Interim Dividend)	13.08.2013	18.09.2020	5,06,724.00
2014-15 (Interim Dividend)	14.02.2015	22.03.2022	2,80,404.00
2015-16 (Interim Dividend)	07.11.2015	13.12.2022	2,49,307.55
2017-18 (Interim Dividend)	31.08.2017	06.10.2024	2,76,993.00
2018-19 (Interim Dividend)	14.02.2019	22.03.2026	4,46,247.00

- (21) 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.
- (23) 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).
- (24) 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.

- (25) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- (26) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.
- (27) 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:+91-33-22310055;Email: investor.relations@manaksia.com).
- (28) Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office on all working days, except Saturdays, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice of the 35th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March 31, 2019 shall also be available on the Company's website, [www.manaksia.com](http://www.manaksia.com).
- (29) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the Meeting and shall remain open and accessible to the members during the continuance of the Meeting.
- (30) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2018-19 are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
- (31) Members holding shares in Electronic/ Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
- (32) Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2018-19 is being sent to all the Members (except those who have requested for a physical copy of the same) whose email addresses are registered with the Company's Registrar and Share Transfer Agent / Depository Participants. However, any member may request for a physical copy of the Notice of the Meeting, Attendance Slip, Proxy Form and the Annual Report for the Financial Year 2018-19 which will be sent by the Company to the said member free of cost. Physical copies of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2018-19 is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests its Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.
- (33) A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual Report 2018-19 is also available on the website of the Company ([www.manaksia.com](http://www.manaksia.com)) for download.
- (34) For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue of the Meeting.

**(35) 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) Amendment Rules, 2015 and Regulation 44 of the SEBI 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 Meeting 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 Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to change or cast their vote again.
- IV. The remote e-voting period shall commence on Saturday, the 21st September, 2019 (9:00 a.m.) and end on Tuesday, the 24th September, 2019 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, the 18th September, 2019, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again. Where a member casts vote both by remote e-voting and voting at the meeting, the vote casted by way of e-voting shall be considered.
- VI. The process and manner for remote e-voting are as under:

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

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is</b>
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.	Electronic Voting Event Number (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 to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 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 vkandco@vinodkothari.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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- VII. 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 Wednesday, the 18th September, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. Any person, who acquires shares of the Company and become member of the Company, after the dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- X. M/s Vinod Kothari & Company, Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, not later than 48 (Forty Eight) hours of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.manaksia.com](http://www.manaksia.com) and on the notice board of the Company at its Registered Office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

**Regd. Office :**

Turner Morrison Building, 6 Lyons Range,  
Mezzanine Floor, North-West Corner,  
Kolkata – 700 001  
Date : 16th July, 2019

By Order of the Board of Directors

**Pradip Kumar Kandar**  
Company Secretary  
ACS 19020

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

As required under Section 102 of the Companies Act, 2013 (as amended) the following Explanatory Statement sets out all material facts relating to the Special Business set out in the accompanying Notice:

### Item No. 4 :

Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company or Rs. 100 Crore, whichever is lower, as per last audited financial statements of the Company.

The value of transaction of the Company with Sumo Steels Limited, a related party of the Company, during the financial year 2018-19 was Rs. 1183.16 Lakhs which marginally exceeded 10% of the total annual turnover of the Company as per the audited balance sheet of the Company as at 31st March, 2018. It was not anticipated by the Company earlier and was arising out of regular business operations. Since, the value of transaction with Sumo Steels Limited has marginally exceeded the limit and thereby becoming material related party transaction, the Board seeks your approval.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, as amended, particulars of the transactions with Sumo Steels Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	Sumo Steels Limited
2.	Name of the Director or KMP who is related	Mr. Suresh Kumar Agrawal
3.	Nature of Relationship	Entities over which KMP's and their relatives have significant influence
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Hot Rolled Steel Sheets, on the general commercial terms of the company. Monetary value of aggregate transactions during FY 18-19 was Rs. 1183.16 Lakhs.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Hot Rolled Steel Sheets was available for sale at a market price and justified from economics of scale point of view.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall not vote to approve the said resolution.

