

29<sup>th</sup> June, 2021

<p>To, Manager Dept. of Corporate Services <b>Bombay Stock Exchange Limited</b> Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001 Fax : 022- 22723121/2037/2039/2041 <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> <b>Scrip Code : 532906</b></p>	<p>To, Manager Dept. of Corporate Services <b>The National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai - 400 051 Fax: 022-26598237/38 26598347/48 <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> <b>Scrip Code : MAANALU</b></p>
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**Sub: Submission of Notice of the 18th Annual General Meeting**

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, as amended from time to time, please find enclosed the Notice of the *18<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held over Video Conference ("VC")/Other Audio Visual Means ("OAVM") on July 23, 2021, Friday, at 1.00 P.M.*

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the company is providing e-voting facility to its members. The cut-off date for the purpose of determining members for remote e-voting facility in Friday, July 16, 2021

The remote e voting period shall commence from Tuesday 20<sup>th</sup> July, 2021 at 9.00 am and end on Thursday 22<sup>nd</sup> July, 2021 at 5.00 pm.

Further the Register of member and share transfer book shall remain closed from 17<sup>th</sup> July, 2021 to 23<sup>rd</sup> July, 2021 (both days inclusive) for the purpose of ascertaining the members for the Annual General Meeting to be held on Friday, July 23, 2021

The notice of the 18<sup>th</sup> AGM shall also be made available on the Company's website [www.maanaluminium.com](http://www.maanaluminium.com), website of the Stock Exchange i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

Thanking you.

Yours faithfully

**For Maan Aluminium Limited**  
For MAAN ALUMINIUM LTD.



Director

**Ravinder Nath Jain**  
**(Chairman and Managing Director)**  
DIN : 00801000  
Add : F-13/4, Model Town,  
New Delhi - 110009

# NOTICE

Notice is hereby given that the **Eighteenth Annual General Meeting** (18<sup>th</sup> AGM) of the Members of **Maan Aluminium Limited** is scheduled to be held on Friday, July 23, 2021 at 1.00 P.M. IST through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

## Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2021, Statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of interim dividend of Rs. 1 per equity share of face value of Rs. 10 each already paid as final dividend for the financial year ended 31 March 2021.
3. To appoint a director in place of Mr. Ashish Jain (DIN No. 06942547) who retires from the office by rotation and being eligible, offers himself for re-appointment.

**“RESOLVED THAT** Mr. Ashish Jain (DIN No. 06942547) who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and as per the Company’s Articles of Association be and is hereby re-appointed as the Director of the Company.”

## Special Business

4. **To fix remuneration of M/s Vivek Bothra, Cost Accountant (Membership No. 16308) the Cost Auditor of the Company and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Vivek Bothra, Cost Accountant (Membership No. 16308), appointed as Cost Auditors, by the Board of Directors of the Company, to conduct the audit of the cost accounting records of the “Aluminium” manufactured by the Company for the financial year ending March 31, 2022, consent of the members of the Company be and is hereby accorded for payment of remuneration amounting to Rs. 85,000/- (Rupees Eighty Five thousand only) excluding service tax and out of pocket expenses, if any;

**FURTHER RESOLVED THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or 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 for Re-Appointment of Mr. Rajpal Jain ( DIN No. 01040641), Non-Executive Independent Director as an Independent Director :**

**“RESOLVED AS A SPECIAL RESOLUTION THAT**

pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), and pursuant to Regulation 16(1)(b) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (herein after called “the Listing Regulations”) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Rajpal Jain ( DIN No. 01040641), who holds office of Independent Director up to March 31, 2022 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Rajpal Jain’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from April 01, 2022 to March 31, 2027.

**RESOLVED FURTHER THAT** any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or 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 a Special Resolution for reappointment of Mr. Ashish Jain (DIN: 06942547), Whole time Executive Director for the period from April 1, 2021 to March 31, 2024**

**“RESOLVED AS A SPECIAL RESOLUTION THAT** pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including Schedule V of the Act) read with 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 further in terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Articles of Association of the

Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Ashish Jain, as Executive Director of the Company **for the period from April 1, 2021 to March 31, 2024** on the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Ashish Jain.

