NOTICE

Notice is hereby given that the **Eleventh Annual General Meeting** of the members of Maan Aluminium Limited will be held on Tuesday, the 30th day of September, 2014 at The Connaught, 37, Shaheed Bhagat Singh Marg, Next to Shivaji Stadium, New Delhi-110001 at 10.30 AM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Sunil Kumar Shandilya (DIN No. 02708445), who retires from office by rotation and being eligible, offers himself for re- appointment.
3. To appoint a director in place of Mr. Adish Jain (DIN No. 03042470), who retires from office by rotation and being eligible, offers himself for re- appointment.
4. To re-appoint M/s. Khandelwal and Khandelwal Associates, Chartered Accountants, Indore (Firm Registration No. 008389C) as Statutory Auditors of the Company and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution :

   "RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any of the Companies Act,1956 and as recommended by Audit Committee, M/s Khandelwal and Khandelwal Associates(Firm Registration No. 008389C), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Eleventh Annual General Meeting till the conclusion of Fourteenth Annual General Meeting ,subject to ratification of his appointment by the shareholders annually, at a remuneration to be decided annually by the Board of Directors in consultation with the Auditors plus service tax and re-imbursement of travelling and out of pocket expenses incurred by them for the purpose of audit of accounts of the Company."

SPECIAL BUSINESS:

5. **To appoint Mr. Rajesh Jain (DIN No. 02854873) as Independent Director 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 the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajesh Jain (DIN No. 02854873) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

6. **To appoint Mr. Ashok Jain (DIN No. 02979833) as Independent Director 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 the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ashok Jain (DIN No. 02979833) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

7. **To appoint Mr. Amit Jain (DIN No. 03498081) as Independent Director 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 the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Amit Jain (DIN No. 03498081) who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

8. **To appoint Mr. Abhinav Jain (DIN No. 06624402) as an Independent Director 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 the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Abhinav Jain (DIN No. 06624402), who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

9. **To appoint Mr. Sunil Jain (DIN No. 00810534) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sunil Jain (DIN No. 00810534), who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

10. **To appoint Mr. Ankur Jain (DIN No. 06614909) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ankur Jain (DIN No. 06614909) who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

11. **To appoint Mr. Sachit Jain (DIN No. 00274767) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sachit Jain (DIN No. 00274767)who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

12. **To appoint Mr. Shailesh Surendra Choksi (DIN No. 00548215) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shailesh Surendra Choksi (DIN No. 00548215) who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

13. **To appoint Mr. Kavish Shailesh Choksi (DIN No. 02528331) as an Independent Director 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 the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kavish Shailesh Choksi (DIN No. 02528331) who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 16th Annual General Meeting of the Company in the calendar year 2019."

14. **To approve variation in terms of appointment of Mr. Ravinder Nath Jain as Executive Chairman and in this regard 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 196,197,203 and any other applicable provisions of the Companies Act,2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read

with Schedule V of the Companies Act,2013 (corresponding to Sections 198,269,309 and other applicable provisions of the Companies Act,1956 read with Schedule XIII to the Companies Act, 1956) and provisions of Articles and Associations of the Company and subject to necessary approvals and Central Government approvals , if necessary , and consent as may be required and as recommended by Nomination and Remuneration Committee and Board of Directors at their meeting held on 14th February,2014 , approval of the shareholders be and is hereby accorded for reduction in the remuneration payable to Mr. Ravinder Nath Jain, Executive Director of the Company from Rs. 3 lacs per month to NIL per month with effect from 1st December, 2013 till the balance tenure of his term"

15. To approve variation in terms of appointment of Mr. Mohinder Jain as Managing Director and in this regard 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 196,197,203 and any other applicable provisions of the Companies Act,2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act,2013 (corresponding to Sections 198,269,309 and other applicable provisions of the Companies Act,1956 read with Schedule XIII to the Companies Act, 1956) and provisions of Articles and Associations of the Company and subject to necessary approvals and Central Government approvals, if necessary, and consent as may be required and as recommended by Nomination and Remuneration Committee and Board of Directors at their meeting held on 14th February,2014 , approval of the shareholders be and is hereby accorded for reduction in the remuneration payable to Mr. Mohinder Jain, Managing Director of the Company from Rs. 3 lacs per month to NIL per month with effect from 1st December,2013 till the balance tenure of his term"

16. To approve the Borrowing limits of the Company and in this regard 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 180(1) (c) of the Companies Act,2013 read with the rule made thereunder (corresponding to provisions of Section 293(1) (d) of the Companies Act 1956) and other applicable provisions, if any, consent of the company be and is hereby accorded to the Board of Directors of the Company for borrowing monies from time to time for the purposes of the Company, notwithstanding that the monies to be borrowed, together with monies already borrowed by the Company (apart from temporary loan and advances obtained or to be obtained from the Company Bankers in the ordinary course of business) either from the Company Bankers and /or any one of more person or Financial Institutions whether by way of advances ,loans or bills discounting,issue of debentures or otherwise and whether unsecured or secured by mortgage ,charges ,hypothecation ,lien or pledge of the Company's assets and properties whether movable or immovable , or stock in trade and work in progress of the Company on such terms and conditions as may be considered appropriate by the Board of Directors , in excess of aggregate of the paid -up share capital of the Company an its free reserves ,that is to say Reserves not set apart for any specific purpose ,provided that the total amount uto which monies may be borrowed by the Board of Directors shall not exceed at any time Rs. 100 Crores (Rupees One Hundred Crores)

"RESOLVED FURTHER THAT pursuant to provisions of Section 180(1)(a) of the Companies Act, 2013, read with rules made thereunder (corresponding to provisions of Section 293(1) (a) of the Companies Act, 1956), the Board of Directors be and is hereby authorized to secure the borrowing of monies as aforesaid with interest, costs, charges and other monies in such manner as they may think fit and for that properties and assets of the Company, both present and future, and on such terms and conditions as the Board of Directors may think fit from time to time."

17. To re-appoint M/s Vinod Bhatt & Associate (Membership No. 23745), as 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. Vinod Bhatt & Associate., Cost Accountants (Membership No. 23745), 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, 2015, be paid remuneration amounting to Rs.75,000/- (Rupees Seventy Five thousand only) excluding service tax and out of pocket expenses, if any.

18. To appoint Ms Priti Jain (DIN 01007557) as Director to retire by rotation 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 152 and other applicable provisions, if any, of the Companies Act, 2013 Ms. Priti Jain (DIN 01007557) a director of the Company whose term of office was not liable to be determined by rotation, shall now hold such office as a director who shall be liable to retire by rotation as per the requirement of Section 152 (c) of Companies Act, 2013.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

2. The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time for holding the meeting.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2014 to 30th September, 2014 (both days inclusive).

5. Shareholders seeking any information with regard to Accounts are requested to furnish the queries to the Company at least 10 days in advance of the Annual General Meeting/

6. Members are requested to bring their copy of Annual Report to the meeting.

7. Non-Resident Indian Shareholders are requested to provide following information to M/s Link Intime India Pvt. Ltd. , 44, Community Centre,IInd Floor, Naraina Industrial Area, Phase-I, Near PVR Cinema, New Delhi-110028

   a) The change in the Residential status on return to India for permanent settlement.

   b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.

8. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

9. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 a.m. to 1.00 p.m.

10. As part of Green Initiative in the Corporate Governance, members whose e-mail addresses are registered will be sent the annual report through e-mail.

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their vote electronically.

Process for e-voting:

(A) In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the name of the Company "Maan Aluminium Limited" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of demat account/Folio Number in the PAN field. • In case the Folio Number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio Number 40 then enter RA00000040 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date, i.e. 5th September, 2014 in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company

on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click in the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. Further, the members who have cast their vote electronically shall not be allowed to vote again at the meeting.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company/ Depository participant(s) or requesting physical copy]: Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(C) The e-voting period begins on Wednesday, 24th September 2014 at 9.30 am and ends on Friday, 26th September 2014 at 5.30 pm. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 5th September 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com or investors@indosolar.co.in.
- Mr. Ambarish Chatterjee, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses, not in the employment of the Company and make his report of the votes cast in favour or against and shall submit to the Chairman of the Meeting.
- The Results of Annual General Meeting shall be declared on 30th September 2014. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.maanaluminium.in and on the website of CDSL and shall be communicated to National Stock Exchange of India Limited and BSE Limited.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act,2013 :

ITEM NO. 5

Mr. Rajesh Jain has been a Non-Executive Director of the Company since 14.01.2010 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is a graduate. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Rajesh Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Rajesh Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Rajesh Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Rajesh Jain as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Rajesh Jain, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Rajesh Jain is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. Other than Mr. Rajesh Jain, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

ITEM NO. 6

Mr. Ashok Jain has been a Non-Executive Director of the Company since 29.01.2010 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is a graduate and has an experience of more than 38 years in running business in various capacities. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April,2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Ashok Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Ashok Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Ashok Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ashok Jain as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Ashok Jain, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Ashok Jain is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. Ashok Jain and Mr. Amit Jain, who is his son, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

ITEM NO. 7

Mr. Amit Jain has been a Non-Executive Director of the Company since 01.04.2011 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is holds post graduate diploma in marketing in Business Administration from Symbiosis centre of distance learning. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April,2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Amit Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Amit Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Amit Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Amit Jain as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Amit Jain, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Amit Jain is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice. Other than Mr. Amit Jain and Mr. Ashok Jain, who is his father no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

ITEM NO. 8

Mr. Abhinav Jain has been a Non-Executive Additional Director of the Company since 14.02.2014 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is BBA from State University of USA. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April,2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Abhinav Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Abhinav Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Abhinav Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Abhinav Jain as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Abhinav Jain, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Abhinav Jain is interested and concerned in the Resolution mentioned at Item No. 8 of the Notice. Other than Mr. Abhinav Jain, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 8 of the Notice.

ITEM NO. 9

Mr. Sunil Jain has been a Non-Executive Additional Director of the Company since 14.02.2014 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is a graduate with 25 years of experience in running business. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April,2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Sunil Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Sunil Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Sunil Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sunil Jain as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Sunil Jain, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Sunil Jain is interested and concerned in the Resolution mentioned at Item No. 9 of the Notice. Other than Mr. Sunil Jain, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

ITEM NO. 10

Mr. Ankur Jain has been a Non-Executive Additional Director of the Company since 30.05.2014 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is an MBA from Indian Institute of Planning and Management. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April,2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Ankur Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Ankur Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Ankur Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Ankur Jain as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Ankur Jain, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Ankur Jain is interested and concerned in the Resolution mentioned at Item No. 10 of the Notice. Other than Mr. Ankur Jain and Mr. Sachit Jain who is his brother no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 10 of the Notice.

ITEM NO. 11

Mr. Sachit Jain has been a Non-Executive Additional Director of the Company since 30.05.2014 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is Software Engineer from RMIT -Melborne, Australia. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April,2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Sachit Jain has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Sachit Jain fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Sachit Jain as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Sachit Jain as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Sachit Jain, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Sachit Jain is interested and concerned in the Resolution mentioned at Item No.11 of the Notice. Other than Mr. Sachit Jain and Mr. Ankur Jain who is his brother no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.11 of the Notice.

ITEM NO. 12

Mr. Shailesh Surendra Choksi has been a Non-Executive Additional Director of the Company since 30.05.2014 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is graduate in Commercial Finance with over 30 years of experience in business. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April,2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Shailesh Surendra Choksi has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Shailesh Surendra Choksi fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Shailesh Surendra Choksi as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Shailesh Surendra Choksi as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Shailesh Surendra Choksi, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Shailesh Surendra Choksi is interested and concerned in the Resolution mentioned at Item No.12 of the Notice. Other than Mr. Shailesh Surendra Choksi and Mr. Kavish Shailesh Choksi, who is his son, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.12 of the Notice.

ITEM NO. 13

Mr. Kavish Shailesh Choksi has been a Non-Executive Additional Director of the Company since 30.05.2014 and was considered as Independent Director for the purpose of Clause 49 of the listing agreement. He is graduate in Commercial Finance from Singapore University. As per the provisions of the Section 149 of the Act which has come into force with effect from 1st April,2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Kavish Shailesh Choksi has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. In the opinion of the Board, Mr. Kavish Shailesh Choksi fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The matter regarding the appointment of Mr. Kavish Shailesh Choksi as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Kavish Shailesh Choksi as Independent Director is now being placed before the Members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Kavish Shailesh Choksi, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Mr. Kavish Shailesh Choksi is interested and concerned in the Resolution mentioned at Item No.13 of the Notice. Other than Mr. Kavish Shailesh Choksi and Mr. Shailesh Surendra Choksi who is his father, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.13 of the Notice.

ITEM NO. 14

Mr. Ravinder Nath Jain was reappointed as Executive Chairman for a period of three years with effect from 1st April, 2013 vide Remuneration Committee Meeting and Board Meeting held on 28th March,2013 with overall remuneration ceiling of Rs. 36 lacs per annum. The reappointment was later ratified by the Shareholders at the Annual General Meeting held on 30th September, 2013.

