

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 3RD (Third) Extra-Ordinary General Meeting (EOGM) of the Members of the Manaksia Coated Metals & Industries Limited (“Company”) will be held on Thursday, 26th December, 2024 at 12:30 P.M through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’) to transact the following business :

SPECIAL BUSINESS:

1. PREFERENTIAL ISSUANCE OF UP TO 36,00,000 (THIRTY SIX LAKHS ONLY) FULLY CONVERTIBLE WARRANTS (“WARRANTS”) ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO “PROMOTER/PROMOTER GROUP” AND “NON-PROMOTER, PUBLIC CATEGORY”

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 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “Act”), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India (“**SEBI**”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“**RBI**”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 36,00,000 (Thirty Six Lakhs Only) Fully Convertible Warrants (“Warrants”), to the person belonging to “Promoter/Promoter Group” and “Non-Promoter, Public Category”, at an issue price of Rs. 65/- (Rupees Sixty-Five only) per warrant higher than the floor price determined in accordance with the Provisions of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 23,40,00,000/- (Rupees Twenty Three Crores and Forty Lakhs Only), on such further terms and conditions as detailed herein below, to the below mentioned person (“Proposed Allottee”) :

S. No.	Name of the Proposed Allottees	Category	Warrants Quantity
A.	Promoters/Promoter Group :		
1	Sushil Kumar Agrawal	Individual, Promoter group	8,00,000
2	Karan Agrawal	Individual, Promoter group	4,00,000
3	Tushar Agrawal	Individual, Promoter group	4,00,000
Total (A)			16,00,000
B.	Non-Promoter/Public-Others		
1.	AIO Growth Capital Fund SPC	FPI, Non-Promoter	20,00,000
TOTAL (B)			20,00,000
Total (A+B)			36,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Tuesday, November 26, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Thursday, December 26, 2024).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Re. 1/- (Rupee One Only) each ("**Equity Shares**") at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions :

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants ("**Warrant Exercise Period**").
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.

- d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- k) The Warrants shall be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be
- l) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

2. PREFERENTIAL ISSUANCE OF UP TO 1,71,00,000 (ONE CRORE AND SEVENTY ONE LAKHS ONLY) FULLY CONVERTIBLE WARRANTS (“WARRANTS”) ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”

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 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the “**Act**”), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India (“**SEBI**”) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the

Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange(s), and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 1,71,00,000 (One Crore and Seventy One Lakhs Only) Fully Convertible Warrants (“Warrants”), to the person belonging to “Non-Promoter, Public Category”, at an issue price of Rs. 65/- (Rupees Sixty Five only) per warrant higher than the floor price determined in accordance with Provisions of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 111,15,00,000/- (Rupees One Hundred Eleven Crores and Fifteen Lakhs Only), on such further terms and conditions as detailed herein below, to the below mentioned person (“Proposed Allottee”):

S. No.	Name of the Proposed Allottees	Category	Warrants Quantity
Non-Promoter/Public-Others			
1.	Jitendra Rasiklal Sanghavi	Individual, Non-Promoter	2,500,000
2.	Sharda Subhashchandra Bhat	Individual, Non-Promoter	2,000,000
3.	Hitesh Natwarlal Kawa	Individual, Non-Promoter	1,800,000
4.	Shamina Trading L.L.C-FZ	FPI, Non-Promoter	1,500,000
5.	Kaushik Hasmukhlal Gandhi	Individual, Non-Promoter	1,256,250
6.	Nimesh Sahadeo Singh	Individual, Non-Promoter	1,181,250
7.	Minal Prakash Deshpande	Individual, Non-Promoter	1,000,000
8.	Roopal Hitesh Kawa	Individual, Non-Promoter	662,500
9.	Khyati Varshit Shah	Individual, Non-Promoter	500,000
10.	Ramesh Sakharampant Deshpande	Individual, Non-Promoter	500,000
11.	Sapna Devang Shah	Individual, Non-Promoter	450,000
12.	Narendrakumar Mansukhlal Mehta	Individual, Non-Promoter	400,000
13.	Rachana Ketan Kakrecha	Individual, Non-Promoter	300,000
14.	Divya Deven Pathak	Individual, Non-Promoter	300,000
15.	Vinay Rajendrakumar Nagda	Individual, Non-Promoter	250,000
16.	Mehul Hiralal Gandhi	Individual, Non-Promoter	250,000
17.	Jignesh Dhirajlal Shah	Individual, Non-Promoter	200,000
18.	Iconic Capital Ventures	Partnership Firm, Non-Promoter	200,000
19.	Naresh Saraaf	Individual, Non-Promoter	150,000
20.	Rajvi Devansh Khandol	Individual, Non-Promoter	200,000
21.	Vicky Vinodbhai Datraniya	Individual, Non-Promoter	200,000
22.	Satyam S Joshi	Individual, Non-Promoter	200,000
23.	Ketan Rashiklal Doshi	Individual, Non-Promoter	150,000
24.	Krusha Jayesh Khandor	Individual, Non-Promoter	150,000

