



# Manaksia Industries Limited

**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

Corporate Identity Number : L27100WB2011PLC161235

## NOTICE OF 5TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 5th Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, 24th September, 2016 at 1.00 p.m. at Bhasha Bhawan, National Library Auditorium near Alipore Zoo at Belvedere Road, Kolkata- 700 027 to transact the following business :

### Ordinary Business :

1. To receive, consider and adopt :
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Basant Kumar Agrawal (DIN: 00520558), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of statutory auditors and fix their remuneration and in this connection to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the 3rd Annual General Meeting (AGM), the appointment of M/s. SRB & Associates, Chartered Accountants (Firm Registration No. 310009E), as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of the 3rd AGM (FY – 2013-14) till the conclusion of the 8th AGM (FY- 2018-19) of the Company, be and is hereby ratified, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company.”

### Regd. Office :

Bikaner Building, 3rd Floor

8/1, Lal Bazar Street, Kolkata – 700 001

Date : 20th July, 2016

**By Order of the Board of Directors**

**Sandeep Kumar Sultania**

*Company Secretary*

### 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, MUST BE DEPOSITED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED/ATTACHED WITH THIS NOTICE.

- (2) **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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- (3) Members/Proxies should bring the Attendance Slip duly filled in together with their copies of Annual Report to the Meeting.
- (4) The proxy holder shall prove his identity at the time of attending the Meeting.
- (5) 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.
- (6) 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.
- (7) When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
- (8) 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.
- (9) 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.
- (10) Corporate members are required to send to the company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Annual General Meeting.
- (11) The Register of Members and the Share Transfer Books of the Company will remain closed from 17th September, 2016 to 21st September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- (12) Shareholders holding shares in physical form are requested to intimate 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.
- (13) As per the provisions 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.
- (14) As required by the Securities and Exchange Board of India (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).
- (15) 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.
- (16) 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.
- (17) 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 Mr. Sandeep Kumar Sultania, Company Secretary at the Registered Office of the Company (Phone: +91 33 2231 0050; Email: investorrelmil@manaksia.com).
- (18) Disclosure pursuant to Section 196(4) of the Companies Act, 2013, Regulation 36(3) of the Listing Regulations with the Stock Exchanges and Secretarial Standard 2, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is given in the Annexure to this Notice.

- (19) Relevant documents referred to in the accompanying notice/ 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 and copies thereof shall also be available for inspection in physical or electronic form at the Registered Office on all working days, except Saturday, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Annual General Meeting. Further, the notice for the 5th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended March, 31 2016 shall also be available on the Company's website, [www.manaksia.com](http://www.manaksia.com).
- (20) 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.
- (21) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2015-16 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.
- (22) Pursuant to Listing Regulations and Sections 20, 101 and 136 of the Companies Act 2013, read with relevant rules made thereunder, the Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository Participants. Accordingly, the Annual Report for the financial year ended 31st March 2016 shall be sent electronically to all the members whose email address has been registered with the Company/ Depository Participants unless any member has requested for a hard copy of the same. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.
- (23) **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 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
  - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to change or cast their vote again.
  - IV. The remote e-voting period shall commence on 21st September, 2016 (9:00 a.m.) and end on 23rd September, 2016 (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 17th September, 2016, 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 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 Participant(s)] :**
      - (i) Open email and open PDF file viz; "Manaksia Industries.e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
      - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

- (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
  - (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 "E Voting Event Number (EVEN)" of "Manaksia Industries Limited" for casting your vote.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders and bodies corporate (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 email to vkandco@vinodkothari.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :  

<b>EVEN (Remote E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
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  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no. : 1800 222 990
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th September 2016. In case of joint holders, only one of the joint holders may cast his vote.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2016 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).
- 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.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no. : 1800 222 990.
- XI. Your Login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are a shareholder.
- XII. Login to e-voting website will be disabled upon 5 (Five) unsuccessful attempts to key in the correct password, in such an event, you will need to go through "Forgot User Details/Password" option available on the website of the Company to reset the same.
- XIII. 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 of 17th September, 2016 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.

