



MANAKSIA  
INDUSTRIES LTD

## MANAKSIA INDUSTRIES LIMITED

CIN: L27100WB2011PLC161235

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

Phone No.: +91-33-2231 0050; Fax No.: +91-33-2230 0336

Email: infomil@manaksia.com; Website: www.manaksia.com

# Notice

**NOTICE** is hereby given that the 6th Annual General Meeting of the Members of M/s. MANAKSIA INDUSTRIES LIMITED will be held at 'Rotary Sadan', 94/2, Chowringhee Road, Kolkata-700 020 on Monday, the 18th day of September, 2017 at 3.00 P.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statement and Consolidated Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2017, Audited Profit & Loss Account and the Cash Flow Statement for the year ended as on that date together with Report of Directors' and Auditors' thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Aditya B Manaksia (DIN 00614488), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting (AGM) and to fix their remuneration and in this respect, to pass, with or without modification (s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Company, the appointment of M/s. SRB & Associates, Chartered Accountants (Registration No. 310009E), as the Statutory Auditors of the Company, be and is hereby ratified to hold office of Auditors from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and the Board of Directors be and is hereby authorized to fix their remuneration."

### SPECIAL BUSINESS:

5. **APPOINTMENT OF MR. NAVNEET MANAKSIA (DIN:00438612) AS A WHOLETIME DIRECTOR CUM CHIEF FINANCIAL OFFICER(CFO)**

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution –

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Navneet Manaksia (DIN: 00438612) as a Wholtime Director cum CFO of the Company, for a period of 3 (three) years with effect from January 7, 2017 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Navneet Manaksia, subject to the same not exceeding the limits specified under Sections 196 and 197 read with Schedule V (Section II of Part II) of the Companies Act, 2013.

**FURTHER RESOLVED THAT** the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **APPOINTMENT OF MR. AMITABHA GUHA AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 149, 152, 160 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Amitabha Guha (DIN 02836707), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years and shall not be liable to retire by rotation."

7. **CONTINUATION OF MR. BASANT KUMAR AGRAWAL AS THE CHAIRMAN CUM MANAGING DIRECTOR :**

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

"RESOLVED THAT in accordance with the provisions of Sections 196, Schedule V and all other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for the continuation of Mr. Basant Kumar Agrawal (DIN: 00520558), as Chairman cum Managing Director of the Company, who has attained the age of 70 years on June 7, 2017 and to hold office upto November 22, 2017 i.e. upto the expiry of his present terms of office as approved by the Shareholders in the 4th Annual General Meeting of the Company held on September 26, 2015.

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

**8. RE-APPOINTMENT OF MR. ADITYA B MANAKSIA AS A WHOLETIME DIRECTOR**

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

"RESOLVED THAT in accordance with the provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Aditya B Manaksia (DIN: 00614488) as a Wholetime Director of the Company, for a period of 3 (three) years with effect from November 17, 2017 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Aditya B Manaksia, subject to the same not exceeding the limits specified under Sections 196 and 197 read with Schedule V (Section II of Part II) of the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**9. RE-APPOINTMENT OF MR. BASANT KUMAR AGRAWAL AS THE CHAIRMAN CUM MANAGING DIRECTOR**

To Consider and if thought fit, to pass with or without

modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Basant Kumar Agrawal (DIN: 00520558), who has attained 70 years of age, as the Chairman cum Managing Director of the Company (designated as Key Managerial Personnel), for a period of 3 (three) years with effect from November 23, 2017 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Basant Kumar Agrawal, subject to the same not exceeding the limits specified under Sections 196 and 197 read with Schedule V (Section II of Part II) of the Companies Act, 2013.

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

**10. CHANGE OF NAME OF THE COMPANY**

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

"RESOLVED THAT pursuant to Sections 4,13,14 and all other applicable provisions of the Companies Act, 2013 and subject to the approval of the Central Government, the name of the Company be and is hereby changed from MANAKSIA INDUSTRIES LIMITED to BKM INDUSTRIES LIMITED.

FURTHER RESOLVED THAT subject to the above, the name MANAKSIA INDUSTRIES LIMITED wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the new name i.e. BKM INDUSTRIES LIMITED."

By Order of the Board of Directors

For Manaksia Industries Limited

sd/-

Sandeep Kumar Sultania

Company Secretary

Place: Kolkata

Date: 16th August, 2017

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxies to be effective must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A proxy form is enclosed.
3. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**
4. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
5. The profile of the Directors seeking appointment/re-appointment, as required in terms of applicable Regulations of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchange and the Companies Act, 2013 is annexed hereto and forms part of this Notice.
6. The Register of Members and Transfer Books of the Company will be closed from 12.09.2017 to 18.09.2017 (both days inclusive) for the AGM.
7. Dividend on equity shares, when approved at the Meeting, will be paid to those members :
  - (a) whose names appear as Beneficial Owners as at the end of business hours on 11th September, 2017, in the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
  - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 11th September, 2017.
8. There is no un-paid or un-claimed dividend for any of the dividend declared in the earlier years.
9. Members holding shares in physical form are requested to intimate, indicating their respective folio number, the change of their addresses, the change of Bank Accounts etc. to Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020, the Registrar and Share Transfer Agents of the Company, while members holding shares in electronic form may write to their respective Depository Participant for immediate updation, so as to enable the Company to dispatch dividend warrants to the correct address.
10. Members holding shares in physical form are advised to file nominations in respect of their shareholding in the Company, if not already registered and to submit the same to Registrar and Share Transfer Agent.
11. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
12. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
13. 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.
14. **The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the Annual Reports, Notices and other communications via e-mail. All the shareholders 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 communication including Annual Report, Notices, etc. from the Company, electronically**
15. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participant(s) and Members holding shares in physical form are requested to submit their PAN details to the Company/R&TA.
17. All Documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all the working days during business hours upto the date of meeting.
18. **Voting by Electronic means:-**
  1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at

the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The remote e-voting period commences on 15th September, 2017 at 10:00 a.m. (IST) and ends on 17th September, 2017 at 5:00 p.m. (IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: **<https://www.evoting.nsdl.com>**
    - (iii) Click on Shareholder - **Login**
    - (iv) Enter the user ID and password/PIN as initial password noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "REVEN" (Remote E Voting Event Number) of "Manaksia Industries Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen

signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail to [santibrewalla@gmail.com](mailto:santibrewalla@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) on or before 11.9.2017 upto 5.00 p.m. without which the vote shall not be treated as valid.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

1. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM .

**REVEN (Remote e-voting Event Number)USER IDPASSWORD/ PIN**

2. Please follow all steps from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

Login to the remote 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 password' option available on the site to reset the Password/PIN.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Investors who became members of the Company subsequent to the dispatch of the Notice / e-mail and holds the shares as on the cut-off date i.e. 11th September, 2017 are requested to send the duly signed written / email communication to the Company at [infomil@manaksia.com](mailto:infomil@manaksia.com) and to the RTA at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in) mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th September, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
20. The Notice of Annual General Meeting will be sent to the members, whose names appear in the register of

members / depositories as at closing hours of business, on 11th August, 2017.

21. The shareholders shall have one vote per equity share held by them as on the cut-off date of 11th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
22. The facility for voting either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
23. However, in case the members who have casted their votes by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their votes again.
24. Mr. Santosh Kumar Tibrewalla, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall not later than 3(three) days of conclusion of the meeting make a consolidated scrutinizer's Report (which includes remote e-voting and voting as may be permitted at the venue of the AGM by means of ballot paper/poll) 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 and declare the results of the voting forthwith.
25. Subject to casting of requisite number of votes in favour of the resolution(s), the resolution(s) shall be deemed to be passed on the date of Annual General Meeting of the Company.
26. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.manaksia.com](http://www.manaksia.com) and on the website of NSDL immediately after declaration of results of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
27. Route-map to the venue of the AGM is annexed for the convenience of the members.

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 5 to 10 of the accompanying Notice dated 14th August, 2017:

##### Item No.5 –

In view of accelerated operating results of the Company and also due to the extensive involvement of Mr. Navneet Manaksia (DIN: 00438612) in the affairs of the Company, the Board of Directors of the Company in its meeting held on 7th January, 2017 has promoted Mr. Navneet Manaksia, as a Wholetime Director cum Chief Financial Officer of the Company for a period of 3 (Three) years with immediate effect subject to the

approval of Shareholders in the General Meeting to look after day to day affairs of the Company, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and on the terms as recommended by the Nomination & Remuneration Committee. The terms and conditions of his appointment are as follows:

- **Remuneration** : ₹4,50,000/- per month and revision/increment as may be recommended by Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule V of the Companies Act, 2013 during his tenure.