The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid transactions and accordingly the Board recommend the above resolution no. 4 for the approval/ratification of the shareholders.

Except Mr. Suresh Kumar Agrawal and his relatives, none of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

### Item No. 5:

Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company or Rs. 100 Crore, whichever is lower, as per last audited financial statements of the Company.

The value of the proposed aggregated transaction with Sumo Steels Limited is likely to exceed the said threshold limit, and is expected to be around Rupees Thirty Crores during the Financial Year 2019-20.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, as amended, particulars of the transactions with Sumo Steels Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	Sumo Steels Limited
2.	Name of the Director or KMP who is related	Mr. Suresh Kumar Agrawal
3.	Nature of Relationship	Entities over which KMP's and their relatives have significant influence
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of raw material Like Hot Rolled Coils, spares on the general commercial terms of the company. The Pricing of the Product will be at prevailing market price and on arms length basis. Payment will be received upon delivery of materials. Monetary value of aggregate proposed transactions during FY 19-20 is expected to be Rupees Thirty Crores.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Product available for sale at a market price and justified from economics of scale point of view.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall not vote to approve the said resolution.

The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid proposed transactions and accordingly the Board recommend the above resolution no. 5 for the approval of the shareholders.

Except Mr. Suresh Kumar Agrawal and his relatives, none of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

#### Item No. 6:

Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company or Rs. 100 Crore, whichever is lower, as per last audited financial statements of the Company.

The value of the proposed aggregated transaction with MINL Limited is likely to exceed the said threshold limit, and is expected to be around Rupees Thirty Crores during the Financial Year 2019-20.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, as amended, particulars of the transactions with MINL Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	MINL Limited
2.	Name of the Director or KMP who is related	None
3.	Nature of Relationship	Wholly owned Subsidiary
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of raw materials and / or spares like zinc Metals, etc. on the general commercial terms of the Company. The Pricing of the Product will be at prevailing market price and on arms length basis. Payment will be received upon delivery of materials. Monetary value of aggregate proposed transactions during FY 19-20 is expected to be Rupees Thirty Crores.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Product available for sale at a market price and justified from economics of scale point of view.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall not vote to approve the said resolution.

The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid proposed transactions and accordingly the Board recommend the above resolution no. 6 for the approval of the shareholders.

None of the Directors or key managerial personnel or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 7:**

Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company or Rs. 100 Crore, whichever is lower, as per last audited financial statements of the Company.

The value of the proposed aggregated transaction with Manaksia Steels Limited is likely to exceed the said threshold limit, and is expected to be around Rupees Forty Crores during the Financial Year 2019-20.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, as amended, particulars of the transactions with Manaksia Steels Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	Manaksia Steels Limited
2.	Name of the Director or KMP who is related	Mr. Suresh Kumar Agrawal and Mr. Vineet Agrawal
3.	Nature of Relationship	Entities over which KMP's and their relatives have significant influence
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Purchase of raw material like GP/GC coils or color coated GC etc. on the general commercial terms of the company. The Pricing of the Product will be at prevailing market price and on arms length basis. Payment will be made upon receiving the delivery of the product. Monetary value of aggregate proposed transactions during FY 19-20 is expected to be Rupees Forty Crores.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Raw Material available with related party and of desired quality at market price.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall not vote to approve the said resolution.

The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid proposed transaction and accordingly the Board recommend the above resolution no. 7 for the approval of the shareholders.

Except Mr. Suresh Kumar Agrawal and Mr. Vineet agrawal and their relatives, none of the other Director or key managerial personnel or their relatives are, in anyway, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 8 to 11:**

