

MANAKSIA LIMITED

Regd. Office : 8/1, Lal Bazar Street, 3rd Floor, Kolkata - 700 001

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of MANAKSIA LIMITED will be held at "Gyan Manch Education Society Hall, 11, Pretoria Street, Kolkata - 700 071" on Thursday, the 22nd day of April, 2010 at 10.00 a.m. to transact the following business :

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

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification, re-enactment or substitution thereof for the time being in force), the Articles of Association of the Company be and is hereby altered in the following manner :

a) After existing Article 2, the following new Article 2A be inserted :

"2A The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles."

b) After existing Article 4, the following new Articles 4A, 4B, 4C, 4D, 4E, 4F and 4G be inserted :

"4A Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares, shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, transfer and transmission, voting or otherwise."

"4B Subject to the provisions of the Act and these presents the Board of Directors may allot and issue shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery supplied or for services rendered to the Company and any shares which may be so allotted may be issued as fully paid-up or partly paid-up and when so issued shall be deemed to be fully paid-up shares or partly paid-up shares, as the case may be."

"4C Any unclassified shares (whether forming part of the original capital or any increased capital of the Company) may subject to the provisions of the Act and these presents, be issued either with the sanction of the Company in General Meeting or by the Directors and upon such terms and conditions and with such rights and privileges attached thereto as may be directed by the General Meeting sanctioning the issue of such shares and in all other cases, as the Directors shall determine, and in particular such shares may be issued with a preferential or qualified right to dividends and in distribution of the assets of the Company."

"4D Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these presents and every person who thus or otherwise accept any shares and whose name is on the Register shall, for the purpose of these presents, be a Member."

"4E Notwithstanding anything contained in these Articles and subject to the provisions of the Act and all other applicable provisions of law, the Company may issue securities, either equity or of any other kind of instrument with differential and/or non-voting rights on such terms and conditions as may by resolution be prescribed."

"4F The new shares (resulting from an increase of capital as aforesaid) may, subject to the provisions of the Act and these presents, be issued or disposed of by the Company in General Meeting or by the Directors under their powers in accordance with these presents and the following provisions :

- (a) (i) Such further or new shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company in proportion, as nearly as circumstance admit, to the capital paid-up on those shares at that date;
- (ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than 30 days from the date of the offer, within which the offer, if not accepted, will be deemed to have been declined;
- (iii) The offer aforesaid shall be deemed to include a right exercisable by the persons concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) shall contain a statement of this right;
- (iv) After the expiry of time specified in the notice aforesaid, or on receipt of earlier intimation from the person whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.

- (b) Nothing in clause (iii) of sub-article (a) shall be deemed to apply :
- (i) To extend the time within which the offer should be accepted; or
 - (ii) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.”

“4G Subject to and in full compliance of the requirements of the Act, as amended from time to time, and any Rules and Regulations that may be prescribed by the Securities and Exchange Board of India or any other appropriate authority in this regard, the Company, in a General Meeting by a Special Resolution or where permitted by the contemporary law, under the authority of Board meeting, may, at any time and from time to time, authorise buy-back of any part of the share capital of the Company fully paid-up on that date.”

- c) The existing sub clause (vii) of Article 10 be deleted.
- d) After the existing Article 40, the following new Article 40A be inserted :

“40A Subject to the provisions of the Act and rules prescribed therein, a member may, at any time, nominate any person to whom his/her shares shall vest in the event of his/her death. Provided further that the provisions relating to nomination shall mutatis mutandi apply in case of nomination by debenture-holders as well.”

- e) The existing Article 41 shall be substituted by the following new Article 41 :

“41 Nothing in these presents shall prejudice the powers of the Company to refuse to register the transfer of any shares and/or debentures subject to the provisions of the Act.”

- f) The existing Article 42 shall be substituted by the following new Article 42 :

“42 No transfer shall be made to a minor or a person of unsound mind. However, fully paid-up shares, may be transferred in favour of minor acting through legal guardian, in accordance with the provisions of law.”

- g) After existing clause (ii) of Article 79, the following new clause (iii) be inserted :

“79 (iii) The Company may pass any resolutions by Postal Ballot in the manner prescribed by Section 192A of the Act. Provided however that, the Company, shall, in the case of resolution relating to such business, as the Central Government may, by notification declare to be conducted only by postal ballot, get such resolution passed by means of a postal ballot instead of transacting the business in a General Meeting of the Company.”

- h) The existing Article 93(i) shall be substituted by the following new Article 93(i) :

“93 (i) Subject to the provisions of the Act, each Director shall be entitled to receive out of the funds of the Company by way of remuneration for his services in attending meeting of the Board or a Committee of the Board for each such meeting attended by him, such fees as may be specified by the Board of Directors from time to time. The Directors may waive their fee for any meeting or period.”

- i) The existing Article 95 be deleted.

- j) In existing Article 105 the words and symbols be inserted at the end :

“Provided that meeting of the Board or that of any Committee of the Board may also be conducted by video conferencing subject to applicable rules and regulations. The provisions relating to convening of physical board meeting as contained in these Articles shall mutatus mutandi apply in case of convening of meetings by video conferencing.”

- k) In existing Article 109 the words and symbols be inserted at the end :

“Provided that members participating in the meeting through video conferencing shall form part of valid quorum for transacting any business at the said meeting.”

- l) The existing Article 121 shall be substituted by the following new Article 121 :

“121 Subject to the provisions of the Act, the Board may from time to time, entrust or confer upon Managing Director for the time being such of the powers exercisable under these presents by the Board as it may think fit, and may confer such power for such time to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as it thinks fit and it may confer such powers either collateral with or to the exclusion of and in substitution of all or any of the powers of the Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.”

- m) In the existing Articles 128 and 129, references to Sections “370” and “372” wherever appearing shall be substituted by Section “372A”.

- n) The existing Article 130 shall be substituted by the following new Articles 130A and 130B :

“130A The Board of Directors, may subject to the provisions of the Act, capitalize any of the amount for the time being standing to the credit of any of the company's reserve accounts or to the credit of profit and loss account or representing premiums received on the issue of shares and standing to the credit of Securities Premium Account otherwise available for distribution.”

"130B The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions of the Act either in or towards:

- i. Paying up any amount for the time being unpaid on any shares held by such members respectively;
 - ii. Paying up in full either at par or at such premium as the resolution may provide any unissued shares, debenture or debenture stock of the company to be allotted and distributed, credited as fully paid-up to and amongst such members in proportion to their current holdings;
 - iii. Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii)."
- o) The present heading as "Accounts" for Articles 148 to 153 shall be substituted by "Books and Documents."
- p) The word "registered" be inserted in Article 148 in the second line after the words, "books of accounts at the."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things as may be required to give effect to the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Section 163 of the Companies Act, 1956 approval of the Company is hereby accorded to keep the Register of Members, Index of Members, Register and Index of Debenture Holders and copies of all Annual Returns together with the copies of certificates and documents required to be annexed thereto, in the office of the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited, 59C, Chowringhee Road, 3rd Floor, Kolkata - 700 020 instead of being kept at the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things as may be required to give effect to the above resolution."

Registered Office :
8/1, Lal Bazar Street
Kolkata - 700 001
2nd March, 2010

By Order of the Board
For **MANAKSIA LIMITED**
Sd/-
Anubhav Maheshwari
Company Secretary

NOTES :

1. **A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself and such proxy need not be a Member of the Company.**
Proxy form, in order to be effective, should reach the registered office atleast 48 hours before commencement of the meeting.
2. Members are requested to bring their Attendance Slips to the meeting.
3. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is annexed hereto and forms part of this Notice.
4. A copy of the Company's Memorandum and Articles of Association, together with the proposed changes will be available for inspection at the Registered Office of the Company, on any working day between 10.30 a.m to 12.30 p.m. except on holidays upto the date of the Extra Ordinary General Meeting and shall also be laid down before the Extra Ordinary General Meeting.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

As the business specified in items No.1 & 2 of the Notice of the even date, to which the statements is annexed are items of special business to be transacted at the Extra Ordinary General Meeting of the Company, the following facts are set out in compliance with the provisions of Section 173 of the Companies Act, 1956.

Item No. 1

The proposed changes in the Articles of the Company are in accordance with the provisions of Section 31 of the Companies Act, 1956. The changes have been proposed to align the Articles in accordance with the existing provisions of the Companies Act, 1956.

The Board recommends the resolution for your approval.

Mr. R. N. Sengupta, Mr. M. P. Agrawal, Dr. K. K. Chaudhuri, Mr. A. K. Chakraborty and Mrs. Smita Khaitan, Directors of the Company are deemed to be concerned or interested in resolution to the extent the resolution as set out in the Notice relaxes the limit on payment of sitting fees for attending meetings of the Board and/or Committee thereof.

Mr. B. K. Agrawal, Managing Director of the Company is deemed to be concerned or interested in resolution to the extent the resolution as set out in the Notice relates to alteration in Articles with respect to power of managing director.

No Director of the Company, other than above, is or deemed to be concerned or interested in the resolution except to the extent of their shareholding in the Company.

Item No. 2

Pursuant to Section 163 (1) of the Companies Act, 1956 ("the Act"), the Company is required to keep its Register of Members, Index of Members, Register and Index of Debenture Holders and copies of all Annual Returns together with certificates and documents required to be annexed thereto at its Registered Office. However, the Act provides that a company can by passing a special resolution keep the registers, returns, documents etc. at any other place within the city, town, village where the registered office of the Company is situated. This resolution is being passed to take the approval of the members to keep these records at the office of the Company's Registrar & Share Transfer Agent, Link Intime India Private Limited at Kolkata. An advance copy of this resolution will be forwarded to the Registrar of Companies, West Bengal for information.

The Board recommends the resolution for your approval.

No Director of the Company is or deemed to be concerned or interested in the resolution.

Registered Office :
8/1, Lal Bazar Street
Kolkata - 700 001
2nd March, 2010

By Order of the Board
For **MANAKSIA LIMITED**
Sd/-
Anubhav Maheshwari
Company Secretary



MANAKSIA LIMITED

Regd. Office : 8/1, Lal Bazar Street, 3rd Floor, Kolkata - 700 001

PROXY FORM

I/We of being a member of Manaksia Limited hereby appoint of or failing him/her of or failing him/her of as my/our proxy to attend and to vote for me/us, and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, the 22nd day of April, 2010 at 10.00 A.M. at "Gyan Manch Education Society Hall, 11, Pretoria Street, Kolkata - 700 071" and at any adjournment(s) thereof.

Signed this day of 2010

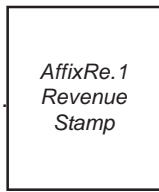
DP ID No.*

Client ID No.*

Folio No.

No. of shares held

Signature.....



* Applicable for shares held in electronic form

- Notes :
1. The proxy need not be a member of the Company.
 2. The Proxy Form signed across revenue stamp should reach Company's Registered Office atleast 48 hours before the scheduled time of the Meeting.



MANAKSIA LIMITED

Regd. Office : 8/1, Lal Bazar Street, 3rd Floor, Kolkata - 700 001

ATTENDANCE SLIP

I certify that Iam a registered Shareholder/ Proxy for the registered Shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Thursday, the 22nd day of April, 2010 at 10.00 A.M. at "Gyan Manch Education Society Hall, 11, Pretoria Street, Kolkata - 700 071"

DP ID No.*

Client ID No.*

Folio No.

No. of shares held

* Applicable for shares held in electronic form

Member's/ Proxy's Name
(in Block Letters)

Member's/ Proxy's Signature

Note : Please fill in this Attendance Slip and hand it over at the ENTRANCE OF THE HALL.

BOOK - POST

If undelivered please return to :



MANAKSIA LIMITED

Regd. Office : 8/1, Lal Bazar Street, 3rd Floor
Kolkata - 700 001