



Registered Office : Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001
 Phone No.: +91-33-22310050; Fax No.: +91-33-2230 0336
 Email: investor.relations@manaksia.com; website: www.manaksia.com,
 Corporate Identity Number: L74950WB1984PLC038336

NOTICE OF 34TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the thirty fourth (34th) Annual General Meeting (AGM) of the Members of the Manaksia Limited ("Company") will be held on Thursday, the 27th September, 2018 at 10.00 a.m. at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo, Belvedere Road, Kolkata - 700 027, to transact the following business(es):

Ordinary Business :

1. To receive, consider and adopt:
 - a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet, and Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 - b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 including the Consolidated Audited Balance Sheet, and Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Report of the Auditors thereon.
2. To approve, confirm and declare the interim dividend paid on equity shares of the Company for the Financial Year 2017-2018, as final dividend, for the year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Sunil Kumar Agrawal (DIN: 00091784), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for re-appointment.

Special Business :

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all applicable approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the Articles of Association of the Company, be and is hereby altered in the following manner:

 - a) Insertion of new clause 2(1)(e) after existing clause 2(1) (d):

"2(1)(e). "Chairman/Chairperson" means the chairman appointed by the Board, Committees of the Board or chairman appointed in a general meeting, as the case may be, in terms of these Articles."
 - b) Re-numbering of the existing clauses 2(1)(e), 2(1)(f) and 2(1)(g) as 2(1)(f), 2(1)(g) and 2(1)(h) respectively.
 - c) Substitution of the existing clause 67 with the following new clause:

"67. Subject to applicable laws, the Company may, in the General Meeting elect a Chairperson of the company and such Chairperson, shall preside as Chairperson at every General Meeting of the company.

The period of the Chairperson so elected may be as recommended by the Board and approved in the General Meeting."
 - d) Substitution of the existing clause 68 with the following new clause:

"68. If there is no such Chairperson as provided in article 67, the Board of Directors may authorize any of the directors to preside the General Meetings of the Company.

If there is no such chairperson as provided in article 67 or the Board has not authorized any of its Directors to preside the General Meeting of the Company, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the Directors present shall elect one among themselves to be Chairperson of the meeting.”

- e) Substitution of the existing clause 69 with the following new clause:

“69. If at any meeting, if there is no such Chairperson as provided in article 67 or the Board has not authorized any of its Directors to preside the General Meeting of the Company and no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.

- f) Substitution of the existing clause 70 with the following new clause:

“70. Any act or resolution which, under these Articles or the Act is permitted or required to be done or passed by the Company in General Meeting, shall be sufficiently so done or passed, if affected by an ordinary resolution as defined in Section 114(1) of the Act unless either the Act or the Articles specifically require such act to be done or resolution to be passed by a specific majority or by special resolution as defined in Section 114(2) of the Act.

The Board shall be at liberty to decide to pass any act or resolution as a special resolution as defined in section 114(2) of the Act.”

- g) Substitution of the existing clause 74(1) with the following new clause:

“74(1) The Chairman may unless dissented to or objected by the majority of members present at a meeting at which a quorum is present, adjourn the meeting for any reason, at any stage of the meeting.”

- h) Deletion of existing clause 87(4).

- i) Substitution of existing clause 94(2) with the following new clause :

“94(2) Any Director of the company may, and the Company Secretary on the direction/requisition of a Director and in consultation with Managing Director or in his absence, the Whole-time Director shall, at any time, convene a meeting of the Board.”

- j) Deletion of existing clause 95(2).

- k) Substitution of existing clause 97(1) with the following new clause:

“97(1) If the Company appoints a Chairperson of the Company in terms of Article 67, such Chairperson shall be the Chairperson at the meeting of the Board.

If there is no such Chairperson, the Chairman / Chairperson of the Board meetings shall be elected by the Directors present in such meetings. The Directors may determine the period of the Chairman so elected for which he is to hold office.

