MANAKSIA COATED METALS & INDUSTRIES LIMITED

Regd. Office : Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001
Phone No.: +91-33-2231 0050; Fax No. : +91-33-2230 0336
Email : infomcmil@manaksia.com; Website : www.manaksia.com
Corporate Identity Number : U27100WB2010PLC144409

NOTICE OF 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 5th Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, 24th September 2015 at 2.00 p.m. at Bhasha Bhavan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027 to transact the following business :

Ordinary Business :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the reports of Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mr Sunil Kumar Agrawal (DIN : 00091784), who retires by rotation and being eligible offers himself for re-appointment.

3. To ratify the appointment of auditors and fix their remuneration and in this connection 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 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company."

Special Business :

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to the appointment of Mr. Sushil Kumar Agrawal (DIN : 00091793), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 23rd November, 2014 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Sushil Kumar Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

   RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Karan Agrawal (DIN : 05348309), Whole-time Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Karan Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Anirudha Agrawal (DIN: 06537905), Whole-time Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Anirudha Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be amended by insertion of the following Article after the existing Article 32 –

'32A. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.'

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to take all such steps including filing with the Registrar of the Companies as may be necessary, proper and expedient to give effect to this Resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management and Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded to the Company to maintain and keep the Company's Registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them together with the copies of certificates and documents required to be annexed thereto at the office of its Registrar and Share Transfer Agent or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

RESOLVED FURTHER THAT Director or Company Secretary of the Company be and is hereby authorised to take all steps as may be necessary, proper or expedient to give effect to this resolution."

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and relevant rules prescribed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. B. Mukhopadhyay & Co., Cost Accountants, (Firm Registration No. 000257) appointed at the Cost Auditor by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the financial year ending 31st March, 2016 be paid the remuneration as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company 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 the resolution."

Regd. Office :
Bikaner Building, 3rd Floor
8/1, Lal Bazar Street, Kolkata – 700 001
Date : 3rd August, 2015

By Order of the Board of Directors

Vividha Salampuria
Company Secretary

NOTES :

(1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED DULY COMPLETED AND SIGNED AND RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE**

(2) **A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN 50 (FIFTY) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

(3) Members/Proxies should bring the Attendance Slip duly filled in together with their copies of Annual Report to the Meeting.

(4) The proxy holder shall prove his identity at the time of attending the Meeting.

(5) 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.

(6) 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.

(7) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.

(8) 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.

(9) 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.

(10) Corporate members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.

(11) The Register of Members and the Share Transfer Books of the Company will remain closed from 17th September, 2015 to 21st September, 2015 (both days inclusive) for the purpose of Annual General Meeting.

(12) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 to 9 which sets out details relating to Special Business at the meeting, is annexed hereto.

(13) Shareholders holding shares in physical form are requested to intimate the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.

(14) As per the provisions of the Companies Act, 2013 the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company. Nominations can be made in Form SH.13 and any variation /cancellation thereof can be made by giving notice in Form 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.

(15) As required by Securities and Exchange Board of India (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).

(16) 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.

(17) 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.

(18) 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 Ms. Vividha Salampuria, Company Secretary at the Registered Office of the Company (Phone: +91-33-2231 0050; Email : investorrelmcmil@manaksia.com).

(19) Disclosure pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Secretarial Standard, with respect to Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting is given in the Annexure to this Notice.

(20) 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 and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Office on all working days, except Saturday, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice for the 5th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended 2014-15 shall also be available on the Company's website, www.manaksia.com.

(21) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 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.

(22) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2014-15 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.

(23) Pursuant to the Listing Agreement and Sections 20, 101 and 136 of the Companies Act 2013, read with relevant rules made thereunder, the Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository Participant. Accordingly, Annual Report for the financial year ended 31st March 2015 shall be sent electronically to all the members whose email address has been registered with the Company/ Depository Participants unless any member has requested for a hard copy of the same. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

(24) **Voting through electronic means :**

I. In compliance with the provisions of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through polling paper shall be made available at the AGM 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 AGM may also attend the AGM but shall not be entitled to change or cast their vote again.