The Board of Directors ("Board"), upon recommendation of the Nomination and Remuneration Committee, appointed Mr. Kanad Purkayastha as an Additional (Non-Executive and Independent) Director of the Company, not liable to retire by rotation, effective from 18th May, 2019 and appointed Mr. Ramesh Kumar Maheshwari, Ms. Nidhi Baheti and Mr. Biswanath Bhattacharjee as Additional (Non-Executive and Independent) Director of the Company, not liable to retire by rotation, effective from 16th July, 2019 . Pursuant to the provisions of Section 161 of the Act and Article 90(1) of the Articles of Association of the Company, Mr. Kanad Purkayastha, Mr. Ramesh Kumar Maheshwari, Ms. Nidhi Baheti and Mr. Biswanath Bhattacharjee will hold office up to the date of the ensuing Annual General Meeting ("AGM") and are eligible to be appointed as Directors of the Company. The Company has, in terms of Section 160 of the Act, received, in writing, notice from members proposing the candidature of Mr. Kanad Purkayastha, Mr. Ramesh Kumar Maheshwari, Ms. Nidhi Baheti and Mr. Biswanath Bhattacharjee for the office of Director. The Company has received from Mr. Kanad Purkayastha, Mr. Ramesh Kumar Maheshwari, Ms. Nidhi Baheti and Mr. Biswanath Bhattacharjee (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a



declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 & Regulation 16 of Listing Regulations..

The resolutions seek the approval of the Members in terms of Section 149 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, for appointment of Mr. Kanad Purkayastha as an Independent Director of the Company for a period of five years commencing from 18th May, 2019 to 17th May, 2024 and appointment of Mr. Ramesh Kumar Maheshwari, Ms. Nidhi Baheti and Mr. Biswanath Bhattacharjee as Independent Directors of the Company for a period of five years commencing from 16th July, 2019 to 15th July, 2024. Mr. Purkayastha, Mr. Maheshwari, Ms. Baheti and Mr. Bhattacharjee once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mr. Purkayastha, Mr. Maheshwari, Ms. Baheti and Mr. Bhattacharjee are person of integrity; fulfil the conditions specified in the Act and the Rules made thereunder and are independent of the Management of the Company.

The Independent Directors are entitled to receive sitting fees for attending the meetings of the Board and Committees thereof. A copy of the letters of appointment of Mr. Kanad Purkayastha, Mr. Ramesh Kumar Maheshwari, Ms. Nidhi Baheti and Mr. Biswanath Bhattacharjee as Independent Directors setting out the terms and conditions are available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

Additional information in respect of Mr. Purkayastha, Mr. Maheshwari, Ms. Baheti and Mr. Bhattacharjee pursuant to the SEBI Listing Regulations and the Secretarial Standards on General Meetings is provided as annexure to this Notice. Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, 2015, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed terms of appointment Mr. Kanad Purkayastha and Mr. Biswanath Bhattacharjee will attain seventy five years. Separate Special Resolutions for the approval of the members for Mr. Kanad Purkayastha and Mr. Biswanath Bhattacharjee to continue as Independent Directors have been proposed in this notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Kanad Purkayastha, Mr. Ramesh Kumar Maheshwari, Ms. Nidhi Baheti and Mr. Biswanath Bhattacharjee with respect to their respective resolution, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions.

Based on the recommendation of Nomination and remuneration Committee, the Board recommends the resolution set forth in Item No. 8 to 11 for the approval of the Members.

#### **Item No. 12 to 14:**

The Members of the Company at their Annual General Meeting held on 26th September, 2014 approved the appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty as Independent Directors of the Company for a period of five years with effect from 26th September, 2014. Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty will complete their respective terms on 25th September, 2019.

The Board of Directors of the Company ('the Board') at their meeting held on 18th May, 2019, on the recommendation of the Nomination and Remuneration Committee ('the Committee') and based on the performance evaluation, recommended for the approval of the Members, the re-appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty as Independent Directors of the Company with effect from 26th September, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations'), as set out in the Resolutions relating to their respective re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty, and contribution to Board processes by them, their continued association would benefit the Company. Declarations have been received from Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty fulfil the

conditions specified in the Act, the Rules thereunder and the SEBI Listing Regulations for re-appointment as Independent Directors and they are independent of the management of the Company. The Independent Directors are entitled to receive sitting fees for attending the meetings of the Board and Committees thereof. A copy of the letters of re-appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty as Independent Directors setting out the terms and conditions are available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

Consent of the Members by way of Special Resolution is required for re-appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty, in terms of Section 149 of the Act. Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, 2015, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. During the proposed terms of re-appointment Dr. Kali Kumar Chaudhuri and Mr. Ajay Kumar Chakraborty will attain seventy five years. Separate resolutions for the approval of the members for Dr. Kali Kumar Chaudhuri and Mr. Ajay Kumar Chakraborty to continue as Independent Directors have been proposed in this notice.

