

Manaksia Steels 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 : infomsl@manaksia.com; Website : www.manaksia.com
Corporate Identity Number : U27101WB2001PLC138341

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 15th Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, 24th 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 :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. 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.
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 13th Annual General Meeting (AGM), the appointment of M/s. S K Agrawal & Company, Chartered Accountants (Firm Registration No. 306033E), as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of the 13th AGM (FY – 2013-14) till the conclusion of the 18th 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.”

Special Business :

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

“RESOLVED THAT pursuant to the provisions of Sections 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 the appointment of Mr. Varun Agrawal (DIN: 00441271), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 11th February, 2016 on such terms and conditions 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. Varun 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.”

5. 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 the appointment of Mr. Vineet Agrawal (DIN: 00441223), as Whole-time Director of the Company designated as Chief Executive Officer (CEO), liable to retire by rotation, for a period of 3 (Three) years with effect from 21st July, 2016 on such terms and conditions 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. Vineet 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."

6. 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid a remuneration as may be mutually decided between the Managing Director and the Cost Auditor in addition to reimbursement of out of pocket expenses incurred for conducting such audit.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or 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

Ajay Sharma
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) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4 to 6 which sets out the details relating to Special Business at the meeting, is annexed hereto.

(13) 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.

(14) As per the provisions of the Companies Act, 2013 the facility for making/ varying /canceling 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.

(15) 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).

(16) 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.

(17) 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.

(18) 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. Ajay Sharma, Company Secretary at the Registered Office of the Company (Phone: +91-33-2231 0050; Email: investorrelmsl@manaksia.com).

(19) 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.

(20) 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 Saturday, from 11.00 a.m. to 1.00 p.m. upto the date of the ensuing Annual General Meeting. Further, the notice for the 15th Annual General Meeting along with requisite documents and the Annual Report for the financial year ended 31st March, 2016 shall also be available on the Company's website, www.manaksia.com.

(21) 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.

(22) 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.

(23) Pursuant to the 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 Participant. 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.

(24) **Voting through electronic means :**

- 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 purpose 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 Steels.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 Steels 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
 - (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](https://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 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 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 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 scrutineer, 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 website of the Company i.e. 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. 4

The Board of Directors of the Company in its meeting held on 10th February, 2016, has approved the change in terms of appointment including remuneration of Mr. Varun Agrawal (DIN: 00441271), who was a Whole-time Director of the Company, such that he shall be on the Board of the Company as a "Managing Director" of the Company for a period of 3 (Three) years with effect from 11th February, 2016, liable to retire by rotation, subject to the approval of the members.

Subsequently, looking at the ability, expertise and contribution of Mr. Varun Agrawal, based on the recommendation of Nomination & Remuneration Committee and approval of the Audit Committee, the Board of Directors at its meeting held on 27th May, 2016 has approved revision in the terms and conditions of appointment of Mr. Varun Agrawal to the effect of increase in remuneration from Rs. 4,50,000/- to Rs. 10,00,000/- per month with effect from 1st June, 2016, subject to the approval of shareholders of the Company. Other terms and conditions of appointment of Mr. Varun Agrawal will remain same.

The main terms and conditions of appointment of Mr. Varun Agrawal (hereinafter referred to as 'Managing Director') *inter-alia* includes the following :

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1. Mr. Varun Agrawal shall unless prevented by ill health and save while on leave, throughout the said term 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 and regulations made by the Board or any Committee of the Board thereof from time to time.
2. For his services hereunder, Mr Varun Agrawal shall be entitled to receive a remuneration not exceeding Rs. 10,00,000/- per month as may be mutually decided between Mr. Varun Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
3. Minimum Remuneration: Where in any financial year during the currency of the tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Director, remuneration by way of salary, benefits, perquisites, allowances, etc as Minimum Remuneration subject to the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013.
4. The Board may from time to time entrust to Mr. Varun Agrawal such of the powers exercisable by it 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.
5. Mr Varun Agrawal shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.
6. Mr. Varun Agrawal shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
7. The appointment may be terminated by either party by giving 3 (Three) months notice of such termination or salary in lieu thereof or by mutual consent.
8. The terms and conditions of appointment including remuneration of the Managing Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification(s) or re-enactments thereof as may be applicable at the relevant time.
9. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr Varun Agrawal as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. Varun Agrawal for the office of Managing Director liable to retire by rotation, for the approval by the shareholders of the Company.