#### Other Terms :

- a. Mr. Navneet Manaksia, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
- b. He shall devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions given and regulations made by the Board or any Committee of the Board from time to time.
- c. The Board may from time to time entrust upon him such of the powers exercisable by him as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
- d. He shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
- e. His office shall be liable to determination by retirement of Directors by rotation.
- f. He will be entitled to leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, Casual and sick leave on full pay and allowance as per rules of the Company.
- g. He shall be entitled to re-imbusement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- h. He shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Whole Time Director cum CFO.
- i. Either party may terminate the agreement by giving 3 (Three) months notice in writing or remuneration in lieu thereof without assigning any reason.
- j. In the absence or inadequacy of profit of the Company in any financial year, he shall be entitled to receive such remuneration as is permissible under Section 197 read



with Schedule V of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Any variation in the terms of appointment including variation in the remuneration pursuant to the authority given to the Board in the resolution during the currency of his terms of appointment as a Whole time Director cum CFO be deemed to be approved by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel(s) and their relatives except Mr. Basant Kumar Agrawal and Mr. Aditya B Manaksia are in any way financially or otherwise deemed to be concerned or interested in the above resolution.

The statement as required under Schedule V (third proviso of Section II of Part II) of the Company, appointee, other information and disclosures is annexed hereto.

The Board recommends the resolution set forth in Item no. 5 of the Notice, for the approval by the Shareholders of the Company.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the letter of appointment issued to Mr. Navneet Manaksia, Wholetime Director cum CFO is open for inspection at the Registered office of the Company during business hours till the date of ensuing Annual General Meeting.

#### **Item No. 6**

The Board, at its meeting held on 7th January, 2017 and on the recommendation of Nomination and Remuneration Committee had appointed Mr. Amitabha Guha as an Independent Director of the Company with immediate effect i.e. 7th January, 2017, pursuant to the provision of Sections 149, 161, read with Schedule IV of the Companies Act, 2013 and the Articles of Association of the Company. As per the provisions of the Act, he shall hold office of Directors as an Additional Director up to the date of the ensuing Annual General Meeting (AGM) unless appointed as a Director of the Company by the Shareholders.

In the opinion of the Board, Mr. Amitabha Guha fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director and he is independent of the management.

In view of his academic qualification and experience in the divergent fields, his advice and guidance would be most beneficial for the growth of the Company and hence justifies for his appointment as an Independent Director of the Company.

The Company has received requisite consent and declarations from Mr. Amitabha Guha as required under various provisions of the Companies Act, 2013 and Rules made thereunder. Further, he shall not be liable to retire by rotation.

The Company has also received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of prescribed sum of money, proposing the candidature of Mr. Amitabha Guha for the office

of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

A copy of the letter of appointment of Mr. Amitabha Guha, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the ensuing Annual General Meeting.

Except Mr. Amitabha Guha, no other Director, Key Managerial Personnel of your Company and their relatives are in any way, financially or otherwise, directly or indirectly interested or concerned in the proposed resolution.

Accordingly, the Board recommends the resolution set forth in Item no. 6 in relation to appointment of Mr. Amitabha Guha as Independent Director, for the approval by the shareholders of the Company for a period of 5 years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

#### **Item No. 7**

Section 196(3) and Part I of Schedule V of the Companies Act, 2013 inter alia, provides that no Company shall employ or continue the employment of a person who has attained the age of seventy years, as a Managing Director, Wholetime Director or Manager unless it is approved by the members by passing a special resolution.

Mr. Basant Kumar Agrawal who was appointed as the Chairman cum Managing Director by the members of the Company in the 4th Annual General Meeting held on 26th September, 2015 to hold office up to 22nd November, 2017, has attained the age of seventy years on June 7, 2017 and hence his continuation as Chairman cum Managing Director beyond June 7, 2017 requires the approval of members by means of special resolution.

Keeping in view that Mr. Basant Kumar Agrawal has enormous experience in the industry and has been involved in the operations of the Company, it would be in the interest of the Company to continue Mr. Basant Kumar Agrawal as the Chairman cum Managing Director subsequent to his attainment 70 years of age.

Accordingly, approval of the members is sought for passing the Special Resolution as set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel(s) and their relatives except Mr. Aditya B Manaksia and Mr. Navneet Manaksia are in any way financially or otherwise deemed to be concerned or interested in the proposed resolution.

#### **Item No. 8**

The terms of appointment of Mr. Aditya B Manaksia as a Wholetime Director would expire on 16th November, 2017. The Board of Directors of the Company (the 'Board'), in its meeting held on 14th April, 2017, subject to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles

of Association of the Company and subject to the approval of members in the Annual General Meeting, has re-appointed Mr. Aditya B Manaksia as a Wholetime Director, for a period of 3 (three) years w.e.f. November 17, 2017, on the terms & conditions and at the remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Aditya B Manaksia as Wholetime Director, in terms of the applicable provisions of the Act and the rules made thereunder.

