



Regd. Office : Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata - 700 001
Phone No.: 91-33-22310050; Fax No.: 91-33-22300336
Email: info@manaksia.com; website: www.manaksia.com
Corporate Identity Number: L74950WB1984PLC038336

NOTICE OF 32ND ANNUAL GENERAL MEETING

NOTICE is hereby given that 32nd Annual General Meeting (AGM) of the Members of the Company will be held on Friday, 23rd September, 2016 at 10.00 a.m. at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027, to transact the following business :

Ordinary Business :

- To receive, consider and adopt :
 - 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;
 - the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Auditors thereon.
- To approve the interim dividend paid on equity shares of the Company for the financial year 2015-16, as final dividend, for the financial year 2015-16.
- To appoint a Director in place of Mr. Suresh Kumar Agrawal (DIN: 00520769), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
- 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 30th 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 3 (Three) years from the conclusion of the 30th AGM (FY – 2013-14) till the conclusion of the 33rd AGM (FY- 2016-17) 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.”

Special Business :

- 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 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Suresh Kumar Agrawal (DIN: 00520769), Managing Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Suresh Kumar Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

Raj Kumar Banthia
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 16th September, 2016 to 20th September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- (12) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 5 which sets out the details relating to Special Business at the meeting, is annexed hereto.
- (13) Pursuant to the provisions of Section 205A and 205C of the Companies Act, 1956 as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, the final dividend for the year ended March 31, 2008 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. No claim shall lie against the Investor Education and Protection Fund or the Company in respect of individual amount(s) so credited to the Investor Education and Protection Fund.
- (14) 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.
- (15) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2009, 2010 and 2011 and Interim Dividend Warrants for accounting year ended 31st March, 2014, 2015 and 2016 may immediately approach the Company/ its Registrar for revalidation of unclaimed Dividend Warrants atleast 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 2007-08 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. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 24, 2015 (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.

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

Unclaimed/Unpaid Dividends :

Years	Date of Declaration of Dividend	Due date for transfer to IEP Fund	Unpaid/Unclaimed Dividend amount as on 31st March, 2016 (in ₹)
2008-09	29.09.2009	05.11.2016	5,55,812.40
2009-10	28.12.2010	03.02.2018	3,68,373.60
2010-11	02.09.2011	07.10.2018	5,31,147.50
2013-14 (Interim Dividend)	13.08.2013	19.09.2020	5,073,12.00
2014-15 (Interim Dividend)	14.02.2015	22.03.2022	2,84,122.00
2015-16 (Interim Dividend)	07.11.2015	13.12.2022	2,75,324.00

- (16) 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.
- (17) 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.
- (18) 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).
- (19) 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.
- (20) 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.
- (21) 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.
- (22) 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. Raj Kumar Banthia, Company Secretary at the Registered Office of the Company (Phone : +91-33-2231 0050; Email : investor.relations@manaksia.com).
- (23) Disclosure pursuant to Section 196 (4) of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") 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.
- (24) 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 and copies thereof shall also be available for inspection in physical or electronic form at the Corporate 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 32nd 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.

- (25) 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.
- (26) 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.
- (27) Members holding shares in Electronic/Demat form are advised to contact their respective Depository Participants for making/varying/cancelling nominations.
- (28) 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 Report and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository. Accordingly, the Annual Report for the 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.
- (29) **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 20th September, 2016 (9:00 a.m.) and end on 22nd 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 16th 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.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 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 e-mail 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 :

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN
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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.nsdl.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 e-mail 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 16th 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. 16th September, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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.nsdl.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 16th 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 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.

XVII. 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.

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

Item No. 5

The members of the Company in the Annual General Meeting of the Company held on 24th September, 2015 have approved appointment of Mr. Suresh Kumar Agrawal as Managing Director of the Company from 23rd November, 2014. The members have also approved the remuneration payable to Mr. Suresh Kumar Agrawal, Managing Director of the Company.

Subsequently, looking at the ability, expertise and contribution of Mr. Suresh Kumar Agrawal, based on the recommendation of Nomination & Remuneration Committee and approval of Audit Committee, the Board of Directors at its meeting held on 20th July, 2016 has approved revision in the terms and conditions of appointment of Mr. Suresh Kumar Agrawal to the effect of increase in remuneration from Rs. 5,00,000/- to Rs. 7,00,000/- per month with effect from 1st August, 2016, subject to the approval of shareholders of the Company. Other terms and conditions of appointment of Mr. Suresh Kumar Agrawal will remain same.

The Board of Directors of your Company recommends the resolution in relation to increase in remuneration of Mr. Suresh Kumar Agrawal, Managing Director for the approval by the shareholders of the Company.

Disclosure required under Section 196 (4) of the Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Standard-2 is set out as the annexure to this Notice.