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ashish Jain (DIN: 06942547), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for reappointment of Ms. Priti Jain (DIN : 01007557), Whole time Executive Director for the period from April 1, 2021 to March 31, 2024**

**"RESOLVED AS A SPECIAL RESOLUTION THAT** pursuant to recommendation of the Board, Nomination and Compensation Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including Schedule V of the Act) read with 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 further in terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Ms. Priti Jain, as Executive Director of the Company **for the period from April 1, 2021 to March 31, 2024** on the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and

conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Ms. Priti Jain.

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Ms. Priti Jain (DIN : 01007557), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. **To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution for issuance of Bonus Shares :**

**"RESOLVED THAT,** pursuant to the recommendation of the Board of Directors and in accordance with the provisions of Section 63 of the companies act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (the regulations), including any amendment or modification of the Act and/ or the Regulations and subject to such other necessary approvals, permissions and sanctions, as may be required and subject to such terms and modifications as may be specified while according such approvals, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, including any committee thereof (hereinafter referred to as the Board) for capitalization of sum of Rs. 6,76,06,080/- out of the Free Reserves/ Company's Securities Premium of the Company or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- each, credited as fully paid-up to the holders of the Equity Shares of the Company, whose name appear in the Register of Members, on the 'Record Date', to be determined by Board of Directors of the Company in consultation with BSE Limited and National Stock Exchange of India Limited for this purpose, in the proportion of 1 (one) fully paid up Equity Share of Rs. 10/- (Rupees Ten only ) each, for every 1 (One) fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) as bonus equity share each held by members or allotted to such member i.e. in the ratio of 1:1 (One bonus

share for every One equity share held) as on the Record Date and that the Bonus shares so distributed shall, for all purpose, be treated as an increase in the nominal amount in the Capital of the Company held by such member, and not as income."

**"RESOLVED FURTHER THAT** all such new equity shares issued and allotted shall in all respects rank paripassu with the existing fully paid up equity shares of the Company, with a right, to participate in dividend in full, if any, to be declared after the date of allotment of these equity shares."

**"RESOLVED FURTHER THAT** fractions, if any, arising out of the issue and allotment of the Bonus equity shares shall be allotted by the Company and the Company shall not issue any certificate or coupon in respect thereof but all fractional entitlements, if any, shall be consolidated and the Bonus shares, in lieu thereof, shall be allotted by the Board to the nominee (s) to be appointed by the Board, who shall hold the same as trustee (s) for the members entitled thereto, and sell the said shares so arising at the prevailing market rate and pay to the Company the net sale proceeds thereof, after adjusting there from the cost and expenses in respect of such sale, for distribution to Members in proportion to their fractional entitlements."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take necessary steps for listing of bonus equity shares so allotted on the Stock Exchange where the equity shares of the Company are listed as per the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchange concerned, the regulations and other applicable laws and regulations and to make necessary application to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for crediting the Bonus Shares to the individual Depository accounts of the allottees."

**"RESOLVED FURTHER THAT** the allotment of the Bonus shares as aforesaid, to the extent they relate to the Non Resident Members of the Company, shall be subject to such approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and Regulations there under, as amended from time to time, as may be necessary."

**"RESOLVED FURTHER THAT** for the purpose of giving effects to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion, deem necessary, expedient or incidental in regard to issue and allotment of Bonus Shares including but without limitation to filling of any documents with any statutory/other concerned authorities if any and to settle any question, difficulty or doubt that may arise in regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

9. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution for appointment of Mr. Viksit Chadha (DIN : 08236797) as a Whole time Executive Director & Chief Executive Officer**

**"RESOLVED AS A SPECIAL RESOLUTION THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof to the Act and Listing Regulations), and the laws prevailing for the time being and subject to the approval of the Central Government, if required, Mr. Viksit Chadha (DIN : 08236797), Director of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, the consent of the member be and is hereby accorded for appointment of Mr. Viksit Chadha (DIN : 08236797) as Whole time Executive Director and CEO for the period of three years from February 25, 2021, as per the recommendation of Remuneration and nomination committee and upon the terms and conditions set out in the explanatory statement annexed to this Notice.

**RESOLVED FURTHER THAT** where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Viksit Chadha (DIN 08236797), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**Date:** 21.06.2021  
**Place:** Delhi

**By order of the Board  
For Maan Aluminium Limited**

**Ravinder Nath Jain  
Chairman and Managing Director**

## Notes:

1. In view of second wave of COVID-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020 and January 13, 2021, respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') and Circular Nos. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021, respectively issued by the Securities and Exchange Board of India (collectively referred to as 'SEBI Circulars'), holding of the Annual General Meeting ('AGM') through VC/OAVM, without the physical presence of the Members, is permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM. The detailed procedure for participation in the meeting through VC/OAVM is as per the instructions given below and available at the Company's website [www.maanaluminium.com](http://www.maanaluminium.com)
2. The relative Explanatory Statements, pursuant to Section 102 of the Act, in respect of the Special Business set out are annexed hereto.
3. A statement giving additional details of the Director(s) seeking appointment /re-appointment at this AGM of this Notice are annexed herewith as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) ("Body Corporates") are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/Authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address at [info@chronicleadvisors.in](mailto:info@chronicleadvisors.in) with a copy marked at [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
6. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Friday, 16th July, 2021.
7. Since the AGM will be held through VC / OAVM, the Route Map of the AGM venue is not annexed to this Notice.
8. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020- 21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling AGM alongwith the explanatory statement and Annual Report 2020-21 are available on the website of the Company at [www.maanaluminium.com](http://www.maanaluminium.com) and on the website of RTA at [www.linkintime.co.in](http://www.linkintime.co.in), on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
9. The Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors are allowed to attend the AGM without restriction on account of first come first served basis.
10. Members attending the AGM through VC/OVAM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Members whose email address are not registered can register the same in the following manner:
  - a) Members holding share(s) in physical mode can register their email ID by sending requisite details of their holdings and documents to [cs@maanaluminium.in](mailto:cs@maanaluminium.in).
  - b) Members holding shares in electronic mode are requested to register/update their email ID with their respective Depository Participants "DPs" for receiving all communications from the Company electronically.
12. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders, who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are

requested to write to the Company on or before Friday, 16th July, 2021 through email on cs@maanaluminium.in. The same will be replied by the Company suitably.

15. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
16. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases:
  - a. Deletion of name of the deceased shareholder(s);
  - b. Transmission of shares to the legal heir(s); and
  - c. Transposition of shares.
17. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
18. The Register of Members and Share Transfer Books of the Company will remain closed from July 17, 2021, to July 23, 2021, (both days inclusive) for the purpose of Annual General Meeting.
19. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
20. The Company has engaged the services of Link Intime India Private Limited (Registrar and Transfer Agent), as the authorized agency for conducting the e-AGM and providing the e-Voting facility.
21. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Link Intime India Pvt. Ltd., Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard.
22. **Details of Director Seeking Appointment or Re-ApPOINTment as required under Regulation 36(3) of The SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015:**

Name of Director	Rajpal Jain	Ashish Jain	Priti Jain	Viksit Chadha
Director Identification No.	01040641	06942547	01007557	08236797
Date of Birth	13.05.1963	07.08.1981	15.05.1983	17.03.1969
Date of first Appointment	26.05.2017	14.11.2014	10.05.2012	25.02.2021
Terms & conditions of re-appointment	Re-appointment as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from 1st April 2022 up to 31st March 2027, on the existing terms and conditions.	Pursuant to the provisions of section 152, 196 of the Companies Act, 2013 and as per the Company's Articles of Association.	Pursuant to the provisions of section 152, 196 of the Companies Act, 2013 and as per the Company's Articles of Association.	Pursuant to the provisions of section 152, 196 of the Companies Act, 2013 and as per the Company's Articles of Association.
Qualification	Chartered Accountant	Master in Business Administration	Master in Business Administration	MBA from IBMRD
Experience / Expertise in functional field and brief resume	He has experience of more than 30 years as Practicing Chartered Accountant	He has experience of more than 20 years in various field for planning, execution and marketing, finance and accounts	She has experience of more than 15 years in various field for planning, execution and marketing, finance and accounts	He is management professional with experience in Aluminium & Copper Industries for Sales, Marketing, Operation and Finance

