

**Sec/Coat/087/2025-26**

**Date – 03/12/2025**

**The Secretary**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400001

**Scrip Code: 539046**

**The Manager**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block "G"  
Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051  
**Symbol: MANAKCOAT**

**Dear Sir/Madam,**

**Sub: Minutes of Postal Ballot**

We enclosed herewith copy of the minutes of the proceedings of the Postal Ballot of the Company held on 27<sup>th</sup> November, 2025. We shall request you to kindly take it on records.

Yours Faithfully,

**For Manaksia Coated Metals & Industries Limited**

SHRUTI  
AGARWAL  
Digitally signed  
by SHRUTI  
AGARWAL  
Date: 2025.12.03  
17:31:51 +05'30'

**Shruti Agarwal**

**(Company Secretary)**

**M.No. F12124**

**Encl : a/a**

**MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD ON THURSDAY, 27<sup>TH</sup> NOVEMBER, 2025 FOR THE RESOLUTIONS PASSED BY THE SHAREHOLDERS OF THE COMPANY AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 27<sup>TH</sup> OCTOBER, 2025.**

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1. Mrs. Shruti Agarwal, Company Secretary and Compliance Officer, duly authorised by the Chairman of the Board for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued Postal Ballot Notice dated 27<sup>th</sup> October, 2025 to the Members, seeking their consent with respect to increase in the Authorized Share Capital and consequent alteration in the Capital clause of Memorandum of Association of the Company and approval of capital raising by way of issuance of equity shares and/or equity linked securities by way of Private Offerings, Qualified Institutions Placement(s) and/or any combination thereof or any other method as may be permitted under applicable.
2. Mrs. Shruti Agarwal placed on record the following actions of the Board conducted in compliance with the provisions of the Act: -
  - The Board of Directors had appointed Mr. S. Sarweswara Reddy (FCS 12619, COP 7478), Practising Company Secretary, to act as the Scrutinizer for Postal Ballot Process.
  - In compliance with the Circulars issued by the Ministry of Corporate Affairs, the Notice of Postal Ballot was sent by the electronic mode on 28<sup>th</sup> October, 2025, to those Members whose names appeared in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depositories as on 24<sup>th</sup> October, 2025.
  - In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company had provided remote e-voting facility to all the Members of the Company.
  - The voting period commenced on Wednesday, 29<sup>th</sup> October, 2025, IST at 9.00 a.m. and ended on Thursday, 27<sup>th</sup> November, 2025, IST at 5.00 p.m.
  - The cut-off date, for the purpose of determining the number of Members was a Friday, 24<sup>th</sup> October, 2025 and the total number of Members as on cut-off date were 30,793.

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MANAKSIA COATED METALS & INDUSTRIES LTD.

  
Company Secretary

3. Mr. S. Sarweswara Reddy, Scrutinizer had carried out scrutiny of all the e-votes received upto the close of working hours on 27<sup>th</sup> November, 2025, being the last day of e-voting module for Postal Ballot voting and prepared a consolidated Scrutinizer's Report on the basis of data / reports received by her.
4. The Scrutinizer had submitted his Report on 27<sup>th</sup> November, 2025. The details of voting of the Special Resolutions as set out in the notice dated 27<sup>th</sup> October, 2025 are as under:-

<b><u>Resolution No.1:</u></b>	
<b>To consider and approve Increase in the Authorized Share Capital and consequent alteration in the Capital clause of Memorandum of Association of the Company.</b>	
<b>Particulars</b>	<b>Number</b>
Number of valid Electronic Votes received	7,26,88,282
Votes in favour of the resolution	7,26,85,454
Votes against the Resolution	2,828

<b><u>Resolution No.2:</u></b>	
<b>To approve capital raising by way of issuance of equity shares and/or equity linked securities by way of Private Offerings, Qualified Institutions Placement(s) and/or any combination thereof or any other method as may be permitted under applicable.</b>	
<b>Particulars</b>	<b>Number</b>
Number of valid Electronic Votes received	7,26,88,282
Votes in favour of the resolution	7,26,85,479
Votes against the Resolution	2,803

5. Thereafter, the Chairman Mr. Siddhartha Shankar Roy proceeded with the declaration of Postal Ballot Results based on the Scrutinizer's Report.
6. He further announced that the Resolution No.1 and the Resolution No.2 has been passed with requisite majority.

**Resolution No.1: To consider and approve Increase in the Authorized Share Capital and consequent alteration in the Capital clause of Memorandum of Association of the Company.**

**“RESOLVED THAT** pursuant to Sections 13, 15, 61, 64 and other applicable provisions of the Companies Act, 2013 and the applicable rules and regulations made thereunder, including the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendments or re-enactment(s), thereof for the time being in force) (collectively referred to as the “Companies

Act") approval of the members of the Company be and is hereby accorded to increase the authorised capital of the company from Rs. 12,50,00,000 /- (Rupees Twelve Crores Fifty Lakhs Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs Only) Equity shares of 1/- (Rupee One Only) to Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 16,00,00,000 (Sixteen Crores Only) equity shares of Rs.1/- (Rupee One only) each and consequently the existing Clause 5 of the Memorandum of Association of the Company be and is hereby altered by deleting the existing clause V and substituting in its place and instead thereof, the following as new Clause V :

*"The Authorised Share Capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 16,00,00,000 (Sixteen Crores Only) equity shares of Rs.1/- (Rupee One only) each carrying appropriate dividend as may be permitted at law (Free of Company's tax but subject to deduction of tax as required under the provisions of the Indian Income Tax Act, 1961, for the time being in force), subject to be increased or decreased in accordance with the Company's regulations and legislative provisions for the time being in force in this behalf, and with power to divide the shares in the capital for the time being in force in this behalf, and with power to divide the shares in the capital for the time being into Equity Share Capital, Preference Share Capital with or without voting rights as may be permissible at law, and to attach thereto respectively, any preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company."*

**RESOLVED FURTHER THAT** any of the Directors be and is hereby authorised to sign and file all the necessary forms and other necessary documents as may be required by any Statutory authorities including the relevant forms to Registrar of the Companies and to do such acts and deeds that may be required to give effect to the above resolution."

*This resolution was passed with requisite majority.*

**Resolution No.2: To approve capital raising by way of issuance of equity shares and/or equity linked securities by way of Private Offerings, Qualified Institutions Placement(s) and/or any combination thereof or any other method as may be permitted under applicable.**

**"RESOLVED THAT** pursuant to Sections 23, 41, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and other applicable rules, if any, made under the Companies Act, 2013, each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force (the "Act") and pursuant to enabling provisions of the Memorandum of Association and Articles of Association of the Company, as altered from time to time ("MoA" and "AoA"), in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure



Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") and the Foreign Exchange Management Act, 1999 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules, regulations, circulars or notifications issued thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019, the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014 each as amended; the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed ("**Stock Exchanges**", and such equity shares, the "**Equity Shares**"); and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**GoI**"), Ministry of Corporate Affairs ("**MCA**"), Registrar of Companies, West Bengal at Kolkata, ("**ROC**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, and such other statutory / regulatory authorities), and subject to all approvals, permissions, consents, and / or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GoI, or any other concerned statutory / regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and / or sanctions by any of the aforesaid authorities, which will be considered by the board of directors of the Company ("**Board**"), which term shall include any committee/fund raising committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to offer, issue, and allot (including with provisions for reservations on firm and / or competitive basis, or such part of the issue and for such categories of persons as may be permitted) any instrument or security, including Equity Shares, fully / partly convertible debentures, warrants \collectively, the "**Securities**"), or any combination of Securities, to all or any such investors, jointly and / or severally, that may be permitted to invest in such issuance of Securities, including resident or non—resident / foreign investors (whether institutions and / or incorporated bodies and / or trusts or otherwise) / foreign portfolio investors / mutual funds / pension funds / venture capital funds / banks / alternate investment funds / Indian and / or multilateral financial institutions / insurance companies / any other qualified institutional buyers as defined under the SEBI ICDR Regulations ("**QIBs**") / any other category of persons or entities who are authorised to invest in the Securities in terms of applicable law, as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are members of the Company, for cash, in one or more tranches, with or without a green shoe option,

to raise funds for an aggregate consideration of up to Rs. 350 Crores only (Rupees Three Hundred and Fifty Crores), through a public issue, or a private placement (including one or more qualified institutions placements (“QIP”) in accordance with the applicable provisions of the Companies Act and the SEBI ICDR Regulations, or through any other permissible mode and / or combination thereof as may be considered appropriate, to be to be subscribed to in Indian and / or any foreign currency by all eligible investors, through the issuance of an offer document / letter / circular / placement document, as permitted under applicable laws and regulations, at such price (including at a discount or premium to market price or prices permitted under applicable law), in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine to whom the offer, issue and allotment of Securities shall be made to the exclusion of others (including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company); making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investors and / or in respect of different Securities; number of securities to be issued; face value; number of Equity Shares to be issued and allotted on conversion / redemption / extinguishment of debt(s); rights attached to the warrants; period of conversion; fixing of record date; and / or book closure dates subject to the applicable laws considering the prevailing market conditions and / or other relevant factors, and wherever necessary, in consultation with the lead managers and / or other advisors appointed.

**RESOLVED FURTHER THAT** the relevant date for the purpose of pricing the Securities shall be :

- (i) In case of allotment of Equity Shares, the date of the meeting at which the Board decides to open the issue, subsequent to receipt of approval from the members of the Company, in terms of applicable law, and/or;
- (ii) In case of allotment of eligible convertible securities (as defined under the SEBI ICDR Regulations), either the date of the meeting at which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board.