Subject to the applicable laws, the Managing Director or Whole-time Director may also be appointed by the Board as the Chairman / Chairperson for a meeting thereof.”

- l) Deletion of existing clause 97(2).

- m) Substitution of existing clause 99(2) with the following new clause:

“99(2) If no such Chairperson is elected, or the Board has not appointed a chairperson while constituting such committee or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.”

- n) Deletion of existing clause 100(3).

Regd. Office :

Bikaner Building, 3rd Floor
8/1, Lal Bazar Street
Kolkata – 700 001
Date : 2nd August, 2018

By Order of the Board of Directors

Pradip Kumar Kandar
Company Secretary
ACS 19020

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 A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, DULY COMPLETED AND SIGNED PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (2) **In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a Person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.**
- (3) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- (4) Members/proxies should bring the attendance slip duly filled in together with their copies of Annual Report to the Meeting.
- (5) 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.
- (6) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- (7) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company’s Registrar and Share Transfer Agent for consolidation into single folio.
- (8) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy shall stand automatically revoked.
- (9) Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the Meeting.
- (10) Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- (11) Corporate members intending to send their authorized representatives(s) to attend the Meeting are requested to send the Company/Registrar & Share Transfer Agent, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting pursuant to Section 113 of the Companies Act, 2013 (as amended) (the “Act”), / Power of Attorney authorising their representative to attend and vote on their behalf at the Meeting.
- (12) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 21st September 2018 to Thursday, the 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- (13) The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 22nd September, 2017.
- (14) Details of Director retiring by rotation / seeking re-appointment at the ensuing Meeting are provided in the ‘Annexure’ to the Notice.
- (15) Members/ Proxies/ Authorised representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report.
- (16) A Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard on General Meetings (Revised) (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto. Information on the

Director proposed to be re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and SS-2 are provided in the Annexure to this Notice.

- (17) **SEBI vide its Notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 has amended the provisions of SEBI (LODR) (Fourth Amendment) Regulations, 2018 pursuant to which the transfer of shares shall be possible only when such shares are held in dematerialised form.** The Circular shall be effective within One Hundred and Eightieth day from the date of publication of the said circular in in the Official Gazette i.e. 6th December, 2018. In terms of the said amendment, except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In view of the said mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
- (18) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), has 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 Registrar and Share Transfer Agents 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. 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 Registrar & Share Transfer Agent (R&T) in respect of shares held in physical form.
- (19) Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, persons, who hold Equity Shares of Company in physical mode and whose ledger folios do not have / have incomplete details with regard to their Income Tax Permanent Account Number (PAN) and Bank Account particulars are required to compulsorily furnish such details to the Registrar and Share Transfer Agent i.e. Link Intime India Pvt. Ltd for registration in their folio.
- (20) Pursuant to the provisions of Section 124 and Section 125 of the Companies Act, 2013 read with the relevant Rules made thereunder, the dividend for the year ended March 31, 2010 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. The Company has also transferred refund of Follow on Public Offer for the year 2007-08 to Investor Education and Protection Fund established by the Central Government.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the date of transfer. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link:

http://www.manaksia.com/pdf/Manaksia_IEPF4_7_Years_common_shareholder_list_for_upload.pdf.

http://www.manaksia.com/unclaimed_divided_manaksia.php

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 2009-2010 and their shares from the IEPF Authority by applying in prescribed IEPF e-Form (IEPF – V). 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.

- (21) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (22) Shareholders who have not so far encashed their Dividend Warrants for the accounting year ended 31st March, 2011 and Interim Dividend Warrants for financial year ended 31st March, 2014, 2015, 2016 and 2018 may immediately approach

the Company/its Registrar for revalidation of unclaimed Dividend Warrants at least 10 days before they are due for transfer to the Investor Education and Protection Fund (the "IEPF") established by the Central Government.