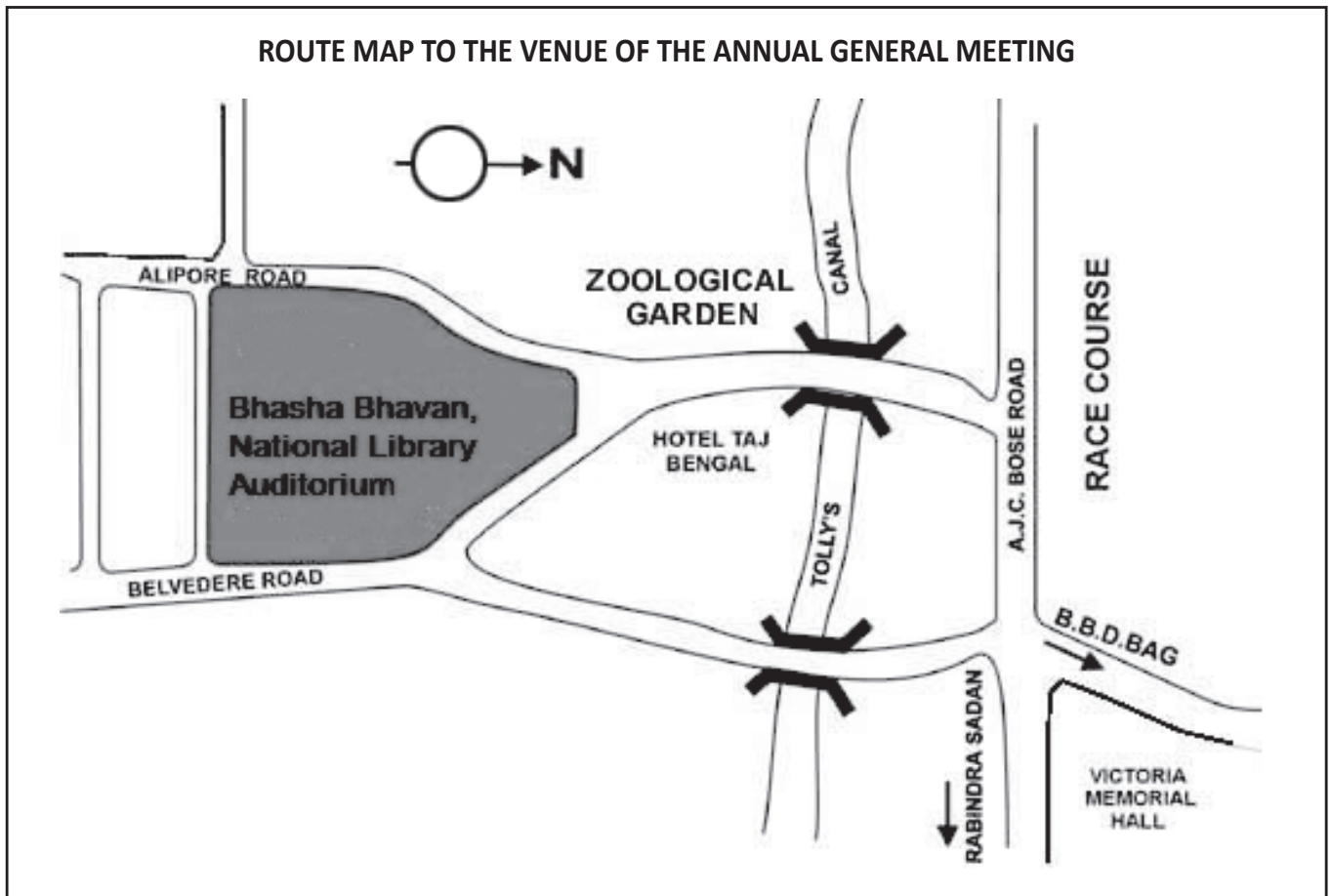
- XIV. Mrs. Aditi Jhunjhunwala, (Membership No. 26988, CP No. 10144) partner of M/s Vinod Kothari & Company, Practising Company Secretaries, Kolkata has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "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.
- XVI. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, 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 favor 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.
- XVII. 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 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 : 20th July, 2016

