



**MANAKSIA STEELS LIMITED**

Regd. Office: Turner Morrison Building,  
6 Lyons Range, 1<sup>st</sup> Floor, Kolkata- 700 001  
Phone No.:+91-33-2231 0055/56; Fax No.: +91-33-2230 0336,  
Email:infomsl@manaksiasteels.com; Website: www.manaksiasteels.com  
Corporate Identity Number: L27101WB2001PLC138341

**NOTICE OF 19<sup>th</sup> (NINETEENTH) ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 19<sup>th</sup> (Nineteenth) Annual General Meeting (AGM) of the Members of the Manaksia Steels Limited (“Company”) will be held on Tuesday, the 29<sup>th</sup> September, 2020 at 03.00 p.m. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 20/2020, 14/2020 and 17/2020 dated 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively, to transact the following business(es):

**Ordinary Businesses:**

1. To receive, consider and adopt:
  - a) the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon; and
  - b) the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2020 and the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Varun Agrawal (DIN: 00441271) who retires by rotation at this Annual General Meeting as a Director and being eligible offers himself for re-appointment.

**Special Businesses:**

3. 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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) per annum, as approved by the Board of Directors based on the recommendation of the Audit Committee, to be paid to B. Mukhopadhyay & Co. (Firm Registration No.: 00257), Practicing Cost Accountants of B-20 Amarabati, Sodepur, Kolkata 700 110, the Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31<sup>st</sup> March, 2021, be and is hereby ratified.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution.”

4. 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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s policy on Related Party Transactions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Sumo Steels Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregated value of Rupees 400 Crores (Rupees Four Hundred Crores only) for the Financial Year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company’s policy on Related Party Transactions, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Manaksia Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregated value of Rupees 50 Crores (Rupees Fifty Crores only) for the Financial Year 2020-21, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Regd. Office:**  
Turner Morrison Building,  
6 Lyons Range, 1<sup>st</sup> Floor,  
Kolkata – 700 001  
Date : 24<sup>th</sup> August, 2020

**By Order of the Board of Directors**

**Ajay Sharma**  
**Company Secretary**  
**ACS 34079**

**NOTES:**

- (1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through Video Conferencing (VC) / Other Audio Video Means (OAVM). The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Act and MCA Circulars. Hence, Members can attend and participate in the AGM through VC/OAVM only. Further, for the purpose of technical compliance of the provisions of section 96(2) of the Companies Act, 2013 we are assuming the place of meeting as the place where the Company is domiciled i.e. the registered office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
- (2) The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the Agency for providing e-voting facility (remote e-voting and voting at AGM) to the shareholders of the Company in order to cast their votes electronically in terms of said ‘MCA Circulars’
- (3) Pursuant to the provisions of section 105 of the Act, a member entitled to attend and vote at the AGM 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. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (4) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- (5) 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 (‘RTA’) for consolidation into single folio.
- (6) Pursuant to the provisions of Section 113 of the Act, representation of the Members may be appointed for the purpose of voting through e-voting, for participation in the 19<sup>th</sup> AGM through VC / OAVM facility and voting during the 19<sup>th</sup> AGM. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its Board Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to the scrutinizer at pammy@vinodkothari.com with a copy marked to evoting@nsdl.co.in
- (7) The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, the 23<sup>rd</sup> September, 2020 to Tuesday, the 29<sup>th</sup> September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- (8) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- (9) The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, New Delhi. Accordingly, no

resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on 22<sup>nd</sup> September, 2017.

- (10) A Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard on General Meetings (Revised) (SS-2), relating to the Special Business to be transacted at the Meeting is annexed hereto. The Board of Directors considered that the special businesses under item no. 3 to 5 unavoidable, be transacted at the AGM. Information on the Directors retiring by rotation/proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI Listing Regulations, as amended, and SS-2 are provided in the Annexure to this Notice.
- (11) As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA for assistance in this regard.
- (12) SEBI vide its Circular No. SEBI / HO/ MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018 had mandated that for making dividend payments, companies whose securities are listed on the Stock Exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its RTA are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also required to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.
- (13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Link Intime India Private Limited at 502 & 503, 5<sup>th</sup> Floor, Vaishno Chamber, 6 Brabourne Road, Kolkata 700 001.
- (14) In accordance with the Ministry of Corporate Affairs' Green Initiative measures, 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. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- (15) Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to

avail the benefit of non-deduction of tax at source by email to the RTA at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in)

- (16) As per the provisions of the Section 72 of the Act 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 RTA /Company.
- (17) In compliance with the aforesaid Circulars, the Company shall publish a public notice by way of an advertisement before the date of circulation of Annual Report alongwith AGM Notice by email, in one English Newspaper and one Bengali Newspaper, both having a nationwide circulation, *inter alia*, advising members whose e-mail ids are not registered with the Company, its RTA or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
- (18) Members holding shares in Electronic/ Demat form are advised to contact their respective Depository Participants for making/ varying/ cancelling nominations.
- (19) As required by SEBI vide its Circular, the shareholders are requested to furnish a copy of the PAN card to the Company/RTA while sending the shares held in physical form for transfer, transmission, transposition and deletion of name of the deceased shareholder(s).
- (20) 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 RTA, Link Intime India Pvt. Ltd at 502 & 503, 5<sup>th</sup> Floor, Vaishno Chambers, 6 Brabourne Road, Kolkata- 700001.
- (21) Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least ten days before the meeting through email at [infomsl@manaksiasteels.com](mailto:infomsl@manaksiasteels.com). Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- (22) Members are requested to contact the Company's RTA, Link Intime India Pvt. Ltd. at [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in) for reply to their queries/ redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone:+91-33-22310055; Email: [infomsl@manaksiasteels.com](mailto:infomsl@manaksiasteels.com)).
- (23) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM, *inter-alia*, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 are also available on the Company's website [www.manaksiasteels.com](http://www.manaksiasteels.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL (agency providing remote e-Voting facility) <https://www.evoting.nsdl.com>.
- (24) The Register of Directors and Key Managerial Personnel and their shareholding

maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice of the AGM will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [infomsl@manaksiasteels.com](mailto:infomsl@manaksiasteels.com).

- (25) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (26) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (27) Instructions for e-voting and joining the AGM through VC/OAVM are as follows:

**A. Voting through electronic means**

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), Secretarial Standard on General Meeting issued by the Institute of the Company Secretaries of India and MCA circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. The members who have cast their vote by remote e-voting prior to the Meeting may also attend/participate in the Meeting through VC/OAVM but shall not be entitled to change or cast their vote again.
- III. **The remote e-voting period shall commence on Friday, the 25<sup>th</sup> September, 2020 (9:00 a.m.) and end on Monday, the 28<sup>th</sup> September, 2020 (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 Tuesday, the 22<sup>nd</sup> September, 2020, 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. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. 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 Tuesday, the 22<sup>nd</sup> September, 2020. 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 only shall be entitled to avail the facility of remote e-voting as well as voting during the AGM.
- V. 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 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in).
- VI. 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 shall only be entitled to avail the facility of remote e-voting as well as voting during the AGM.

- VII. Ms. Munmi Phukon, Partner, (Membership No.: A60355, CP No.: 22846) of 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 voting during the AGM in a fair and transparent manner.
- VIII. The process and manner for remote e-voting are as under:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

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

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

- Step 1: 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 are 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.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii) If your email Id is not registered, please follow step mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

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

1. 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.
2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a 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 email to [vkandco@vinodkothari.com](mailto:vkandco@vinodkothari.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [infomsl@manaksiasteels.com](mailto:infomsl@manaksiasteels.com) on or before 22<sup>nd</sup> September, 2020. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [infomsl@manaksiasteels.com](mailto:infomsl@manaksiasteels.com).
2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned above as the case may be.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

**B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM by VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. The Members can join the AGM through the VC/OAVM mode 15 minutes before and 30 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. In case of any query / grievance with respect to Remote E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL, Trade World, "A" Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 – 24994360 / 022 – 24994545 or toll free no. 1800 – 222 – 990 or at E-mail ID : evoting@nsdl.co.in.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at infomsl@manaksiasteels.com from September 23, 2020 (9:00 a.m. IST) to September 25, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**Other Instructions:**

1. During the AGM, the Chairman shall after response to the questions raised by the Members in advance or as a speaker at the AGM, announce the start of the casting of vote through the e-voting system. After the Members participating through VC/OAVM facility, eligible (who have not casted vote earlier through remote e-voting process or otherwise barred to cast vote) and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the 19<sup>th</sup> AGM.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than Forty Eight hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

2. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.manaksiasteels.com](http://www.manaksiasteels.com) and on the notice board of the Company at its Registered Office and on the website of NSDL within Forty Eight hours of passing of the resolutions at the AGM 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 AGM.

**Regd. Office:**  
Turner Morrison Building,  
6 Lyons Range, 1<sup>st</sup> Floor,  
Kolkata – 700 001  
Date : 24<sup>th</sup> August, 2020

**By Order of the Board of Directors**

**Ajay Sharma**  
Company Secretary  
ACS 34079

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

As required under Section 102 of the Companies Act, 2013 (as amended) the following Explanatory Statement sets out all material facts relating to the Special Businesses set out in the accompanying Notice:

**Item No. 3:**

The Board of Directors on the recommendation of Audit Committee in its meeting held on 15<sup>th</sup> July, 2020 has approved the appointment of B Mukhopadhyay & Co. (FRN: 00257), as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31<sup>st</sup> March 2021, at a remuneration of Rupees One Lakh only per annum for the Financial year 2020-21.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board, has to be ratified by the shareholders of the Company. Accordingly, consent of the Members is sought by passing an ordinary resolution as set out in the Item No. 3 of the Notice for ratification of the remuneration of Rupees One Lakh only per annum payable to the cost auditors as approved by the Board of Directors for conducting audit of the cost records of the company for the Financial Year ending 31<sup>st</sup> March, 2021.

None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 4:**

Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and Its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. As per provision of Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The proposed transaction(s) with Sumo Steels Limited shall be material as per the criteria of the materiality prescribed under SEBI Listing Regulations.

The value of the proposed aggregated transaction with Sumo Steels Limited is likely to exceed the said threshold limit as provided under the Companies Act, 2013, and is expected to be around Rupees 400 Crore (Rupees Four Hundred Crore only) during the Financial Year 2020-21.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, as amended, particulars of the transactions with Sumo Steels Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	SUMO STEELS LIMITED
2.	Name of the Director or KMP who is related	Mr. Suresh Kumar Agrawal and Mr. Varun Agrawal
3.	Nature of Relationship	Entities over which KMP's and their relatives have significant influence
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of raw materials like Hot Rolled Coils, Spares, etc. on the general commercial terms i.e.

- payment credit period, delayed payment interest, delivery of the products, etc. of the company. The pricing of the products will be at prevailing market price and on arms length basis. Payment will be received upon delivery of materials. Monetary value of aggregate proposed transactions during FY 20-21 is expected to be Rupees 400 Crore (Four Hundred) only. Product available for sale at a market price to the related party and justified from economies of scale point of view.
5. Any other information relevant or important for the members to take a decision on the proposed resolution

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall not vote to approve the said resolution.

The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid transaction and accordingly the Board recommend the above resolution no. 4 for the approval/ratification of the shareholders.

Except Mr. Suresh Kumar Agrawal, Mr. Varun Agarwal, and their relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

**Item No. 5:**

Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Power) Rules, 2014 provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. As per provision of Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The proposed transaction(s) with Manaksia Limited shall be material as per the criteria of the materiality prescribed under SEBI Listing Regulations.

The value of the proposed aggregated transaction with Manaksia Limited is likely to exceed the said threshold limit, and is expected to be around Rupees 50 Crore (Rupees Fifty Crore only) during the Financial Year 2020-21.

Pursuant to Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014, as amended, particulars of the transactions with Manaksia Limited are as follows:

Sl. No.	Particulars	Remarks
1.	Name of the Related Party	MANAKSIA LIMITED
2.	Name of the Director or KMP who is related	Mr. Suresh Kumar Agrawal and Mr. Vineet Agrawal
3.	Nature of Relationship	Entities over which KMP's and their relatives have significant influence

- |  |   |
|--|---|
| 4. Nature, material terms, monetary value and particulars of the contract or arrangement                     | Sale of BP Sheets/ CR TQ Sheets/ HR PO Sheets, etc. on the general commercial terms i.e. payment credit period, delayed payment interest, delivery of the products, etc. of the company. The pricing of the products will be at prevailing market price and on arms length basis. Payment will be received upon delivery of materials. Monetary value of aggregate proposed transactions during FY 20-21 is expected to be Rupees 50 Crore (Rupees Fifty Crore only). |
| 5. Any other information relevant or important for the members to take a decision on the proposed resolution | Product available for sale at a market price to the related party and justified from economies of scale point of view.  |

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall not vote to approve the said resolution.

The Audit Committee and the Board of Directors in their respective meetings have reviewed the terms and conditions of the aforesaid transactions and accordingly the Board recommend the above resolution no. 5 for the approval/ratification of the shareholders.

Except Mr. Suresh Kumar Agrawal Mr. Vineet Agrawal and their relatives, none of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested, financially or otherwise, in the said resolution.

**Regd. Office:**  
Turner Morrison Building,  
6 Lyons Range, 1<sup>st</sup> Floor,  
Kolkata – 700 001  
Date : 24<sup>th</sup> August, 2020

**By Order of the Board of Directors**

**Ajay Sharma**  
Company Secretary  
ACS 34079

**Annexure**

Information as required under Regulation 36 of SEBI Listing Regulations, 2015 and Secretarial Standard-2 are given below:

<b>Name of the Director</b>	<b>Mr. Varun Agrawal</b>
<b>Director Identification Number</b>	00441271
<b>Date of Birth / Age</b>	09.10.1982 (38)
<b>Date of first Appointment on the Board</b>	17.11.2014
<b>Qualifications</b>	Commerce Graduate
<b>Terms and conditions of appointment or re-appointment</b>	Re-appointed as Managing Director w.e.f.11.02.2019 at the 18 <sup>th</sup> AGM, he is liable to retire by rotation
<b>Details of remuneration sought to be paid (Rs. in Lacs per annum )</b>	As per the existing approved terms & conditions
<b>Last Remuneration Drawn (Rs. in Lacs)</b>	Rs.240 Lacs per annum
<b>Experience and Expertise in specific functional areas</b>	Expertise in marketing of value added steel and aluminium products
<b>Directorship held in other Companies including Foreign Companies excluding alternate directorship</b>	1. Manaksia Ferro Industries Limited 2. Crest Steel & Alloys Private Limited 3. Rainbow Manufacturing Co. Private Limited 4. Fixopan Management Private Limited 5. Titanic Manufacturing Co. Private Limited 6. Vajra Machineries Private Limited 7. Krishna Devlo Consultancy Private Limited
<b>Membership/Chairmanship of the Committee of other Public Companies</b>	None
<b>Membership/Chairmanship of the Committee of the Board of Directors of the Company</b>	Member of : 1) Audit Committee 2) Stakeholders Relationship Committee 3) Committee of Directors 4) Corporate Social Responsibility Committee
<b>Number of Shares held in the Company</b>	12761241 no. of equity shares
<b>Relationship with other Directors and other Key Managerial Personnel of the Company</b>	Mr. Suresh Kumar Agrawal – Father
<b>Number of Board meetings Attended during the year</b>	Five