The terms of re-appointment and remuneration payable to Mr. Aditya B Manaksia are as follows:

**Remuneration :** ₹4,50,000/- per month and revision/increment as may be recommended by Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule V of the Companies Act, 2013 during his tenure.

**Perquisites:** The Executive Director, in addition to Salary, shall be entitled to the following perquisites –

- a. Rent free accommodation: He shall be provided with rent free accommodation.
- b. Medical Reimbursement: Actual Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- c. Leave Travel Concession: For self and his family, once in a year, actual expenses incurred in accordance with the rules of the Company.
- d. Clubs Fees: Fees of Clubs subject to a maximum of three clubs. This will not include admission and life membership fees.
- e. Personal Accident Insurance: Premium not to exceed ₹50,000/- per annum.
- f. Gratuity: Gratuity payable shall not exceed half of a month's salary for each completed year of service.
- g. Car & Telephone: Car with Driver for use of Company's business and telephone at residence will be provided. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Director.

**Other Terms :**

- i. Mr. Aditya B Manaksia, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
- ii. He shall devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions given and regulations made by the Board or any Committee of the Board from time to time.
- iii. The Board may from time to time entrust upon him such of the powers exercisable by him as it thinks fit and may confer such powers for such time and to be exercised

for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.

- iv. He shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
- v. The Wholetime Director shall not, so long as he functions as such, be subject to retirement by rotation.
- vi. He shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- vii. He shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Wholetime Director.
- viii. Either party may terminate the agreement by giving 3 (Three) months notice in writing or remuneration in lieu thereof without showing any reason.
- ix. In the absence or inadequacy of profit of the Company in any financial year, he shall be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Any variation in the terms of appointment including variation in the remuneration pursuant to the authority given to the Board in the resolution during the currency of the terms of appointment of the Whole time Director be deemed to be approved by the Shareholders of the Company.

The statement as required under Schedule V (third proviso of Section II of Part II) of the Company, appointee, other information and disclosures is annexed hereto.

Your Board of Directors recommends the above resolution set out in Item No. 8 of the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel(s) and their relatives except Mr. Basant Kumar Agrawal and Mr. Navneet Manaksia are in any way financially or otherwise deemed to be concerned or interested in the above resolution.

Pursuant to Section 190 of the Companies Act, 2013, a copy of the letter of appointment issued to Mr. Aditya B Manaksia, Wholetime Director is open for inspection at the Registered office of the Company during business hours till the date of ensuing Annual General Meeting.

**Item No. 9**

The terms of appointment of Mr. Basant Kumar Agrawal as the Chairman cum Managing Director would expire on November 22, 2017. The Board of Directors of the Company (the 'Board'), at its meeting held on 14th April, 2017, subject to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, Articles of Association of the Company and subject to the approval of members in the Annual General Meeting, has re-appointed Mr. Basant Kumar Agrawal as Chairman cum Managing Director who has attended the age of 70 years prior to the proposed re-appointment, for a period of 3 (three) years w.e.f. November 22, 2017, on the terms & conditions and at the remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Basant Kumar Agrawal as Chairman cum Managing Director, in terms of the applicable provisions of the Act and the rules made thereunder.

The terms of re-appointment and remuneration payable to Mr. Basant Kumar Agrawal are as follows:

**Remuneration :** ₹7,00,000/- per month and revision/increment as may be recommended by Nomination & Remuneration Committee and approved by the Board from time to time and permissible under Schedule V of the Companies Act, 2013 during his tenure.

**Perquisites:** The Executive Director, in addition to Salary, shall be entitled to the following perquisites –

- a. Rent free accommodation: He shall be provided with rent free accommodation.
- b. Medical Reimbursement: Actual Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- c. Leave Travel Concession: For self and his family, once in a year, actual expenses incurred in accordance with the rules of the Company.
- d. Clubs Fees: Fees of Clubs subject to a maximum of three clubs. This will not include admission and life membership fees.
- e. Personal Accident Insurance: Premium not to exceed ₹50,000/- per annum.
- f. Gratuity: Gratuity payable shall not exceed half of a month's salary for each completed year of service.
- g. Car & Telephone: Car with Driver for use of Company's business and telephone at residence will be provided. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company to the Director.

**Other Terms :**

- i. Mr. Basant Kumar Agrawal, as long as he functions as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.
- ii. He shall devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions given and regulations made by the Board or any Committee of the Board from time to time.