IV. The remote e-voting period commences on 21st September, 2015 (9:00 a.m.) and ends on 23rd September, 2015 (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 17th September, 2015, 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 process and manner for remote e-voting are as under :

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

(i) Open email and open PDF file viz; "Manaksia Coated.e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "E Voting Event Number (EVEN)" of "Manaksia Coated Metals & Industries Limited" for casting your vote.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders and bodies corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vkandco@vinodkothari.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on Phone No.: +91-22-2499 4600.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. 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 17th September, 2015. In case of joint holders, only one of the joint holders may cast his vote.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 17th September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the Phone No.: +91-22-2499 4600.

XI. Your Login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are a shareholder.

XII. Login to e-voting website will be disabled upon 5 (Five) unsuccessful attempts to key in the correct password, in such an event, you will need to go through "Forgot User Details/Password" option available on the website of NSDL i.e. www.evoting.nsdl.com to reset the same.

XIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 17th September, 2015 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.

XIV. Mrs. Aditi Jhunjhunwala (Membership No. 26988, CP No. 10144), Partner of M/s. Vinod Kothari & Company, Practising Company Secretaries, Kolkata 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.

XV. 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 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.

XVI. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, will 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, not later than 48 (Forty Eight) hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor 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.

XVII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website 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.

25. Brief Profile of Mr. Sunil Kumar Agrawal, Disclosure required under Clause 49 of the Listing Agreement and Secretarial Standard is set out as annexure to this Notice.

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

Item No. 4

The Board of Directors of the Company in its meeting held on 23rd November, 2014, has approved the change in terms of appointment including remuneration of Mr. Sushil Kumar Agrawal (DIN : 00091793), who was a director of the Company, such that he shall be on the Board of the Company as a "Managing Director" of the Company for a period of 3 years with effect from 23rd November 2014, liable to retire by rotation, subject to the approval of the members.

Subsequently, looking at the ability, expertise and contribution of Mr. Sushil Kumar Agrawal and based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 3rd August, 2015 proposed to the members of the Company to revise the terms and conditions of appointment of Mr. Sushil Kumar Agrawal to the effect of increase in remuneration from Rs. 2,50,000/- to Rs. 5,00,000/- per month with effect from 1st October, 2015. Other terms and conditions of appointment of Mr. Sushil Kumar Agrawal will remain same.

The main terms and conditions of appointment of Mr. Sushil Kumar Agrawal (hereinafter referred to as `Managing Director') are given below:

1. The Company appoints Mr. Sushil Kumar Agrawal as Managing Director of the Company for a period of 3 years commencing from 23rd November, 2014 on the terms and conditions hereinafter expressed which Mr. Sushil Kumar Agrawal accepts.
2. Mr. Sushil Kumar Agrawal shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.
3. For his services hereunder, Mr Sushil Kumar Agrawal shall be entitled to receive a remuneration not exceeding Rs. 5,00,000/- per month as may be mutually decided between Mr. Sushil Kumar Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. Minimum Remuneration: Where in any financial year during the currency of the tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Director, remuneration by way of salary, benefits, perquisites, allowances, etc. as minimum remuneration subject to the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013.

5. Mr. Sushil Kumar Agrawal shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committees thereof. His office shall be liable to determination by retirement of Directors by rotation.
6. The Board may from time to time entrust to Mr. Sushil Kumar Agrawal such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
7. Mr. Sushil Kumar Agrawal shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.
8. Mr. Sushil Kumar Agrawal shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
9. The appointment may be terminated by either party by giving 3 (Three) months notice of such termination or salary in lieu thereof or by mutual consent.
10. The terms and conditions of appointment including remuneration of the Managing Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time.
11. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Sushil Kumar Agrawal as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

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

Brief Profile of Mr. Sushil Kumar Agrawal, Disclosure required under Clause 49 of the Listing Agreement and Secretarial Standard is set out as the annexure to this Notice.