Requisite Notices under Section 160 of the Act proposing the re-appointment of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty have been received by the Company, and consents have been filed by Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty pursuant to Section 152 of the Act.

Additional information in respect of Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty, pursuant to the SEBI Listing Regulations and the Secretarial Standards on General Meetings, are provided as annexure to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Dr. Kali Kumar Chaudhuri, Mrs. Smita Khaitan and Mr. Ajay Kumar Chakraborty with respect to their respective resolution, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions.

The Board recommends the resolutions set forth in Item Nos. 12 to 14 for the approval of the Members.

#### **Item No. 15 to 18:**

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of Seventy Five years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

During the proposed second term of re-appointment, Mr. Ajay Kumar Chakraborty and Dr. Kali Kumar Chaudhuri and proposed term of appointment of Mr. Kanad Purkayastha and Mr. Biswanath Bhattacharjee will attain the age of Seventy Five years on 6th April, 2020, 17th September, 2020, 16th May, 2020 and 29th February, 2024 respectively.

Accordingly, for continuation as Non-Executive Independent Director with effect from the day of attaining the age of Seventy Five years till their respective remaining period of appointment shall require approval of the Members by way of passing of Special Resolution (s).

A brief justification for their continuation as Non-Executive Independent Directors on the Board of the Company are as under:

#### **1) Mr. Ajay Kumar Chakraborty**

Mr. Ajay Kumar Chakraborty (74) is a Post Graduate in Commerce, Company Secretary, Cost Accountant and a Law Graduate. He has vast experience in the fields of finance, banking, treasury, legal, secretarial, personnel and administration, government statutory audit, direct and indirect taxes. He worked as the Company Secretary and Chief Law Officer of BHEL for six years. He was the Head of Finance of BHEL for five years and has also served in the capacity of the Executive Director of BHEL before superannuating in April 2005. He is presently an Independent Director of the Company.

#### **2) Dr. Kali Kumar Chaudhuri**

Dr. Kali Kumar Chaudhuri (74) holds M.Sc. and Ph.D. in Anthropology from University of Calcutta and taken professional training from Tata Institute of Social Sciences (Mumbai), Council for Social Development (Delhi), Institute of Directors (Delhi) and the World Bank. Dr. Chaudhuri is the Advisor, Heritage Business School. His former appointment- Director, Army Institute of

Management, Professor & Dean, IISWBM, faculty – Indian Institute of Port Management and Research Fellow IIM Calcutta. He was Independent Director of MSTC Ltd. and Rail Vikas Nigam Limited (Govt. of India) and presently Independent Director of the Company.

### 3) Mr. Kanad Purkayastha

Mr. Kanad Purkayastha (74), holds the degree of BE (Mechanical) from Bengal Engineering College, Kolkata (1967) and an MBA from International Management Institute, Geneva (1984). He worked with Sankey Wheels Ltd (Durgapur) (GKW group) in Plant maintenance from 1968-1969 and Indian Aluminium Kolkata & Cochin (Sales Development, Plant Engineering, Project management) for a period of around 20 years. He is having more than 40 years of Industrial Experience.

### 4) Mr. Biswanath Bhattacharjee

Mr. Biswanath Bhattacharjee (70) holds the degree of BE (Metallurgy) from R.E. College, Durgapur (1970). He worked with Gontermann Peipers (India) Ltd for 30 years and was escalated from Graduate Trainee to Executive Director. He is also having working experience at senior level in Electrosteel Casting Limited and Hindustan Engineering Limited. Mr. Bhattacharjee received Best Foundryman award in the year 1997 and O P Jindal Gold Medal in the year 2002 from the Indian Institute of Metals. He is presently engage in consultancy for technical development, new projects and technology implementation.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended for continuation of Mr. Ajay Kumar Chakraborty, Dr. Kali Kumar Chaudhuri, Mr. Kanad Purkayastha and Mr. Biswanath Bhattacharjee as Independent Directors of the Company.