Name of Director	Rajpal Jain	Ashish Jain	Priti Jain	Viksit Chadha
No. of Shares held in the Company	18270	105000	337000	257
No. of Board Meetings attended during the F.Y. 2020-2021	Attendance in board meeting and other details are given in the Corporate Governance Report, which is part of Annual Report	Attendance in board meeting and other details are given in the Corporate Governance Report, which is part of Annual Report	Attendance in board meeting and other details are given in the Corporate Governance Report, which is part of Annual Report	Attendance in board meeting and other details are given in the Corporate Governance Report, which is part of Annual Report
Details of remuneration last drawn	He has been paid Rs. 0.30 lacs towards sitting fees for the F.Y. 2020-2021.	He has been paid Rs. 13.45 lacs for the F.Y. 2020-2021.	She has been paid Rs. 9.95 lacs for the F.Y. 2020-2021.	-
Details of remuneration sought to be paid	Besides payment of sitting fees, he is entitled for the commission as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. (If any)	Remuneration to be paid as per details mentioned in the Resolution No. 6 of the Notice.	Remuneration to be paid as per details mentioned in the Resolution No. 7 of the Notice.	Remuneration to be paid as per details mentioned in the Resolution No. 9 of the Notice.
Other Directorships	Kunal Collection Private Limited Mny Finance and Investment Private Limited Rsg Cruiser India Private Limited Shree Aadinath Research and Training Private Limited	NIL	NIL	Amicis Metallum Private Limited
Chairpersonship / Membership of Committees of other Companies	None	None	None	None
Relationship with other Directors, Manager and Key Managerial Personnel	None	Mr. Ravinder Nath Jain, father in law and Ms. Priti Jain, Sister in Law	Daughter of Mr. Ravinder Nath Jain, Chairman and Managing Director of the company	None
Chairpersonship / Membership of Committees of other Companies	None	None	None	None

### 23. Unclaimed Dividend:

Shareholders are requested to note that dividends, which are not encashed and remain unpaid / unclaimed for seven years from the date it become due for payment, will be transferred to the Investors Education & Protection Fund (IEPF) established by Central Government as per section 125 of the Companies Act, 2013.

The Company has uploaded the details of unpaid / unclaimed dividend lying with the Company on the website of the Company [www.maanaluminium.com](http://www.maanaluminium.com)

### 24. Shares due to transfer to IEPF :

Equity shares in respect to which dividend has not been encashed for seven consecutive years or more will be required to transfer to Investors Education & Protection Fund (IEPF) pursuant to section 124(6) of the Companies

Act 2013. Relevant details in this respect are posted on the Company's website [www.maanaluminium.com](http://www.maanaluminium.com) in investors section. The Company sends communication in this respect to concerned shareholders from time to time as may be necessary. Shareholders are requested to Contact Company or RTA to en cash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc.

### 25. PROCEDURE OF VOTING AT AGM

Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.

## 26. E-VOTING FACILITY

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules 2014, the Company is providing the facility to members to exercise their right to vote by electronic means by remote e-voting facility (e-voting) and accordingly business/resolutions as mentioned in the AGM Notice shall be transacted also considering e-voting. Necessary arrangements have been made by the Company with Link Intime India Private Limited through Insta Meet to facilitate e-voting. The Company has appointed M/s. A Abhinav & Associates, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of votes cast electronically, in a fair and transparent manner. The Company may vary the dates as mentioned herein and scrutinizer, if necessary to meet the compliance or if circumstances so warrant.

For the purpose of dispatch of this notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on 25th June, 2021 have been considered.

The Members whose names appear in the Register of Members/ list of Beneficial Owners as received from Depositories as on 16th July, 2021 ("cut-off date") are entitled to vote on the resolutions set forth in this Notice. Person who is not a member as on the said date should treat this Notice for information purpose only.