- iii. The Board may from time to time entrust upon him such of the powers exercisable by him as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
- iv. He shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
- v. The Managing Director shall not, so long as he functions as such, be subject to retirement by rotation.
- vi. He shall be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- vii. He shall be reimbursed actual out of pocket expenses incurred by him in the course of discharging his duties in the capacity of Managing Director.
- viii. Either party may terminate the agreement by giving 3 (Three) months' notice in writing or remuneration in lieu thereof without showing any reason.
- ix. In the absence or inadequacy of profit of the Company in any financial year, he shall be entitled to receive such remuneration as is permissible under Section 197 read with Schedule V of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Justification as per Section 196(3)(a) of Companies Act, 2013 for appointment of Mr. Basant Kumar Agrawal as the Chairman cum Managing Director of the Company, attaining 70 years of age is annexed hereto.

The statement as required under Schedule V (third proviso of Section II of Part II) of the Company, appointee, other information and disclosures is annexed hereto.

The Board believes that the appointment of Mr. Basant Kumar Agrawal will help the Company to reach great heights in future.

Therefore, your Board of Directors recommends the above resolution set out in Item No.9 of the accompanying notice for your approval.

None of the Directors, Key Managerial Personnel(s) and their relatives except Mr. Aditya B Manaksia and Mr. Navneet Manaksia are in any way financially or otherwise deemed to be concerned or interested in the above resolution

Pursuant to Section 190 of the Companies Act, 2013, a copy of the letter of appointment issued to Mr. Basant Kumar Agrawal, Chairman cum Managing Director is open for inspection at the registered office of the Company during business hours till the date of ensuing Annual General Meeting.

**Item No. 10**

The Company is carrying on its activities in the name of Manaksia Industries Limited in consonance to achieve the



Main Objects as set out in its Memorandum of Association.

Post demerger the confusion on the names of the Companies among the Investors exists because of conglomeration of Companies in the family starting with the 'Manaksia' though the Companies have different business activities and promoters. In view of distinguishing the Company from other Companies in the Manaksia Group and establishing its separate identity, it has been proposed to change the name of the Company from existing name to "**BKM INDUSTRIES LIMITED**" subject to approval of the Shareholders of the Company and the Registrar of Companies, West Bengal. The Company had applied for the availability of the name to the Registrar of Companies, West Bengal, who in turn has communicated to the Company about the availability of the name vide his letter of 7th April, 2017 for the purpose, subject to approval of shareholders by way of special resolution in general meeting and requisite permission & compliance of the provisions of the Companies Act, 2013.

The Directors recommends passing of the resolution.

None of the Directors of your Company is in any way concerned or interested in the proposed resolution.

A copy of Memorandum & Articles of Association of the Company and the letter from the Registrar of Companies, West Bengal confirming availability of the name for the change in name in the name of the Company is open for inspection by the Shareholders at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company.

By Order of the Board of Directors  
For **Manaksia Industries Limited**

sd/-

Place: Kolkata  
Date: 16th August, 2017

**Sandeep Kumar Sultania**  
Company Secretary

## ANNEXURES TO NOTICE OF AGM

### A. Justification as per Clause (a) of sub-section (3) Section 196 of Companies Act, 2013 for Appointing Mr. Basant Kumar Agrawal as the Chairman cum Managing Director of the Company, attaining 70 years of age, are as under :-

Mr. Basant Kumar Agrawal, aged 70 years and is a Bachelor of Commerce.

He has a total works experience of about six decades. He has his expertise in Specific Functional Areas of Finance, Administration and General Corporate Affairs.

He is associated with the Company since its incorporation and has an excellent interpersonal and communication skill which has helped the organization tremendously by way of Client servicing / relationship building activities.

### B. Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting

[In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Statement as per Schedule V (third proviso of Section II of Part II) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Sl. No.	Name of the Director	Mr. Basant Kumar Agrawal	Mr. Aditya B Manaksia	Mr. Navneet Manaksia	Mr. Amitabha Guha
1.	DIN	00520558	00614488	00438612	02836707
2.	Date of Birth and Age	07/06/1947 (70 years )	26/10/1980 (37 years )	25/06/1971 (46 years )	10/11/1948 (69 years)
3.	Nationality	Indian	Indian	Indian	Indian
4.	Date of appointment on Board	25.03.2011	17.11.2014	7.1.2017	7.1.2017
5.	Remuneration last drawn / Past Remuneration	Rs. 7,00,000/-per month plus perquisites	Rs. 4,50,000/-per month plus perquisites	Rs. 4,50,000/-per month plus perquisites	NA
6.	No. of shares held in the Company	1,44,55,940	95,00,000	95,00,000	Nil