Pursuant to provisions of Section 102(1) of the Companies Act, 2013 the extent of shareholding of Mr Suresh Kumar Agrawal and his relatives is provided below :

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Suresh Kumar Agrawal	14.348
Chandrakala Agrawal	1.899
Varun Agrawal	4.222
Mahabir Prasad Agrawal	8.314
Basudeo Agrawal	14.496
Suresh Kumar Agrawal (HUF)	0.515

Except Mr. Suresh Kumar Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution set out at Item No. 5 except to the extent of their shareholding.

Disclosure as required under Schedule V to the Companies Act, 2013 for item no. 5 of the notice is given hereunder :

I. General Information :

Nature of Industry	Manufacturing
Date or expected date of Commercial Production	N.A. since the Company has already commenced its business activities
In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA

Financial Performance :

(₹ in Lacs)

Particulars	For the year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Revenue	5837.04	2426.55	59740.33
Total Expenses	2921.24	1529.45	56770.18
Net Profit	2314.72	737.06	2300.52
Paid up Capital	1310.68	1310.68	1310.68
Reserves & Surplus	7711.56	6707.52	7357.63

Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) and NRI (Rep. & Non-Rep.) acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the Appointees

Particulars	Suresh Kumar Agrawal
Background details	Set out in the Explanatory Statement to Item No.5 and annexure to this notice
Past Remuneration (₹ in Lacs)	₹ 60.00 Lacs per annum
Recognition and Awards	—
Job profile and his suitability	Mr. Suresh Kumar Agrawal, based on the recommendation of Nomination & Remuneration Committee of the Company has been appointed as Managing Director of the Company by the Board of Directors at its meeting held on 23rd November, 2014. His appointment was approved by the members of the Company in the Annual General Meeting of the Company held on 24th September, 2015. He is entrusted with substantial powers of management subject to the superintendence, control and direction of the Board of Directors of the Company. He has vast experience and knowledge in overall business management, manufacturing, international business and marketing.
Remuneration proposed (₹ in Lacs)	₹ 84.00 Lacs per annum
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration being paid by the Company is in line with the remuneration being paid to its Managing Director by the companies of comparable size.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Suresh Kumar Agrawal holds 9402740 equity shares in the Company. Apart from receiving remuneration as stated above and dividend as the member of the Company, Mr. Suresh Kumar Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.

III. Other information :

1) Reasons of loss or inadequate profits :

Transfer of undertakings of the Company to the demerged companies pursuant to Scheme of Arrangement as approved by The Hon'ble Calcutta High Court vide its Order dated March 24, 2014 has resulted in transfer of the manufacturing business of the company to the demerged companies with effect from the appointed date of 1st October, 2013. Subsequent to Demerger, the Company started exploring various new business avenues for improving its profitability. As a result the company has made a net profit of Rs. 2314.72 Lacs during the financial year 2015-16 as compared to net profit of Rs. 737.06 Lacs during the financial year 2014-15. The profit made by the company in the financial year 2015-16 is still inadequate for the purpose of remuneration to be paid to Managing Director.

Further the Company is also exposed to a number of market risks arising from its normal business activities. These risks include changes in prices of the products dealt with, foreign currency exchange rate, interest rate.

2) Steps taken or proposed to be taken for improvement :

The Company is taking all possible steps to improve its performance. The company is continuously and rigorously exploring new avenues for improving its profitability. A varied portfolio of products dealt with by the Company and considerable domestic and international geographical presence and reach will also further help in improving its profitability. The company is also making certain strategic changes which would result in further cost reduction and thereby contributing to the profitability.

3) Expected increase in productivity and profits in measurable terms :

The steps taken/proposed to be taken for improvement are expected to make a positive impact on growing revenue and containing costs. This is expected to improve the performance and the profitability of the Company in coming years.

IV. Disclosures :

Disclosures pursuant to Schedule V of the Companies Act, 2013, is contained in the explanatory statement to item no. 5 and also in the Corporate Governance Report which is annexed to the Directors Report for the year Financial Year 2015-16.

Regd. Office :

Bikaner Building, 3rd Floor
8/1, Lal Bazar Street, Kolkata – 700 001
Date : 20th July, 2016