The aforementioned Non-Executive Independent Directors fulfill all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from them that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI Listing Regulations. Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

A brief resume of the said Directors, the nature of their expertise in specific functional areas, names of the companies in which they are holding Directorships, Committee Memberships / Chairmanships, their shareholding etc. are separately annexed in terms of Regulation 36(3) of the SEBI Listing Regulations.

The Members are, therefore, requested to grant their approval by way of passing Special Resolutions for the continuation of directorship of Mr. Ajay Kumar Chakraborty, Dr. Kali Kumar Chaudhuri, Mr. Kanad Purkayastha and Mr. Biswanath Bhattacharjee as Non-Executive Independent Directors of the Company from the date they attain the age of Seventy Five years till the remaining period of their respective term of appointment, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Ajay Kumar Chakraborty, Dr. Kali Kumar Chaudhuri, Mr. Kanad Purkayastha and Mr. Biswanath Bhattacharjee with respect to their respective resolution, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions.

The Board recommends the resolutions set forth in Item Nos. 15 to 18 for the approval of the Members.

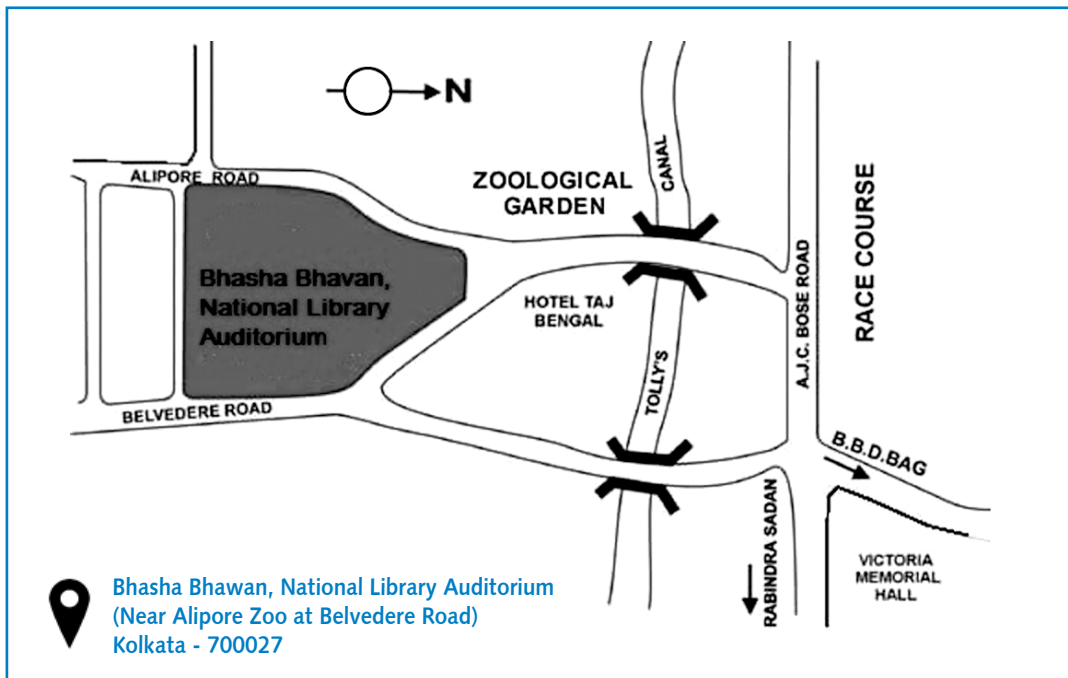
#### Regd. Office :

Turner Morrison Building, 6 Lyons Range,  
Mezzanine Floor, North-West Corner,  
Kolkata – 700 001  
Date : 16th July, 2019

By Order of the Board of Directors

**Pradip Kumar Kandar**  
Company Secretary  
ACS 19020

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



**ANNEXURE**

**PURSUANT TO SECTION 196 (4) OF THE COMPANIES ACT, 2013, REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETERIAL STANDARD-2 THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS FOLLOWS:**

<b>Name of the Director</b>	<b>Mr. Suresh Kumar Agrawal</b>	<b>Dr. Kali Kumar Chaudhuri</b>	<b>Mrs. Smita Khaitan</b>	<b>Mr. Ajay Kumar Chakraborty</b>
<b>Director Identification Number</b>	00520769	00206157	01116869	00133604
<b>Date of Birth / Age</b>	28.07.1953 (66)	18.09.1945 (74)	12.12.1949 (70)	07.04.1945 (74)
<b>Date of first Appointment on the Board</b>	01.01.1998	01.02.2002	19.12.2006	18.09.2004
<b>Qualifications</b>	Chemical Engineer	M.Sc. and Ph.D. in Anthropology	Bachelor of Law	M.Com., Company Secretary, Cost Accountant and a Law Graduate
<b>Terms and conditions of appointment or re-appointment</b>	Re-appointed as Managing Director w.e.f. 23.11.2017 at the 33rd AGM, he is liable to retire by rotation	Non-Executive Independent Director, as per resolution at item no. 12 read with explanatory statement thereto	Non-Executive Independent Director, as per resolution at item no. 13 read with explanatory statement thereto	Non-Executive Independent Director, as per resolution at item no. 14 read with explanatory statement thereto.
<b>Details of remuneration sought to be paid (Rs. in Lacs per annum )</b>	As per the existing approved terms & conditions	Not Applicable	Not Applicable	Not Applicable
<b>Last Remuneration Drawn (Rs. in Lacs)</b>	84.00	Not Applicable	Not Applicable	Not Applicable
<b>Expertise</b>	Vast experience and knowledge in overall business management, manufacturing, international business and marketing.	Overall business management.	legal expertise	Overall business management, finance, banking, treasury, legal and secretarial.
<b>Directorship held in other Companies including Foreign Companies excluding alternate directorship</b>	<ol style="list-style-type: none"> <li>1. Manaksia Steels Limited</li> <li>2. Rainbow Manufacturing Co. Private Limited</li> <li>3. Manaksia Overseas Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Manaksia Steels Limited</li> <li>2. Mark Steels Limited</li> <li>3. BKM Industries Limited</li> <li>4. Duroply Industries Limited</li> <li>5. MINL Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Manaksia Steels Limited</li> <li>2. Mark Steels Limited</li> <li>3. BKM Industries Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Manaksia Steels Limited</li> <li>2. Manaksia Coated Metals &amp; Industries Limited</li> <li>3. Manaksia Aluminium Company Limited</li> <li>4. Shreyans Industries Limited</li> </ol>