The e-voting period will commence on 20th July, 2021 (9:00 A.M.) and will end on 22nd July, 2021 (5:00 P.M.) During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website [www.maanaluminium.com](http://www.maanaluminium.com) and BSE Limited [www.bselimited.com](http://www.bselimited.com) and National Stock Exchange of India Ltd. [www.nseindia.com](http://www.nseindia.com). Result will be declared forthwith on receipt of the Report of the Scrutinizer.

**Instructions for members for attending the Annual General Meeting through VC/OAVM are as follows:**

**Process and manner for attending the Annual General Meeting**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - ▶ Select the "Company" and 'Event Date' and register with your following details: -
    - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
  - C. **Mobile No.:** Enter your mobile number.
  - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the Company on [cs@maanaluminium.in](mailto:cs@maanaluminium.in) created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

1. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
2. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
3. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares



- (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
  - Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### Instructions for Remote e-Voting/Instructions for shareholders

##### Individual Shareholders holding securities in demat mode with NSDL

- 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 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>

- 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

##### Individual Shareholders holding securities in demat mode with CDSL

- Existing user of 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](http://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, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name 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](http://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 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

##### Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
  - Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. **User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
- B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click "confirm" (Your password is now generated).
2. Click on 'Login' under '**SHARE HOLDER**' tab.
  3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
  4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
  5. E-voting page will appear.
  6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
  7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

## Statement pursuant to Section 102 (1) of the Companies Act, 2013 to the accompanying notice

### Item No. 4: Ratification of Remuneration of Cost Auditors

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct audit of Cost Records of the Company.

The Board, on the recommendation of the Audit Committee has approved the appointment of Mr. Vivek Bothra, Cost Accountant (Membership No. 16308), Cost Accountants, as the Cost Auditors of the Company for the financial year ending March 31, 2022, at a remuneration of Rs. 85,000/- (Rupees Eighty Five Thousand only) plus applicable taxes and reimbursement of actual out-of-pocket expenses, if any. The remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

The Board recommends the passing of an Ordinary Resolution as set out at Item No. 4 of the accompanying notice.

### Item No. 5: Re-Appointment of Mr. Rajpal Jain ( DIN No. 01040641), Non-Executive Independent Director as an Independent Director

**Mr. Rajpal Jain** is an Independent Director of our Company. He is qualified Chartered Accountant..He has over thirty one (31) years' experience in the finance, accounts taxation and research. He has rich experience in fund raising, investing, nurturing investments through four different economic cycles and carving exit paths, among others. He has also been involved in mentoring and nurturing smaller start-ups in the technology, education, financial inclusion and encouraging start-ups. The other details of Mr. Rajesh Jain in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("the Listing Regulations") and Secretarial Standard-2 are provided in this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the

Company at their meeting held on June 21, 2021 had reappointed **Mr. Rajpal Jain** as Non-Executive Independent Director of the Company to hold office for a period of five consecutive years for a period commencing from April 01, 2022 and ending on March 21, 2027, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). In accordance with above, the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of **Mr. Rajpal Jain** as an Independent Director of the Company. **Mr. Rajpal Jain** has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the Listing Regulations. The Company has also received:-

- (i) the consent in writing to act as Director
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013 and
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

**Mr. Rajpal Jain** is interested in the resolution set out at Item No. 5 of the Notice.

The relatives of **Mr. Rajpal Jain** may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for approval by the members.

### Item No. 6: Re-Appointment of Mr. Ashish Jain ( DIN No. 06942547), Executive Director

Mr. Ashish Jain, who was appointed Executive Director by the members to hold office. He holds a Master's Degree in Business Administration with having expertise in finance. Mr. Ashish Jain joined the Board in 14th November, 2014. The Board in its meeting held on 21th June, 2021 has decided to renew the appointment of Mr. Ashish Jain w.e.f. from 01<sup>st</sup> April, 2021.

**1. Nature of Duties:** The ED shall devote his whole-time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.

#### **2. Remuneration**

The broad particulars of remuneration payable to and the terms of the appointment of Mr. Ashish Jain during his tenure as Executive Director are as under:

#### **Basic Salary : Rs. 2,00,000/- p.m.**

In addition to the basic salaries, the Executive Director shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffeur, medical/accident insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites

and allowances shall be evaluated at actual cost. Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the

Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

Where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ashish Jain (DIN: 06942547), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

Disclosure in terms of requirements of Para (B) to Section II of Part II of Schedule V to the Companies Act, 2013 is part of the Notice of the meeting.

#### **Memorandum of Interest**

Mr. Ashish Jain is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice.

Other than Mr. Ashish Jain, Mr. Ravinder Nath Jain, father in law and Ms. Priti Jain sister in law, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 06 of the Notice.

Your approval is sought by voting via e-Voting in terms of the provisions of, inter alia, Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **Item No. 7: Re-Appointment of Ms. Priti Jain ( DIN No. 01007557), Executive Director**

Ms. Priti Jain, who was appointed Executive Director by the members to hold office. She holds a Master's Degree in Business Administration with having expertise in marketing. The Board in its meeting held on 21st June, 2021 has decided to renew the appointment of Ms. Priti Jain w.e.f. from 01<sup>st</sup> April, 2021.

**1. Nature of Duties:** The ED shall devote his whole-time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.

#### **2. Remuneration**

The broad particulars of remuneration payable to and the terms of the appointment of Mr. Ashish Jain during his tenure as Executive Director are as under:

**Basic Salary :** Rs. 1,50,000/- p.m.

In addition to the basic salaries, the Executive Director shall also be entitled to such facilities, Perquisites and Allowances, which may include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilisation of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; club fees, provision of car with chauffeur, medical/accident insurance and such other perquisites, allowances, as may be decided by the Board of Directors.

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites

and allowances shall be evaluated at actual cost. Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Ms. Priti Jain (DIN : 01007557), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

Disclosure in terms of requirements of Para (B) to Section II of Part II of Schedule V to the Companies Act, 2013 is part of the Notice of the meeting.

#### **Memorandum of Interest**

Ms. Priti Jain is interested and concerned in the Resolution mentioned at Item No. 7 of the Notice.

Other than Ms. Priti Jain, Mr. Ravinder Nath Jain, father and Mr. Ashish Jain Brother in law, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 07 of the Notice.

Your approval is sought by voting via e-Voting in terms of the provisions of, inter alia, Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **Item No. 8 : Issuance of Bonus Shares**

The equity shares of the Company are listed on National Stock Exchange of India Limited and BSE Limited. With a view to encourage the participation of the small investors by making the equity shares of the company more affordable, subject to the consent of the members of the Company, the Board in its meeting held on June 21, 2021 approved and recommended issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each credited as fully paid up to eligible members of the Company in the proportion of 1:1 i.e. 1(One) new fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each for every 1(One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each by capitalising a sum of Rs. 6,76,06,080/- (Rupees Six Crore Seventy Six Lakhs six two thousand Eighty only) out of the Rs. 57,29,85,586/- (Rupees Fifty Seven Crore Twenty Nine Lakh Eighty Five Thousand Five Hundred Eighty Six only) i.e. permissible reserves (Free Reserves and/ or Securities Premium Account). The issue of Bonus Equity Shares is authorised by the Article 74 of Articles of Association of the Company and shall be made in line with the provisions of Section 63 of the Companies Act, 2013 and other applicable regulations and subject to such approvals, if required from any statutory authorities.

Presently, the Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

Accordingly, resolutions 8 of this Notice are proposed to seek Members' approvals for capitalization of the amount standing to the credit of Free Reserves, and/or Securities Premium Account as aforesaid of the Company for the purpose of issue of bonus equity shares on the terms and conditions set out in these resolutions.

The Board recommends the resolutions 8 for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions Nos. 8 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company

**Item No. 9 Appointment Mr. Viksit Chadha (DIN : 08236797) as a Whole time Executive Director & Chief Executive Officer of the Company**

Mr. Viksit Chadha, aged 40 years, is appointed as Additional Director and CEO of the Company. He holds a Masters in Business Administration from IBMRD

**Mr. Viksit Chadha** joined the Board in 25<sup>th</sup> February, 2021. On the recommendation of the Nomination and Remuneration Committee, which approved the terms and conditions (as set out below) of appointment of 25<sup>th</sup> February, 2021, as Director and CEO of the Company, subject to the approval of the shareholders:

