

Registered Office

8/1 Lalbazar Street Kolkata 700 001 India
Phone : +91-33-2231 0050 / 51 / 52 / 2243 5054 / 6055
Fax : +91-33-2230 0336
E-mail : info@manaksia.com; Website : www.manaksia.com
Corporate Identity Number : L74950WB1984PLC038336

Sec/Share/148

Date: 25.08.2017

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051

Sir,

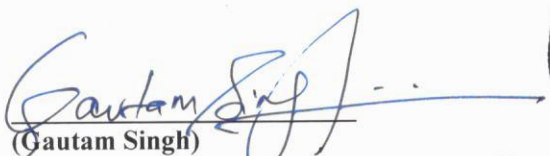
Sub: Notice of 33rd Annual General Meeting

Please find enclosed herewith a copy of the Notice dated 17th July, 2017 convening the 33rd Annual General Meeting of the Company on Friday, the 22nd September, 2017 at 10:00 a.m. at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata – 700027.

This may be treated as compliance of Regulation 30 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully

For Manaksia Limited


(Gautam Singh)
Asst. Company Secretary & Compliance Officer
Membership No.: A40920
H.No. – 44, Tetri, Namkum,
Ranchi - 834010



Encl: As above



Registered Office : Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001
 Phone No.: +91-33-2231 0050; Fax No.: +91-33-2230 0336; Email : info@manaksia.com; website : www.manaksia.com
 Corporate Identity Number: L74950WB1984PLC038336

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that 33rd Annual General Meeting of the Members of the Company for the financial year 2016-17 will be held on Friday, the 22nd September, 2017 at 10:00 a.m. at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata - 700027, to transact the following business(es):

Ordinary Business:

1. To consider and adopt:
 - (a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon;
 - (b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Vineet Agrawal (DIN: 00441223), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint statutory auditors and fix their remuneration and in this connection to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s SRB & Associates, Chartered Accountants, the retiring Statutory Auditors) to hold office for a term of 5 (Five) consecutive years for the financial year 2017-18 commencing from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the 38th AGM of the Company to be held for the Financial Year 2021-22, subject to the ratification by the members of the Company at every subsequent AGM, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Statutory Auditors, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.

RESOLVED FURTHER THAT any Director and Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

Special Business :

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the “Act, 2013”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to other approvals, if any, approval of the Company be and is hereby accorded for the re-appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 23rd November, 2017 on such terms and conditions as set out

in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Suresh Kumar Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under section 197 and/or Schedule V of the Act, 2013.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Suresh Kumar Agarwal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act, 2013.

RESOLVED FURTHER THAT any Director and Chief Financial Officer of the Company be and are hereby authorised severally to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

Regd. Office :

Bikaner Building, 3rd Floor
8/1, Lal Bazar Street
Kolkata – 700 001
Dated : 17th July, 2017

By Order of the Board of Directors

(Gautam Singh)

Assistant Company Secretary
Membership No.: A40920

NOTES :

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE EFFECTIVE, DULY COMPLETED AND SIGNED PROXY FORM MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
- (2) **A Person shall not act as a proxy for more than 50 (Fifty) members and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.**
- (3) Members/proxies should bring the attendance slip duly filled in together with their copies of Annual Report to the Meeting.
- (4) The proxy holder shall prove his identity at the time of attending the Meeting.
- (5) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- (6) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company’s Registrar and Share Transfer Agent for consolidation into single folio.
- (7) When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy shall stand automatically revoked.
- (8) Requisition for inspection of proxies shall have to be made in writing by members entitled to vote on any resolution three days before the commencement of the Meeting.
- (9) Proxies shall be made available for inspection during twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- (10) Corporate members are required to send to the Company, a certified copy of the Board Resolution, pursuant to section 113 of the Act, 2013 authorizing their representative to attend and vote at the Meeting.

- (11) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 15th September, 2017 to Friday, the 22nd September, 2017 (both days inclusive) for the purpose of the Meeting.
- (12) The Explanatory Statement pursuant to section 102 of the Act, 2013, in respect of Item No. 4 which sets out the details relating to Special Business to be transacted at the meeting, is annexed hereto.
- (13) Pursuant to the provisions of section 124 and 125 of the Act, 2013 read with the relevant Rules made thereunder, the final dividend for the year ended 31st March, 2009 and earlier years remaining unpaid or unclaimed for a period of seven years from the date of transfer of the same to the unpaid dividend account, has been transferred to the Investor Education and Protection Fund (the "IEPF") established by the Central Government. The Company has also transferred refund of Follow on Public Offer for the year 2007-08 to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company in respect of individual amount(s) so credited to the IEPF.
- (14) Shareholders holding shares in physical form are requested to notify to the Company's Registrar and Share Transfer Agent, quoting their folio number, any change in their registered address with PIN CODE/mandate/bank details and in case the shares are held in dematerialised form, this information should be passed on to their respective Depository Participants.
- (15) Shareholders who have not so far encashed their Dividend Warrants for the accounting years ended 31st March, 2010 and 2011 and Interim Dividend Warrants for financial year ended 31st March, 2014, 2015 and 2016 may immediately approach the Company/its Registrar for revalidation of unclaimed Dividend Warrants atleast 10 days before they are due for transfer to the IEPF established by the Central Government.

The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2008-09 and refund of Follow on Public Offer for the year 2007-08 to the IEPF established by the Central Government. Pursuant to the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on Friday, the 23rd September, 2016 (date of last Annual General Meeting) on the website of the Company (www.manaksia.com) and also on the website of the Ministry of Corporate Affairs.

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

Year	Date of Declaration of Dividend	Due date for transfer to the IEPF	Unpaid/Unclaimed Dividend amount as on 31st March, 2017 (In ₹)
2009-10	28.12.2010	03.02.2018	3,76,495.20
2010-11	02.09.2011	07.10.2018	5,31,147.50
2013-14 (Interim Dividend)	13.08.2013	19.09.2020	5,06,884.00
2014-15 (Interim Dividend)	14.02.2015	22.03.2022	2,81,364.00
2015-16 (Interim Dividend)	07.11.2015	13.12.2022	2,51,519.55

- (16) The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividends. Dividend will be credited to the member's bank account through NECS wherever complete core banking details are available with the Company. In cases where the core banking details are not available, dividend warrants will be issued to the members with bank details printed thereon as available in the Company's records.
- (17) As per the provisions of the Act, 2013 the facility for making/varying/cancelling nominations is available to individuals, holding shares in the Company in physical form. Nominations can be made in Form No. SH.-13 and any variation/cancellation thereof can be made by giving a notice to the Company in Form No. SH.-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the Registrar and Share Transfer Agent/Company.

- (18) As required by SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/ Registrar and Share Transfer Agent while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (19) Members holding shares in physical form who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices and Circulars etc. from the Company electronically. However, where the shares are held by the members in dematerialized form, the same has to be communicated to his/her Depository Participant for the purpose of receiving any of the aforesaid documents in electronic form.
- (20) Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar and Share Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
- (21) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd at 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020.
- (22) Members are requested to contact the Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd for reply to their queries/redressal of complaints, if any, or contact Mr. Gautam Singh, Assistant Company Secretary & Compliance Officer at the Registered Office of the Company (Phone: +91-33-22310050; Email: investor.relations@manaksia.com/ gsingh@manaksia.com).
- (23) Disclosure pursuant to section 196 (4) of the Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2, with respect to Directors seeking re-appointment/appointment in the ensuing Meeting is given in the Annexure to this Notice.
- (24) Relevant documents referred to in the accompanying notice/explanatory statement are open for inspection by the members at the Meeting and such documents will also be available for inspection in physical or in electronic form at the registered office and copies thereof shall also be available for inspection in physical or electronic form at the Corporate Office on all working days, except Saturdays, from 11.00 a.m. to 1.00 p.m. up to the date of the ensuing Meeting. Further, the notice of the 33rd Meeting along with requisite documents and the Annual Report for the financial year ended 31st March, 2017 shall also be available on the Company's website, www.manaksia.com.
- (25) The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under section 189 of the Act, 2013 shall be made available at the commencement of the Meeting and shall remain open and accessible to the members during the continuance of the Meeting.
- (26) Members desiring any information on the Audited Accounts and business operations of the Company for the financial year 2016-17 are requested to write to the Assistant Company Secretary at the Registered Office at least 10 days before the Meeting so as to enable the Management to keep the information ready at the Meeting.
- (27) Members holding shares in Electronic/Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
- (28) Pursuant to sections 20, 101 and 136 of the Act, 2013 read with relevant rules made thereunder and the Listing Regulations, companies can serve Annual Report and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository. Accordingly, the Annual Report for the year ended 31st March 2017 shall be sent electronically to all the members whose email address has been registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

(29) Voting through electronic means :

- I. In compliance with the provisions of section 108 of the Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
- III. The 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 change or cast their vote again.
- IV. The remote e-voting period shall commence on Tuesday, the 19th September, 2017 (9:00 a.m.) and end on Thursday, the 21st September, 2017 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, the 15th September, 2017, may cast their vote by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled by NSDL for voting thereafter and the facility shall forthwith be blocked. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again. Where a member casts vote both by remote e-voting and voting at the meeting, the vote casted by way of e-voting shall be considered.
- VI. The process and manner for the remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participant(s)] :
 - (i) Open email and open PDF file viz; “Manaksia.e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select “E-Voting Event Number (EVEN)” of “Manaksia Limited” for casting your vote.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xii) Institutional shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vkandco@vinodkothari.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of the Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Meeting :
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|----------------|---------------------|
|--|----------------|---------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- X. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, the 15th September, 2017. In case of joint holders, only one of the joint holders may cast his vote.
- XI. Any person, who acquires shares of the Company and become member of the Company, after the dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 15th September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XII. Your Login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are a shareholder.
- XIII. Login to e-voting website will be disabled upon 5 (Five) unsuccessful attempts to key in the correct password, in such an event, you will need to go through “Forgot User Details/Password” option available on the website of the Company to reset the same.
- XIV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of Friday, 15th September, 2017 shall only be entitled to avail the facility of remote e-voting as well as voting at the Meeting through Ballot Paper.
- XV. M/s Vinod Kothari & Company, Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
- XVI. The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of “Ballot Paper” for all those members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- XVII. The Scrutinizer shall after the conclusion of voting by poll at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the

employment of the Company and shall make and submit, not later than 48 (Forty Eight) hours of the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVIII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manaksia.com and on the notice board of the Company at its Registered Office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the Meeting of the Company and communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the Meeting.

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

Item No. 4

Based on the recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors of the Company at its meeting held on 23rd November, 2014 appointed him as Managing Director of the Company for a period of 3 (Three) years with effect from 23rd November, 2014 and the same was approved by the members of the company at their Meeting held on 24th September, 2015.

Now, looking at the ability, expertise and contribution of Mr. Suresh Kumar Agrawal towards the performance of the Company, the Board of Director of the Company based on the recommendation of Nomination & Remuneration Committee and the Audit Committee, at its meeting held on 17th July, 2017 has approved the re-appointment of Mr. Suresh Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years with effect from 23rd November, 2017, subject to the approval of members in the ensuring Meeting.

The main terms and conditions for appointment of Mr. Suresh Kumar Agrawal as the Managing Director are given below:

1. The Company re-appoints Mr. Suresh Kumar Agrawal as Managing Director of the Company for a period of 3 (Three) years commencing from 23rd November, 2017 on the terms and conditions hereinafter expressed which Mr. Suresh Kumar Agrawal accepts.
2. Mr. Suresh Kumar Agrawal shall unless prevented by ill health and save while on leave, throughout the said term devote the whole of his time, attention and abilities to the business of the Company and in all respects conform to and comply with the directions and regulations made by the Board or any Committee of the Board thereof from time to time.
3. For his services hereunder, Mr. Suresh Kumar Agrawal shall be entitled to receive a remuneration not exceeding ₹ 7,00,000/- per month as may be mutually decided between Mr. Suresh Kumar Agrawal and the Board of Directors of the Company. The annual increment will be as decided by the Board of Directors.
4. Minimum Remuneration: In the absence or inadequacy of the profits in any year, Mr. Suresh Kumar Agrawal shall be entitled to receive and be paid the above remuneration as minimum remuneration in that year by way of salary and other benefits as stated above, subject to the necessary approvals/ceiling specified under Schedule V of the Act, 2013.
5. The Board may from time to time entrust to Mr. Suresh Kumar Agrawal such of the powers exercisable by it as it thinks fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with restrictions as it may think expedient.
6. Mr. Suresh Kumar Agrawal shall ipso facto and immediately cease to be the Managing Director if he ceases to hold the office of Director for any cause.
7. Mr. Suresh Kumar Agrawal shall not be entitled to any sitting fees for attending meetings of the Board and/or Committees thereof. His office shall be liable to determination by retirement of Directors by rotation.
8. Mr. Suresh Kumar Agrawal shall comply with the Company's Code of Conduct and other codes and policies framed by the Company from time to time.

9. The re-appointment may be terminated by either party by giving 3 (Three) months' notice of such termination or salary in lieu thereof or by mutual consent.
10. The terms and conditions of re-appointment including remuneration of the Managing Director may be altered and varied from time to time during his tenure of appointment by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and subject to the same being in accordance and within the limits specified in Schedule V and other applicable provisions of the Act, 2013, or any statutory modification(s) or re-enactment thereof as may be applicable at the relevant time.
11. If any question shall arise between the parties hereto or between the Company and the Executors or Administrators or heirs of Mr. Suresh Kumar Agrawal as to the interpretation of this Agreement the same shall be referred to a single arbitrator in case the parties agreed upon; otherwise each party shall appoint one arbitrator and the two appointed arbitrators shall appoint the third arbitrator who shall act as the presiding arbitrator. Any award made shall be final and binding on the parties.

Brief Profile of Mr. Suresh Kumar Agrawal, Disclosure required under the Act, 2013, Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 is set out as the annexure to this Notice.

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

Name of Director/KMP/Relatives	Extent of shareholding in the Company as on 31st March, 2017 (%)
Suresh Kumar Agrawal	9.43
Basudeo Agrawal (Brother)	9.58
Mahabir Prasad Agrawal (Brother)	8.31
Varun Agrawal (Son)	7.85
Chandrakala Agrawal (Wife)	1.90
Payal Agrawal (Daughter-in-Law)	1.30
Suresh Kumar Agrawal (HUF)	0.51
Basudeo Agrawal (HUF)	0.71
Mahabir Prasad Agrawal (HUF)	0.71

Except Mr. Suresh Kumar Agrawal and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution set out at Item No. 4 except to the extent of their shareholding.

The Board of Directors of your Company recommends the Special Resolution as set out at Item No. 4 of the Notice, for the approval by the Shareholders of the Company.

Regd. Office :

Bikaner Building, 3rd Floor
8/1, Lal Bazar Street
Kolkata – 700 001
Dated : 17th July, 2017

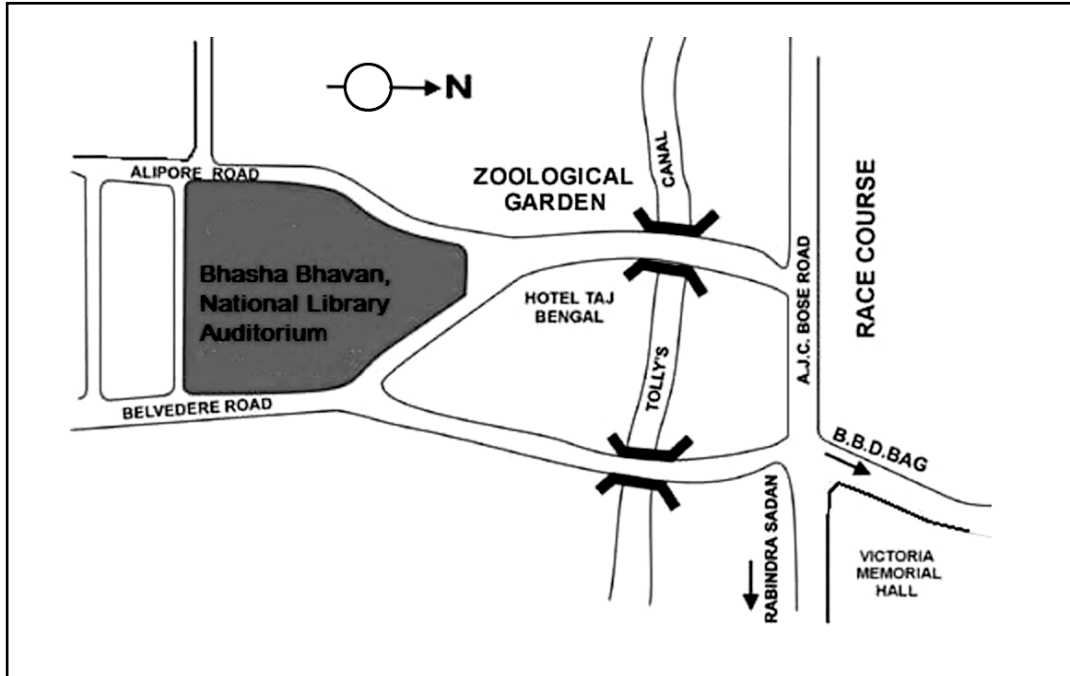
By Order of the Board of Directors

(Gautam Singh)
Assistant Company Secretary
Membership No.: A40920

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

Name of the Director	Mr. Vineet Agrawal	Mr. Suresh Kumar Agrawal
Director Identification Number	00441223	00520769
Date of Birth / Age	24.03.1976/41 years	28.07.1953/ 64 years
Date of first Appointment on the Board	23.11.2014	01.01.1998
Qualifications	Commerce Graduate	Chemical Engineer
Terms and conditions of appointment or re-appointment	NA	Provided in the Explanatory Statement of item no. 4 in the Notice
Details of remuneration sought to be paid (₹ in Lacs)	Not applicable as appointed as Non-Executive Director	₹ 84 Lacs per annum
Last Remuneration Drawn (₹ in Lacs)	Not applicable as appointed as Non-Executive Director	₹ 76 Lacs per annum
Expertise	Expertise in marketing of value added steel and aluminum products	Vast Experience and knowledge in overall business management, manufacturing, international business and marketing
Directorship held in other Companies including Foreign Companies excluding alternate directorship	<ol style="list-style-type: none"> 1. Agrim Steel Industries Limited 2. Anuradha Trexim Pvt. Ltd. 3. Krishna Devlo Consultancy Pvt. Ltd. 4. Manaksia Steels Limited 5. Manaksia Ferro Industries Limited 6. Mark Steels Limited 7. Manaksia Aluminium Company Limited 8. Maxell Securities Limited 9. Sweka Caps Pvt. Ltd. 10. Titanic Manufacturing Company Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Manaksia Steels Ltd. 2. Manaksia Overseas Ltd. 3. Rainbow Manufacturing Co. Pvt. Ltd. 4. Seaview Tradecomm Pvt. Ltd.
Membership/Chairmanship of the Committee of other Public Companies	<ol style="list-style-type: none"> 1. Member of Stakeholders Relationship Committee- Manaksia Aluminium Company Limited 2. Member of Nomination & Remuneration Committee – Manaksia Aluminium Company Limited 3. Member of Corporate Social Responsibility Committee - Manaksia Steels Limited 	<ol style="list-style-type: none"> 1. Member of Audit Committee- Manaksia Steels Limited 2. Member of Stakeholders Relationship Committee- Manaksia Steels Limited 3. Chairman of Corporate Social Responsibility Committee - Manaksia Steels Limited 4. Member of Nomination & Remuneration Committee - Manaksia Steels Limited
Membership/Chairmanship of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Member of Stakeholders Relationship Committee 2. Member of Committee of Directors 	<ol style="list-style-type: none"> 1. Member of Stakeholders Relationship Committee 2. Member of Committee of Directors 3. Chairman of Corporate Social Responsibility Committee
Number of Shares held in the Company	56,41,245	61,77,740
Relationship with other Directors and other Key Managerial Personnels of the Company	–	–
Number of Board meetings Attended during the year	5	6

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



Bhasha Bhawan, National Library Auditorium
(Near Alipore Zoo at Belvedere Road)
Kolkata - 700027

TEAR HERE



PROXY FORM

Corporate Identity Number: L74950WB1984PLC038336

Registered Office : Bikaner Building, 3rd Floor, 8/1 Lal Bazar Street, Kolkata- 700 001

Phone No.: +91-33-2231 0050; Fax No.: +91-33-2230 0336; Email: info@manaksia.com; website: www.manaksia.com

MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

Email Id :

Folio No/Client ID :

DP ID :

I/We, being the member(s) of _____ Shares of Manaksia Limited, hereby appoint :

1. Name : Email Id:

Address :

Signature : or failing him/her

2. Name : Email Id:

Address :

Signature : or failing him/her

3. Name : Email Id:

Address :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, 22nd day of September, 2017 at 10:00 a.m. at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions :

- 1. a) To consider and adopt the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon;
b) To consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Vineet Agrawal (DIN: 00441223), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint and fix remuneration of M/s. S.K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E) as Statutory Auditors of the Company for a term of 5 (Five) years.
4. To re-appoint Mr. Suresh Kumar Agrawal (DIN: 00520769), as Managing Director of the Company for a period of 3 (Three) years with effect from 23rd November, 2017.

Affix Revenue Stamp

Signed this day of 2017

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

Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

- 1. A Proxy form which does not state the name of the Proxy shall not be considered valid.
2. Undated Proxy shall not be considered valid.
3. If the Company receives multiple Proxies for the same holdings of a Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
4. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
5. A Proxy is valid until written notice of revocation has been received by the Company before the commencement of the Meeting.
6. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy stands automatically revoked.

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