

Alum/2023-24/15

Date: 13.06.2023

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
Symbol: MANAKALUCO

Scrip Code: 539045

Dear Madam/Sir,

Subject: Notice of Postal Ballot - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the Postal Ballot for seeking approval of the shareholders on certain item of businesses transacted through Postal Ballot. The Postal Ballot Notice along with the Explanatory Statement, has been electronically sent to all the shareholders whose email addresses are registered with the Company/RTA/ Depository Participants as on cut-off date i.e., Friday, 2nd June, 2023 " A copy of the Notice of the Postal Ballot is also available on the website of the Company www.manaksiaaluminium.com / and at website of NSDL: www.evoting.nsdl.com.

For ease of participation of the members, the key details with respect to Postal Ballot are provided below:

SL. No.	Particulars	Details
1.	Cut-off date	Friday, 2nd June, 2023
2.	Time Period for remote e-voting	Start: Wednesday, 14 th June, 2023 at 9:00 a.m. End: Thursday, 13 th July, 2023 at 5:00 p.m.

The result of the Postal Ballot will be announced not later than two working days from the conclusion of the e-voting.

We request you to take the same on your records.

Thanking you

Yours faithfully,
For Manaksia Aluminium Company Limited

Vivek Jain
Company Secretary & Compliance Officer
Membership No.: A36946



Corporate Identity Number: L27100WB2010PLC144405 Regd. Office:
8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata - 700 001, Phone No.: +91-33-2243-5053
Website: www.manaksiaaluminium.com; Email: investor@malcoindia.co.in

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings /conducting the process of postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 22/2020 dated 15th June, 2020; 33/2020 dated 28th September, 2020; 39/2020 dated 31st December, 2020; 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, including any other circular issued in this regard (“relevant Circulars”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolutions appended below are proposed to be passed by the Members of the Company, by way of postal ballot through remote voting by electronic means only.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, 13th July, 2023. The e-voting facility will be disabled by NSDL immediately thereafter.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolution(s) mentioned in this Notice of Postal Ballot is annexed hereto.

SPECIAL BUSINESS (ES):

- 1. To appoint Mr. Debasis Banerjee (DIN: 08164196) as Non- Executive Non-Independent Director of the Company and in this regard to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of the Sections 149,152 and other applicable provisions of the Companies Act, 2013 (“Act”) read with other applicable rules made thereunder, (including any statutory modification(s) or amendments(s), re-enactment(s) thereof, for the time being in force), and Listing Regulations and Articles of Association of the Company, and based on the recommendation of Nomination and Remuneration Committee, appointment of Mr. Debasis Banerjee (DIN: 08164196) as Non- Executive Non-Independent Director of the Company, liable to retire by rotation, w.e.f. 2nd June, 2023 in terms of the provisions of Section 161 of the Act and in respect of whom the Company has received a notice under Section 160 of the Act, be and is hereby confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to resolution in this regard.”

2. To designate Mr. Anirudha Agrawal, Whole-time Director of the Company as Whole-time Director & Chief Executive Officer (Additional Charge) of the Company and to revise the terms & conditions for his appointment including the remuneration payable to him and in this regard to pass the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and any other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and in accordance with the Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee of the Board, approval of the members of the Company be and is hereby accorded to redesignate Mr. Anirudha Agrawal, Whole-time Director of the Company as Whole-time Director & Chief Executive Officer of the Company and to revise the terms & conditions for his appointment including the remuneration payable to Mr. Anirudha Agrawal (DIN: 06537905), Whole-time Director & Chief Executive Officer (Additional Charge) of the Company w.e.f. 19th May, 2023 for the balance tenure of his current appointment, i.e., upto 6th November, 2025 as set out in the Explanatory Statement as annexed to and forming part of this Notice with liberty to the Board of Directors (hereinafter referred to as “the Board”) to alter and vary the terms and conditions of the said appointment and / or remuneration in such manner as may be mutually agreed between the Board and Mr. Anirudha Agrawal provided that such variation or increase, as case may be, is within the overall limits as specified under Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or desirable to give effect to resolution in this regard.”

Registered Office:
8/1 Lal Bazar Street,
Bikaner Building 3rd Floor
Kolkata- 700001
Date: 2nd June, 2023

**By Order of the Board of Directors
For Manaksia Aluminium Company Limited**
Vivek Jain
Company Secretary
Membership No. A36946

NOTES AND INSTRUCTIONS

1. In view of the outbreak of Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has permitted for holding general meetings /conducting the process of postal ballot through remote e-voting vide its General Circular Nos. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 22/2020 dated 15th June, 2020; 33/2020 dated 28th September, 2020; 39/2020 dated 31st December, 2020; 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December 2021, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022, including any other circular issued in this regard (“relevant Circulars”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard – 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. Accordingly, in compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Applicable Circulars, the Postal Ballot is being conducted through E-Voting only.
2. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to special business set out under Item Nos. 1 & 2 of the accompanying Notice are annexed hereto. A statement providing additional details of the Directors along with their brief profile who are seeking appointment as set out at Item Nos. 1 and revision in the term and condition as mentioned in Item No. 2 of the Notice dated 2nd June, 2023 is annexed herewith as per Regulation 36 of the Listing Regulations, as amended and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (‘ICSI’).

3. The vote in this Postal Ballot cannot be exercised through proxy.
4. Members seeking further information on any matter contained in the Notice, are requested to write to the Company Secretary from their registered e-mail address mentioning their names, folio number/DP ID and Client ID, between the period Tuesday, 13th June, 2023 to Monday, 19th June, 2023 through email at investor@malcoindia.co.in. The same shall be replied suitably.
5. In compliance with the Applicable Circulars, Notice of the Postal Ballot is being sent only through electronic mode to those Members on the cut-off date whose email addresses are registered with the Company/RTA/ Depository Participants. Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.manaksiaaluminium.com , websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.
6. The Board of Directors of the Company has appointed CS Asit Kumar Labh, Practising Company Secretary, (ACS No. 32891 / COP: 14664), to act as the Scrutinizer to scrutinize the postal ballot e-voting process in a fair and transparent manner.
7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is also offering remote e-voting facility to all the shareholders. For this purpose, the Company has appointed National Securities Depository Limited (NSDL).
8. Institutional /Corporate shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asit.labhl@gmail.com with a copy marked to evoting@nsdl.co.in and investor@malcoindia.co.in.
9. Relevant documents, if any, referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an e-mail to investor@malcoindia.co.in.
10. The cut off date for recognising the eligibility of members to vote on Postal Ballot shall be Friday, 2nd June, 2023. A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-Off date i.e., Friday, 2nd June, 2023 "End of Business Hours" only shall be entitled to avail the facility of e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purpose only.
11. The e-voting period commences on Wednesday, 14th June, 2023 (9:00 am) and ends on Thursday, 13th July, 2023 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off date of 2nd June, 2023 (end of business hours), may cast their vote by e-voting. The e-voting module will be disabled by NSDL for voting upon the expiry of the above period. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
12. The voting rights of the Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 2nd June, 2023.
13. The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e voting, make a scrutiniser's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the scrutiniser's report shall be placed on the website of the Company www.manaksiaaluminium.com and on the website of NSDL. The results shall be simultaneously communicated to the Stock Exchanges. Resolutions passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members of the Company. The Resolution, if

passed by requisite majority by Postal Ballot through remote e-Voting system shall be deemed to have been passed on the last date of voting, i.e., Thursday 13th July, 2023.

The process and manner for e-voting are as under:

A. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p style="margin-left: 40px;">3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p>    
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholder Holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 10 20 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following **URL: https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client IDFor example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary IDFor example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the.pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The.pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password or have forgotten your Password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request **at evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to asit.labh1@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@malcoindia.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@malcoindia.co.in. If you are an Individual shareholders holding securities in demat mode,

you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.

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

As required under Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the Special Business set out from Item No. 1 & 2 of the accompanying Notice:

Item No. 1

The Board of Directors of the Company had appointed Mr. Debasis Banerjee (DIN: 08164196) as an Additional Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 2nd June, 2023 pursuant to the provisions of the Section 149, 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the next General Meeting.

Considering the knowledge and experience of Mr. Debasis Banerjee, the Board of Directors based on the recommendation of Nomination and Remuneration Committee has approved appointment of Mr. Debasis Banerjee as a Non-Executive Non-Independent Director of the Company and is now being placed before the Members for their approval.

The Company has received from Mr. Debasis Banerjee (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Debasis Banerjee as Director of the Company.

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

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. 1 except to the extent of their shareholding, if any.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the Members.

Item No. 2

Mr. Anirudha Agrawal joined the board as a Non-Executive, Non-Independent Director on 17th November, 2014 and then the Board of Directors of the Company appointed him as Whole-time Director of the Company vide its meeting held on 5th November, 2022 for a period of 3 (three) years w.e.f. 7th November, 2022 with the approval of shareholders of the Company and thereafter on the recommendation of Nomination & Remuneration Committee the board of Directors of the Company further re-designated him as Whole-time Director and Chief Executive Officer (Additional Charge) of the Company w.e.f. 19th May, 2023 vide their respective meetings held on 19th May, 2023.

Further the Board of Directors of the Company at its meeting held on 19th May, 2023 has made a minor revision in terms & conditions of his appointment as follows:

- a. Insurance Premium under Employer-Employee relationship, apart from personal accident insurance, not exceeding two month's salary stands revised to Five Months' Salary

The rest of the terms and conditions of his appointment shall remain at par as approved by the members of the Company through postal ballot concluded on 22nd December, 2022.

No other Director and Key Managerial Personnel of the Company or any of their relatives, apart from Mr. Anirudha Agrawal in his personal capacity and Mr. Sunil Kumar Agrawal, Managing Director and being father of Mr. Anirudha Agrawal, is concerned or interested, financial or otherwise, in the said resolution as set out at Item No. 2 except to the extent of their shareholding, if any.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

Annexure

Disclosure pursuant to Section II of Part II of Schedule V to the Companies Act, 2013 for the directors seeking appointment/re-appointment/variation in terms and conditions of appointment,

Particulars	Anirudha Agrawal
Background Details	He is a Commerce Graduate and MBA and associated with Company as a Non-Executive Director w.e.f. 17 th November, 2014 on the Board of the Company. He has wide Experience and knowledge in overall business management, in manufacturing rolled aluminium products.
Past Remuneration	Rs. 10,00,000 p.m.
Recognition or Awards	-
Job Profile and his/her suitability	Provided in the Explanatory Statement of Item No.1 & 2, passed earlier through Postal Ballot on 22 nd December, 2022.
Remuneration Proposed*	NIL
Comparative Remuneration profile with respect to industry, size of the company, profile of the position	-
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Mr. Sunil Kumar Agrawal-Father

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings

Name of the Director	Debasis Banerjee
DIN	08164196
Date of Birth /Age	01.05.1965 58 years
Date of first Appointment on the Board	02.06.2023
Qualifications	Science Graduate from Calcutta University and Diploma holder in Computer Science from Datamatics Corporation Certified Sales and Marketing Professional
Terms and conditions of appointment or re-appointment/Job Profile	Provided in the Explanatory Statement of Item No.1 in the Notice
Details of remuneration sought to be paid	NA
Last Remuneration Drawn	NA
Expertise	Expertise in FMCG and manufacturing sector. Held various leadership position in the field of sales, Marketing, Supply Chain, Quality Labour Relations and Logistics Management. He is specialised in the area of Plastic Moulding, FMCG Filling, Mosquito Coil Manufacturing and Sales & Distribution.
Directorship held in other Companies including Foreign Companies excluding alternate directorship	1. Manaksia Coated Metals & Industries Limited 2. Agrim Steel Industries Limited
Listed entities from which the person has resigned in the past three years	-
Membership/Chairmanship of the Committee of other Public Companies	-
Membership/Chairmanship of the Committee of the Board of Directors of the Company	-
Number of Shares held in the Company:	
a) Self	-
b) As beneficial owner	-
Relationship with other Directors and other Key Managerial Personnels of the Company	-
Number of Board meetings Attended during the year	-

Registered Office:
8/1 Lal Bazar Street,
Bikaner Building, 3rd Floor
Kolkata- 700001
Date: 2nd June, 2023

By Order of the Board of Directors
For Manaksia Aluminium Company Limited
Vivek Jain
Company Secretary
Membership No. A36946