Sl. No.	Name of the Director	Mr. Basant Kumar Agrawal	Mr. Aditya B Manaksia	Mr. Navneet Manaksia	Mr. Amitabha Guha
7.	Qualification & Expertise in specific functional area / Background details / Job profile and his suitability	B. Com  Expertise: Specialize in overall management of the Company.	Bachelor in Information Technology.  Expertise: Specialize in all kinds of activities of the Company mainly production, marketing and financial management.	Bachelor in Chemical Engineering (B.E.), Advanced Management Programme from Wharton Business School, University of Pennsylvania, USA  Expertise: Specialize in all kinds of activities of the Company mainly production, marketing and financial management.	B.Sc.& M.Sc. (Botany)  Expertise: Overall management in banking sector in respect of policy making, execution and administration.
8.	Recognitions / Awards	NIL	NIL	NIL	NIL
9.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as Chairman cum Managing Director of the Company.	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as a Wholetime Director	The Board is of the opinion that the proposed remuneration is commensurate with his role and responsibility as a Wholetime Director cum CFO of the Company.	N. A.
10.	Pecuniary relationship directly or indirectly with the Company	No pecuniary relationship with the Company except Managerial Remuneration drawn by himself and his relatives appointed as managerial personnel.	No pecuniary relationship with the Company except Managerial Remuneration drawn by himself and his relatives appointed as managerial personnel.	No pecuniary relationship with the Company except Managerial Remuneration drawn by himself and his relatives appointed as managerial personnel.	No pecuniary relationship with the Company except Sitting Fees for attending Board/Committee meetings
11.	No. of Board Meetings Attended	7(Seven)	7(Seven)	1(One)	1(One)
12.	List of other listed Companies in which Directorships held as on 31st March, 2017	NIL	NIL	NIL	1.Xpro India Limited 2.Ramkrishna Forgings Ltd
13.	List of other Companies in which Directorships held as on 31st March, 2017	1.Zion Distilleries Private Limited 2.Agrim Steel Industries Limited 3.Arena Machineries Limited 4.Crossroad Tradelinks Private Limited 5.Mooncity Tradecomm Private Limited 6.Kohinoor Commodeal Private Limited 7.Modcon Realty Private Limited 8.Sampark Rolling Stocks & Containers Private Limited	1.Mayurbhanj Metals Ltd 2.Arena Machineries Limited 3.Fixopan Management Pvt Ltd 4.Shree Sanyogita Commercial Private Limited 5.Active Goods Private Limited 6.Mooncity Tradecomm Private Limited	1.Arena Machineries Limited 2.Crossroad Tradelinks Private Limited 3.Kohinoor Commodeal Private Limited 4.Maxell Securities Limited	1.Gangavaram Port Limited 2.Support Elders Private Limited 3.Krishna Institute Of Medical Sciences Limited

Sl. No.	Name of the Director	Mr. Basant Kumar Agrawal	Mr. Aditya B Manaksia	Mr. Navneet Manaksia	Mr. Amitabha Guha
14.	Chairman/ Member of the Committee of the Board of other Companies in which he is a Director as on 31st March, 2017	NIL	NIL	NIL	1. Ramkrishna Forgings Ltd-Member of Audit Committee 2. Gangavaram Port Limited – Member of CSR Committee. 3. Manaksia Industries Limited – Member of Audit Committee and Nomination & Remuneration Committee. 4. Xpro India Limited – Member of Audit Committee and Stakeholders' Relationship Committee.
15.	Disclosure of relationship between Directors inter-se/ Managerial Personnel	Mr. Aditya B Manaksia (Wholetime Director)- Son	Mr. Basant Kumar Agrawal (Chairman cum Managing Director) - Father	Mr. Basant Kumar Agrawal (Chairman cum Managing Director) - Father	NA
		Mr. Navneet Manaksia (Wholetime Director cum CFO) - Son	Mr. Navneet Manaksia (Wholetime Director cum CFO) - Brother	Mr. Aditya B Manaksia (Wholetime Director) - Brother	NA

### Additional information as per Schedule V (third proviso of Section II of Part II) :

#### I. General Information:

- (1) **Nature of industry:** Manufacturing of packaging products (crowns, closures and metal containers), metal products and fast moving consumer goods, etc.
- (2) **Date of commencement of commercial production:** 23rd November, 2014.
- (3) **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** N.A.
- (4) **Financial performance based on given indicators:**

(₹ in Lakhs)

Particulars	Consolidated	
	31.03.2017	31.03.2016
Turnover	12,294.65	10,265.84
Net Profit/ (Loss):	695.19	(348.10)

#### (5) Foreign investments or collaborations, if any :

##### Foreign Investments :

The Company has subsidiary companies in Georgia (Euroasian Steel) and Dubai (Euroasian Ventures FZE).

It has also incorporated wholly owned subsidiary Company viz. M/s. B K Manaksia Nigeria Ltd. Share capital of the Company is Naira 10 Million (equivalent to ₹ 25,79,200 approx).

##### Collaborations :

The Company has not made any collaboration.

#### II. Information about the appointees: Please refer Table B above

#### III. Other information:

##### i. Reasons of loss or inadequate profits :

The Company is already a profit making Company. However, profit is inadequate in terms of Section 197 of the Companies Act, 2013 and the quantum of the remuneration proposed to be paid.

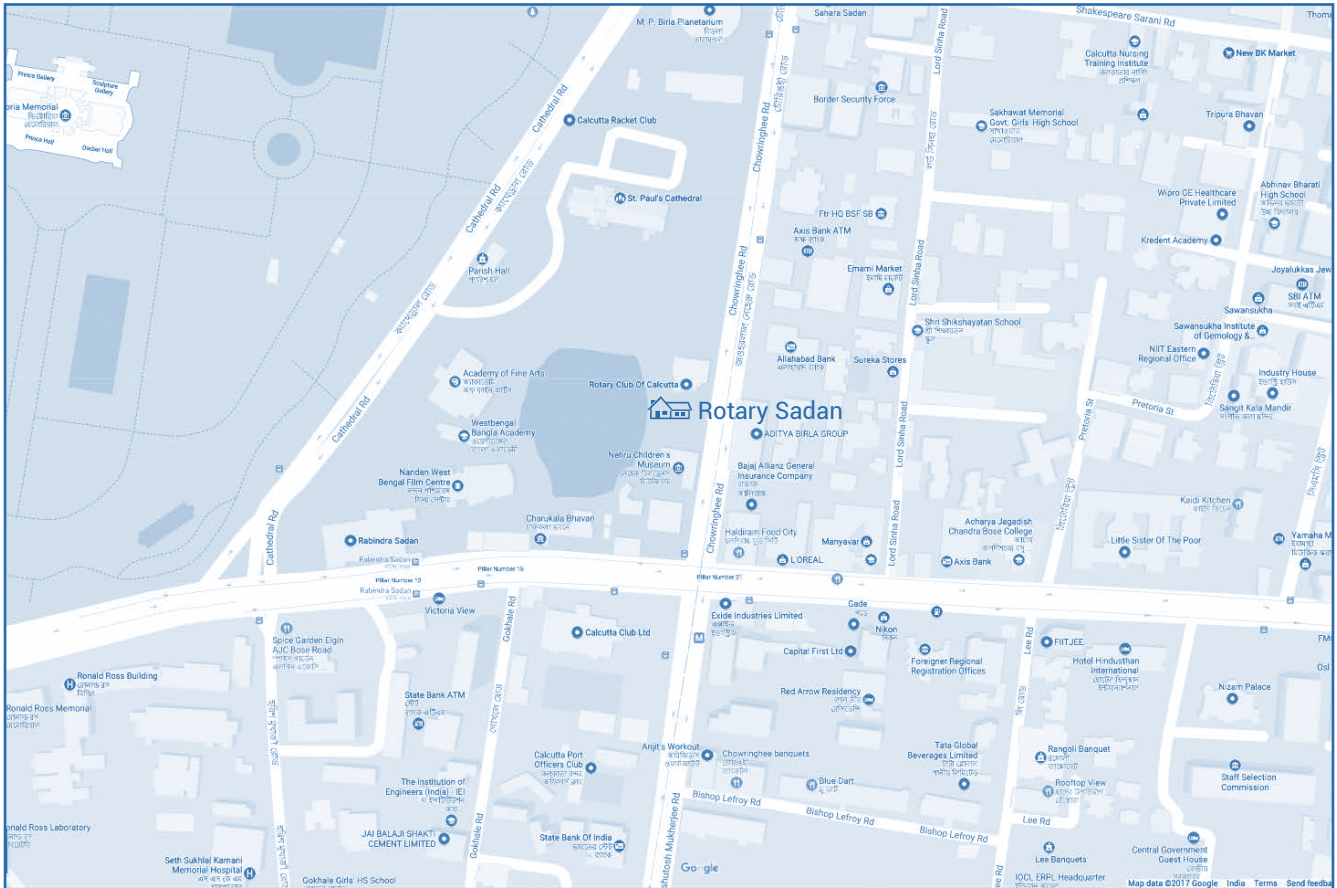
##### ii. Steps taken or proposed to be taken for improvement:

The Company is trying to increase sales both in terms of quantity and quality which would likely to yield better margins.

