

**MINUTES OF THE TWENTY ONE ANNUAL GENERAL MEETING OF MEMBERS OF MAAN ALUMINIUM LIMITED HELD ON THURSDAY, THE SEPTEMBER 26, 2024 THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM) COMMENCED AT 01.00 PM AND CONCLUDED AT 01.37 P.M.**

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**Present through Video Conferencing (VC)/ Other Audio Visual Means (OAVM):**

**Members of the Board of Directors:**

- |                             |                                     |
|-----------------------------|-------------------------------------|
| 1. Mr. Ravinder Nath Jain   | - Chairman & Managing Director      |
| 2. Ms. Priti Jain           | - Executive Director                |
| 3. Mr. Ashish Jain          | - Executive Director                |
| 4. Mr. Naveen Gupta         | - COO & Executive Director          |
| 5. Mr. Rajpal Jain          | - Independent Director              |
| 6. Mr. Suresh Chandra Malik | - Independent Director              |
| 7. Mr. Sujoy Bhaita         | - Independent Director (Additional) |
| 8. Mr. Anil Kumar Jain      | - Independent Director (Additional) |

**In Attendance**

- |                          |  |
|--------------------------|--|
| 1. Sandeep Kumar Agarwal | - Company Secretary & CFO  |
| 2. Mr. Kunji Lal Kushwah | - Partner of M/s. M A K and Associates,<br>Chartered Accountant<br>(Statutory Auditor) |

**Attendance of Committee Chairman**

- |  |                       |
|--|-----------------------|
| 1. Audit Committee                           | - Mr. Anil Kumar Jain |
| 2. Remuneration and Nomination Committee     | - Mr. Anil Kumar Jain |
| 3. Stakeholders Relationship Committee       | - Mr. Anil Kumar Jain |
| 4. Corporate Social Responsibility Committee | - Mr. S. C. Malik     |

**Members Attendance**

In aggregate 76 members joined the meeting through video conferencing having 3,28,16,935 Equity shares.

**Chairman**

Mr. Ravinder Nath Jain, Chairman & Managing Director, occupied the Chair and presided over the meeting.

**Records Available For Inspection**

The following Documents and Registers were placed on the website of the Company at [www.maanaluminium.com](http://www.maanaluminium.com)

1. Notice convening 21<sup>th</sup> AGM of the Company.
2. Directors' Report for the Financial Year ended March 31, 2024.
3. Audited Accounts and Auditors' Report for the financial year ended March 31, 2024.
4. Registers of Director's and Key Managerial Personnel and their Shareholding (remained open for inspection during the Meeting).
5. The Register of Contracts or Arrangements in which the Directors were interested (remained open for inspection during the meeting).
6. Memorandum and Articles of Association of the Company

## **Proceedings:**

1. At 01.00 P.M., the Company Secretary and CFO extended warm greetings to the Shareholders, Directors and Statutory Auditors of the Company. Mr. Ravinder Nath Jain chaired the meeting through video conference.
2. The Company Secretary and CFO introduced the dignitaries on the Panel and declared that the requisite quorum for the meeting was present as per Section 103 of the Companies Act, 2013.
3. Thereafter the Executive Director, Mr. Naveen Gupta shared with the member the operational performance of the company during Financial Year 2023-2024 and also shared with the member the significant events took place during the course of the last year.
4. Mr. Ashish Jain, Executive Director also discussed the financial positions of the Company.
5. The Company had taken requisite steps to enable Members to participate and vote on the items specified in the Notice of the Annual General Meeting. Since the AGM was held through VC pursuant to the applicable circulars of Ministry of Corporate Affairs and SEBI Listing Regulations, physical attendance of the members had been dispensed off. Accordingly the facility for appointment of proxy was also not available for that meeting.
6. Thereafter, with the permission of the shareholders present, the Notice convening the meeting and the Annual Accounts & Directors Report for the Financial Year 2023-2024 was taken as read by the Company Secretary and CFO.
7. There being no qualification, observation or comments on Financial transaction or matters which have any adverse effect on the functioning of the Company, mentioned in the Auditors Report, the Auditors' Report was also taken as read.
8. It is further informed by the Company Secretary that in compliance with the Rules of E- voting framed under Section 108 of the Companies Act 2013 and the circulars of MCA, the voting at the AGM will also be conducted by the same e-voting of Link Intime India Pvt. Ltd. InstaMEET, which was used during remote e-voting.
9. It is further informed by the Company Secretary that in compliance with the Rules of E- voting framed under Section 108 of the Companies Act 2013 and the circulars of MCA, the voting at the AGM will also be conducted by the same e-voting of Link Intime India Pvt. Ltd. InstaMEET, which was used during remote e-voting.
10. He also further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, between September 23, 2024 to September 25, 2024 as stated in the Notice of AGM.
11. He further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote at AGM.
12. The Company Secretary and CFO thereafter informed that M/s. A Abhinav & Associates, Companies Secretaries have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Chairman thereafter authorized Mr. Sandeep Agarwal, Company Secretary and CFO to conduct e-voting on the following items of business as set out in the Notice convening the 21<sup>th</sup> Annual General Meeting.

The Meeting then proceeded with the following Ordinary Business and Special Business as set out in the Notice sent to individual members at their respective email address registered with the Company.

**Item No. 1: To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2024, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon :**

**“RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2024, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon be and are hereby considered and adopted.”

## **Results of Remote E-Voting**

<b>Resolution required: (Ordinary / Special)</b>				Ordinary				
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>				No				
<b>Description of resolution considered</b>				To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	31837568	2704272	8.4940	2704272	0	100.0000	0.0000
	<b>Poll</b>		29133296	91.5060	29133296	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	31837568	31837568	100.0000	31837568	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	256396	0	0.0000	0	0	0	0
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	256396	0	0.0000	0	0	0.0000	0.0000
<b>Public-Non Institutions</b>	<b>E-Voting</b>	21990900	997964	4.5381	997060	904	99.9094	0.0906
	<b>Poll</b>		32	0.0001	32	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	21990900	997996	4.5382	997092	904	99.9094	0.0906
<b>Total</b>		54084864	32835564	60.7112	32834660	904	99.9972	0.0028
<b>Whether resolution is Pass or Not.</b>							Yes	

**Item No. 2: To appoint a director in place of Mrs. Priti Jain (DIN No. 01007557) who retires from the office by rotation and being eligible, offers herself for re-appointment.**

“RESOLVED THAT Mrs. Priti Jain (DIN No. 01007557) who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and as per the Company’s Articles of Association be and is hereby re-appointed as the Director of the Company.”

**Results of Remote E-Voting**

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in place of Mrs. Priti Jain (DIN No. 01007557) who retires from the office by rotation and being eligible, offers herself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31837568	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	31837568	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	256396	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	256396	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	2199090	957964	4.3562	956780	1184	99.8764	0.1236
	Poll		32	0.0001	32	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2199090	957996	4.3563	956812	1184	99.8764	0.1236
<b>Total</b>		54084864	957996	1.7713	956812	1184	99.8764	0.1236
<b>Whether resolution is Pass or Not.</b>							Yes	

**Item No. 3 : To fix remuneration of M/s Vivek Bothra, Cost Accountant (Membership No. 16308) the Cost Auditor of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :**

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Vivek Bothra, Cost Accountant (Membership No. 16308), appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the “Aluminium” manufactured by the Company for the financial year ending March 31, 2025, consent of the members of the Company be and is hereby accorded for payment of remuneration amounting to Rs. 90,000/- (Rupees Ninety thousand only) excluding service tax and out of pocket expenses, if any;