Name of the Director	Mr. Suresh Kumar Agrawal	Dr. Kali Kumar Chaudhuri	Mrs. Smita Khaitan	Mr. Ajay Kumar Chakraborty
<b>Membership/ Chairmanship of the Committee of other Public Companies</b>	<ol style="list-style-type: none"> <li>Member of Stakeholders' Relationship Committee -Manaksia Steels Limited</li> <li>Member of Nomination &amp; Remuneration Committee -Manaksia Steels Limited</li> <li>Member of Corporate Social Responsibility Committee -Manaksia Steels Limited</li> <li>Member of Committee of Directors -Manaksia Steels Limited</li> </ol>	<ol style="list-style-type: none"> <li>Member of Audit Committee - Manaksia Steels Limited - Mark Steels Limited - BKM Industries Limited</li> <li>Member of Nomination and Remuneration Committee - Manaksia Steels Limited - BKM Industries Limited - Duroply Industries Limited - Mark Steels Ltd.</li> <li>Member of Stakeholders Relationship Committee - Duroply Industries Limited</li> <li>Member of Corporate Social Responsibility Committee- Manaksia Steels Limited</li> </ol>	<ol style="list-style-type: none"> <li>Member of Audit Committee - Manaksia Steels Limited - BKM Industries Limited - Mark Steels Limited</li> <li>Member of Nomination and Remuneration Committee - Manaksia Steels Limited - BKM Industries Limited - Mark Steels Limited</li> <li>Member of Stakeholders Relationship Committee - Manaksia Steels Limited - BKM Industries Limited</li> <li>Member of Corporate Social Responsibility Committee: - BKM Industries Limited</li> </ol>	<ol style="list-style-type: none"> <li>Member of Audit Committee - Manaksia Coated Metals &amp; Industries Limited - Manaksia Aluminium Company Limited - Shreyans Industries Limited</li> <li>Member of Nomination and Remuneration Committee - Manaksia Coated Metals &amp; Industries Limited - Manaksia Aluminium Company Limited - Shreyans Industries Limited</li> <li>Member of Corporate Social Responsibility Committee - Shreyans Industries Limited</li> </ol>
<b>Membership/ Chairmanship of the Committee of the Board of Directors of the Company</b>	Member of : <ol style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> <li>Committee of Directors</li> </ol>	Member of : <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and remuneration Committee</li> </ol>	Member of : <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination and remuneration Committee</li> <li>Stakeholders Relationship Committee</li> <li>Corporate Social Responsibility Committee</li> <li>Committee of Directors</li> </ol>	NIL
<b>Number of Shares held in the Company</b>	6177740 no equity shares	NIL	NIL	NIL
<b>Relationship with other Directors and other Key Managerial Personnel of the Company</b>	None	None	None	None
<b>Number of Board meetings Attended during the year</b>	Six	Six	Six	Six

<b>Name of the Director</b>	<b>Mr. Kanad Purkayastha</b>	<b>Mr. Ramesh Kumar Maheshwari</b>	<b>Ms. Nidhi Baheti</b>	<b>Mr. Biswanath Bhattacharjee</b>
<b>Director Identification Number</b>	08446550	00545364	08490552	00545918
<b>Date of Birth / Age</b>	17.05.1945 (74)	01.05.1956 (63)	06.05.1985 (34)	01.03.1949 (70)
<b>Date of first Appointment on the Board</b>	18.05.2019	16.07.2019	16.07.2019	16.07.2019
<b>Qualifications</b>	Mechanical Engineer and MBA	Chartered Accountant, Company Secretary & Commerce Graduate	Chartered Accountant & Commerce Graduate	B.E. (Metallurgy)
<b>Terms and conditions of appointment or re-appointment</b>	Non-Executive Independent Director, as per resolution at item no. 8 read with explanatory statement thereto	Non-Executive Independent Director, as per resolution at item no. 9 read with explanatory statement thereto	Non-Executive Independent Director, as per resolution at item no. 10 read with explanatory statement thereto	Non-Executive Independent Director, as per resolution at item no. 11 read with explanatory statement thereto
<b>Details of remuneration sought to be paid (Rs. in Lacs)</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable
<b>Last Remuneration Drawn (Rs. in Lacs)</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable
<b>Expertise</b>	Sales Development, Plant Engineering, Project management	Finance, Accounts, Commercial, Marketing, Technical & HR	Finance, audit & Internal control, Tax Planning and Statutory Compliance	Heavy engineering, technical development, new projects and technology implementation
<b>Directorship held in other Companies including Foreign Companies excluding alternate directorship</b>	NIL	1. Leadstone Energy Limited 2. Altos Sales Pvt. Ltd. 3. EEPC India	NIL	1. Leadstone Energy Limited 2. Altos Sales Pvt. Ltd.
<b>Membership/ Chairmanship of the Committee of other Public Companies</b>	NIL	Manaksia Steels Limited: Member of a) Audit Committee b) Nomination and Remuneration Committee c) Stakeholders Relationship Committee	NIL	NIL
<b>Membership/ Chairmanship of the Committee of the Board of Directors of the Company</b>	Member of: a) Audit Committee b) Corporate Social Responsibility Committee	Member of: a) Audit Committee b) Nomination and Remuneration Committee c) Stakeholders Relationship Committee	Member of Audit Committee	Member of Nomination and Remuneration Committee
<b>Number of Shares held in the Company</b>	NIL	NIL	NIL	NIL
<b>Relationship with other Directors and other Key Managerial Personnel of the Company</b>	None	None	None	None
<b>Number of Board meetings Attended during the year</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Corporate Identity Number: L74950WB1984PLC038336

Regd. Office: Turner Morrison Building, 6 Lyons Range, Mezzanine Floor, North-West Corner, Kolkata- 700 001  
Phone No.: +91-33-22310055; Fax No.: +91-33-2230 0336, Email: investor.relations@manaksia.com; website: www.manaksia.com**MGT - 11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered Address : .....