The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2009-10 and refund of Follow on Public Offer for the year 2007-08 to the Investor Education and Protection Fund (the "IEPF") established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on Friday, the 22nd September, 2017 (date of last Annual General Meeting) on the website of the Company (www.manaksia.com) and also on the website of the Ministry of Corporate Affairs.

During the year 2017-18, the Company has transferred 12045 Equity Shares of Rs. 2/- each of the Company, on which dividend has remained unclaimed/unpaid for a continuous period of seven years or more, to the Demat Account of the Investor Education and Protection Fund (IEPF) Authority, as per the applicable provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended.

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

Unclaimed/Unpaid Dividends :

Year	Date of Declaration of Dividend	Due date for transfer to IEP Fund	Unpaid/Unclaimed Dividend amount as on 31st March, 2018 (In ₹)
2010-11	02.09.2011	07.10.2018	5,31,147.50
2013-14 (Interim Dividend)	13.08.2013	19.09.2020	5,06,884.00
2014-15 (Interim Dividend)	14.02.2015	22.03.2022	2,80,564.00
2015-16 (Interim Dividend)	07.11.2015	13.12.2022	2,50,147.55
2017-18 (Interim Dividend)	31.08.2018	06.10.2025	2,77,653.00

- (23) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
- (24) As per the provisions of the Section 72 of the Companies Act, 2013 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 Registrar and Share Transfer Agent/Company.
- (25) As required by SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/ Registrar and Share Transfer Agent while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (26) 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.
- (27) 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 Registrar and Share Transfer Agents 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 of the members.
- (28) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares

in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.

- (29) Members are requested to contact the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. for reply to their queries/ redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone:+91-33-22310050;Email: investor.relations@manaksia.com).
- (30) Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the AGM and such documents will also be available for inspection in physical or in electronic form at the registered office on all working days, except Saturdays, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice of the 34th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March 31, 2018 shall also be available on the Company's website, www.manaksia.com.
- (31) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the Meeting and shall remain open and accessible to the members during the continuance of the Meeting.
- (32) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2017-18 are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
- (33) Members holding shares in Electronic/ Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
- (34) Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2017-18 is being sent to all the Members (except those who have requested for a physical copy of the same) whose email addresses are registered with the Company's Registrar and Share Transfer Agent / Depository Participants. However, any member may request for a physical copy of the Notice of the Meeting, Attendance Slip, Proxy Form and the Annual Report 2017-18 which will be sent by the Company to the said member free of cost. Physical copies of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means along with Attendance Slip, Proxy Form and the Annual Report 2017-18 is being sent (through a permitted mode) to all those members of the Company who have not registered their email addresses or have requested for a physical copy. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests its Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, etc. from the Company electronically.
- (35) A route map and prominent landmark for easy location of the venue of the Meeting is enclosed with this Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual Report 2017-18 will also be available on the website of the Company (www.manaksia.com) for download.
- (36) For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, fill up and sign the same at the place provided and hand it over at the entrance of the venue of the Meeting.
- (37) Voting through electronic means
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting 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 Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the Meeting and the members attending the

meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

- III. The members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to change or cast their vote again.
- IV. The remote e-voting period shall commence on Monday, the 24th September, 2018 (9:00 a.m.) and end on Wednesday, the 26th September, 2018 (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 Thursday, the 20th September, 2018, 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. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again. Where a member casts vote both by remote e-voting and voting at the meeting, the vote casted by way of e-voting shall be considered.
- VI. The process and manner for remote e-voting are as under:

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

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. **Your password details 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 enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) 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 email sent to you from NSDL from your mailbox. Open the email 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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vkandco@vinodkothari.com with a copy marked to evoting@nsdl.co.in.

2. 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.
3. 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- VII. 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 Thursday, the 20th September, 2018. 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 polling paper.
- VIII. 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 i.e. Thursday, the 20th September, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.
- IX. M/s 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 polling process in a fair and transparent manner.
- X. 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 the Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, 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 and submit, not later than 48 (Forty Eight) hours 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.
- XII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manaksia.com and on the notice board of the Company at its Registered Office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

Regd. Office :

Bikaner Building, 3rd Floor

8/1, Lal Bazar Street

Kolkata – 700 001

Date : 2nd August, 2018

By Order of the Board of Directors

Pradip Kumar Kandar

Company Secretary

ACS 19020

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

As required under Section 102 of the Companies Act, 2013 (as amended) the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 4 of the accompanying Notice:

Item No. 4:

Currently, the Articles of Association of the Company enable the Board of Directors to appoint a person to hold office as Chairman of the Company for such period as may be decided by the Board. However, in view of the need for a fair degree of rotation among other members of the Board for the position of chairmanship and also recognising the need for orderly transition, the Board in its meeting held on 7th May, 2018 has decided to abolish the position of a permanent chairperson of the Board so that the members of the Board may elect one among themselves to act as chairperson for each meetings unless otherwise decided for a fix term of the chairperson so elected. In view of the same, the corresponding changes in the Articles of Association of the Company need to be carried out. A copy of the altered Articles of Association and the existing Articles of Association are available for inspection at the Registered Office of the Company during business hours on any working day upto the date of AGM.

None of the Director or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution as set out in item no. 4 for approval of the Members.

Regd. Office :

Bikaner Building, 3rd Floor
8/1, Lal Bazar Street
Kolkata – 700 001
Date : 2nd August, 2018

By Order of the Board of Directors

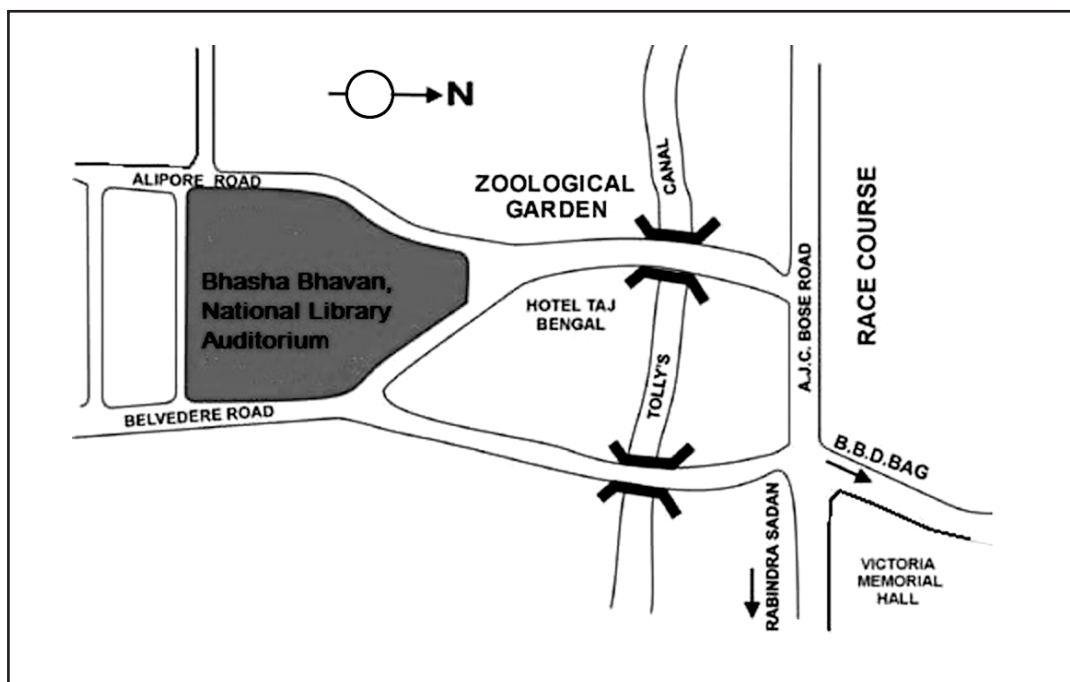
Pradip Kumar Kandar
Company Secretary
ACS 19020

ANNEXURE

Details of the Directors retiring by rotation / seeking re-appointment at the forthcoming Annual General Meeting in pursuance of Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Name of the Director	Mr. Sunil Kumar Agrawal
Director Identification Number	00091784
Date of Birth / Age	11.12.1961, 57 years
Date of first Appointment on the Board	02.09.2000
Qualifications	Commerce Graduate
Terms and conditions of appointment or re-appointment	He is being appointed as Non-Executive Director of the Company
Details of remuneration sought to be paid (Rs. in Lacs)	Nil
Last Remuneration Drawn (Rs. in Lacs)	Nil
Expertise	Wide experience and knowledge in overall business management, in manufacturing and factory administration.
Directorship held in other Companies including Foreign Companies excluding alternate directorship	<ol style="list-style-type: none"> 1. Athena Minerals and Steel Pvt. Ltd. 2. Purushottam Barter Pvt. Ltd. 3. SSM Advance Materials Pvt. Ltd. 4. SSQ Exports Pvt. Ltd. 5. Manaksia Cements Pvt. Ltd. 6. Manaksia Coated Metals & Industries Limited 7. Manaksia Aluminium Company Limited 8. JPA Snacks Private Limited 9. Geometry Trade Finance Private Limited
Membership/Chairmanship of the Committee of other Public Companies	<ol style="list-style-type: none"> 1. Member of Audit Committee – – Manaksia Aluminium Company Limited 2. Member of Stakeholders' Relationship Committee – Manaksia Coated Metals & Industries Limited – Manaksia Aluminium Company Limited 3. Member of Nomination & Remuneration Committee – Manaksia Coated Metals & Industries Limited 4. Member of Committee of Directors – Manaksia Coated Metals & Industries Limited – Manaksia Aluminium Company Limited
Membership/Chairmanship of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Member of Audit Committee 2. Members of Stakeholders' Relationship Committee 3. Member of Corporate Social Responsibility Committee 4. Member of Committee of Directors
Number of Shares held in the Company	1616060 no. equity shares
Relationship with other Directors and other Key Managerial Personnel of the Company	–
Number of Board meetings Attended during the year	5 (Five)

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



Bhasha Bhawan, National Library Auditorium
(Near Alipore Zoo at Belvedere Road)
Kolkata - 700027



Manaksia Limited

PROXY FORM

Corporate Identity Number: L74950WB1984PLC038336

Registered Office : Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001

Phone No.: +91-33-2231 0050; Fax No.: +91-33-2230 0336; Email: investor.relations@manaksia.com; website: www.manaksia.com

MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

Email Id :

Folio No/Client ID :

DP ID :

I/We, being the member(s) of _____ Shares of Manaksia Limited, hereby appoint :

1. Name : Email Id:

Address :

Signature : or failing him/her

2. Name : Email Id:

Address :

Signature : or failing him/her

3. Name : Email Id:

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Thursday, 27th day of September, 2018 at 10:00 a.m. at Bhasha Bhavan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions :

1. a) To consider and adopt the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet, and Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
 b) To consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 including the Consolidated Audited Balance Sheet, and Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Report of the Auditors thereon.
2. To approve, confirm and declare the interim dividend paid on equity shares of the Company for the Financial Year 2017-2018, as final dividend, for the year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Sunil Kumar Agrawal (DIN: 00091784), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for re-appointment.
4. To consider and approve alteration of Articles of Association of the Company.

Affix
Revenue
Stamp

Signed this day of 2018

Signature of Shareholder : Signature of Proxy holder(s) :

Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

1. A Proxy form which does not state the name of the Proxy shall not be considered valid.
2. Undated Proxy shall not be considered valid.
3. If the Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
4. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
5. A Proxy is valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
6. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked.