MAAN
ALUMINIUM LTD
Formerly known as Man Aluminium Ltd.

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New Delhi-110002
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CIN : L30007DL2003PLC214485

07th June, 2016

To, Manager Dept. of Corporate Services **Bombay Stock Exchange Limited** Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001 Fax : 022- 22723121/2037/2039/2041 corp.relations@bseindia.com **Scrip Code : 532906**	To, Manager Dept. of Corporate Services **The National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai – 400 051 Fax: 022-26598237/38 26598347/48 cmlist@nse.co.in **Scrip Code : MAANALU**

Sub: Submission AGM notice

Dear Sir,

We are hereby submitting the Notice of the Annual General Meeting to be held on Saturday, the 2nd day of July 2016 at The Janpath Hotel, Janpath, New Delhi-110001 at 11.00 AM

Kindly take the same on record & oblige.

Thanking you

Yours faithfully
For Maan Aluminium Limited

Sandeep
(Company Secretary)

MAAN ALUMINIUM LTD. NEW DELHI

NOTICE

Notice is hereby given that the **Thirteenth Annual General Meeting** of the members of **Maan Aluminium Limited** will be held on Saturday, the 2nd day of July 2016 at The Janpath Hotel, Janpath, New Delhi-110001 at 11.00 AM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 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 declare Dividend on equity shares for the Financial Year 2015-16.

   "RESOLVED THAT in terms of recommendation of Board of Directors of the company, the approval of the members of the company be and is hereby granted for payment of dividend @ ` 0.50 per share (i.e. 5%) on the fully paid up equity shares of ` 10/- each of the company for the year 2015-16 and same be paid to all the members whose name appear in the register of members and in case of the shares held in the electronic mode to those members whose name appears in the records of the depository participant as on June 24, 2016.

3. To appoint a Director in place of Mr. Ashish Jain (DIN No. 06942547), who retires from office by rotation and being eligible, offers himself for re- appointment.

   "RESOLVED THAT Mr. Ashish Jain (DIN No. 06942547), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and as per the Company's Articles of Association be and is hereby reappointed a Director of the Company."

4. To appoint a Director in place of Mr. Sandeep Verma (DIN No. 07132137), who retires from office by rotation and being eligible, offers himself for re- appointment.

   "RESOLVED THAT Mr. Sandeep Verma (DIN No. 07132137), who retires by rotation from the Board of Directors pursuant to the provisions of section 152 of the Companies Act, 2013 and as per the Company's Articles of Association be and is hereby reappointed a Director of the Company."

5. To ratify appointment of 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 the members of the company do hereby ratify the appointment of M/s. Khandelwal and Khandelwal Associates, (Firm Registration No. 008389C) Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company as the Statutory Auditor were appointed in the 11th Annual General Meeting (held on 30th September, 2014) to hold office for a period of 3 years until the conclusion of the 14th Annual General Meeting on a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

6. **To appoint Mr. Suresh Chander Malik (DIN No. 05178174) 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, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, **Mr. Suresh Chander Malik (DIN No. 05178174)**, who was appointed as an Additional Director of the company on 14th November, 2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this AGM, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment & 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 Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 31st March, 2021.

   FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **To re-appoint Mr. Ravinder Nath Jain (DIN: 00801000) as Chairman and 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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and pursuant to Article of the Articles of Association of the Company, the consent of the member be and is hereby accorded for appointment and remuneration of Mr. Ravinder Nath Jain (DIN: 00801000), as the Chairman & Managing Director of the Company for a period of three years with effect from April 01, 2016 to 31st March, 2019, upon terms and conditions as recommended by the nomination and remuneration committee duly approved by Board also upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Agreement placed before the Meeting, duly initialed by the Company Secretary for the purpose of identification, and as agreed between the Board of Directors and Mr. Ravinder Nath Jain (DIN: 00801000)."

   The broad particulars of remuneration payable to and the terms of the appointment of Mr. Ravinder Nath Jain during his tenure as Chairman and Managing Director are as under:

   Basic Salary : ` 2,00,000/- p.m.

   In addition to the basic salaries, the Chairman and Managing Director shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffer, medical/accident insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

   The remuneration payable to Mr. Ravinder Nath Jain, including salary, is subject to overall ceiling under Section II of Part II of Schedule V to the Act. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ravinder Nath Jain (DIN: 00801000), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof) and subject to the approval of the Central Government, if any required.

   For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

   RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions of the said reappointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto."

8. **To change in the designation of Ms. Priti Jain (DIN : 01007557) to Executive Director- Marketing and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 197 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and the laws prevailing for the time being and subject to the approval of the Central Government, if required, and such alterations and modifications, if any, that may be effected pursuant to any change in policies, Acts or Laws, guidelines, rules and regulations relating to Managerial Remuneration or in response to any application(s) for review and reconsideration submitted by the Company in that behalf to the concerned authorities, if any, the consent of the member of the company be and is hereby accorded as per the recommendation of Remuneration and nomination committee duly approved by the Board of Director in its meeting held on 09th April, 2016 for Change in Designation of Ms. Priti Jain from Promoter Non Executive Director to Promoter Executive Director Marketing from 01st April, 2016 upon the remuneration, terms and conditions as set out below.

   The broad particulars of remuneration payable to and the terms of the appointment of Ms. Priti Jain during his tenure as Executive Director-Marketing are as under:

   Basic Salary: ` 40,000/- p.m.

   In addition to the basic salaries, the Executive Director-Marketing shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffer, medical/accident insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Ms. Priti Jain, remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions of the said remuneration and/ or agreement in such manner and to such extent as may be agreed between the Board of Directors and Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

9. To Create charges on the assets 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 in supersession of the Special Resolution passed under Section 180(1)(a) of the Companies Act, 2013 at the Annual General Meeting of the shareholders of the Company held on September 30, 2014 and pursuant to Section 180(1)(a) 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), the consent of the shareholders of the Company be and is hereby accorded for creation by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the power conferred on the Board by this resolution) , of such mortgages/ charges/ hypothecations (in addition to the existing mortgages / charges / hypothecations created by the Company in favour of the lenders) in such form and in such manner as may be agreed to in favour of firms, bodies corporate, Banks (including foreign banks) or financial institutions (hereinafter referred to as the "Lenders") on all or any of the present and / or future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, Debentures, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of ` 500 Crores (Rupees Five Hundred Crores only) of loans or advances already obtained or to be obtained from the Lenders, in any form.

" RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to finalize with the aforesaid institutions / banks the form, extent and manner of agreement(s), document(s) and the deed(s) for creating the mortgage(s) and/or charge(s) and to do all such acts, deeds and matters as may be necessary for giving effect to the above resolution."

10. 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 in supersession of the Special Resolution passed under Section 180(1)(c) of the Companies Act, 2013 at the Annual General Meeting of the shareholders of the Company held on September 30, 2014 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the power conferred on the Board by this resolution) for borrowing from time to time any sum or sums of monies from any one or more persons, firms, bodies corporate, Banks (including foreign bank) or financial institutions whether by way of cash credit, advance or deposits, loans or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether present and/or future, immovable and/or movable or stock-in trade (including raw materials, stores, spare parts and components, stock in transit) and work-in-progress or all or any of the undertakings of the Company notwithstanding that the monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the sum or sums so borrowed and remaining outstanding at anytime shall not exceed in the aggregate of ` 500 Crores (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things to execute all such documents, instruments and writing as may be required for giving effect to the above resolution."

11. 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, 2017, consent of the members of the Company be and is hereby accorded for payment of remuneration amounting to ` 75,000/- (Rupees Seventy Five thousand only) excluding service tax and out of pocket expenses, if any."

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

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

13. To increase the Authorized Share Capital 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 the provision of section 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded as the existing Authorized Capital of company amounting to ` 5,00,00,000 (` Five Crores) divided into 50,00,000 (Fifty Lakh) shares of ` 10/- each be and is hereby increased to ` 10,00,00,000 (Ten Crores) divided into 1,00,00,000 (One Crore) equity shares of ` 10/- each by addition thereto a sum of ` 5,00,00,000 (` . Five Crores) divided into 50,00,000 (Fifty Lakh) equity shares of ` 10/- each, ranking pari passu with the existing shares of the company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

14. 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 13 & 14 and other applicable provisions of the Companies Act 2013, the consent of the members of the Company be and is hereby accorded as the existing clause V of the Memorandum of Association and Clause 5 of the article of association be substituted by the following new clause:

V(a). The Authorized Share Capital of the Company is ` 10,00,00,000(Rupee Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of ` 10 (Rupees Ten only) each.

5 The Authorized Share Capital of the Company is ` 10,00,00,000(Rupee Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of ` 10 (Rupees Ten only) each."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of the proxy, in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report.**
2. An explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 25th June, 2016 to Saturday 2nd July, 2016 (both days inclusive) for annual closing and determining the names of members eligible for dividend on Equity Shares for the financial year ended 31st March, 2016, if declared at the Meeting.
5. The dividend on Equity Shares for the financial year ended 31 March, 2016 as recommended by the Board, if approved by the members, will be paid within a period of thirty (30) days from the date of declaration of dividend, to those members whose names appear in the Register of Members of the Company as on close of business hours on 24th June, 2016.
6. Members are requested to notify immediately any change in their address to the Company / Registrars and Transfer Agents of the Company.
7. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual General Meeting. Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
8. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members at the Registered Office of the Company on all working days except Saturday during business hours up to the date of Meeting.
11. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Link Intime (P) Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrars and Transfer Agents of the Company.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrars and Transfer Agents of the Company for consolidation into a single folio. Non-Resident Indian Members are requested to inform to the Registrars and Transfer Agents of the Company, immediately of :
    (a) Change in their residential status on return to India for permanent settlement.
    (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company as on 29.09.2015 on the website of the Company i.e. www.maanaluminium.in , and also on the website of the Ministry of Corporate Affairs.
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e–mail address either with the Company or with the depository. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
17. The Notice of AGM, Annual report, attendance slip and proxy form are being sent in electronic mode to members whose e-mail addresses are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance slip are being sent to those members who have not registered their e-mail addresses with the Company or Depository Participant(s). Members who have received the notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at the registration counter to attend the AGM.

18. Voting through electronic means

I. In compliance with 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 Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 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 ballot 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 ballot 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 cast their vote again.

IV. The remote e-voting period commences on 29th June, 2016 (9:00 am) and ends on 01st July, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25th June, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. 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 Participants(s)] :
    (i) Open email and open PDF file viz; "remote 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.
    (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 "EVEN" of "Maan Aluminium Limited".
    (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 (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 aswal1207@gmail.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 Participants(s) or requesting physical copy] :
    (i) Initial password is provided in separate sheet attaced with Annual Report.

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 the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

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 25th June, 2016.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th June, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

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 following toll free no.: 1800-222-990.

XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Ms. Anita Aswal, Company Secretary (Membership No. 37019), Company Secretaries in Practice has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting 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 two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour 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.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.maanaluminium.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENT) REGULATION, 2015:

Name of the Director	**Mr. Ashish Jain**	**Mr. Sandeep Verma**
Date of Birth	07.08.1981	03.09.1975
Qualification	Masters in Business Administration.	Masters in Business Administration.
Date of Joining the Board	14.11.2014	17.04.2015
Profile of Director	Taking care of planning, execution and marketing, finance and accounts.	Taking care of planning, execution and marketing, finance and accounts.
Directorship held in other Companies(excluding section 8 Companies)	1	NIL
Memberships/Chairmanships of committees of other companies	NIL	NIL
Number of shares held in the Company	55050	NIL

ANNEXURE TO THE NOTICE

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

ITEM NO. 6

The Board of Directors of the Company ("the Board") at its Meeting held on 14th November, 2015 on the basis of the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Suresh Chander Malik (DIN- 05178174) as Additional Director of the Company in terms of Section 149, 152 & 161 read with Schedule IV & other provisions of the Companies Act, 2013 & The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force). In terms of the provisions of Section 161(1) of the Companies Act, 2013 Mr. Suresh Chander Malik (DIN- 05178174) would hold office upto the date of the ensuing Annual General Meeting.

Under the provisions of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member along with the requisite deposit, proposing the candidature of Mr. Suresh Chander Malik for the office of Director of the Company.

Mr. Suresh Chander Malik has given his:

(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014,

(ii) intimation in Form DIR-8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and

(iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In consonance with the aforestated, it is proposed to appoint Mr. Suresh Chander Malik as Independent Director of the Company to hold office for a term up to 31st March, 2021.

Brief resume of Mr. Suresh Chander Malik, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, are provided in the Annexure to the Notice.

Save and except Mr. Suresh Chander Malik, being appointee, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 06 of this Notice for approval of the members of the Company.

ITEM NO. 07

Mr. Ravinder Nath Jain is a Promoter Director and is actively associated with the development of the Company from its inception. He was appointed as Managing Director w.e.f. 27.12.2014 and still continues as Managing Director of the Company.

The present term of appointment of Mr. Ravinder Nath Jain as a Managing Director of the Company will be expire on 31.03.2016. Your directors are desirous that his valuable services may be continues and be utilized for the benefit of the Company. Accordingly the Board recommends the appointment of Mr. Ravinder Nath Jain as Managing Director of the Company for a further period of 03 years on remuneration as set forth in the resolution dt. 13.02.2016 but the Board has further revised remuneration of Mr. Ravinder Nath Jain as recommended by the Nomination and Remuneration Committee, at its meeting held on April 09, 2016. The draft agreement to be entered into with Mr. Ravinder Nath Jain for re-appointment as Managing Director is available for inspection of members at the Registered office of the Company on all working days between 11.00 AM to 01.00 PM upto the date of General meeting. He is not disqualified from being re appointed as director in terms of Section 164 of the Act. Board is of opinion that his re-appointment is properly justified, considering his contribution in the growth of the Company as explained above.

Considering the role and the important contribution made by Mr. Ravinder Nath Jain in varied capacities for the growth of the Company, the Board of Directors unanimously approved the above remuneration as detailed in the resolution.

The terms of reference contained in the resolution may also be treated as an abstract / compliance under section 190 of the Companies Act 2013.

1. **Tenure: April 01st 2016 to March 31st 2019**

2. **Nature of Duties:** The Chariman and Managing Director shall devote his whole-time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.

3. **Remuneration (with effect from April 01st 2016)**

   The broad particulars of remuneration payable to and the terms of the appointment of Mr. Ravinder Nath Jain during his tenure are as under:

   Basic Salary : ` 2,00,000/- p.m.

   In addition to the basic salaries, the Chairman and Managing Director shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or

allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffer, medical/accident insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

The remuneration payable to Mr. Ravinder Nath Jain, including salary, is subject to overall ceiling under Section II of Part II of Schedule V to the Act. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ravinder Nath Jain (DIN: 00801000), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof) and subject to the approval of the Central Government, if any required.

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

Since the Company has inadequate profits, the Company can pay remuneration in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

Memorandum of Interest

The terms and conditions of re appointment of Mr. Ravinder Nath Jain, pursuant to the provisions of Schedule V 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. Ravinder Nath Jain is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Other than Mr. Ravinder Nath Jain, Mr. Ashish Jain, Son in law and Ms. Priti Jain Daughter 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.

Your approval is sought by voting via e-Voting in terms of the provisions of, inter-alia, Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure in terms of requirements of Para (B) to Section II of Part II of Schedule V to the Companies Act, 2013 is given below

I. General Information:				
(1) Nature of industry	Manufacturing of Aluminium Extruded Products			
(2) Date or expected date of commencement of commercial production	The company has a manufacturing facility at Pithampur Distt. Dhar (Madhya Pradesh) which is in operation for over Twenty Three years.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	The company is already operational.			
(4) Financial performance based on given indicators	**PARTICULARS**	**2015-16**	**2014-15**	**2013-14**
	Turnover	**19810.25**	11827.20	11137.58
	Profit Before Tax	**95.32**	42.79	36.91
	Profit After Tax	**60.44**	28.16	41.72
(5) Foreign investments or collaborations, if any.	NIL			
II. Information about the appointee:				
(1) Background details	As narrated Above			
(2) Past remuneration	NIL			
(3) Recognition or awards	NIL			
(4) Job profile and his suitability	Mr. Ravinder Nath Jain is the Managing Director of the Company and has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. The Company has made enormous progress under the stewardship of Mr. Ravinder Nath Jain, who has the management expertise to handle the business of the Company and the vision to take the business forward.			
(5) Remuneration proposed	As per the proposed Resolution			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is justified in comparison with the general market trends and remuneration package of top level managerial person having comparative qualification, contribution and expertise.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ravinder Nath Jain is holding 15,32,302 (Fifteen Lacs Thirty Two Thousand Three Hundard and Two) equity shares (45.32% of the paid up capital) of the Company.			
III. Other information:				
(1) Reasons of loss or inadequate profits	The reason for inadequate profit is capacity constraint.			
(2) Steps taken or proposed to be taken for improvement	The production capacity is being augmented which will help in improving the profitability			
(3) Expected increase in productivity and profits in measurable terms.	Productivity and profitability is expected to scale up substantially keeping in view vast experience of the Director.			
IV. Disclosures: The following information and disclosures of the remuneration package of all the managerial personal have been mentioned in the Board of Director's report under the heading "Corporate Governance".				

ITEM NO. 08

Ms. Priti Jain, aged 33 years, is a Promoter Director and is actively associated with the development of the Company. She was appointed as Director w.e.f. 10.05.2012 and still continues as Non Executive Director of the Company.

On the recommendation of the Nomination and Remuneration Committee, at its meeting held on April 09, 2016 her category is changed to Executive Director- Marketing and the terms and conditions (as set out below) of appointment of Ms. Priti Jain, as Executive Director- Marketing of the Company is set below, subject to the approval of the shareholders:

1. **Tenure:** April 01st 2016 onwards
2. **Nature of Duties:** The Executive Director- Marketing shall devote his whole-time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.
3. **Remuneration** (with effect from April 01st 2016)

The broad particulars of remuneration payable to and the terms of the appointment of Ms. Priti Jain during his tenure as Executive Director-Marketing are as under:

Basic Salary: ` 40,000/- p.m.

In addition to the basic salaries, the Executive Director-Marketing shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation

of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffer, medical/accident insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

The remuneration payable to Ms. Priti Jain, including salary, is subject to overall ceiling under Section II of Part II of Schedule V to the Act. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the Company do pay to Ms. Priti Jain (DIN: 01007557), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof) and subject to the approval of the Central Government, if any required.

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

Since the Company has inadequate profits, the Company can pay remuneration in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

Memorandum of Interest

The terms and conditions of re appointment of Ms. Prit Jain, pursuant to the provisions of Schedule V 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.

Ms. Priti Jain is interested and concerned in the Resolution mentioned at Item No.8 of the Notice. Other than Ms. Priti Jain, Mr. Ravinder Nath Jain, Father and Mr. Ashish Jain, Brother in Law 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.

Your approval is sought by voting via e-Voting in terms of the provisions of, inter- alia, Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure in terms of requirements of Para (B) to Section II of Part II of Schedule V to the Companies Act, 2013 is given below

I. General Information:				
(1) Nature of industry	Manufacturing of Aluminium Extruded Products			
(2) Date or expected date of commencement of commercial production	The company has a manufacturing facility at Pithampur Distt. Dhar (Madhya Pradesh) which is in operation for over Twenty Three years.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	The company is already operational.			
(4) Financial performance based on given indicators	**PARTICULARS**	**2015-16**	**2014-15**	**2013-14**
	Turnover	**19810.25**	11827.20	11137.58
	Profit Before Tax	**95.32**	42.79	36.91
	Profit After Tax	**60.44**	28.16	41.72
(5) Foreign investments or collaborations, if any.	NIL			
II. Information about the appointee:				
(1) Background details	As narrated Above			
(2) Past remuneration	NIL			
(3) Recognition or awards	NIL			
(4) Job profile and his suitability	A hardcore Professional. She has gained vast experience of about 10 years in various capacities. She is responsible for planning & execution of marketing, team building, interacting with clients etc.			
(5) Remuneration proposed	As per the proposed Resolution			
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is justified in comparison with the general market trends and remuneration package of top level managerial person having comparative qualification, contribution and expertise.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Ms. Priti Jain is holding 1,68,500 (One Lacs Sixty Eight Thousand Five Hundard) equity shares (4.98% of the paid up capital) of the Company.			
III. Other information:				
(1) Reasons of loss or inadequate profits	The reason for inadequate profit is capacity constraint.			
(2) Steps taken or proposed to be taken for improvement	The production capacity is being augmented which will help in improving the profitability			
(3) Expected increase in productivity and profits in measurable terms.	Productivity and profitability is expected to scale up substantially keeping in view vast experience of the Director.			
IV. Disclosures: The following information and disclosures of the remuneration package of all the managerial personal have been mentioned in the Board of Director's report under the heading "Corporate Governance".				

ITEM NO. 09 & 10

As per the provision of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, which were notified on September 12, 2013 consent of the shareholders of the Company by way of Special Resolution is required to borrow money in excess of the paid up share capital and free reserves of the Company and for creation of mortgages/charge/ hypothecation on all present and future properties of the Company.

The members of the Company at their Annual General Meeting held on September 30, 2014 had approved by way of Special Resolution under Section 180(1)(C) of the Companies Act, 2013 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ` 100 Crores (Rupees Hundred crores only) and for creation of mortgages/charge/ hypothecation on all present and future properties of the Company in favour of lenders upto a limit of ` 100 crores (Rupees Hundred crores only) under Section 180 (1)(a) of the Companies Act, 2013

but due to expansion of the Business of the Company consent of the member of the company is be and hereby accorded for supersession of the Special Resolution passed under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 at the Annual General Meeting of the shareholders of the Company held on September 30, 2014 for borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 500 Crores (Rupees Five Hundred crores only) and for creation of mortgages/charge/hypothecation on all present and future properties of the Company in favour of lenders upto a limit of ` 500 crores (Rupees Five Hundred crores only) under Section 180 (1)(a) of the Companies Act, 2013

The Board recommends these resolution for approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9 and 10.

ITEM NO. 11

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, 2017.

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 approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

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. 11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 11 of this Notice for approval of the members of the Company.

ITEM NO. 12

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees in advance as may be determined by the company in its annual general meeting. Accordingly, the Board of Directors recommend the resolution for your approval by a special resolution. None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 13 & 14

In order to make significant growth in the industry, the Company needs to increase its capital base. It is therefore proposed to enhance the capital of the Company to fund the necessary project. It is, hence proposed to increase the Authorized Capital to ` 10,00,00,000/-.

As per the provisions of Section 61 of the Companies Act, 2013, approval of the shareholder is required for increase in authorized share capital and Consequent alteration in Capital clause of Memorandum of Association and Article of Association of the Company.

The Board recommends the adoption of these Resolutions. None of the Directors and Key Managerial Personnel of the Company are in any way interested in the resolutions, except of their shareholding and the shareholding of their relatives in the Company.

For and on behalf of the Board

Date : 16th May, 2016
Place : New Delhi

Sandeep Agarwal
(Company Secretary)