**RESOLVED FURTHER THAT** in case of an issue and allotment of Securities by way of a QIP to QIBs in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning rendered to such term under Regulation 171(a) of SEBI ICDR Regulations): -

- (i) The allotment of Eligible Securities shall only be made to successful eligible qualified institutional buyers as defined in the SEBI ICDR Regulations;

- (ii) the Eligible Securities to be so created, offered, issued and allotted, shall be subject to the provisions of the memorandum and articles of association of the Company;
- (iii) QIP to be undertaken pursuant to the special resolution passed at meeting of the shareholders of the Company;
- (iv) the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution by the members of the Company or such other time as may be allowed under the Companies Act, 2013 or SEBI ICDR Regulations and other relevant laws/guidelines, from time to time;
- (v) the Equity Shares to be offered, issued, and allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank pari-passu in all respects with the existing Equity Shares including with respect to entitlement to dividend with the existing Equity Shares of the Company;
- (vi) the Eligible Securities under the QIP shall be issued in dematerialized form and shall be allotted as fully paid-up securities;
- (vii) The Equity Shares which are proposed to be allotted through QIP have been listed on a stock exchange for a period of at least one year, prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- (viii) the issuance of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("**QIP Floor Price**"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, the Board or a duly constituted fund-raising committee, at its absolute discretion, may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the QIP Floor Price;
- (ix) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- (x) The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of QIP to be undertaken pursuant to this Special Resolution;
- (xi) In accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe

to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

- (xii) The allotment shall not be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- (xiii) No single allottee shall be allotted more than 50% of the proposed issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
- (xiv) The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- (xvi) The schedule of the QIP will be as determined by the Board or its duly authorized committee; and
- (xvii) The detailed terms and conditions for the offer will be determined in consultation with the advisors, lead manager/ Lead Manager and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements."

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above, the Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per prevailing practices and regulations in the capital markets and the Board be and is hereby authorised, in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed to.

**RESOLVED FURTHER THAT**, without prejudice to the generality of the above and subject to applicable laws, the Board or a committee thereof, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorised to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Securities, and to give effect to these resolutions, including, without limitation, the following:

- (a) offer, issue and allot all / any of the Securities, subject to such terms and conditions, as the Board may deem fit and proper in its absolute discretion;
- (b) determining the terms and conditions of the issuance, including among other things, (a) terms for issuance of additional Securities and for disposal of Securities which are not



subscribed to by issuing them to banks / financial institutions / mutual funds or otherwise, (b) terms as are provided in domestic offerings of this nature, and (c) terms and conditions in connection with payment of interest, dividend, voting rights, premium and redemption or early redemption, conversion into Equity Shares, pricing, variation of the price or period of conversion, and / or finalizing the objects of the issuance and the monitoring of the same;

- (c) approve, finalise, and execute any preliminary as well as final offer document (including, among other things, any draft offer document, offering circular, registration statement, prospectus, placement document, private placement offer letter, letter of offer, and / or other letter or circular), and to approve and finalise any bid cum application form, abridged letter of offer, notices, including any advertisements and other documents or any term sheets or any other ancillary documents in this regard;
- (d) decide the form, terms and timing of the issue(s) / offering(s), Securities to be issued and allotted, class of investors to whom Securities are to be offered, issued and allotted, number of Equity Shares to be issued and allotted in each tranche;
- (e) issue and allot such number of Equity Shares, as may be required to be issued and allotted, upon conversion of any Securities, or as may be necessary in accordance with the terms of the issuance all such Equity Shares ranking pari passu with the existing Equity Shares in all respects;
- (f) approve, finalise, execute, and amend agreements and documents, including, any number of powers of attorney, lock-up letters, agreements in connection with the creation of any security, and agreements in connection with the appointment of any intermediaries and / or advisors, (including for underwriting, marketing, listing, trading, appointment of lead manager(s) / merchant banker(s), legal counsel, depository(ies), banker(s), advisor(s), registrar(s), trustee(s), and other intermediaries as required), and to pay any fees, commission, costs, charges and other expenses in connection therewith;
- (g) provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- (h) seek any consents and approvals, including, among others, the consent from the Company's lenders, customers, vendors, parties with whom the Company has entered into agreements, and from concerned statutory and regulatory authorities;
- (i) file requisite documents with the SEBI, Stock Exchanges, the GoI, the RBI, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;

- (j) seeking the listing of the Securities on any stock exchange(s), submitting the listing application to such stock exchange(s) and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
- (k) open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board;
- (l) approving the issue price and finalize allocation and the basis of allotment of the Securities on the basis of the bids / applications and oversubscription thereof as received, where applicable;
- (m) acceptance and appropriation of the proceeds of the issue of the Securities;
- (o) further authorise and empower any fund raising committee/ or any other committee and / or director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and doing or causing to be done any and all acts or things as the committee / director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the issuance of Securities, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the committee / director(s) / officer(s) shall be conclusive evidence of the authority of the committee / director(s) / officer(s) and the Company in doing so; and
- (p) do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

**RESOLVED FURTHER THAT** all actions taken in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

*This resolution was passed with requisite majority.*

7. Mrs. Shruti Agarwal also stated that the following actions will be completed within the prescribed time limits:-

- Intimation of the outcome of the Postal Ballot to the Stock Exchanges;
- Uploading the results of Postal Ballot on the website of the Company;

**PLACE: HYDERABAD**

**DATE: 27.11.2025**

**Sd/-**

**SIDDHARTHA SHANKAR ROY  
CHAIRMAN**

MANAKSIA COATED METALS & INDUSTRIES LTD.

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*Shruti Agarwal*  
Company Secretary