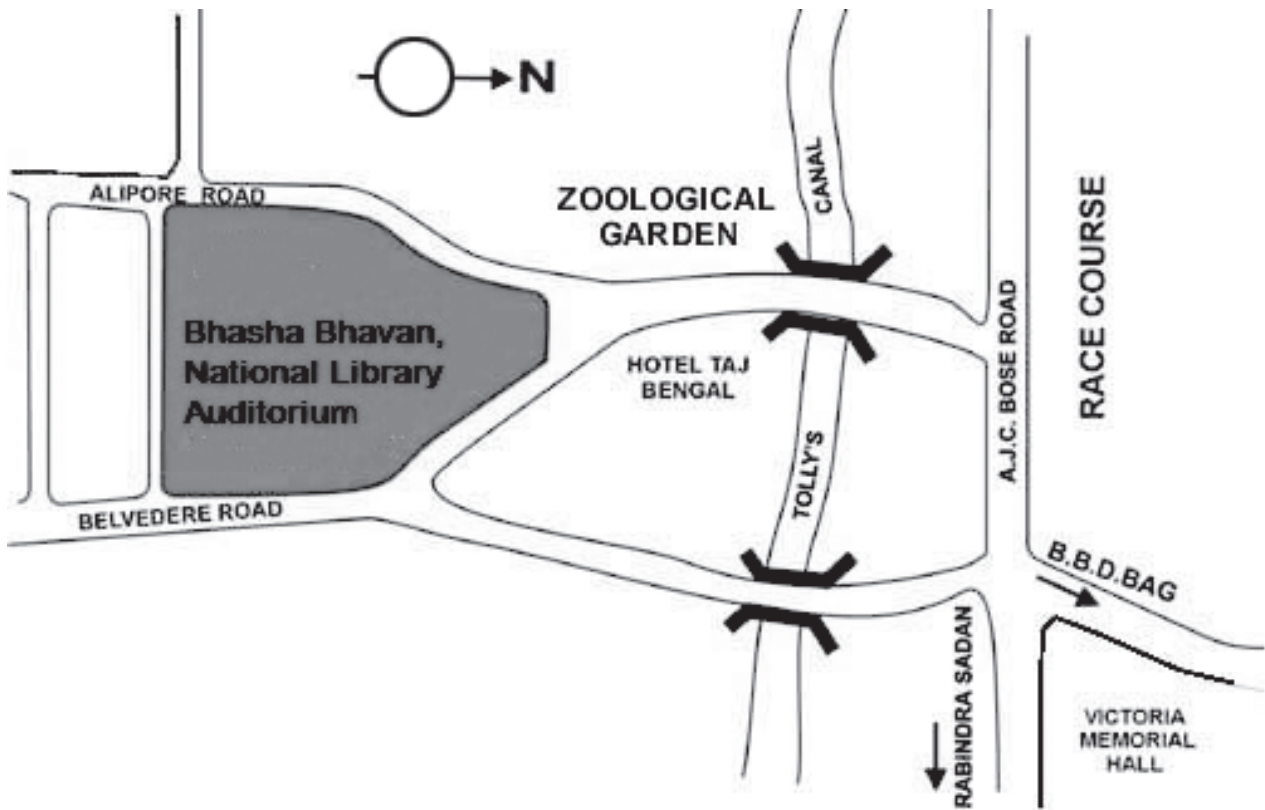
By Order of the Board of Directors

Raj Kumar Banthia
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 :

Name of the Director	Suresh Kumar Agrawal
Director Identification Number	00520769
Date of Birth / Age	28.07.1953 / 63 years
Date of first appointment on the Board	01.01.1998
Qualifications	Chemical Engineer
Terms and conditions of appointment or re-appointment	Provided in the Explanatory Statement of item no. 5 in the Notice
Details of remuneration sought to be paid	₹ 84,00,000 Lacs per annum
Last Remuneration Drawn	₹ 60,00,000 Lacs per annum
Expertise	Vast Experience and knowledge in overall business management, manufacturing, international business and marketing.
Directorship held in other Companies including Foreign Companies excluding alternate directorship	<ol style="list-style-type: none"> 1. Manaksia Steels Ltd. 2. Manaksia Overseas Ltd. 3. Seaview Tradecomm Pvt. Ltd. 4. Rainbow Manufacturing Co. Pvt. Ltd.
Membership/Chairmanship of the Committee of other Public Companies	<ol style="list-style-type: none"> 1. Member of Audit Committee- Manaksia Steels Limited 2. Member of Stakeholders Relationship Committee- Manaksia Steels Limited 3. Chairman of Corporate Social Responsibility Committee - Manaksia Steels Limited 4. Member of Nomination and Remuneration Committee- Manaksia Steels Limited
Membership/Chairmanship of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Member of Stakeholders Relationship Committee 2. Member of Committee of Directors 3. Chairman of Corporate Social Responsibility Committee
Number of Shares held in the Company	9402740
Relationship with other Directors and other Key Managerial Personnels of the Company	—
Number of meetings of the Board attended during the year	6

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING





Corporate Identity Number : L74950WB1984PLC038336
Phone No. : 91-33-22310050, Fax No. : 91-33-22300336, Email : info@manaksia.com, Website : www.manaksia.com
Registered Office : 8/1, Lal Bazar Street, Bikaner Building, 3rd Floor, 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 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 32nd Annual General Meeting of the Company, to be held on Friday, 23rd day of September, 2016 at 10.00 a.m. at Bhasha Bhawan, 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 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. To approve the interim dividend paid on equity shares of the Company for the financial year 2015-16, as final dividend, for the financial year 2015-16.
3. For appointment of a Director in place of Mr. Suresh Kumar Agrawal (DIN: 00520769), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment and fixation of remuneration of Statutory Auditors.
5. For increase in remuneration of Mr Suresh Kumar Agrawal (DIN: 00520769), Managing Director of the Company.

Signed this day of 2016

Affix Revenue Stamp

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.