1. **Tenure** : three years from February 25, 2021
2. **Nature of Duties**: He shall devote his whole-time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.
3. **Remuneration** (with effect from February 25, 2021)

The broad particulars of remuneration payable to and the terms of the appointment of **Mr. Viksit Chadha** during his tenure as Director and CEO are as under:

**Basic Salary** : Rs. 1,66,667 /- p.m.

In addition to the basic salaries, **Mr. Viksit Chadha** shall also be entitled to such facilities, Perquisites and Allowances, which may include house rent allowance in lieu thereof; medical allowance; leave travel concession; provision of car with chauffeur and such other perquisites, allowances, as may be decided by the Board of Directors.

For the purpose of calculating the above ceiling, the said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). In the absence of any such rules, perquisites

and allowances shall be evaluated at actual cost. Provision of car for company's business and telephone at residence for official duties will not be considered as perquisites. However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or put together are not taxable under the Income Tax Act, gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and bonus.

Where in any financial year the Company has no profits or its profits are inadequate, the Company do pay to Mr. Viksit Chadha (DIN 08236797), remuneration as specified above by way of salary, perquisites and other allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V to the Act (including any amendment or re-enactment thereof).

The terms and conditions of appointment of **Mr. Viksit Chadha**, pursuant to the provisions of Schedule V of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

Disclosure in terms of requirements of Para (B) to Section II of Part II of Schedule V to the Companies Act, 2013 is part of the Notice of the meeting.

**Memorandum of Interest**

**Mr. Viksit Chadha** is interested and concerned in the Resolution mentioned at Item No.9 of the Notice.

Other than **Mr. Viksit Chadha**, no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

**Date:** 21.06.2021  
**Place:** Delhi

**By order of the Board  
For Maan Aluminium Limited**

**Ravinder Nath Jain  
Chairman and Managing Director**

**I. General Information:**

(1) Nature of industry	Manufacturing of Aluminium Extruded Products			
(2) Date or expected date of commencement of commercial production	The company has a manufacturing facility at Pithampur Distt. Dhar (Madhya Pradesh) which is in operation for over Twenty Five years.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	The company is already operational.			
(4) Financial performance based on given indicators	<b>PARTICULARS</b>	<b>2020-21</b>	<b>2019-20</b>	<b>2018-19</b>
	Turnover	405.32	528.35	656.92
	Profit Before Tax	19.87	9.14	14.39
	Profit After Tax	14.59	7.53	9.11
(5) Foreign investments or collaborations, if any.	NIL			

II. Information about the appointee:	Mr. Ashish Jain	Ms. Priti Jain	Mr. Viksit Chadha
(1) Background details	A hardcore Professional. He has gained vast experience of about 20 years in various capacities. He is responsible for planning & execution, finance & accounts, marketing, team building, interacting with clients etc.	A hardcore Professional. He has gained vast experience of about 17 years in various capacities. He is responsible for planning & execution, finance & accounts, marketing, team building, interacting with clients etc.	A hardcore Professional. He has gained vast experience of about 25 years in various capacities. He is responsible for planning & execution, finance & accounts, marketing, team building, interacting with clients etc.
(2) Past remuneration	NIL	NIL	NIL
(3) Recognition or awards	NIL	NIL	NIL
(4) Job profile and his suitability	Taking care of planning, execution and marketing, finance and accounts.	Taking care of planning, execution and marketing, finance and accounts.	Taking care of planning, execution and marketing, finance and accounts.
(5) Remuneration proposed	As per the proposed Resolution	As per the proposed Resolution	As per the proposed Resolution
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Not Available.	Not Available.	Not Available.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	NIL	NIL	NIL

**III. Other information:**

(1) Reasons of loss or inadequate profits	The reason for inadequate profit is capacity constraint.
(2) Steps taken or proposed to be taken for improvement	The production capacity is being augmented which will help in improving the profitability
(3) Expected increase in productivity and profits in measurable terms.	Productivity and profitability is expected to scale up substantially keeping in view vast experience of the Director.

IV. Disclosures : The following information and disclosures of the remuneration package of all the managerial personal have been mentioned in the Board of Director's report under the heading "Corporate Governance".