

NOTICE

To The Members,

NOTICE is hereby given that the 28th Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 28th September 2012 at 10.30 a.m. at "Gyan Manch Education Society Hall, 11, Pretoria Street, Kolkata-700 071" to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Kumar Agrawal, who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. Suresh Kumar Agrawal, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in place of Mr. Mahabir Prasad Agrawal, who retires by rotation and is eligible for re-appointment.
5. To appoint Messers SRB & Associates, Chartered Accountants, as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT Messers SRB & Associates, Chartered Accountants, the retiring Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company."

Regd. Office:
8/1 Lal Bazar Street
Kolkata-700 001
Date: 30th June, 2012

By Order of the Board
sd/-
Anubhav Maheshwari
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. In order to be effective, the Instrument appointing a Proxy should, however, be deposited at the Registered Office of the Company not less than Forty Eight Hours before the commencement of the Meeting. Proxies submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.**
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2012 to 28th September 2012 (both days inclusive).
3. Pursuant to Clause 49 of the Listing Agreement, the brief resume/profile of the Directors recommended by the Board for re-appointment is attached hereto.
4. The members are hereby informed that the Company would transfer the dividends, which remain unclaimed for a period of seven years, to the Investors Education and Protection Fund ("IEP Fund") constituted by the Central Government under Section 205(C) of the Companies Act, 1956.

The following are the details of dividends paid by the Company and respective due date for transfer of unclaimed dividend to IEP Fund:

Dividend year	Date of Declaration of Dividend	Due date for transfer to IEP Fund
2004-05	31.12.2005	06.02.2013
2005-06	28.09.2006	04.11.2013
2006-07	28.09.2007	04.11.2014
2007-08	26.09.2008	02.11.2015
2008-09	29.09.2009	05.11.2016
2009-10	28.12.2010	03.02.2018
2010-11	02.09.2011	09.10.2018

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof atleast 10 days before they are due for transfer to the said Fund. **In terms of provisions of the Companies Act, 1956, no claim shall lie with respect to unclaimed dividend once it is transferred by the Company to IEP Fund.**

5. Members are requested to notify immediately all changes pertaining to their bank details, National Electronic Clearing Services (NECS), nominations, change of address, bank particulars, etc :
 - (i) to their Depository Participants (DPs) in respect of their shares held in demat form; and
 - (ii) to the Company or to it's Registrar & Share Transfer Agent in respect of the shares held in physical form, if any.
6. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m., upto the date of Annual General Meeting.
7. The Register of Directors' shareholding maintained under Section 307 of the Companies Act, 1956, shall also be open for inspection at the Registered Office of the Company beginning fourteen days from the date of Annual General Meeting , except Saturdays and Sundays, between 11.00 a.m. to 1.00 p.m. and upto 3 days after the date of Annual General Meeting. The Register of Directors' Shareholding will be available for inspection at the meeting.
8. Members are requested to bring their attendance slips together with their copies of the Annual Report to the meeting.
9. Members desiring any information on the Audited Accounts 2011-12 and operations are requested to write to the Company Secretary at the Registered office atleast 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
10. Members are requested to send proper documentary evidence of bonafide beneficiary for the unclaimed IPO shares lying in the demat suspense account with the Company.
11. Members may note that Securities & Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to furnish the copy of the PAN to their respective Depository Participant. Members holding shares in physical form can submit their PAN details to the Company or it's Registrar & Share Transfer Agents.
12. In view of the "GREEN INITIATIVE" measures undertaken by the Ministry of Corporate Affairs, Companies are allowed to do paperless compliance by service of documents on members through electronic mode. Further in line with the amendments to the Listing Agreement, Annual Reports can be sent in electronic mode to the members who have registered their e-mail address with the Company. Accordingly, Annual Report for the financial year ended 31st March 2012 has been sent to all the members whose e-mail 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.

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8/1 Lal Bazar Street
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Date: 30th June, 2012

By Order of the Board
sd/-
Anubhav Maheshwari
Company Secretary

Annexure to the Notice dated 30th June 2012

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT THE BRIEF PARTICULARS OF THE DIRECTORS TO BE RE-APPOINTED ARE AS UNDER:

Name	Sunil Kumar Agrawal	Suresh Kumar Agrawal	Mahabir Prasad Agrawal
Date of Birth	11.12.1961	28.07.1953	05.07.1938
Date of Appointment on the Board	02.09.2000	01.01.1998	05.09.1995
Qualifications	Commerce Graduate	Chemical Engineer	Commerce Graduate
Expertise	Wide Experience and knowledge in overall business management, in manufacturing and factory administration.	Vast Experience and knowledge in overall business management, in manufacturing, international business and marketing.	Vast Experience and knowledge in overall business management.
Directorship held in other public companies (excluding foreign and private companies)	1. Manaksia Aluminium Co. Ltd. 2. Manaksia Steels Ltd. 3. Manaksia Coated Metals & Industries Ltd.	1. Manaksia Industries Ltd. 2. Manaksia Overseas Ltd.	1. Manaksia Aluminium Co. Ltd. 2. Manaksia Steels Ltd. 3. Manaksia Coated Metals & Industries Ltd.
Number of Shares Held	20,09,810	84,64,510	46,36,575
Relationship between Directors	Forms Part of Promoter Group	Forms Part of Promoter Group	Forms Part of Promoter Group