Disclosure required under Section 196(4) of the Companies Act, 2013, Regulation 36(3) of Listing Regulations and Secretarial Stanadard-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 Varun Agrawal and his relatives is provided below :

Name of Director/KMP/Relatives	Extent of shareholding in the Company (%)
Varun Agrawal	19.243
Suresh Kumar Agrawal	18.846
Chandrakala Agrawal	16.396
Payal Agrawal	9.918
Suresh Kumar Agrawal (HUF)	0.515

Except Mr. Varun 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. 4 except to the extent of their shareholding.

Item No. 5

Mr. Vineet Agrawal was appointed as Non-executive Director of the Company on 17th November, 2014. Based on the recommendation of Nomination & Remuneration Committee and approval of the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 20th July, 2016 appointed him as Whole-time Director of the Company designated as Chief Executive Officer (CEO) for a period of 3 (Three) years with effect from 21st July, 2016, subject to the approval of the members.

The main terms and conditions of appointment of Mr. Vineet Agrawal (hereinafter referred to as 'Whole-time Director') are given below:

1. The Company appoints Mr. Vineet Agrawal as Whole-time Director of the Company designated as Chief Executive Officer (CEO) for a period of 3 (Three) years commencing from 21st July, 2016, on the terms and conditions hereinafter expressed which Mr. Vineet Agrawal accepts.
2. Mr. Vineet Agrawal shall unless prevented by ill health and save while on leave, throughout the said term 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 and regulations made by the Board or any Committee of the Board thereof from time to time.
3. For his services hereunder, Mr. Vineet Agrawal shall be entitled to receive a remuneration not exceeding Rs. 9,00,000/- per month as may be mutually decided between Mr. Vineet Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. Minimum Remuneration: Where in any financial year during the currency of the tenure as whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Director, remuneration by way of salary, benefits, perquisites, allowances, etc as Minimum remuneration subject to the limits specified in Section II of Part II of Schedule V to the Companies Act, 2013.
5. Mr. Vineet Agrawal shall not be entitled to any sitting fee for attending meetings of the Board and/ or Committees thereof. His office shall be liable to determination by retirement of Directors by rotation.
6. The Board may from time to time entrust to Mr. Vineet Agrawal such of the powers exercisable by it 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.
7. Mr. Vineet Agrawal shall ipso facto and immediately cease to be the Whole-time Director if he ceases to hold the office of Director for any cause.
8. Mr. Vineet Agrawal shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.
9. The appointment may be terminated by either party by giving 3 (Three) months' notice of such termination or salary in lieu thereof or by mutual consent.
10. The terms and conditions of appointment including remuneration of the Whole-time Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any statutory modification(s) or re-enactments thereof as may be applicable at the relevant time.
11. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Vineet Agrawal as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. Vineet Agrawal as Whole-time Director for the approval by the shareholders of the Company.

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

Mr. Vineet Agrawal nor his relatives hold any equity shares in the Company.

Except Mr. Vineet Agrawal, 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.

Item No. 6

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified subsequently by the members of the Company.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out in Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors as approved by the Board of Directors for conducting audit of the cost records of the Company for the financial year ending 31st March, 2017.

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

The Board recommends the Resolution as set out in Item No. 6 of the Notice for approval by the members by passing an Ordinary Resolution.

In accordance with the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 for item no. 4 and 5, a statement providing the required information for the appointment and payment of remuneration is given below :

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	N.A.

Financial performance : (₹ in Lacs)

Particulars	For the year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Total Revenue	29036.46	33559.86	21745.66
Total Expenses	28215.00	32447.23	20202.43
Net Profit	497.82	818.01	1052.13
Paid up Capital	655.34	655.34	5.00
Reserves & Surplus	14681.22	14183.40	13390.28

