

5<sup>th</sup> May, 2023

To,  
**BSE Limited**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai

To,  
**National Stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G block,  
Bandra-Kurla Complex,  
Bandra (E) Mumbai

**Scrip Code - 513269**

**Scrip ID - MANINDS**

**Subject: Intimation of Notice of Postal Ballot pursuant to Regulation 30 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

=====

**Dear Sir / Madam,**

We are enclosing herewith a copy of the Notice of Postal Ballot dated May 2, 2023, along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('Notice') of Man Industries (India) Limited ('the Company') seeking approval of the Members of the Company on the following Resolution, through Postal Ballot:

Sr. No.	Particular	Resolution Type
1.	Re-Appointment of Mrs. Renu Purshottam Jalan (Din: 08076758) as an Independent Director of the Company	Special

In accordance with the Companies Act, 2013 and Circulars issued thereunder and other applicable laws, the Notice of Postal Ballot indicating, inter alia, the process and manner of Remote e-Voting, is being sent only through electronic mode to the Members whose names appear on the Register of Members / List of Beneficial Owners as on April 28, 2023 ('cut-off date') received from the Depositories and whose e-mail address are registered with the Company/ Registrar and Transfer Agent ('RTA') i.e. Link Intime India Private Limited.

The Physical copies of the Notice, Postal Ballot Forms or pre-paid business envelope are not being sent to the Members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the Remote e-Voting system only.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing Remote e-Voting facility to its Members. The instructions for Remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company [www.mangroup.com](http://www.mangroup.com)

The Remote e-Voting period commences on Monday, 8<sup>th</sup> May, 2023 (9:00 a.m.) and ends on Tuesday, 6<sup>th</sup> June, 2023 (5:00 p.m.). The e-Voting module shall be disabled by CDSL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. The results of the Postal Ballot through e-Voting will be announced on or before June 7, 2023.

This disclosure is being given pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This is for your kind information and record.

Thanking You,

Yours faithfully,

**For Man Industries (India) Limited**

**Rahul Rawat**  
**Company Secretary**

Encl: As above



the line pipe people

**MAN INDUSTRIES (INDIA) LIMITED**

CIN No: L99999MH1988PLC047408

**Registered Office:** Man House, 101, S.V. Road, Opp. Pawan Hans Vile Parle (West), Mumbai – 400 056.

Tel.: (022) 6688 8333 **Email:** [cs@maninds.org](mailto:cs@maninds.org) **Website:** [www.mangroup.com](http://www.mangroup.com)

**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)]

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 (“the Act”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI Listing Regulations”), Secretarial Standard-2 (“SS-2”) issued by the Institute of Company Secretaries of India on General Meetings and the relaxations and clarifications issued by Ministry of Corporate Affairs vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (“MCA Circulars”) for holding General Meeting/conducting Postal Ballot process through e-Voting and other applicable laws and regulations, if any, to transact Special Business as set out hereunder by passing the Special Resolution through Postal Ballot by e-Voting.

An explanatory statement pursuant to Section 102, Section 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reason thereof, is appended to this Notice.

In terms of the requirements specified in the MCA Circulars, Man Industries (India) Limited (“the Company”) is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories.

The Company is pleased to provide e-Voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide the e-Voting facility to its Members. The instructions for e-Voting are appended to this Notice.

The Board of Directors (“the Board”) of the Company has appointed Mr. Mayank Arora (Membership No. FCS 10378) Partner of M/s. Mayank Arora & Co., Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot/ Remote e-Voting process in a fair and transparent manner.

The Remote e-Voting commences on Monday, May 8, 2023 at 9.00 A.M. (IST) and shall end on Tuesday, June 6, 2023 at 5.00 P.M. (IST). The Scrutinizer shall submit his report to the Chairman of the Company or a person authorized by him upon completion of the scrutiny of the votes cast

through Remote e-Voting. The result of the Postal Ballot along with the Scrutinizer Report will be declared on or before Wednesday, June 7, 2023.

The said results shall be communicated to NSE ([www.nseindia.com](http://www.nseindia.com)) and BSE ([www.bseindia.com](http://www.bseindia.com)) where the shares of the Company are listed. The result shall also be placed on the website of the Company [www.mangroup.com](http://www.mangroup.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

**SPECIAL BUSINESS:**

**RE-APPOINTMENT OF MRS. RENU PURSHOTTAM JALAN (DIN: 08076758) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Renu Purshottam Jalan (DIN: 08076758), who was appointed as an Independent Director and who holds office of Independent Director up to March 7, 2023 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from March 8, 2023 till March 7, 2028 on the Board of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors  
Man Industries (India) Limited**