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

Name of Director/KMP/Relatives	**Extent of shareholding in the Company (%) (As on 31st March, 2015)**
Mahabir Prasad Agrawal	8.31
Sunil Kumar Agrawal	2.47
Sushil Kumar Agrawal	1.30
Karan Agrawal	2.74
Kanta Devi Agrawal	0.74
Shailaja Agrawal	0.76
Mahabir Prasad Agrawal (HUF)	0.71
Sushil Kumar Agrawal (HUF)	0.52

Except Mr. Sushil Kumar Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 4 except to the extent of their shareholding.

Item No. 5

The members of the Company in the Extra-ordinary General Meeting held on 17th November, 2014 have approved appointment and remuneration of Mr. Karan Agrawal, Whole-time Director of the Company.

Subsequently, looking at the ability, expertise and contribution of Mr. Karan Agrawal and based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 3rd August, 2015 proposed to the members of the Company to revise the terms and conditions of appointment of Mr. Karan Agrawal to the effect of increase in remuneration from Rs. 2,50,000/- to Rs. 4,50,000/- per month with effect from 1st October, 2015. Other terms and conditions of appointment of Mr. Karan Agrawal will remain same.

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

Brief Profile of Mr. Karan Agrawal, Disclosure required under Clause 49 of the Listing Agreement and Secretarial Standard is set out as the annexure to this Notice.

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

Name of Director/KMP/Relatives	**Extent of shareholding in the Company (%) (As on 31st March, 2015)**
Karan Agrawal	2.74
Sushil Kumar Agrawal	1.30
Shailaja Agrawal	0.76
Sushil Kumar Agrawal (HUF)	0.52

Except Mr. Karan Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 5 except to the extent of their shareholding.

Item No. 6

The members of the Company in the Extra-ordinary General Meeting held on 17th November, 2014 have approved appointed and remuneration of Mr. Anirudha Agrawal, Whole-time Director of the Company.

Subsequently, looking at the ability, expertise and contribution of Mr. Anirudha Agrawal and based on the recommendation of Nomination & Remuneration Committee, the Board of Directors at its meeting held on 3rd August, 2015 proposed to the members of the Company to revise the terms and conditions of appointment of Mr. Anirudha Agrawal to the effect of increase in remuneration from Rs. 2,50,000/- to Rs. 4,50,000/- per month with effect from 1st October, 2015. Other terms and conditions of appointment of Mr. Anirudha Agrawal will remain same.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration of Mr. Anirudha Agrawal, Whole-time Director for the approval by the shareholders of the Company.

Brief Profile of Mr. Anirudha Agrawal, Disclosure required under Clause 49 of the Listing Agreement and Secretarial Standard is set out as the annexure to this Notice.

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

Name of Director/KMP/Relatives	**Extent of shareholding in the Company (%) (As on 31st March, 2015)**
Sunil Kumar Agrawal	2.47
Anirudha Agrawal	2.10
Manju Agrawal	0.74
Sunil Kumar Agrawal (HUF)	0.60

Except Mr. Anirudha Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 6 except to the extent of their shareholding.

Item No. 7

Pursuant to listing application of the equity shares of the Company with Stock Exchanges, the Company had given declaration to National Stock Exchange of India Limited to include the clause as mentioned in the resolution in the ensuing Annual General Meeting of the Company as the Company would have become a public listed company and therefore shall have to allow free transferability of its equity shares.

The Board of Directors of your Company recommends the resolution in relation to amendment in the Articles of Association of the Company, for the approval by the shareholders of the Company as special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 7 except to the extent of their shareholding.

Item No. 8

As per Section 88 of the Companies Act, 2013 ('Act') the following registers are required to be kept and maintained by the company:

(i) Register of Members;

(ii) Register of debenture holders; and

(iii) Register of any other security holders.

As per provisions of Section 94(1) and other applicable provisions of the Act, the aforementioned registers maintained by the Company under Section 88 of the Act and copies of the annual returns filed under Section 92 of the Act, are required to be kept and maintained at the Registered Office of the Company. However, such registers or copies of returns may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed special resolution in advance.

Hence, the approval of the members is sought in terms of Section 94(1) of the Act for keeping all or any of the aforementioned registers and returns at the office of Registrar and Share Transfer Agent or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

The present Registrar and Share Transfer Agent of the Company is Link Intime India Pvt. Ltd., 59C, Chowringhee Road, Kolkata – 700 020. The Company keeps the details of Registrar and Share Transfer Agent updated on its website.

The Company affirms that more than one-tenth of its members reside in and around Kolkata i.e. the place at which the registers and returns are proposed to be kept and maintained.

A copy of the proposed special resolution set out above will be delivered to the concerned Registrar of Companies in advance as per the applicable provisions.

None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

Your Board recommends the above special resolution at Item No. 8 of the accompanying Notice for your approval.

Item No. 9

The Board of Directors on the recommendation of the Audit Committee at its meeting held on 3rd August 2015, appointed M/s. B. Mukhopadhyay & Co., Cost Accountants (Firm Registration No. 000257), as the Cost Auditors for the audit of cost accounting records of the Company for the Financial Year ending 31st March 2016, at a remuneration as may be decided between the Managing Director and the Cost Auditor.

In terms of the provisions of the Section 148(3) of the Companies Act, 2013 and relevant rules prescribed thereunder (including any statutory modification(s) or re-enactment thereof) for the time being in force, the remuneration payable to the Cost Auditor shall be ratified subsequently by the shareholders.

Accordingly, consent of the members is sought for passing the ordinary resolution as set out at Item No 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2016. None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary resolution as set out in Item No. 9 for approval of the members.

Disclosure as required under Schedule V to the Companies Act, 2013 for item no. 4, 5 and 6 of the notice is given hereunder:

I. General Information :–

Nature of Industry	Manufacturing
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.

Financial performance :– **(Rs. in Lacs)**

Particulars	For the year ended		
	March 31, 2015	March 31, 2014	March 31, 2013
Total Revenue	21778.67	16813.99	–
Total Expenses	22853.00	16592.02	0.28
Net Profit	(737.26)	100.70	(0.28)
Paid up Capital	655.34	5.00	5.00
Reserves & Surplus	7287.76	8121.45	(2.47)

Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) and NRI (Rep & Non Rep) acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the Appointees

Particulars	Sushil Kumar Agrawal	Karan Agrawal	Anirudha Agrawal
Background details	Set out in the Explanatory Statement to Item No. 4 and annexure to this notice	Set out in the Explanatory Statement to Item No. 5 and annexure to this notice	Set out in the Explanatory Statement to Item No. 6 and annexure to this notice
Past Remuneration (Rs. in Lacs)	–	–	–
Recognition and Awards	–	–	–
Job profile and his suitability	Mr. Sushil Kumar Agrawal has been appointed as Managing Director of the Company by the Board of Directors at their meeting held on 23rd November, 2014. He is entrusted with substantial powers of management subject to the superintendence, control and direction of the Board of Directors of the Company. He has wide experience and knowledge in overall business management, manufacturing and factory administration. He also has expertise in household insecticides and coated metal operations of the Company. Considering the rich experience of Mr. Sushil Kumar Agrawal, he is well suited for the position of Managing Director.	Mr. Karan Agrawal was appointed as Whole-time Director of the Company at the Extra Ordinary General Meeting of the Company held on 17th November, 2014. Mr. Karan Agrawal has expertise in marketing of coated metal products.	Mr. Anirudha Agrawal was appointed as Whole-time Director of the Company at the Extra Ordinary General Meeting of the Company held on 17th November, 2014. Mr. Anirudha Agrawal has experience in administration of manufacturing rolled aluminium products.
Remuneration proposed (Rs. in Lacs)	60.00 p.a.	54.00 p.a.	54.00 p.a.

Particulars	Sushil Kumar Agrawal	Karan Agrawal	Anirudha Agrawal
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration being paid by the Company is in line with the remuneration being paid to its Managing Director by the companies of comparable size.	The remuneration being paid by the Company is in line with the remuneration being paid to its managerial personnel by the companies of comparable size.	The remuneration being paid by the Company is in line with the remuneration being paid to its managerial personnel by the companies of comparable size.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Sushil Kumar Agrawal holds 852875 equity shares in the Company as on 31st March, 2015. Apart from receiving remuneration as stated above and dividend as the member of the Company, Mr. Sushill Kumar Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.	Mr. Karan Agrawal holds 1797185 equity shares in the Company as on on 31st March, 2015. Apart from receiving remuneration as stated above and dividend as the member of the Company, Mr. Karan Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.	Mr. Anirudha Agrawal holds 1374560 equity shares in the Company as on on 31st March, 2015. Apart from receiving remuneration as stated above and dividend as the member of the Company, Mr. Anirudha Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.

III. Other information :

1) Reasons of loss or inadequate profits :

The Hon'ble Calcutta High Court vide its Order dated March 24, 2014 (certified copy received by the Company on November 19, 2014), has approved the Scheme of Arrangement between Manaksia Limited and Manaksia Steels Limited, Manaksia Industries Limited, Manaksia Coated Metals & Industries Limited and Manaksia Aluminium Company Limited and their respective shareholders for demerger and transfer of undertakings of Manaksia Limited (Transferor Company) into the 4 (Four) Transferee Companies viz. Manaksia Steels Limited, Manaksia Industries Limited, Manaksia Coated Metals & Industries Limited and Manaksia Aluminium Company Limited under Sections 391 to 394 of the Companies Act, 1956. The Scheme became effective from 23rd November, 2014 with the appointed date of 1st October, 2013. Pursuant to the scheme, the colour coated undertaking and mosquito coil undertaking of Manaksia Limited were transferred to Manaksia Coated Metals & Industries Limited.

During the year 2014-15, Colour coated metals business was adversely affected by market volatility which, combined with sluggish international markets leading to a decline in export demand. The domestic market was similarly adversely affected by substantial dumping of Chinese Steel products and a slowdown in new projects and investments, leading to decreased domestic sales. Steel prices world wide have been on a continuous decline since the last one year, resulting in an inevitable loss on inventories each month. Mosquito repellent coils business was adversely affected by unfavourable weather conditions caused by shortfall in rains, which resulted in below average demand for the product. Increased competition, increase in overhead costs and introduction of other variants of mosquito repellant products in the market lead to a further decline in business.

The Company is exposed to a number of market risks arising from its normal business activities. These risks include changes in raw material prices, foreign currency exchange rates and interest rates.

2) Steps taken or proposed to be taken for improvement :

The Company has initiated measures such as improved inventory management, stricter negotiation for Raw Materials sourcing and are now focusing on increasing Domestic Sales, which is felt, will help in improving operational performance and achieve targeted profitability and sales. The recent increase in import duty on certain Steel Products as proposed by the Government of India will also help in improvement of prices and realizations in the domestic market.

The Company is currently expanding operations and investing in a new Continuous Steel Galvanizing line at Kutch Plant in Gujarat, which is expected to commence production during FY 2015-16 and hopefully, will result in improved turnover and profitability in the metals business.

The demand for Steel products in the market has also started showing signs of some improvement and is expected to improve the overall business conditions.

3) Expected increase in productivity and profits in measurable terms :

The steps taken/proposed to be taken for improvement are expected to make a positive impact on growing revenue and containing costs. This is expected to improve the performance and the profitability of the Company in coming years.

IV. Disclosures :

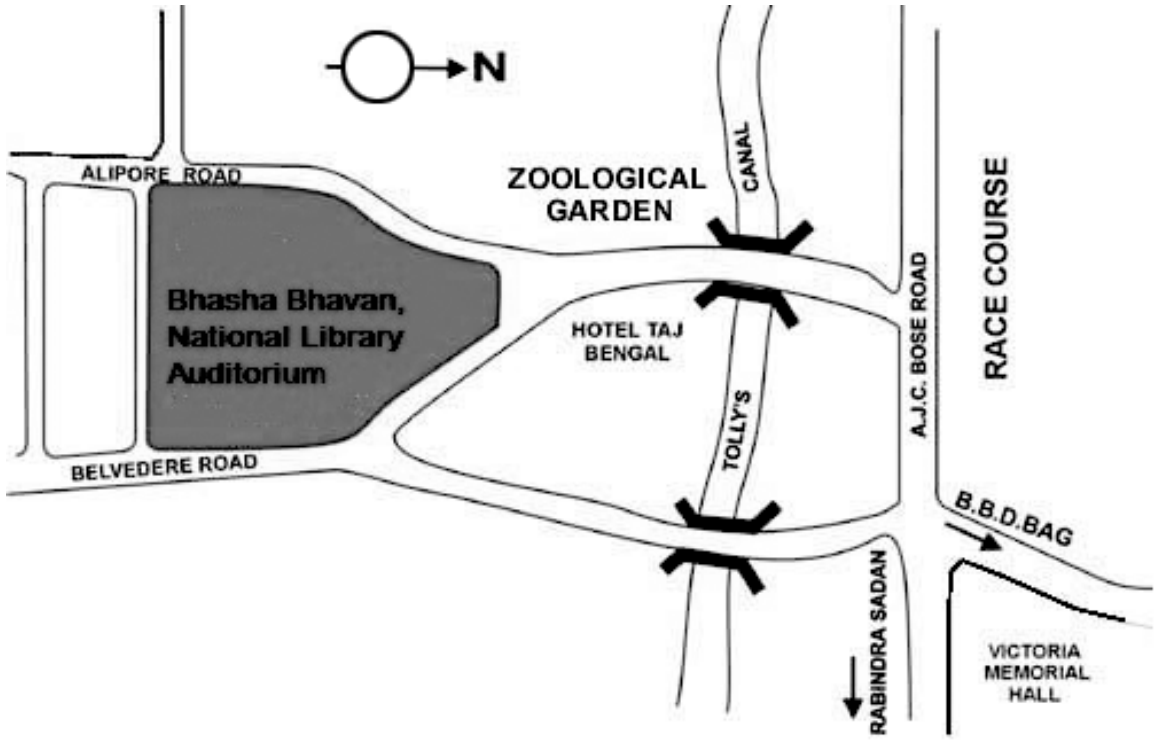
Disclosures pursuant to Schedule V of the Companies Act, 2013 is contained in the explanatory statement to the resolution and also in the Corporate Governance Report which is annexed to the Directors Report for the year 2015.

Regd. Office :
Bikaner Building, 3rd Floor
8/1, Lal Bazar Street, Kolkata – 700 001
Date : 3rd August, 2015

By Order of the Board of Directors

Vividha Salampuria
Company Secretary

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



ANNEXURE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT AND SECRETARIAL STANDARD THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS UNDER :

Name of the Director	Sushil Kumar Agrawal	Sunil Kumar Agrawal	Anirudha Agrawal	Karan Agrawal
Director Identification Number	00091793	00091784	06537905	05348309
Date of Birth / Age	17.11.1960 55 years	11.12.1961 54 years	17.10.1989 25 years	27.10.1986 28 years
Date of first Appointment on the Board	10.01.2013	17.11.2014	17.11.2014	17.11.2014
Qualifications	Commerce Graduate	Commerce Graduate	Commerce Graduate and MBA	Commerce Graduate and Diploma holder in Management from IIM, Ahmedabad
Expertise	Wide experience and knowledge in overall business management, manufacturing and factory administration. He also has expertise in household insecticides and coated metal operations of the Company.	Wide Experience and knowledge in overall business management, in manufacturing and factory administration.	Experience in administration of manufacturing rolled aluminium products	Expertise in marketing of coated metal products
Terms and conditions of appointment or re-appointment	Provided in the Explanatory Statement of the Notice	He is being appointed as Non-Executive Director of the Company	Provided in the Explanatory Statement of the Notice	Provided in the Explanatory Statement of the Notice
Details of remuneration sought to be paid (Rs. in Lacs)	60.00 p.a.	NA	54.00 p.a.	54.00 p.a.
Last drawn remuneration (Rs. in Lacs)	–	–	–	–
Directorship held in other Companies including Foreign Companies	1. Agrim Steel Industries Ltd. 2. Athena Minerals and Steel Pvt. Ltd. 3. Manaksia Cements Pvt. Ltd. 4. Spade Elektro Pvt. Ltd. 5. SSM Advance Materials Pvt. Ltd. 6. SSQ Exports Pvt. Ltd.	1. Athena Minerals and Steel Pvt. Ltd. 2. Manaksia Cements Pvt. Ltd. 3. Manaksia Ltd. 4. Manaksia Aluminium Company Ltd. 5. Purushottam Barter Pvt. Ltd. 6. SSM Advance Materials Pvt. Ltd. 7. SSQ Exports Pvt. Ltd.	1. Sweka caps Pvt. Ltd. 2. Manaksia Aluminium Company Limited	1. Manaksia Cements Pvt. Ltd. 2. KVK Hospitality Pvt. Ltd. 3. ADEL Shipping & Logistics Ltd. 4. ADEL Shipping Holdings Ltd.

Name of the Director	Sushil Kumar Agrawal	Sunil Kumar Agrawal	Anirudha Agrawal	Karan Agrawal
Membership/Chairmanship of the Committee of other Public Companies	None	1. Member of Audit Committee- Manaksia Aluminium Company Limited 2. Member of Stakeholders Relationship Committee- Manaksia Aluminium Company Limited 3. Member of Nomination & Remuneration Committee- Manaksia Limited 4. Member of Committee of Directors - Manaksia Limited	None	None
Membership/Chairmanship of the Committee of the Board of Directors of the Company	1. Member of Audit Committee 2. Member of Stakeholders Relationship Committee	1. Member of Nomination & Remuneration Committee 2. Member of Stakeholders Relationship Committee	None	None
Number of Shares Held	852875	1616060	1374560	1797185
Relationship with other Directors and other Key Managerial Personnel of the Company	Mr. Karan Agrawal- Son Mr. Sunil Kumar Agrawal- Brother	Mr Sushil Kumar Agrawal- Brother Mr Anirudha Agrawal- Son	Mr Sunil Kumar Agrawal - Father	Mr Sushil Kumar Agrawal - Father
Number of Board meetings Attended during the year	5	3	3	1

MANAKSIA COATED METALS & INDUSTRIES LIMITED

PROXY FORM

Corporate Identity Number : U27100WB2010PLC144409
Phone No. : +91-33-2231 0050, Fax No. : +91-33-2230 0336, Email : infomcmil@manaksia.com, Website : www.manaksia.com
Registered Office : Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata - 700 001

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 Coated Metals & Industries 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 5th Annual General Meeting of the Company, to be held on Thursday, 24th day of September, 2015 at 2.00 p.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 No.

1. Adoption of the Audited Financial Statements for the financial year ended 31st March, 2015 along with the Reports of Board of Directors and Auditors thereon.
2. For Appointment of a Director in place of Mr. Sunil Kumar Agrawal (DIN : 00091784), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment and fixation of remuneration of Statutory Auditors.
4. For appointment of Mr. Sushil Kumar Agrawal (DIN : 00091793), as a Managing Director of the Company.
5. For increase in remuneration of Mr. Karan Agrawal (DIN : 05348309).
6. For increase in remuneration of Mr. Anirudha Agrawal (DIN : 06537905).
7. For amendment in Articles of Association of the Company.
8. To keep the Register of Members of the Company with the Registrar and Share Transfer Agent of the Company or at such other place as the Board may from time to time decide.
9. To ratify the remuneration of Cost Auditors.

Affix Revenue Stamp

Signed this ..... day of 2015

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.