Due to severe market /economic conditions and to drive the austerity measure initiated by the Company, the remuneration committee and the Board of Directors at their meeting held on 14th February, 2014 considered and approved the variation in terms of remuneration of Mr. Ravinder Nath Jain, subject to the approval of the Company at the ensuing Annual General Meeting and the Central Government in accordance with the provisions of Section 268 and other applicable provisions, if any of the Companies Act,1956 (including any statutory modification or re-enactment thereof, for the time being in force)

The abstract of the variation in terms of the remuneration is set out below:

Name	Designation	Monthly Overall Salary as per Shareholder's approval (In lacs)	Proposed Monthly Salary w.e.f 1st December, 2013
Ravinder Nath Jain	Executive Chairman	3.00	Nil

All other terms and conditions relating to nature of duties and period of agreement will remain same as approved by the Shareholders in the Annual General Meeting held on 30th September, 2013. An abstract of this variation in terms of appointment has already been circulated to the Shareholders.

Mr. Ravinder Nath Jain is concerned or interested in variation in the terms of his remuneration.

Further, Mr. Mohinder Jain-Managing Director, Mr. Adish Jain, Director and Ms. Priti Jain, Director being related persons may also be deemed to be concerned or interested in the variation in terms of remuneration of Mr. Ravinder Nath Jain.

Save and except as above, none of the Directors is, in any way, concerned or interested in the above said variation in the terms of remuneration.

ITEM NO. 15

Mr. Mohinder Jain was reappointed as Managing Director for a period of three years with effect from 1st April, 2013 vide Remuneration Committee Meeting and Board Meeting held on 28th March,2013 with overall remuneration ceiling of Rs. 36 lacs per annum. The reappointment was later ratified by the Shareholders at the Annual General Meeting held on 30th September, 2013.

Due to severe market /economic conditions and to drive the austerity measure initiated by the Company, the remuneration committee and the Board of Directors at their meeting held on 14th February,2014 considered and approved the variation in terms of remuneration of Mr. Mohinder Jain subject to the approval of the Company at the ensuing Annual General Meeting and the Central Government in accordance with the provisions of Section 268 and other applicable provisions, if any of the Companies Act,1956 (including any statutory modification or re-enactment thereof, for the time being in force)

The abstract of the variation in terms of the remuneration is set out below:

Name	Designation	Monthly Overall Salary as per Shareholder's approval (In lacs)	Proposed Monthly Salary w.e.f 1st December, 2013
Mohinder Jain	Managing Director	3.00	Nil

All other terms and conditions relating to nature of duties and period of agreement will remain same as approved by the Shareholders in the Annual General Meeting held on 30th September, 2013. An abstract of this variation in terms of appointment has already been circulated to the Shareholders.

Mr. Mohinder Jain is concerned or interested in variation in the terms of his remuneration.

Further, Mr. Ravinder Nath Jain-Executive Chairman, Mr. Adish Jain, Director and Ms. Priti Jain, Director being related persons may also be deemed to be concerned or interested in the variation in terms of remuneration of Mr. Mohinder Jain.

Save and except as above, none of the Directors is, in any way, concerned or interested in the above said variation in the terms of remuneration.

ITEM NO. 16

Under the provisions of Section 180 (1) (c) of the Companies Act,2013, the Board of Directors of a Company could with the consent of the shareholders obtained by a special resolution , borrow money, apart from temporary loans obtained from the Company Bankers in the ordinary course of business, in excess of the aggregate of paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

As such , it is necessary to obtain the approval of the shareholders by means of Special resolution to enable the Board of Directors to borrow moneys ,apart from temporary loans obtained from the Company's Bankers in the ordinary course of business in excess of the aggregate of paid-up share capital and free reserves of the Company to the extent of Rs. 100 Crores. Section 180 (1) (a) of the Companies Act, 2013 provides inter-alia, that the Board of Directors of a Company shall not without the consent of the Company in General Meeting sell, lease otherwise dispose of the whole or substantially the whole of the undertaking of the Company, of where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking.

Since the mortgaging by the Company of its immovable and movable properties as aforesaid in favour of Financial Institutions/Banks may be regarded as disposal of the Company's properties /undertaking, therefore ,it is necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act,2013 for creation of the mortgage/charge. The Board of Directors have passed the resolution at their Board Meeting held on 30th May,2014 and recommends the Resolution at Item No. 16 of the Notice for approval of the Shareholders by a Special Resolution.

ITEM NO. 17

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the M/s. Vinod Bhatt & Associate, Cost Accountants (Membership No. 23745), as Cost Auditors to conduct the audit of the cost accounting records of the 'Aluminium' manufactured by the Company for the financial year ending March 31, 2015. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 17 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015. None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 17 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 17 of this Notice for approval of the members of the Company.

ITEM NO. 18

In order to Comply with the comply with the requirement of Section 152 (6) of the Companies Act,2013, wherein not less than two-third of the Directors of the company, excluding independent directors shall be persons whose period of office is liable to retire by rotation, it has been decided to change the status of office of Directorship of Ms. Priti Jain from not-liable to retire by rotation to retire by rotation.

All the Promoter Directors being related persons are deemed interested in the resolution set out at Item No. 18 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 18 of this Notice for approval of the members of the Company.

By order of the Board of Directors
For Maan Aluminium Limited

Date : 11th August, 2014
Place : New Delhi

Bijender Kumar Rithaliya
CFO & Company Secretary

MAAN Aluminium Limited

Formerly known as Man Aluminium Ltd.
CIN: L300007DL2003PLC214485

Registered Office: 3/8, Second Floor Asaf Ali Road, New Delhi-110002
Ph: 23247869 to 72 Fax: 23260320
Email: bijender.rithaliya@siddharthametal.com, Website: www.maanaluminium.in
CIN: L30007DL2003PLC214485

PROXY

Name of the member(s)	:
Registered Address	:
E-mail Id	:
Folio No./ DP ID-Client ID No.	:

I/ We, being the member(s) of shares of the above named Company, hereby appoint:

(1) Name: _____ Address: _____ E-mail Id: _____ Signature: _____ or failing him;

(2) Name: _____ Address: _____ E-mail Id: _____ Signature: _____ or failing him;

(3) Name: _____ Address: _____ E-mail Id: _____ Signature: _____

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Eleventh Annual General Meeting of the Company, to be held on Tuesday the 30th September, 2014 at 10.30 a.m. at The Connaught, 37, Shaheed Bhagat Singh Marg, Next to Shivaji Stadium, New Delhi-110001 and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of Financial Statements, Directors' and Auditors' Report for the year ended 31st March, 2014
2.	Re-appointment of Mr. Sunil Kumar Shandilya, who retires by rotation
3.	Re-appointment of Mr. Adish Jain, who retires by rotation
4.	Appoint Auditors and fix their remuneration
Special Business	
5.	Appointment of Mr. Rajesh Jain as Independent Director
6.	Appointment of Mr. Ashok Jain as Independent Director
7.	Appointment of Mr. Amit Jain as Independent Director
8.	Appointment of Mr. Abhinav Jain as Independent Director
9.	Appointment of Mr. Sunil Jain as Independent Director
10.	Appointment of Mr. Ankur Jain as Independent Director
11.	Appointment of Mr. Sachit Jain as Independent Director
12.	Appointment of Mr. Shailesh Surendra Choksi as Independent Director
13.	Appointment of Mr. Kavish Shailesh Choksi as Independent Director
14.	Approval of Variation in terms of appointment of Mr. Ravinder Nath Jain

Resolution No.	Resolutions
Special Business	
15.	Approval of Variation in terms of appointment of Mr. Mohinder Jain
16.	To approve borrowing limits of the Company and charge on the assets of the Company
17.	To appoint cost auditor and approve his remuneration
18.	To appoint Ms. Priti Jain as Director to retire by rotation.

Signed this _____ day of _____ 2014

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix Revenue Stamp

NOTE :

1. This form of Proxy, in order to be effective, should be deposited duly completed at the Registered Office of the Company, at 3/8, IInd Floor, Asaf Ali Road, New Delhi-110002 not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Eleventh Annual General Meeting.

MAAN Aluminium Limited

Formerly known as Man Aluminium Ltd.

Registered Office: 3/8, Second Floor Asaf Ali Road, New Delhi-110002
Ph: 23247869 to 72 Fax: 23260320
Email: bijender.rithaliya@siddharthametal.com, Website: www.maanaluminium.in
CIN: L30007DL2003PLC214485

ATTENDANCE SLIP

(Particulars to be completed by Member/Proxy)

Name of Member : _____
(In Block Letters)

Folio Number DP. Id* CLIENT Id*

No. of Shares held : _____

Name of Proxy, if attending for Member : _____
(in Block Letters)

I hereby record my presence at the ELEVENTH ANNUAL GENERAL MEETING of the Company at 30th day of September, 2014 at The Connaught, 37, Shaheed Bhagat Singh Marg, Next to Shivaji Stadium, New Delhi-110001 at 10.30 AM.

Member's/Proxy's Signature**

To be signed at the time of handing over the slip.
**Applicable if shares are held in electronic form

MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT TO THE MEETING. NO COPY OFTHE REPORT WILL BE DISTRIBUTED AT THE MEETING.