Email Id : .....

Folio No/Client ID : .....

DP ID : .....

I/We, being the member(s) of \_\_\_\_\_ Shares of Manaksia Limited, hereby appoint :

1. Name : ..... Email Id: .....

Address : .....

Signature : ..... or failing him/her

2. Name : ..... Email Id: .....

Address : .....

Signature : ..... or failing him/her

3. Name : ..... Email Id: .....

Address : .....

Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company, to be held on Wednesday, 25th day of September, 2019 at 10.00 a.m. at Bhasha Bhavan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolutions :**

1. a) To receive, consider and adopt Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 including the Audited Balance Sheet, and Statement of Profit & Loss for the year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and  
b) To receive, consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 including the Consolidated Audited Balance Sheet, and Statement of Profit & Loss for the year ended 31st March, 2019 and the Report of the Auditors thereon.
2. To approve, confirm and declare the interim dividend paid on equity shares of the Company for the Financial Year 2018-2019, as final dividend, for the year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Suresh Kumar Agrawal (DIN : 00520769), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for re-appointment.
4. To approve/ratify Related Party Transactions entered into by the Company during the FY 2018-19 with Sumo Steels Limited.
5. To approve Related Party Transactions to be entered into by the Company during the FY 2019-2020 with Sumo Steels Limited.
6. To approve Related Party Transactions to be entered into by the Company during the FY 2019-2020 with MINL Limited.
7. To approve Related Party Transactions to be entered into by the Company during the FY 2019-2020 with Manaksia Steels Limited.
8. To consider and approve appointment of Mr. Kanad Purkayastha (DIN : 08446550) as an Independent Director
9. To consider and approve appointment of Mr. Ramesh Kumar Maheshwari (DIN : 00545364) as an Independent Director
10. To consider and approve appointment of Ms. Nidhi Baheti (DIN : 08490552) as an Independent Director
11. To consider and approve appointment of Mr. Biswanath Bhattacharjee (DIN : 00545918) as an Independent Director
12. To consider and approve re-appointment of Dr. Kali Kumar Chaudhuri (DIN : 00206157) as an Independent Director
13. To consider and approve re-appointment of Mrs. Smita Khaitan (DIN : 01116869) as an Independent Director
14. To consider and approve re-appointment of Mr. Ajay Kumar Chakraborty (DIN : 00133604) as an Independent Director



15. To consider and approve continuation of Directorship of Mr. Ajay Kumar Chakraborty (DIN : 00133604) as Independent Director in terms of Regulation 17(1A) of the SEBI Listing Regulations, 2015
16. To consider and approve continuation of Directorship of Dr. Kali Kumar Chaudhuri (DIN : 00206157) as Independent Director in terms of Regulation 17(1A) of the SEBI Listing Regulations, 2015
17. To consider and approve continuation of Directorship of Mr. Kanad Purkaystha (DIN : 08446550) as Independent Director in terms of Regulation 17(1A) of the SEBI Listing Regulations, 2015
18. To consider and approve continuation of Directorship of Mr. Biswanath Bhattacharjee (DIN : 00545918) as Independent Director in terms of Regulation 17(1A) of the SEBI Listing Regulations, 2015

Affix  
Revenue  
Stamp

Signed this ..... day of ..... 2019

Signature of Shareholder : ..... Signature of Proxy holder(s) : .....

**Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

1. A Proxy form which does not state the name of the Proxy shall not be considered valid.
2. Undated Proxy shall not be considered valid.
3. If the Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
4. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
5. A Proxy is valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
6. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked.