Manaksia Steels 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 : infomsl@manaksia.com; Website : www.manaksia.com
Corporate Identity Number : U27101WB2001PLC138341

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 14th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 25th September 2015 at 10.00 a.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 Mrinal Kanti Pal (DIN : 00867865), 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 Sections 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, 203 and other applicable provisions, if any, of the 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. Suresh Kumar Agrawal (DIN: 00520769), 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. Suresh 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 the 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. Varun Agrawal (DIN : 00441271), 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. Varun 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 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."

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

Ajay Sharma
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 TEN PERCENT 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 18th September, 2015 to 22nd 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 7 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 Transfer Agent, Link Intime India Pvt. Ltd for reply to their queries/redressal of complaints, if any, or contact Mr. Ajay Sharma, Company Secretary at the Registered Office of the Company (Phone : +91-33-2231 0050; Email: investorrelmsl@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 Registered 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 14th 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. 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 22nd September, 2015 (9:00 a.m.) and ends on 24th 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 18th 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 purpose 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 Steels.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 Steels 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 18th 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. 18th 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 18th 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 website of the Company i.e. 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. Mrinal Kanti Pal, 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. Suresh Kumar Agrawal (DIN: 00520769), 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. Suresh 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. Suresh Kumar Agrawal to the effect of increase in remuneration from Rs. Nil to Rs. 5,00,000/- per month with effect from 1st October, 2015. Other terms and conditions of appointment of Mr. Suresh Kumar Agrawal will remain same.

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

1. The Company appoints Mr. Suresh Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years commencing from 23rd November, 2014 on the terms & conditions herein after expressed which Mr. Suresh Kumar Agrawal accepts.
2. Mr. Suresh 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 Suresh Kumar Agrawal shall be entitled to receive a remuneration not exceeding Rs. 5,00,000/- per month as may be mutually decided between Mr. Suresh Kumar Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. The Board may from time to time entrust to Mr. Suresh 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.
5. Mr. Suresh 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.
6. Mr. Suresh Kumar Agrawal shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
7. 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.
8. 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.
9. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Suresh 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. Suresh 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. Suresh Kumar Agrawal, Disclosure required under Clause 49 of 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 Suresh Kumar Agrawal and his relatives is provided below:

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%) (As on 31st March, 2015)
Basudeo Agrawal	14.50
Suresh Kumar Agrawal	14.35
Mahabir Prasad Agrawal	8.31
Varun Agrawal	4.22
Chandrakala Agrawal	1.90
Suresh Kumar Agrawal (HUF)	0.52

Except Mr. Suresh 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. Varun Agrawal, Whole-time Director of the Company.

Subsequently, looking at the ability, expertise and contribution of Mr. Varun 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. Varun 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. Varun Agrawal will remain same.

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

Brief Profile of Mr. Varun Agrawal, Disclosure required under Clause 49 of 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 Varun Agrawal and his relatives is provided below :

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%) (As on 31st March, 2015)
Suresh Kumar Agrawal	14.35
Varun Agrawal	4.22
Chandrakala Agrawal	1.90
Suresh Kumar Agrawal (HUF)	0.52

Except Mr. Varun 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

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. 6 except to the extent of their shareholding.

Item No. 7

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.

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 resolutionas set out at Item No. 7 of the Notice.

Your Board recommends the above special resolution at Item No. 7 of the accompanying Notice for your approval.

Disclosure as required under Schedule V to the Companies Act, 2013 for Item No. 4 and 5 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	33559.86	21745.66	-
Total Expenses	32447.23	20202.43	0.43
Net Profit	818.01	1052.13	(0.43)
Paid up Capital	655.34	5.00	5.00
Reserves & Surplus	14183.40	13390.28	(3.99)

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	**Suresh Kumar Agrawal**	**Varun 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
Past Remuneration (Rs. in Lacs)	–	–
Recognition and Awards	–	–
Job profile and his suitability	Mr. Suresh 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 suprintendence, control and direction of the Board of Directors of the Company. He has vast experience and knowledge in overall business management, in manufacturing, international business and marketing. Considering the rich experience of Mr. Suresh Kumar Agrawal, he is well suited for the position of Managing Director.	Mr. Varun 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. Varun Agrawal has expertise in marketing of value added steel and aluminium products.

Particulars	Suresh Kumar Agrawal	Varun Agrawal
Remuneration proposed (Rs. in Lacs)	60.00 p.a.	54.00 p.a.
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.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Suresh Kumar Agrawal holds 9402740 equity shares in the Company. Apart from receiving remuneration as stated above and dividend as the member of the Company, Mr. Suresh Kumar Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.	Mr. Varun Agrawal holds 2766930 equity shares in the Company. Apart from receiving remuneration as stated above and dividend as the member of the Company, Mr. Varun 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 steel undertaking of Manaksia Limited were transferred to Manaksia Steels Limited.

The overall market scenario in the Steel Industry has not been favorable during the Financial Year 2014-15. The parity between movement in prices of Raw Material and Finished Products has been adverse during the period. Availability of imported substitutes of the products of the Company, at lower prices, high cost of inputs raw materials and increased fixed expenses have also effected the Company adversely. 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 is taking all possible steps to improve its performance. The Company is focused on enhancing value added products. The company is also making certain strategic changes which would result in further cost reduction and thereby contributing to the profitability in the years to come.

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 statements to the respective resolutions 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

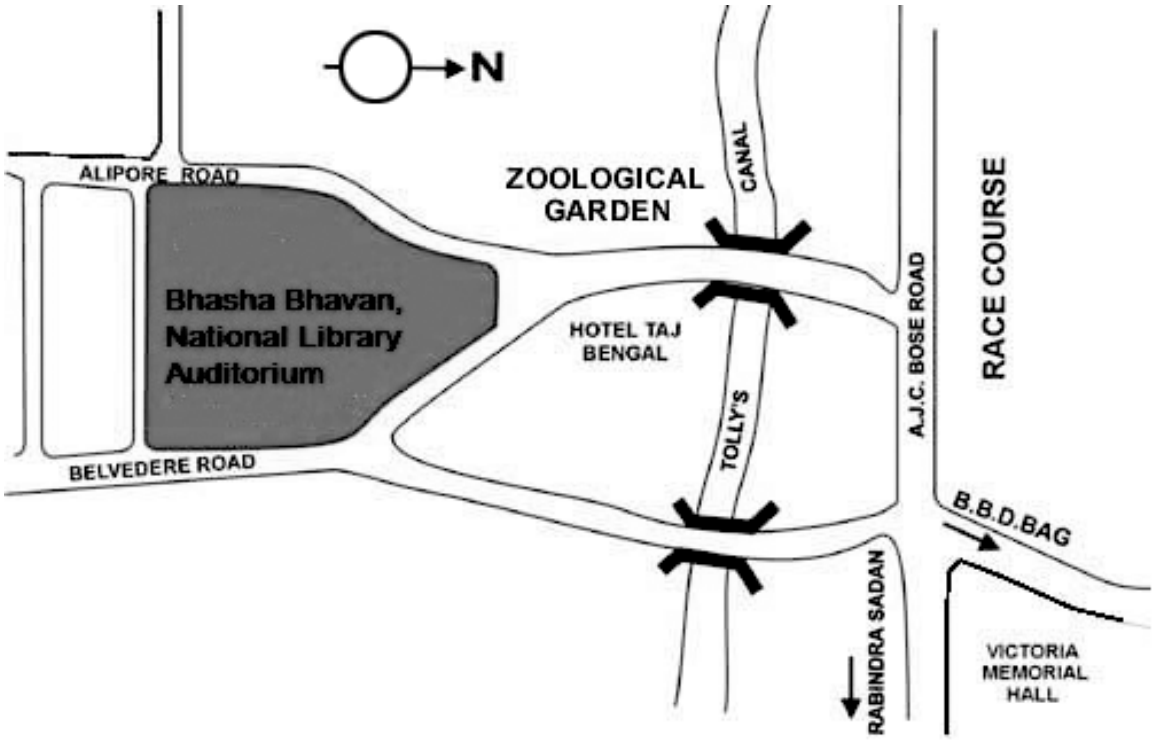
By Order of the Board of Directors

Ajay Sharma
Company Secretary

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	**Suresh Kumar Agrawal**	**Varun Agrawal**	**Mrinal Kanti Pal**
Director Identification Number	00520769	00441271	00867865
Date of Birth/Age	28.07.1953 62 years	09.10.1982 33 years	13.01.1953 62 years
Date of first Appointment on the Board	27.12.2012	17.11.2014	27.12.2012
Qualifications	Chemical Engineer	Commerce Graduate	Chemical Engineer
Expertise	Vast Experience and knowledge in overall business management, in manufacturing, international business and marketing.	Expertise in marketing of value added steel and aluminium products.	Wide experience in purchase operations.
Terms and conditions of appointment or re-appointment	Provided in the Explanatory Statement of the Notice	Provided in the Explanatory Statement of the Notice	He is being appointed as Non-Executive Director of the Company
Details of remuneration sought to be paid (Rs. in Lacs)	60.00 p.a.	54.00 p.a.	NA
Last Remuneration Drawn (Rs. in Lacs)	NA	NA	NA
Directorship held in other Companies including Foreign Companies	1. Manaksia Ltd. 2. Manaksia Overseas Ltd. 3. Seaview Tradecomm Pvt. Ltd. 4. Rainbow Manufacturing Co. Pvt. Ltd.	1. Manaksia Ferro Industries Ltd. 2. Manaksia Ltd. 3. Seaview Tradecomm Pvt. Ltd. 4. Titanic Manufacturing Co. Pvt. Ltd. 5. Krishna Devlo Consultancy Pvt. Ltd. 6. Fixopan Management Pvt. Ltd. 7. Crest Steel & Alloys Pvt. Ltd. 8. Sampark Rolling Stock & Containers Pvt. Ltd. 9. Rainbow Manufacturing Co. Pvt. Ltd.	1. M R Technical Services Pvt. Ltd. 2. Manaksia Aluminium Company Ltd.
Membership/Chairmanship of the Committee of other Public Companies	1. Member of Committee of Directors - Manaksia Limited 2. Member of Stakeholders Relationship Committee- Manaksia Limited 3. Member of Corporate Social Responsibility Committee - Manaksia Limited	None	None

Name of the Director	Suresh Kumar Agrawal	Varun Agrawal	Mrinal Kanti Pal
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 Stakeholders Relationship Committee	None
Number of Shares Held	9402740	2766930	396
Relationship with other Directors and other Key Managerial Personnels of the Company	Mr Varun Agrawal - Son	Mr Suresh Kumar Agrawal - Father	None
Number of Board meetings Attended during the year	7	3	5

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING