



MAAN Aluminium Limited
(AN ISO 9001 : 2015 COMPANY)
CIN: U20200DL2003PLC214485

Corporate Office :
Building No. 4/5, 1st Floor,
Asaf Ali Road New Delhi - 110002
Phone : 91-11-40081800-30
Fax : 91-11-23260320

<p>To, Manager Dept. of Corporate Services Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai - 400 001 Fax : 022- 22723121/2037/2039/2041</p> <p>corp.relations@bseindia.com</p> <p>Scrip Code : 532906</p>	<p>To, Manager Dept. of Corporate Services The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra, Mumbai - 400 051 Fax: 022-26598237/38 26598347/48 cmlist@nse.co.in Scrip Code : MAANALU</p>
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Sub:- Intimation regarding :

1. 15th Annual General Meeting on Friday 10th August, 2018
2. Cut off date for the purpose of e-voting i.e. 03rd August, 2018
3. Book Closures Date for the Annual General Meeting from 04th August, 2018 to 10th August, 2018

Dear Sir,

It is hereby informed that the Annual General Meeting of the company is scheduled to be held on Friday 10th August, 2018 at Tivoli Grand Resort Hotel, Main GT Karnal Road, New Delhi at 12.00 Noon

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, 03rd August, 2018

The remote e voting period shall commence from Tuesday 07th August, 2018 at 9.00 am and end on Thursday 09th August, 2018 at 5.00 pm.

Further the Register of member and share transfer book shall remain closed from 04th August, 2018 to 10th August, 2018 (both days inclusive) for the purpose of ascertaining the members for the Annual General Meeting to be held on Friday 10th August, 2018

Thanking You,
For MAAN ALUMINIUM LIMITED


Sandeep
(Company Secretary)
C/c to

<p>To, National Securities Depository Limited 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel Mumbai-400013</p>	<p>To, Central Depository Services (India) Limited 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001</p>	<p>To, Link Intime India Private Limited 44, Community Centre, 2nd Floor, Naraina Industrial Area Phase I, Near PVR Cinema New Delhi - 110028</p>
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NOTICE

Notice is hereby given that the **Fifteenth Annual General Meeting** of the members of **Maan Aluminium Limited** will be held on Friday, the 10th day of August, 2018 at Tivoli Grand Resort Hotel, Main GT Karnal Road, New Delhi at 12.00 Noon to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
- To confirm the interim dividend of ₹ 1/- per equity share of ₹ 10/- each for the Financial Year ended 31.03.2018.
- To appoint a director in place of Mr. Ashish Jain (DIN No. 06942547), who retires from 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 reappointed a Director of the Company.”

- To ratify the appointment of Statutory Auditors and fix their remuneration 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 the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s Khandelwal and Khandelwal Associates, (Firm Registration No. 008389C), Chartered Accountants, as the Statutory Auditor of the Company, is hereby ratified to hold office from conclusion of this meeting till the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company, plus out of pocket expenses and GST in connection with the audit of the accounts of the Company to be reimbursed.”

SPECIAL BUSINESS:

- To fix remuneration of Mr. 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, Mr. 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, 2019, consent of the members of the Company be and is hereby accorded for payment of remuneration amounting to Rs. 75,000/- (Rupees Seventy Five thousand only) excluding taxes.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

- To re-appoint Mr. Ravinder Nath Jain (DIN: 00801000) as Chairman and Managing Director and in this regard, 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 2(54), 2(78), 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and pursuant to Article of the Articles of Association of the Company, the consent of the member be and is hereby accorded for re-appointment and remuneration of Mr. Ravinder Nath Jain (DIN: 00801000), as the Chairman & Managing Director of the Company for a period of three years with effect from April 01, 2019 to 31st March, 2022, upon terms and conditions as recommended by the nomination and remuneration committee duly approved by Board also upon the terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Agreement placed before the Meeting, duly initialed by the Company Secretary for the purpose of identification, and

as agreed between the Board of Directors and Mr. Ravinder Nath Jain (DIN: 00801000).”

The broad particulars of remuneration payable to and the terms of the appointment of Mr. Ravinder Nath Jain

during his tenure as Chairman and Managing Director are as under:

Basic Salary : ₹ 2,92,820/- p.m.

In addition to the basic salaries, the Chairman and Managing 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.

The remuneration payable to Mr. Ravinder Nath Jain, including salary, is subject to overall ceiling under Section II of Part II of Schedule V to the Act. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ravinder Nath Jain (DIN: 00801000), 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) and subject to the approval of the Central Government, if any required.

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.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to alter and vary the terms and conditions of the said reappointment, remuneration and/or agreement in such manner and to such extent as may be agreed between the Board of Directors and Director so as not to exceed the limits specified in Schedule V to the Act including any amendments thereto.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, directors or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

NOTES:

- A member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ ballot instead of him/herself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post. A Proxy form is appended with the attendance slip.

Members may refer proxy related provisions given in para 6 of the SS2 - secretarial standard on general meeting issued by the ICSI and approved by Central Government.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

- If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by Authorized representative of body corporate or attorney, certified copy of Board resolution/ power of attorney/ other authority must be attached with the proxy form.

3. The statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their details of demat account (Client ID and DPID), folio number etc for easier identification of attendance at the meeting.
5. Body Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the Meeting.
6. Relevant documents referred to in the accompanying notice and explanatory statements are open for inspection by the members at the registered office of the Company on all working days between 11.00 a.m. and 2.00 p.m. and will also be made available at the meeting.
7. Members are requested to notify immediately any change in their address, bank account details and email id to their respective Depository Participants (DPs) in respect of shares held in electronic (demat) mode and in respect of physical mode, to the Registrar & Share Transfer Agent of the Company.
8. Nomination:
Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to section 72 of the Companies Act 2013 read with relevant rules. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH13 duly filled in and signed to the Company or RTA. Member may contact secretarial department on 011 40081800-30 for guidance to avail facilities or matters as mentioned in this Notice.
9. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchanges. Considering the advantages of scripless / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scripless trading.
10. Communication through e-mail:
As responsible citizens of the world, we would like to do our bit to protect our environment and reduce our carbon footprint. We request our valued shareholders to join us in our endeavor to save the planet by registering their email ids to receive all communication electronically. This would also be in conformity with the legal provisions.
It may be noted that the Company would communicate important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective members. Further information in this respect is also posted on website of the Company www.maanaluminium.com
To support green initiative, members who have not registered their e-mail address so far, are requested to register the same in the following manner.
 - a. In respect of electronic/demat holdings, through concerned Depository Participant (DP).
 - b. Members who hold shares in physical form are requested to send their email address to cs@maanaluminium.in quoting name and folio number.
 This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would surely appreciate your Company's desire to participate in the Green Initiative Movement. In case of any change in the email address, shareholders can update it in the same manner as mentioned above.
11. Members/Proxy holders shall hand over the attendance slips, duly signed and filled in all respect, at the entrance for attending the meeting. Route map of venue of AGM is given in this Notice.
12. Members desirous of any information or queries on accounts or relevant reports are requested to send their queries atleast ten days in advance to the Company at its corporate office address to enable the Company to collect the relevant information and answer them in the meeting.
13. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
14. 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.
Accordingly, the dividend declared for the financial year ended 31 March 2011 is due for transfer to IEPF. Members are requested to Contact Company or RTA to encash the unclaimed dividend.
The Company has uploaded the details of unpaid / unclaimed dividend lying with the Company on the website of the Company www.maanaluminium.com

15. 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 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 encash the unclaimed dividend and in case any pending legal disputes, provide certified copy of order from Court / Authority restraining transfer, payment of dividend etc.

16. 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. Voting to the resolutions as contained in the Notice shall be conducted through ballot/poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio Number, DP ID & Client ID No. and number of shares held etc.

11. 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 NSDL to facilitate e-voting. The Company has appointed Ms. Anita Aswal, 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 06 July, 2018, have been considered. Any person, who acquires shares of the Company and becomes member of the Company after the said date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/Registrar and Transfer Agents.

The Members whose names appear in the Register of Members/list of Beneficial Owners as received from Depositories as on 03 August, 2018 ("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 07 August 2018 (9:00 a.m.) and will end on 09 August, 2018 (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.esselpropack.com and on the website of NSDL. Result will be declared forthwith on receipt of the Report of the Scrutinizer.

The Members must read the detailed procedure on electronic voting provided below.

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to _____ <Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request
- Particulars of Director seeking re-appointment:
Relevant particulars of Mr. Ashish Jain who is being to retire by rotation and seeking re-appointment.

Brief Resume and experience: Mr. Ashish Jain aged 37 years, is a Commerce Graduate. He has been associated with the Company as director since 2014. He is serving to the Company as a Executive Director since long. He is an experienced businessman who also oversees the business of the Maan Aluminium Ltd.,

Directorships in other Companies: NIL

Chairman/member of the board committee of other companies: He is Member of Stakeholders Relationship Committee, Audit Committee and Corporate Social responsibility Committee of Maan Aluminium Limited.

Number of Shares held in the Company: Mr. Ashish Jain hold 1,05,000 (1.55%) equity shares of the company.

Date of Appointment, meeting attended and remuneration: He has been director of the Company since 2014. Attendance in board meeting and other details are given in the Corporate Governance Report, which is part of Annual Report.

Relationship with other director, Manager and KMP: Mrs. Dipti Jain is wife, Mr. Ravinder Nath Jain, Father in law and Ms. Dipti Jain is sister in law of Mr. Ashish Jain, except the aforesaid Mr. Ashish Jain is not related to other directors and KMP.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Section 102 of the Companies Act, 2013:

ITEM NO. 05

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Mr. Vivek Bothra, Cost Accountant (Membership No. 16308), as Cost Auditors to conduct the audit of the cost accounting records of the 'Aluminium' manufactured by the Company for the financial year ending March 31, 2019.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 05 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 05 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 05 of this Notice for approval of the members of the Company.

ITEM NO. 06

Mr. Ravinder Nath Jain is a Promoter Director and is actively associated with the development of the Company from its inception. He was appointed as Managing Director w.e.f. 27.12.2014 and still continues as Managing Director of the Company.

The present term of appointment of Mr. Ravinder Nath Jain as a Managing Director of the Company will be expire on 31.03.2019. Your directors are desirous that his valuable services may be continued and be utilized for the benefit of the Company. Accordingly the Board recommends the re-appointment of Mr. Ravinder Nath Jain as Managing Director of the Company for a further period of 03 years on remuneration as set forth in the resolution dt. 25.05.2018 as recommended by the Nomination and Remuneration Committee, at its meeting held on 25.05.2018. The draft agreement to be entered into with Mr. Ravinder Nath Jain for reappointment as Managing Director is available for inspection of members at the Registered office of the Company on all working days between 11.00 AM to 01.00 PM upto the date of General meeting. He is not disqualified from being re appointed as director in terms of Section 164 of the

Act. Board is of opinion that his re-appointment is properly justified, considering his contribution in the growth of the Company as explained above.

Considering the role and the important contribution made by Mr. Ravinder Nath Jain in varied capacities for the growth of the Company, the Board of Directors unanimously approved the above remuneration as detailed in the resolution.

The terms of reference contained in the resolution may also be treated as an abstract / compliance under section 190 of the Companies Act 2013.

1. Tenure: April 01st 2019 to March 31st 2022
2. Nature of Duties: The Chairman and Managing Director 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 April 01st 2019)
4. The broad particulars of remuneration payable to and the terms of the appointment of Mr. Ravinder Nath Jain during his tenure are as under:

Basic Salary : ₹ 2,92,820/- p.m.

In addition to the basic salaries, the Chairman and Managing 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.

The remuneration payable to Mr. Ravinder Nath Jain, including salary, is subject to overall ceiling under Section II of Part II of Schedule V to the Act. Further, where in any financial year comprised by the period of appointment, the Company has no profits or its profits are inadequate, the Company do pay to Mr. Ravinder Nath Jain

(DIN: 00801000), 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) and subject to the approval of the Central Government, if any required.

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.

Since the Company has inadequate profits, the Company can pay remuneration in accordance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

Memorandum of Interest

The terms and conditions of re-appointment of Mr. Ravinder Nath Jain, 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.

Mr. Ravinder Nath Jain is interested and concerned in the Resolution mentioned at Item No. 6 of the Notice. Other than Mr. Ravinder Nath Jain, Mr. Ashish Jain, Son in law and Ms. Priti Jain & Mrs. Dipti Jain Daughter are interest and no other Director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

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

Disclosure in terms of requirements of Para (B) to Section II of Part II of Schedule V to the Companies Act, 2013 is given below

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 Eight 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.			
(Rs. in Crs.)				
(4) Financial performance based on given indicators	PARTICULARS	2017-18	2016-17	2015-16
	Revenue from Operation	449.07	356.04	198.98
	Profit Before Tax	9.77	5.11	0.93
	Comprehensive Income	6.48	3.17	0.61
(5) Foreign investments or collaborations, if any.	NIL			
II. Information about the appointee:				
(1) Background details	As narrated Above			
(2) Past remuneration	Basic Salary: Rs. 2,66,200/- p.m.			
(3) Recognition or awards	NIL			
(4) Job profile and his suitability	Mr. Ravinder Nath Jain is the Managing Director of the Company and has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. The Company has made enormous progress under the stewardship of Mr. Ravinder Nath Jain, who has the management expertise to handle the business of the Company and the vision to take the business forward.			
(5) Remuneration proposed	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)	The proposed remuneration is justified in comparison with the general market trends and remuneration package of top level managerial person having comparative qualification, contribution and expertise.			
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Ravinder Nath Jain is holding 30,64,604 (Thirty Lacs Sixty Four Thousand Six Hundred and Four) equity shares (45.32% of the paid up capital) of the Company.			
III. Other information:				
(1) Reasons of loss or inadequate profits	-			
(2) Steps taken or proposed to be taken for improvement	-			
(3) Expected increase in productivity and profits in measurable terms.	-			
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".				

By order of the Board
For Maan Aluminium Limited

Sandeep Agarwal
(CFO & Company Secretary)

Date : 25th May, 2018
Place : New Delhi



Registered Office : 4/5, 1st Floor, Asaf Ali Road, New Delhi - 110002

Telephone: 91-011-40081800-30

Telefax : 91-011-23260320, Email : info@maanaluminium.in, Website : www.maanaluminium.com

PROXY FORM

Name of the member(s)	:	
Registered Address	:	
E-mail Id	:	
Folio No./ DP ID-Client ID No.	:	

I/ We, being the member(s) of shares of the above named Company, hereby appoint:

- (1) Name :Address :
 E-mail ID :Signature : or failing him;
- (2) Name :Address :
 E-mail ID :Signature : or failing him;
- (3) Name :Address :
 E-mail ID :Signature : or failing him;

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **Fifteenth Annual General Meeting** of the Company, to be held on Friday , the 10th day of August, 2018 at 12:00 Noon at Tvioli Grand Resort Hotel, Main G.T. Karnal Road, New Delhi and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolutions
Ordinary Business	
1.	Adoption of the Audited Balance Sheet as at 31st March 2018, Statement of Profit and Loss account for the period ended on that date together with the report of Directors and Auditors thereon.
2.	To confirm the payment of interim dividend of Rs. 1/- per equity share of Rs. 10/- each for the financial year ended 31.03.2018.
3.	To appoint a director in place of Mr. Ashish Jain (DIN No. 06942547), who retires from office by rotation and being eligible, offers himself for re- appointment.
Special Business	
5.	To approve remuneration of Mr. Vivek Bothra, Cost Accountant (Membership No. 16308), the Cost Auditor of the Company
6.	To re-appoint Mr. Ravinder Nath Jain (DIN: 00801000) as Chairman and Managing Director

Signed this.....day of.....2018

Signature of Shareholder :

Signature of Proxy holder :

Affix
Revenue
Stamp

NOTE :

1. This form of Proxy, in order to be effective, should be deposited duly completed at the Registered Office of the Company, at 4/5, 1st Floor, Asaf Ali Road, New Delhi - 110002 not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Fourteenth Annual General Meeting.



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ATTENDANCE SLIP

(Particulars to be completed by Member/Proxy)

Name of Member (In Block Letters) :

Folio Number/DP. Id*/CLIENT Id* :

No. of Shares held :

Name of Proxy, if attending for Member (in Block Letters) :

I hereby record my presence at the **FIFTEENTH ANNUAL GENERAL MEETING** of the Company at 10th day of August, 2018 at Tvioli Grand Resort Hotel, Main G.T. Karnal Road, New Delhi at 12:00 Noon.

.....
Member's/Proxy's Signature**

To be signed at the time of handing over the slip.

**Applicable if shares are held in electronic form

MEMBERS ARE REQUESTED TO BRING THEIR COPY OF THE ANNUAL REPORT TO THE MEETING. NO COPY OF THE REPORT WILL BE DISTRIBUTED AT THE MEETING.

ROUTE MAP TO ANNUAL GENERAL MEETING VENUE Tivoli Resort & Hotel

