



Regd. Office: Turner Morrison Building,
6 Lyons Range, Mezzanine Floor, North-West Corner, Kolkata- 700 001
Phone No.:+91-33-22310055; Fax No.: +91-33-2230 0336,
Email: investor.relations@manaksia.com; website: www.manaksia.com
Corporate Identification Number: L74950WB1984PLC038336

NOTICE OF 40TH (FORTIETH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fortieth Annual General Meeting (AGM) of the Members of Manaksia Limited ("Company") will be held on Wednesday, the 18th September, 2024 at 12:30 P.M. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business(es):

Ordinary Businesses:

- To receive, consider and adopt:
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2024 and the Report of the Auditors thereon.
- To appoint a Director in place of Mr. Varun Agrawal (DIN: 00441271), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for re-appointment.

Special Businesses:

- Re-appointment of Mr. Ramesh Kumar Maheshwari (DIN: 00545364) as an Independent Director**

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Mr. Ramesh Kumar Maheshwari (DIN: 00545364) who was appointed as

an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 16th July, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 16th July, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

- Re-appointment of Mr. Biswanath Bhattacharjee (DIN: 00545918) as an Independent Director**

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Mr. Biswanath Bhattacharjee (DIN: 00545918) who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 16th July, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation

16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 16th July, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. **Re-appointment of Mrs. Nidhi Baheti (DIN: 08490552) as an Independent Director**

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, Mrs. Nidhi Baheti (DIN: 08490552) who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 16th July, 2019 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her

candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 16th July, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. **Continuation of Directorship of Mr. Biswanath Bhattacharjee (DIN: 00545918) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended and applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto), Mr. Biswanath Bhattacharjee (DIN: 00545918) Non-executive Independent Director of the Company who has attained the age of seventy five years and whose continuation in office requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Biswanath Bhattacharjee as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Regd. Office:

Turner Morrison Building,
6 Lyons Range, Mezzanine Floor,
North-West Corner,
Kolkata - 700 001

Date : 13th August, 2024

By Order of the Board of Directors

Anatha Bandhaba Chakrabartty
Company Secretary
FCS-7184

NOTES:

- (1) The Ministry of Corporate Affairs ("MCA") has vide its Circular dated September 25, 2023 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular dated October 7, 2023 (collectively referred to as "Circulars"), and all other relevant circulars issued from time to time, if any, permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars issued by MCA and SEBI, the AGM of the Company is being held through Video Conferencing (VC) / Other Audio Video Means (OAVM). The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act and Circulars. Hence, Members can attend and participate in the AGM through VC/OAVM only. Further, for the purpose of technical compliance of the provisions of Section 96(2) of the Act, we are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
- (2) The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency for providing e-voting facility (remote e-voting and voting at AGM) to the shareholders of the Company in order to cast their votes electronically in terms of said Circulars.
- (3) Pursuant to the provisions of Section 105 of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a member. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (4) 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 at the AGM.
- (5) 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 ('RTA') for consolidation into single folio.
- (6) Pursuant to the provisions of Section 113 of the Act, representative of the Members may be appointed for the purpose of e-voting, for participation in the AGM through VC/OAVM facility and voting during the AGM. Institutional/Corporate Members (i.e. other than individuals/ HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email, through its registered email address, at kolkata@vinodkothari.com with a copy marked to evoting@nsdl.com
- (7) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, the 12th September, 2024 to Wednesday, the 18th September, 2024 (both days inclusive) for the purpose of AGM.
- (8) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- (9) A Statement pursuant to Section 102(1) of the Act and Secretarial Standard on General Meetings (SS-2), relating to the Businesses to be transacted at the Meeting is annexed hereto. Information on the Directors retiring by rotation/proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI Listing Regulations, as amended, and SS-2 are provided in the Annexure to this Notice.
- (10) As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard at Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata -700001.
- (11) SEBI vide its Circular No. SEBI / HO/ MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 had mandated that for making dividend payments, companies whose securities are listed on the Stock Exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer, etc. The Company and its RTA are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode.

Further, pursuant to General Circular 20/2020 dated 5th May, 2020 companies are directed to credit the dividend of the shareholders directly to the bank accounts of shareholders using Electronic Clearing Service. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.

- (12) 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 (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata -700001.
- (13) Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, ISR-2, ISR-3, SH-13, quoting their folio number and enclosing the self-attested supporting documents. These forms are available at the website of the Company at <https://www.manaksia.com/forms.php>. Members holding shares in physical form are requested to submit the required forms along with the supporting documents at the earliest. As per SEBI Circular, the Company has completed the process of sending letters to the Members holding shares in physical form in relation to the above.

For members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents. Further, with effect from 1st April 2024, any payment of dividend shall only be made in electronic mode to all members.

- (14) In accordance with the Ministry of Corporate Affairs' Green Initiative measures, 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. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

- (15) Pursuant to the provisions of Section 124 and Section 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the 'IEPF Rules') the dividend up to the year ended March 31, 2017 and earlier years remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund established by the Central Government.

Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Shareholders may claim their unclaimed dividend for the years prior to and including the Financial Year 2016-17 and their shares from the IEPF Authority by applying in prescribed IEPF e-Form (IEPF - 5). This Form can be downloaded from the website of IEPF Authority i.e. www.iepf.gov.in, the access link of which is also available on the Company's corporate website i.e. www.manaksia.com.

- (16) Shareholders who have not so far encashed their Dividend Warrants for any of the financial year 2017-18, 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 may immediately approach the Company/its RTA for revalidation of unclaimed Dividend Warrants at least 10 days before they are due for transfer to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

The following are the details of unpaid/unclaimed amounts and respective due date for transfer of unclaimed dividend to IEPF:

Unclaimed/Unpaid Dividends:

Particulars	Date of Declaration of Dividend	Due date for transfer to IEPF	Unpaid/Unclaimed Dividend amount as on 31 st March, 2024 (In Rs.)
2017-18 (Interim Dividend)	31.08.2017	06.10.2024	275016.00
2018-19 (Interim Dividend)	14.02.2019	22.03.2026	599406.00
2019-20 (1 st Interim Dividend)	11.11.2019	17.12.2026	359877.00
2019-20 (2 nd Interim Dividend)	28.02.2020	04.04.2027	1161547.50
2020-21 (Final Dividend)	21.09.2021	27.10.2028	292725.00
2022-23 (Interim Dividend)	10.11.2022	16.12.2029	597506.00
2022-23 (Final Dividend)	21.09.2023	27.10.2030	292709.00

- (17) As per the provisions of Section 72 of the Act the facility for making/ varying /cancelling nominations is available to individuals, holding shares in the Company in physical form. Nominations can be made in Form No. SH.13 and any variation /cancellation thereof can be made by giving a notice to the Company in Form No. SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the RTA /Company.
- (18) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 4, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.
- Pursuant to above-mentioned circulars, the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html> in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- (19) In compliance with the aforesaid Circulars, the Company shall publish a public notice by way of an advertisement before the date of circulation of Annual Report along with AGM Notice by email, in one English Newspaper having a nationwide circulation and one Bengali Newspaper, *inter alia*, advising members whose e-mail ids are not registered with the Company, its RTA or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
- (20) Members holding shares in Electronic/ Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
- (21) As required by SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/RTA while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (22) 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 RTA, Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata -700001.
- (23) As the AGM is being conducted through VC or OAVM, the Members are encouraged to express their views or send their queries well in advance for smooth conduct of the AGM but not later than 14th September, 2024, 5:00 P.M. (IST), mentioning their names, folio numbers /demat account numbers, e-mail addresses and mobile numbers at investor.relations@manaksia.com and only such questions / queries received by the Company till the aforesaid date and time shall be considered and responded during the AGM.
- (24) Members are requested to contact the Company's RTA, Maheshwari Datamatics Pvt. Ltd. at mdpldc@yahoo.com for reply to their queries/ redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone:+91-33-22310055; Email: investor.relations@manaksia.com).
- (25) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM, *inter alia*, indicating the process and manner of voting through electronic means along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 are also available on the website of the Company i.e. www.manaksia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively,

and on the website of NSDL (agency providing remote e-Voting facility) <https://www.evoting.nsdl.com>.

- (26) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice of the AGM will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor.relations@manaksia.com.
- (27) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (28) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (29) The Members can join the AGM through the VC/OAVM mode 30 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (30) Members are requested to visit the website of the Company, www.manaksia.com, for viewing the Quarterly and Annual Financial Results and for more information about the Company. Further, the Notice for this AGM and the Annual Report for Financial Year 2023-24 shall also be available on the website of the Company at www.manaksia.com.
- (31) Non-Resident Indian Members are requested to inform RTA, immediately on change in their residential status on return to India for permanent settlement, and update on 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.
- (32) The transcript of the Meeting shall be uploaded on the website of the Company www.manaksia.com and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording the minutes of the proceedings of this AGM.

- (33) Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

A. Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), Secretarial Standard on General Meeting issued by the Institute of the Company Secretaries of India and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. The members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC/OAVM but shall not be entitled to change or cast their vote again.
- III. **The remote e-voting period shall commence on Saturday, the 14th September, 2024 (9:00 a.m.) and end on Tuesday, the 17th September, 2024 (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 Wednesday, the 11th September, 2024, may cast their vote by remote e-voting.** A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. 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 Wednesday, the 11th September, 2024. 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 during the AGM.
- V. Any person, who acquires shares of the Company and become member of the Company, after the dispatch of the notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.com or mdpldc@yahoo.com.
- VI. Vinod Kothari & Company, Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.

VII. The process and manner for remote e-voting are as under:

Process to vote electronically using NSDL e-Voting system:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system at <https://www.evoting.nsdl.com>.





Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting & joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none"> ○ If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be re-directed to NSDL e- Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. ○ If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. ○ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. ○ Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> ○ Existing users who have opted for Easi / Easiest, they can login through their User Id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi and then use your existing my easi username & password. ○ After successful login of Easi/Easiest the user will be also able to see the E Voting Menu for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. ○ If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ○ Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of e-Voting Service Providers i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ul style="list-style-type: none"> ○ You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-voting & joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website at <https://www.evoting.nsdl.com>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically & join virtual meeting on NSDL e-Voting system.

How to cast your vote electronically & join virtual meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting

your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Pursuant to the provisions of Section 113 of the Act, representative of the Members may be appointed for the purpose of e-voting, for participation in the AGM through VC /OAVM facility and voting during the AGM. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board Resolution/ Authorization etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email, through its registered email address, at kolkata@vinodkothari.com with a copy marked to evoting@nsdl.com. Corporate and Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority letter etc. by clicking on "Upload Board Resolution/ Authority letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 16th August, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 16th August, 2024 may follow steps mentioned in the Notice of the AGM under Step 1 : "Access to NSDL e-Voting system"(Above)

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com who will address the queries/grievances connected with the voting by electronic means.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.relations@manaksia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.relations@manaksia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting & joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor.relations@manaksia.com on or before September 14, 2024 (5:00 P.M. IST). Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions:

1. During the AGM, the Chairman shall after response to the questions raised by the Members in advance or as a speaker at the AGM, announce the start of the casting of vote through the e-voting system. After that the Members participating through VC/OAVM facility, eligible (who have not casted vote earlier through remote e-voting process or otherwise barred to cast vote) and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 40th AGM.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make on or before 20th September, 2024, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The Results declared along with the Scrutinizer's Report shall be placed forthwith on the Company's website at www.manaksia.com and on the notice board of the Company at its Registered Office and on the website of NSDL at www.nsdl.com and communicated to the Stock Exchanges where the shares of the Company 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.

Regd. Office:

Turner Morrison Building,
6 Lyons Range, Mezzanine Floor,
North-West Corner,
Kolkata – 700 001

Date : 13th August, 2024

By Order of the Board of Directors

Anatha Bandhaba Chakrabartty
Company Secretary
FCS-7184

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

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business set out in the accompanying Notice:

Item No. 3 to 5:

Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti were appointed as Independent Directors of the Company by the Members at the 35th Annual General Meeting of the Company held on 25th September, 2019 for a period of 5 (five) consecutive years commencing from 16th July, 2019 and are eligible for re-appointment for a second term on the Board of the Company.

The Board of Directors of the Company ('the Board') at their meeting held on 5th July, 2024, on the recommendation of the Nomination and Remuneration Committee ('the Committee'), recommended for the approval of the Members by way of a special resolution, the re-appointment of Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti as Independent Directors of the Company for a second term of 5 (five) consecutive years with effect from 16th July, 2024 in terms of Section 149 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') read with the rules framed thereunder, Schedule IV of the Act, Regulation 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as set out in the Resolutions relating to their respective re-appointment.

Further, on the basis of performance evaluation, the performance of Mr. Maheshwari, Mr. Bhattacharjee and Mrs. Baheti was found satisfactory. Therefore, the Committee and the Board are of the view that given the knowledge, experience and performance of Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti, and contribution to the Board processes by them, their continued association would benefit the Company. Declarations have been received from Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti have also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti have confirmed that they are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti have also confirmed that they are in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA') and have qualified the online proficiency self-assessment test conducted by IICA.

In the opinion of the Board, Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti fulfil the conditions specified in the Act, the Rules thereunder and the SEBI Listing Regulations for re-appointment as Independent Directors and they are independent of the management of the Company. The Independent Directors are entitled to receive sitting fees for attending the meetings of the Board and Committees thereof. A copy of the letters of re-appointment of Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti as Independent Directors setting out the terms and conditions are available for inspection without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the AGM.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti, in terms of Section 149 of the Act and SEBI Listing Regulations.

Requisite Notices under Section 160(1) of the Act proposing the re-appointment of Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti have been received by the Company.

Additional information in respect of Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti, pursuant to Regulation 36(3) of SEBI Listing Regulations and the Secretarial Standard-2 on General Meetings, are provided as annexure to this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Mr. Ramesh Kumar Maheshwari, Mr. Biswanath Bhattacharjee and Mrs. Nidhi Baheti with respect to their respective resolutions, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolutions.

The Board recommends the resolutions set forth in Item Nos. 3 to 5 for the approval of the Members as Special Resolutions.

Item No. 6:

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of Seventy Five years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Biswanath Bhattacharjee, Non-Executive Independent Director of the Company has already attained the age of Seventy Five years and accordingly, the continuation of Mr. Bhattacharjee as Non-Executive Independent Director require approval of the Members by way of passing of Special Resolution.

Mr. Biswanath Bhattacharjee holds the degree of BE (Metallurgy) from R.E. College, Durgapur (1970). He worked with Gontermann Peipers (India) Ltd for 30 years and was escalated from Graduate Trainee to Executive Director. He is also having working experience at senior level in Electrosteel Casting Limited and Hindustan Engineering Limited. Mr. Bhattacharjee received Best Foundryman award in the year 1997 and O P Jindal Gold Medal in the year 2002 from the Indian Institute of Metals. He is presently engaged in consultancy for technical development, new projects and technology implementation.

Mr. Bhattacharjee fulfill all conditions specified by applicable laws for the position of an Independent Director of the Company. The Company has also received necessary declarations from Mr. Bhattacharjee that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI Listing Regulations. Further, Mr. Bhattacharjee has also confirmed that his is not disqualified from being appointed as Director under Section 164 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors of the Company are of the view that the continued association of Mr. Biswanath Bhattacharjee would be of immense benefit to the Company and therefore it is desirable to continue to avail services of Mr. Bhattacharjee as an Independent Director.

The Members are, therefore, requested to grant their approval by way of passing Special Resolution for the continuation of directorship of Mr. Biswanath Bhattacharjee as Non-Executive Independent Director of the Company beyond Seventy Five years of age.

Except Mr. Biswanath Bhattacharjee, none of the other Directors, Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the resolutions set forth in Item No. 6 for the approval of the Members as Special Resolution.

Regd. Office:

Turner Morrison Building,
6 Lyons Range, Mezzanine Floor,
North-West Corner,
Kolkata - 700 001

Date : 13th August, 2024

By Order of the Board of Directors

Anatha Bandhaba Chakrabartty
Company Secretary
FCS-7184

PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SECRETERIAL STANDARD-2 THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS FOLLOWS:

Name of the Director	Mr. Varun Agrawal	Mr. Ramesh Kumar Maheshwari	Mrs. Nidhi Baheti	Mr. Biswanath Bhattacharjee
Director Identification Number	00441271	00545364	08490552	00545918
Date of Birth / Age	09.10.1982 (42)	01.05.1956 (68)	06.05.1985 (39)	01.03.1949 (75)
Date of first Appointment on the Board	10.08.2022	16.07.2019	16.07.2019	16.07.2019
Terms and conditions of appointment or re-appointment	He is retiring by rotation and proposed to be appointed as Non-Executive Director of the Company	Re-appointment as Non-Executive Independent Director for a second term of five consecutive years w.e.f. 16 th July, 2024	Re-appointment as Non-Executive Independent Director for a second term of five consecutive years w.e.f. 16 th July, 2024	Re-appointment as Non-Executive Independent Director for a second term of five consecutive years w.e.f. 16 th July, 2024
Details of remuneration sought to be paid (Rs. in Lacs)	Not Applicable	Eligible for sitting fees for attending meetings of the Board/Committees of the Board, as approved by the Board.	Eligible for sitting fees for attending meetings of the Board/Committees of the Board, as approved by the Board.	Eligible for sitting fees for attending meetings of the Board/Committees of the Board, as approved by the Board.
Last Remuneration Drawn (Rs. in Lacs)	Not Applicable	Sitting Fees: Rs. 2.10 Lakhs	Sitting Fees: Rs. 1.575 Lakhs	Sitting Fees: Rs. 0.825 Lakhs
Brief resume of the Director	Mr. Varun Agrawal is a commerce graduate, having more than fifteen years of experience and knowledge in manufacturing and marketing of value added steel and packaging products.	Mr. Ramesh Kumar Maheshwari is a fellow member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He worked at various levels in Gontermann-Peipers (India) Ltd. from 1981 to 1995 and was last designated as the President of the Organisation. He has also worked as consultant to many renowned organizations like Tata Yodogawa Ltd, Heavy Engineering	Mrs. Nidhi Baheti is a member of Institute of Chartered Accountants of India with more than fifteen years of experience in Financial Management, Budgetary Control, Accounts, Taxation & Internal Auditing. She has worked as an Associate manager in Hindustan Zinc Ltd, a Vedanta Group company and as an Assistant Manager in	Mr. Biswanath Bhattacharjee holds the degree of BE (Metallurgy) from R.E. College, Durgapur (1970). He worked with Gontermann Peipers (India) Ltd for 30 years and was escalated from Graduate Trainee to Executive Director. He is also having working experience at senior level in Electrosteel Casting Limited and Hindustan Engineering Limited.

Name of the Director	Mr. Varun Agrawal	Mr. Ramesh Kumar Maheshwari	Mrs. Nidhi Baheti	Mr. Biswanath Bhattacharjee
		Corporation and other Companies in Technical and Financial area. At present, Mr. Maheshwari is the Chairman of Leadstone Energy Ltd, a Company promoted by him which deals with manufacturing of lead related items like alloys, oxides etc. He is also a director of Engineering Export Promotion Council. Mr. Maheshwari has the experience in all sphere of business activities like Finance, Accounts, Commercial, Marketing, Technical and HR.	Hindusthan National Glass & Industries Ltd. At present Mrs. Baheti is a partner in Sultania Sujit & Co, a firm of Chartered Accountants.	Mr. Bhattacharjee received Best Foundryman award in the years 1997 and O P Jindal Gold Medal in the year 2002 from the Indian Institute of Metals. He is also engaged in consultancy for technical development, new projects and technology implementation. Presently, he is working as Senior Vice President in Hindustan Engineering Limited at Bamuneri Plant, Dankuni.
Nature of Expertise in specific functional areas	Having more than fifteen years of experience and knowledge in manufacturing and marketing of value added steel and packaging products.	Finance, Accounts, Commercial, Marketing, Technical & HR.	Finance, audit & Internal control, Tax Planning and Statutory Compliances.	Heavy engineering, technical development, new projects and technology implementation.
Directorship held in other Companies including Foreign Companies excluding alternate directorship	Listed Company: 1. Manaksia Steels Limited Unlisted Companies: 1. Manaksia Ferro Industries Ltd. 2. Fixopan Management Pvt. Ltd. 3. Titanic Manufacturing Co. Pvt. Ltd. 4. Krishna Devlo Consultancy Pvt. Ltd 5. Maxell Securities Limited 6. Shree Sanyogita Commercial Pvt. Ltd.	Listed Company: 1. Manaksia Steels Limited Unlisted Companies: 1. Leadstone Energy Limited 2. Altos Sales Pvt. Ltd. 3. EEPC India 4. Leadstone Metals Private Limited	Listed Company: 1. Manaksia Steels Limited Unlisted Company: 1. Mark Steels Limited	Listed Company: 1. Manaksia Steels Limited Unlisted Company: 1. Leadstone Energy Limited

Name of the Director	Mr. Varun Agrawal	Mr. Ramesh Kumar Maheshwari	Mrs. Nidhi Baheti	Mr. Biswanath Bhattacharjee
Membership/ Chairmanship of the Committee of other Public Companies	Listed Company: Manaksia Steels Limited: a) Member of Audit Committee b) Member of Stakeholders Relationship Committee c) Member of Corporate Social Responsibility Committee d) Member of Committee of Directors	Listed Company: Manaksia Steels Limited: a) Member of Audit Committee b) Member of Nomination and Remuneration Committee c) Member of Stakeholders Relationship Committee	Listed Company: Manaksia Steels Limited: a) Member of Audit Committee b) Member of Corporate Social Responsibility Committee c) Member of Committee of Directors d) Member of Nomination and Remuneration Committee Unlisted Company: Mark Steels Limited: a) Member of Audit Committee b) Member of Nomination and Remuneration Committee	Listed Company: Manaksia Steels Limited: a) Member of Audit Committee
Membership/ Chairmanship of the Committee of the Board of Directors of the Company	Member of: a) Audit Committee b) Stakeholders Relationship Committee c) Corporate Social Responsibility Committee d) Committee of Directors	Member of: a) Audit Committee b) Nomination and Remuneration Committee c) Stakeholders Relationship Committee d) Risk Management Committee	Member of: a) Audit Committee b) Corporate Social Responsibility Committee c) Risk Management Committee d) Nomination and Remuneration Committee e) Committee of Directors	Member of: a) Audit Committee b) Nomination and Remuneration Committee
Number of Shares held in the Company (including beneficial ownership)	12371550 nos. of equity shares	NIL	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL

Name of the Director	Mr. Varun Agrawal	Mr. Ramesh Kumar Maheshwari	Mrs. Nidhi Baheti	Mr. Biswanath Bhattacharjee
Relationship with other Directors and other Key Managerial Personnel of the Company	Mr. Suresh Kumar Agrawal (Father)	None	None	None
Number of Board meetings Attended during the year	Six	Six	Six	Four
Skills and capabilities required for the role and the manner in which the proposed ID meets such requirements	Not Applicable	The same has been provided in the Explanatory Statement annexed above	The same has been provided in the Explanatory Statement annexed above	The same has been provided in the Explanatory Statement annexed above