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	Mr. Varun Agrawal	Mr. Vineet Agrawal
Background details	Set out in the Explanatory Statement to Item No. 4 and annexure to this notice	Set out in the Explanatory Statement to Item No. 5 and annexure to this notice
Past Remuneration (₹ in Lacs)	₹ 54.00 Lacs per annum	-
Recognition and Awards	-	-
Job profile and his suitability	Mr. Varun Agrawal was appointed as Whole-time Director of the Company at the Extra Ordinary General Meeting of the Company held on 17th November, 2014. The Board of Directors of the Company at its meeting held on 10th February, 2016 changed his designation to Managing Director of the Company subject to the approval of shareholders with effect from 11th February, 2016. The Board of Directors of the Company at its meeting held on 27th May, 2016, based on the recommendation of Nomination & Remuneration Committee and approval of the Audit Committee, has approved revision in the terms and conditions of appointment of Mr. Varun Agrawal to the effect of increase in remuneration from ₹ 4,50,000/- to ₹ 10,00,000/- per month with effect from 1st June, 2016, subject to the approval of shareholders of the Company. Mr. Varun Agrawal has expertise in marketing of value added steel and aluminium products.	Mr. Vineet Agrawal was appointed as Non-executive Director of the Company on 17th November, 2014. Based on the recommendation of Nomination & Remuneration Committee and approval of the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 20th July, 2016 appointed him as Whole-time Director of the Company designated as Chief Executive Officer (CEO) for a period of 3 (Three) years with effect from 21st July, 2016, subject to the approval of the shareholders. Mr. Vineet Agrawal has expertise in marketing of value added steel and aluminium products.
Remuneration proposed (₹ in Lacs)	₹ 120.00 Lacs per annum	₹ 108.00 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.	The remuneration being paid by the Company is in line with the remuneration being paid to its managerial personnel by the companies of comparable size.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Varun Agrawal holds 12610770 equity shares in the Company. Apart from receiving remuneration as stated above and dividend, if any, as the member of the Company, Mr. Varun Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.	Mr. Vineet Agrawal does not hold any equity shares in the Company. Apart from receiving remuneration as stated above, Mr. Vineet Agrawal does not have any other pecuniary relationship with the company or with the managerial personnel of the Company.
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III. Other information :

1) Reasons of loss or inadequate profits :

The main reasons for decrease in revenue is due to availability of imported substitutes of the products of the Company at lower prices and fallacious government policies. Export sales dwindled as Nigeria - one of the principal export markets for the Company substantially increased custom duties on Cold Rolled Steel Coils from August 2015, resulting in complete suspension of exports of Cold Rolled Steel Coils to that country. The net profit also decreased as a result of substantially high costs of input raw materials coupled with increased fixed expenses.

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

A diversified product portfolio and considerably wide geographical reach, both domestic and international will help the Company to significantly de-risk its business. The Company is focused on enhancing value added products. The Company is further making strategic changes which would result in further cost reduction and thereby contributing to the profitability in the years to come.

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 statements to the respective resolutions and also in the Corporate Governance Report which is annexed to the Directors Report for the Financial Year 2015-16.

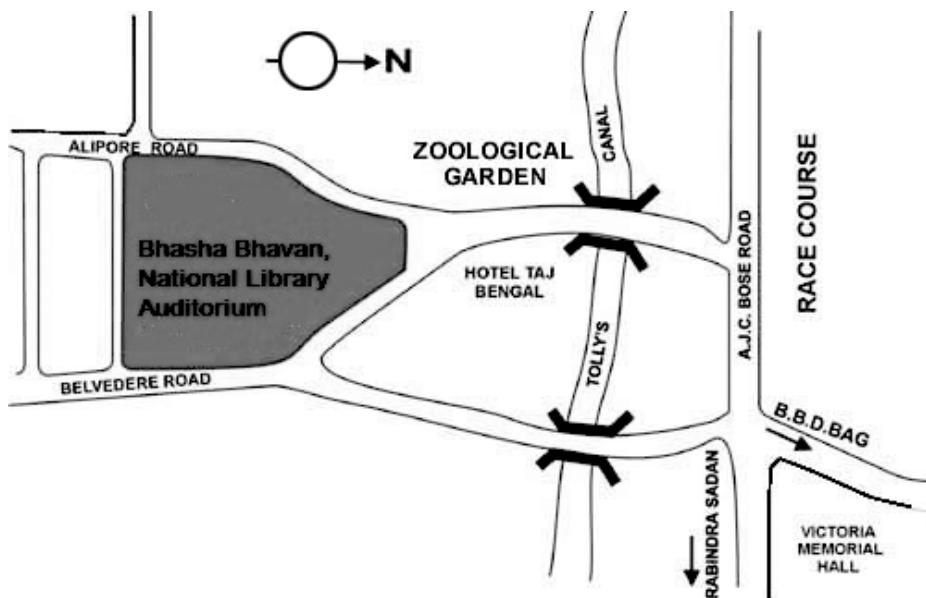
Regd. Office :

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

By Order of the Board of Directors

Ajay Sharma
Company Secretary

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



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

Name of the Director	Suresh Kumar Agrawal	Varun Agrawal	Vineet Agrawal
Director Identification Number	00520769	00441271	00441223
Date of Birth/Age	28.07.1953 63 years	09.10.1982 34 years	24.03.1976 40 years
Date of first Appointment on the Board	27.12.2012	17.11.2014	17.11.2014
Qualifications	Chemical Engineer	Commerce Graduate	Commerce Graduate
Expertise	Vast Experience and knowledge in overall business management, in manufacturing, international business and marketing.	Expertise in marketing of value added steel and aluminium products.	Expertise in marketing of value added steel and aluminium products.
Terms and conditions of appointment or re-appointment	He is being appointed as Non-Executive Director of the Company liable to retire by rotation	Provided in the Explanatory Statement of Item no 4 in the Notice	Provided in the Explanatory Statement of Item no 5 in the Notice
Details of remuneration sought to be paid (₹ in Lacs)	NA	₹ 1,20,00,000/- per annum	₹ 1,08,00,000/- per annum
Last Remuneration Drawn (₹ in Lacs)	₹ 60,00,000/- per annum	₹ 54,00,000/- per annum	Not applicable since he is appointed as Whole-time Director for the first time in the Company
Directorship held in other Companies including Foreign Companies excluding alternate directorship	1. Manaksia Ltd. 2. Manaksia Overseas Ltd. 3. Seaview Tradecomm Pvt. Ltd. 4. Rainbow Manufacturing Co. Pvt. Ltd.	1. Manaksia Ferro Industries Ltd. 2. Crest Steel & Alloys Pvt. Ltd. 3. Rainbow Manufacturing Co. Pvt. Ltd. 4. Fixopan Management Pvt. Ltd. 5. Titanic Manufacturing Co. Pvt. Ltd. 6. Seaview Tradecomm Pvt. Ltd. 7. Krishna Devlo Consultancy Pvt. Ltd. 8. Sampark Rolling Stocks & Containers Pvt. Ltd.	1. Maxell Securities Limited 2. Titanic Manufacturing Company Private Limited 3. Agrim Steels Industries Limited 4. Sweka Caps Private Limited 5. Krishna Devlo Consultancy Private Limited 6. Manaksia Ferro Industries Limited 7. Anuradha Trexim Private Limited 8. Mark Steels Limited 9. Manaksia Steels Limited 10. Manaksia Limited
Membership/Chairmanship of the Committee of other Public Companies	1. Member of Committee of Directors- Manaksia Limited 2. Member of Stakeholders Relationship Committee- Manaksia Limited 3. Chairman of Corporate Social Responsibility Committee - Manaksia Limited	None	1. Member of Stakeholder Relationship Committee- Manaksia Limited 2. Member of Committee of Directors- Manaksia Limited 3. Member of Nomination & Remuneration Committee- Manaksia Aluminium Company Limited 4. Member of Stakeholder Relationship Committee- Manaksia Aluminium Company Limited
Membership/Chairmanship of the Committee of the Board of Directors of the Company	1. Member of Audit Committee 2. Member of Stakeholders Relationship Committee 3. Chairman of Corporate Social Responsibility Committee 4. Member of Nomination & Remuneration Committee	1. Member of Stakeholders Relationship Committee	1. Member of Corporate Social Responsibility Committee
Number of Shares Held in the Company	1,23,50,360	1,26,10,770	-
Relationship with other Directors and other Key Managerial Personnels of the Company	Mr Varun Agrawal - Son	Mr. Suresh Kumar Agrawal - Father	None
Number of Board meetings Attended during the year	5	4	4

Manaksia Steels Limited

Corporate Identity Number : U27101WB2001PLC138341

Phone No. : +91-33-2231 0050, Fax No. : +91-33-2230 0336, Email : infomsl@manaksia.com, Website : www.manaksia.com

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 :

Email Id :

Folio No/Client ID : DP ID :

I/We, being the member(s) of Shares of Manaksia Steels 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 15th Annual General Meeting of the Company, to be held on Saturday, 24th day of September, 2016 at 10.00 a.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. Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon;
2. 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.
3. To ratify the appointment and fixation of remuneration of Statutory Auditors.
4. For appointment of Mr. Varun Agrawal (DIN: 00441271), as a Managing Director of the Company.
5. For appointment of Mr. Vineet Agrawal (DIN: 00441223), as a Whole-time Director of the Company designated as Chief Executive Officer (CEO).
6. To ratify the remuneration of Cost Auditors.

Signed this day of 2016

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

Affix
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.

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.