**Rahul Rawat  
Company Secretary  
M. No. A27891**

**Place: Mumbai  
Date: May 2, 2023**

## Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Special Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In view of COVID-19 Pandemic, pursuant to the MCA Circulars issued from time to time by the Ministry of Corporate Affairs, this notice is being sent to the shareholders of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories/ Company's Registrar and Transfer Agent ('RTA') Link Intime India Private Limited, C -101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400 083 as on Friday, April 28, 2023 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, April 28, 2023.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the Remote e-Voting process. Physical copies of the Notice and pre-paid business reply envelopes are not being sent to the Shareholders for this Postal Ballot. Once the vote is cast, the member shall not be allowed to change it subsequently or cast the vote again.
4. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot by Remote e-Voting.
5. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for Remote e-Voting i.e., Tuesday, June 6, 2023.
6. Members may download the Notice from the Company's website [www.mangroup.com](http://www.mangroup.com) or from CDSL's website [www.evotingindia.com](http://www.evotingindia.com). A copy of the Notice is also available on the website of NSE at [www.nseindia.com](http://www.nseindia.com) and BSE at [www.bseindia.com](http://www.bseindia.com).
7. A member cannot exercise his/ her vote through proxy on Postal Ballot. However Corporate and Institutional Members shall be entitled to vote through their authorized representatives. Corporate and Institutional Members (are required to send scanned certified true copy (PDF Format) of the Board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by email to [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in).
8. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-Voting Notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Link Intime Private Limited. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

9. All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company on [cs@maninds.org](mailto:cs@maninds.org) for inspection of said documents and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection through electronic mode by the members between the period Monday, May 8, 2023 to Tuesday, June 6, 2023.

10. The instructions for Shareholders for e-Voting are as under:

- (i) The voting period begins on Monday, May 8, 2023 to Tuesday, June 6, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday April 28, 2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide Remote e-Voting facility to its shareholders, in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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



**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@maninds.org](mailto:cs@maninds.org), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.1800 22 55 33.

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

### **ITEM NO. 1**

Mrs. Renu Purshottam Jalan (DIN: 08076758) was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold the office as Independent Directors of the Company up to March 7, 2023 (“first term” in line with the explanation to Sections 149(10) and 149(11) of the Act).

Mrs. Renu Purshottam Jalan aged 66 is graduate from Mumbai University in the field of Arts and has vast experience and has keen understanding of doing and promoting business in different market conditions. She is also a well-known figure for her social Work in the Society.

The Nomination and Remuneration Committee of the Board of Director have recommended the re-appointment of Mrs. Renu Purshottam Jalan as Independent Director for a second term of 5 (five) consecutive years. The Board, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during their tenure, the continued association of Mrs. Renu Purshottam Jalan would be beneficial to the Company, and it is desirable to continue to avail her services as Independent Director. Accordingly, it is proposed to re-appoint Mrs. Renu Purshottam Jalan as Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e., up to March 7, 2028 on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board’s Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mrs. Renu Purshottam Jalan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mrs. Renu Purshottam Jalan for the office of Independent Director of the Company.

The Company has also received a declaration from Mrs. Renu Purshottam Jalan that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mrs. Renu Purshottam Jalan fulfils the conditions for re-appointment as Independent Director as specified in the Act and the Listing Regulations.

Details of Director whose re-appointment as Independent Director is proposed at Item No. 1, is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copies of draft letter of appointment of Mrs. Renu Purshottam Jalan setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mrs. Renu Purshottam Jalan, to whom the resolutions relate, is concerned, or interested in the Resolution mentioned at Item No.1 of the Notice.

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

**By order of the Board of Directors  
Man Industries (India) Limited**

**Rahul Rawat  
Company Secretary  
M. No. A27891**

**Place: Mumbai  
Date: May 2, 2023**

## ANNEXURE TO THE NOTICE

### Details of Director seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of the Director	Mrs. Renu Purshottam Jalan
DIN	08076758
Date of Birth	January 17, 1957
Nationality	Indian
No. of shares held in the Company	-
Qualifications and Experience (including expertise in specific functional area/ Brief Resume	Bachelor of Arts from SIES College, Mumbai Mrs. Renu Purshottam Jalan has vast experience in the field of Arts, Marketing and Finance. She has been the key speaker at various forums. She is also a well-known figure for the Social Work in the Society.
Relationship with other Director(s)/ Key Managerial Personnel	NA
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NA
Number of Meetings of the Board of Directors attended during the FY 2022-23	6
Terms and conditions of appointment /Re-appointment	As per the resolution at Item No.1 of the Postal Ballot Notice dated May 4, 2023, read with explanatory statement thereto.
Remuneration (sitting fee including committees) and the remuneration last drawn by such person, if applicable	No remuneration other than sitting fee paid for attending Board/Committee meetings.
Date of first appointment on the Board	March 8, 2018

**Place: Mumbai**

**Date: May 2, 2023**