**By Order of the Board of Directors**

**Sandeep Kumar Sultania**  
*Company Secretary*



PURSUANT TO SECTION 196 (4) OF THE ACT, 2013, REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETERIAL STANDARD -2 THE BRIEF PARTICULARS OF THE DIRECTORS TO BE APPOINTED/RE-APPOINTED ARE AS FOLLOWS :

<b>Name of the Director</b>	<b>Basant Kumar Agrawal</b>
<b>Director Identification Number</b>	00520558
<b>Date of Birth / Age</b>	07.06.1947 / 69 years
<b>Date of first Appointment on the Board</b>	25.03.2011
<b>Qualifications</b>	Commerce Graduate
<b>Expertise</b>	Vast experience and knowledge in all facets of business and management including manufacturing and international business.
<b>Terms and conditions of appointment or re-appointment</b>	He is the Managing Director of the Company liable to retire by rotation
<b>Details of remuneration sought to be paid</b>	₹ 60 Lacs per annum
<b>Last drawn remuneration</b>	₹ 60 Lacs per annum
<b>Directorship held in other Companies including Foreign Companies excluding alternate directorship</b>	<ol style="list-style-type: none"> <li>1. Agrim Steel Industries Ltd.</li> <li>2. Arena Machineries Ltd.</li> <li>3. Crossroad Tradelinks Pvt. Ltd.</li> <li>4. Glitter Agencies Pvt. Ltd.</li> <li>5. Indian Chamber of Commerce</li> <li>6. Jiwanjyoti Vanijya Pvt. Ltd.</li> <li>7. Kaanan Residents Association</li> <li>8. Kohinoor Commodeal Pvt. Ltd.</li> <li>9. Modcon Realty Pvt. Ltd.</li> <li>10. Mooncity Tradecomm Pvt. Ltd.</li> <li>11. Sampark Rolling Stocks &amp; Containers Pvt. Ltd.</li> <li>12. Zion Distilleries Pvt. Ltd.</li> </ol>
<b>Membership/Chairmanship of the Committee of other Public Companies</b>	None
<b>Membership/Chairmanship of the Committee of the Board of Directors of the Company</b>	<ol style="list-style-type: none"> <li>1. Member of Audit Committee- Manaksia Industries Limited</li> <li>2. Member of Stakeholders Relationship Committee Manaksia Industries Limited</li> </ol>
<b>Number of Shares held in the Company</b>	12755940
<b>Relationship with other Directors and other Key Managerial Personnels of the Company</b>	<p>Mr Aditya B Manaksia- Son</p> <p>Mr. Navneet Manaksia - Son</p>
<b>Number of Board meetings Attended during the year</b>	6



# Manaksia Industries Limited

Corporate Identity Number : L27100WB2011PLC161235

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

**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 : .....

E-mail Id : .....

Folio No/Client ID : ..... DP ID : .....

I/We, being the member(s) of ..... Shares of Manaksia Industries 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 5th Annual General Meeting of the Company, to be held on Saturday, 24th September, 2016 at 1.00 p.m. at Bhasha Bhawan, National Library Auditorium at Belvedere Road, Kolkata - 700 027 and at any adjournment thereof in respect of such resolutions as are indicated below :

**Resolutions No.**

1. (a) Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon;
- b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of the Auditors thereon.
2. For appointment of a Director in place of Mr. Basant Kumar Agrawal (DIN : 00520558), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment and fixation of remuneration of Statutory Auditors.

Affix Revenue Stamp

Signed this ..... day of ..... 2016

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. 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.