**FURTHER RESOLVED THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**Results of Remote E-Voting**

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To fix remuneration of M/s Vivek Bothra, Cost Accountant (Membership No. 16308) the Cost Auditor of the Company as an Ordinary Resolution.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31837568	2704272	8.4940	2704272	0	100.0000	0.0000
	Poll		29133296	91.5060	29133296	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	31837568	31837568	100.0000	31837568	0	100.0000	0.0000
Public-Institutions	E-Voting	256396	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	256396	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	2199090	997964	4.5381	997060	904	99.9094	0.0906
	Poll		32	0.0001	32	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	2199090	997996	4.5382	997092	904	99.9094	0.0906
<b>Total</b>		54084864	32835564	60.7112	32834660	904	99.9972	0.0028
<b>Whether resolution is Pass or Not.</b>							Yes	

**Item No. 4 : To consider the appointment of Mr. Sujoy Bhatia (DIN: 00109205) as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Sujoy Bhatia (DIN: 00109205), as an Independent Director of the Company for a period of 5 years i.e., from August 13, 2024 to August 12, 2029 and he shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.

FURTHER RESOLVED THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

#### Results of Remote E-Voting

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider the appointment of Mr. Sujoy Bhatia (DIN: 00109205) as an Independent Director of the Company as an Special Resolution.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	31837568	2704272	8.4940	2704272	0	100.0000	0.0000
	Poll		29133296	91.5060	29133296	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	31837568	31837568	100.0000	31837568	0	100.0000	0.0000
Public-Institutions	E-Voting	256396	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	256396	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	21990900	997964	4.5381	997030	934	99.9064	0.0936
	Poll		32	0.0001	32	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	21990900	997996	4.5382	997062	934	99.9064	0.0936

<b>Total</b>	54084 864	32835 564	60.7112	32834 630	934	99.9972	0.0028
<b>Whether resolution is Pass or Not.</b>						Yes	

**ITEM NO. 05 : To consider the appointment of Mr. Anil Kumar Jain (DIN: 10737778) as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Anil Kumar Jain (DIN: 10737778), as an Independent Director of the Company for a period of 5 years i.e., from August 13, 2024 to August 12, 2029 and he shall not be liable to retire by rotation, who has submitted a declaration that she meets the criteria of independence as provided in Section 149 of the Act.

**FURTHER RESOLVED THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

#### Results of Remote E-Voting

<b>Resolution required: (Ordinary / Special)</b>			Special					
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>			No					
<b>Description of resolution considered</b>			To consider the appointment of Mr. Anil Kumar Jain (DIN: 10737778) as an Independent Director of the Company as an Special Resolution.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	31837 568	27042 72	8.4940	27042 72	0	100.0000	0.0000
	<b>Poll</b>		29133 296	91.5060	29133 296	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	31837 568	31837 568	100.0000	31837 568	0	100.0000	0.0000
<b>Public-Institutions</b>	<b>E-Voting</b>	25639 6	0	0.0000	0	0	0	0
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	25639 6	0	0.0000	0	0	0.0000	0.0000

<b>Public-Non Institutions</b>	<b>E-Voting</b>	21990 900	99796 4	4.5381	99703 0	934	99.9064	0.0936
	<b>Poll</b>		32	0.0001	32	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>	21990 900	99799 6	4.5382	99706 2	934	99.9064	0.0936
<b>Total</b>		54084 864	32835 564	60.7112	32834 630	934	99.9972	0.0028
<b>Whether resolution is Pass or Not.</b>							Yes	

The CS & CFO thereafter invited queries from the members on the Accounts and working of the Company and on the resolution contained in the Notice of the Meeting.

Thereafter it was informed that on submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website, on the website of the BSE Limited as well as National Stock Exchange of India Ltd. Result will be declared within 48 Hours of the Conclusion of the meeting.

Mr. Ashish Jain, Executive Director thanked the Directors, Members, Auditors and others for participating in and organizing the Meeting and wished everyone the best of health and safety in the year ahead.

**Chairman of the Meeting**

**Date: 25.10.2024**  
**Place: New Delhi**