##### iii. Expected increase in productivity and profitability in measurable terms:

The Company expects 40% to 50% yearly growth in turnover in ensuing years with proportionate increase in the profitability.

# ROUTE MAP FOR 6TH ANNUAL GENERAL MEETING



# E – MAIL ID REGISTRATION FORM

To

**Manaksia Industries Limited,**

'Bikaner Building',

3rd Floor

8/1 Lal Bazar Street,

Kolkata- 700 001

Dear Sir(s),

I hereby give my consent to receive all future communication from Manaksia Industries Ltd. at my below email id and/or at my e-mail registered with my/our depository :-

DP ID \_\_\_\_\_ CLIENT ID \_\_\_\_\_ FOLIO NO. \_\_\_\_\_

E – mail Id \_\_\_\_\_ Alternative Id \_\_\_\_\_

Thanking You,

Yours faithfully,

\_\_\_\_\_  
Signature of Sole / 1st Holder

\_\_\_\_\_  
Name

\_\_\_\_\_  
Date

**Note :**

You are requested to register your email address with your depositories or by signing and returning this slip to the Company or to the Registrar & Transfer Agent M/s. Link Intime India Pvt. Ltd or by way of an email to [infomil@manaksia.com](mailto:infomil@manaksia.com) at the earliest.





# MANAKSIA INDUSTRIES LIMITED

CIN: L27100WB2011PLC161235

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

## FORM NO: MGT – 11 PROXY FORM

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

CIN : L27100WB2011PLC161235  
 Name of the Company : Manaksia Industries Limited  
 Registered office : 'Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001.  
 Name of the member (s) :  
 Registered Address :  
 E-mail Id :  
 Folio No/ Client Id :  
 DP ID :

I/We, being the member (s) of \_\_\_\_\_ shares of Manaksia Industries Ltd, hereby appoint;

- Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him
- Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him
- Name :  
Address :  
E-mail Id :  
Signature: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, the 18th day of September, 2017 at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata 700 020 at 3:00 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions Proposed
1.	To receive, consider and adopt the Standalone Financial Statement and Consolidated Financial Statement of the Company including Audited Balance Sheet as at 31st March, 2017, Audited Profit & Loss Account and the Cash Flow Statement for the year ended as on that date together with Report of Directors' and Auditors' thereon..
2.	Declaration of Dividend on Equity Shares.
3.	Approval for the re-appointment of Mr. Aditya B Manaksia, Director retiring by rotation.
4.	Appointment of M/s. SRB & Associates, Chartered Accountants as the Statutory Auditors of the Company and authorize the Board to fix their remuneration.
5.	Appointment of Mr. Navneet Manaksia as a Wholetime Director cum CFO.
6.	Appointment of Mr. Amitabha Guha as an Independent Director.
7.	Continuation of Mr. Basant Kumar Agrawal as the Chairman cum Managing Director
8.	Re-Appointment of Mr. Aditya B Manaksia as a Wholetime Director
9.	Re-Appointment of Mr. Basant Kumar Agrawal as the Chairman cum Managing Director
10.	Change of name of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of shareholder: \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Affix a  
Re 1/-  
revenue  
stamp

### 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.
- For the full text of the aforesaid resolutions, statements and notes, please refer to the Notice including the explanatory statement, convening this Annual General Meeting of the Company.



MANAKSIA  
INDUSTRIES LTD

## MANAKSIA INDUSTRIES LIMITED

CIN: L27100WB2011PLC161235

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

### Annexure to the Notice of the 6th Annual General Meeting of the Company to be held on 18th September, 2017

## ATTENDANCE SLIP

1. Name and Registered Address of Sole/First named Member:
2. Joint Holder's Name (if any):
3. Folio No./DP ID and Client ID:
4. No. of equity shares held:

I / We hereby record my / our presence at the Annual General Meeting of the Company, to be held on Monday, the 18th day of September, 2017 at "Rotary Sadan", 94/2, Chowringhee Road, Kolkata 700 020 at 3:00 P.M.

\_\_\_\_\_  
Name of the Proxy, if applicable

\_\_\_\_\_  
Signature of the Shareholder/Proxy Present.

**Note:**

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
2. Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
3. Please read the instructions carefully before exercising your vote.