25.	Ashok Bhawanji Chheda	Individual, Non-Promoter	100,000
26.	Dhruv Prakash Parekh	Individual, Non-Promoter	100,000
27.	Harshil Ashok Shah	Individual, Non-Promoter	200,000
28.	Thacker Minaxi Manilal	Individual, Non-Promoter	100,000
29.	Krunal Shah	Individual, Non-Promoter	100,000
30.	Dipali N Mehta	Individual, Non-Promoter	50,000
31.	Nidhi Agrawal	Individual, Non-Promoter	50,000
32.	Poorva Gupta	Individual, Non-Promoter	50,000
33.	Krunal Adani	Individual, Non-Promoter	50,000
Total			1,71,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Tuesday, November 26, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Thursday, December 26, 2024).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Re. 1/- (Rupee One Only) each ("**Equity Shares**") at the option of Proposed Allottees, in one or more tranches, within 6 (six) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Re. 1/- (Rupee One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- m) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 6 months from the date of allotment of Warrants ("**Warrant Exercise Period**").
- n) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- o) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- p) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.

- q) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- r) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- s) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- t) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- u) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 6 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- v) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- w) The Warrants shall be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be
- x) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds,

matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange(s) for obtaining of in-principle approval, listing of shares/warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) or such other authorities as may be necessary for the purpose and/or including opening of one or more bank accounts in the name of the Company for this purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

Regd. Office :

Bikaner Building, 3rd Floor,
8/1, Lal Bazar Street,
Kolkata – 700 001
Date: 2nd December, 2024
Place: Kolkata

By Order of the Board of Directors

Shruti Agarwal
Company Secretary and Compliance Officer
Mem.No. F12124

NOTES:

- 1. In view of continuing Covid-19 pandemic, social distancing norms and restrictions on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2022, 2/2022, 10/2022, 09/2023 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 respectively (collectively referred to as ‘MCA Circulars’) issued by the Ministry of Corporate Affairs (‘MCA’) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 in relation to “Relaxation from compliance with**

certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the CoVID -19 pandemic” (collectively referred to as “SEBI Circulars”) 2015 issued by the Securities and Exchange Board of India (‘SEBI Circular’) permitted the holding of the Extra-Ordinary General Meeting (‘EOGM’) through VC / OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), MCA Circulars and SEBI Circular, the EOGM of the Company is being held through VC / OAVM which does not require physical presence of members at a common venue. The proceedings of the EOGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EOGM.

- 2. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to special business set out under Item Nos. 1 and 2 of the accompanying Notice dated December 02, 2024 are annexed hereto.**
3. Since this EOGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars and SEBI Circular. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the EOGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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.
6. Institutional/Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EOGM 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 asit.labh1@gmail.com with a copy marked to evoting@nsdl.co.in and investor.relations@mcmil.in
7. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut off-date of Thursday, December 19, 2024.
8. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participants. Members holding shares in physical form can submit their PAN to the Company’s Registrar Maheshwari Datamatics Pvt. Ltd., 23 R.N Mukherjee, 5th Floor, Kolkata- 700 001.
9. 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 Registrar and Share Transfer Agent/Company. Members are requested to submit the said details to their Depository Participants (DPs) in case the shares are held by them in electronic form and to the RTA in case the shares are held in physical form.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of

securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 the format of which is available on the following weblink at <http://www.manaksiacoatedmetals.com>.

11. 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).
12. 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 RTA for consolidation into single folio.
16. 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.
17. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website.
18. Members are requested to contact the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd for reply to their queries/redressal of complaints, if any, or contact the Company Secretary at the Registered Office of the Company (Phone:+91-33-22435053; Email: investor.relations@mcmil.in).
19. Members seeking any information with regard to the Accounts or any matter to be placed at the EOGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Wednesday, December 18, 2024 through email on investor.relations@mcmil.in. The same will be replied by the Company suitably.
20. 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 will be available electronically for inspection by the members during the EOGM. 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 EOGM. Members seeking to inspect such documents can send an email to investor.relations@mcmil.in
21. Shareholders who have not so far encashed their dividend paid by the Company for the financial year ended March 31, 2021 & March 31, 2023, may immediately approach the Company / RTA for claiming dividend amount by renewal of the cheques/warrant or otherwise. Information in respect of the unclaimed dividend as on March 31, 2024, has been uploaded on the website of the Company (www.manaksiacoatedmetals.com). The same may also be available on the website of the Investor Education and Protection Fund ('IEPF') (www.iepf.gov.in) Dividends, if not encashed for a consecutive period of 7 years, from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to IEPF. Further, the shares of a shareholder who does not encash his/ her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority. In view of this, shareholders, who have not yet claimed their

dividend, are requested to claim their dividends from the Company / RTA, within the stipulated timeline.

22. Attendance of the Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

22. Pursuant to the MCA and SEBI Circulars, the Notice of the EOGM is being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company/ Depository Participants (DPs). The Notice convening the 14th EOGM has been uploaded on the website of the Company, www.manaksiacoatedmetals.com, and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL at www.evoting.nsdl.com.

Voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the 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 Extra-Ordinary General Meeting (EOGM) 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 EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period shall commence on Monday, the 23rd December, 2024 (9:00 a.m.) and end on Wednesday, the 25th December, 2024 (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 Thursday, the 19th December, 2024, 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.
- III. Those Members, who will be present in the EOGM 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 EOGM.
- IV. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM through VC/OAVM but shall not be entitled to change or cast their vote 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.
- V. The process and manner for remote e-voting and joining meeting are as under :

A. 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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting

	<p>during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number

	and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

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. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user 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 steps 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 asit.labbh1@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on “ Upload Board Resolution/Authority Letter” displayed under “e-voting” tab in their login.
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 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 or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at 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 investor.relations@mcmil.in.
2. 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 investor.relations@mcmil.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Circular dated December 9. 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are requested to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EOGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 in the EOGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The Members can join the EOGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the EOGM, without restriction on account of first come first served basis.
6. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EOGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 meeting.
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. Members who would like to express their views or ask questions during the EOGM 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 investor.relations@mcmil.in from Monday, December 16, 2024 (9:00 A.M. IST) to Wednesday, December 18, 2024 (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 EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM

VI. 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 Thursday, the 19th December, 2024. In case of joint holders, only one of the joint holders may cast his vote.

VII. 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 at the EOGM through e-voting system.

VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, the 19th December, 2024 may obtain the login ID and password by sending a request at **evoting@nsdl.co.in or mdpldc@yahoo.com**.

IX. 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 Thursday, the 19th December, 2024 shall only be entitled to avail the facility of remote e-voting as well as voting at the EOGM through e-voting system.

X. The Company has appointed CS Asit Kumar Labh, Practising Company Secretary, (ACS No. 32891), to act as the Scrutinizer, for providing facility to the members of the Company to scrutinize the remote e-voting and e-voting at EOGM in a fair and transparent manner.

XI. The Scrutinizer shall, immediately after the conclusion of voting at the EOGM, first count the votes cast during the EOGM, thereafter unblock the votes cast through remote E-voting and make, not later than 2 working days of conclusion of the EOGM, 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.

XII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.manaksiacoatedmetals.com** and on the notice board of the Company at its registered office and on the website of NSDL within 2 working days of passing of the resolutions at the EOGM 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 EOGM.

XIV. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPs. Members may please note that notices, annual reports, etc. will be available on the Company's website at **www.manaksiacoatedmetals.com**.

Regd. Office:
Bikaner Building, 3rd Floor,
8/1, Lal Bazar Street,
Kolkata – 700 001
Date: 2nd December, 2024
Place : Kolkata

By Order of the Board of Directors
For Manaksia Coated Metals & Industries Limited

Shruti Agarwal
Company Secretary and Compliance Officer
Mem.No. F12124

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

As required under Section 102 of the Act the following Explanatory Statement sets out all material facts relating to the Special Businesses set out from Item No. 1 to 2 of the accompanying Notice:

ITEM NO. 1 & 2:

The Special Resolution contained in Item No. 1 and 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot 36,00,000 (Thirty Six Lakhs Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Re. 1/- (Rupee one Only) each, at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants; to the persons belonging to "Promoter/Promoter Group" and "Non-Promoter, Public Category" at an issue price of Rs. 65/- (Rupees Sixty Five only) for aggregate amount of up to Rs. 23,40,00,000/- (Rupees Twenty Three Crores and Forty Lakhs Only) and 1,71,00,000 (One Crore and Seventy One Lakhs Only) fully convertible warrants convertible into equivalent number of fully paid-up equity shares of the Company having face value of Re. 1/- (Rupee one Only) each, at the option of Proposed Allottees, in one or more tranches, within 6 (Six) months from the date of allotment of such Warrants; to the persons belonging to "Non-Promoter, Public Category" at an issue price of Rs. 65/- (Rupees Sixty Five only) for aggregate amount of up to Rs. 111,15,00,000/- (Rupees One Hundred Eleven Crores and Fifteen Lakhs Only), for cash on preferential basis.

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of Members, Stock Exchanges.

The said proposal has been considered and approved by the Board in its meetings held on Monday, December 02, 2024.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

1. Objects of the Preferential Issue

Objects of the proposed Fund Raising under separate head:

Our Company intends to utilize the proceeds raised through the Preferential Issue towards funding the following objects:

- (a) Issue Related Expenses;
- (b) Repayment of outstanding unsecured loans including interest accrued thereon; if any
- (c) Working Capital Requirements; and
- (d) General Corporate Purposes;

(collectively, referred to hereinafter as the "Objects")

Utilization of Gross Proceeds

The intended use of the Gross Proceeds of the Issue is as under: -

S. No.	Particulars	Total estimated amount to be utilized (₹ in Crores)*	Tentative timeline for utilization of funds
1.	Issue Related Expenses	0.25	Up to July 2025
2.	Repayment of outstanding unsecured loans including interest accrued thereon; if any	35.00	Up to November 2026
3.	Working Capital Requirements	95.00	Up to November 2026
4.	General Corporate Purposes	4.30	Up to November 2026
	Total	134.55	

*considering 100% conversion of Warrants into Equity Shares within the stipulated time

In terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors.

Interim Use of Proceeds

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

Monitoring of Utilization of Funds

Since the issue size exceeds Rs. 100,00,00,000/- (Rupees One Hundred Crores only) in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations, the Company has identified CARE Ratings Limited or such other Credit Rating Agency duly registered with the SEBI as the monitoring agency to monitor the use of the proceeds of the Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds in respect of warrants shall be received by the Company in 6(six)/ 18(eighteen) months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on Monday, December 02, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 36,00,000 (Thirty Six Lakhs Only) Fully convertible warrants convertible into equivalent number of fully paid up equity shares of the Company having face value of Re. 1/- (Rupee one Only) each, at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants; to the persons belonging to "Promoter/Promoter Group" and "Non-Promoter, Public Category" at an issue price of Rs. 65/- (Rupees Sixty Five only) for aggregate amount of up to Rs. 23,40,00,000/- (Rupees Twenty Three Crores and Forty Lakhs Only) and 1,71,00,000 (One Crore and Seventy One Lakhs Only) fully convertible warrants convertible into equivalent number of fully paid-up equity shares of the Company having face value of Re. 1/- (Rupee one Only) each, at the option of Proposed Allottees, in one or more tranches, within 6 (Six) months from the date of allotment of such Warrants; to the persons belonging to "Non-Promoter, Public Category" at an issue price of Rs. 65/- (Rupees Sixty Five only) for aggregate amount of up to Rs. 111,15,00,000/- (Rupees One Hundred Eleven Crores and Fifteen Lakhs Only), for cash on preferential basis.

3. Relevant date:

In terms of the provisions of Chapter V of ICDR Regulations, 'Relevant Date' for the purpose of determining the minimum issue price of the Equity Shares and Warrants is Tuesday, November 26, 2024 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the date of Extra-Ordinary General Meeting i.e. Thursday, December 26, 2024).

4. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Convertible Warrants in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 64.17/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 62.39/-.

Whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 64.17/- each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the Convertible warrants issued on preferential basis.

The proposed allotment in our case is not more than 5% of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Hence, Regulation 166A of ICDR Regulations is not applicable on the company. However, as a measure of good corporate governance practice, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 64.17/- per warrant. The said report is available under the "EOGM Related Documents" tab in the Investor section titled "Valuation Report for Preferential issue" on the website of the Company at <https://www.manaksiacoatedmetals.com/>

After considering the above, it was decided to issue these warrants to be allotted on preferential basis to the proposed allottees at issue price of Rs. 65/- each.

5. Amount which the company intends to raise by way of such securities;

Warrants convertible into equity shares within 18 months: Aggregate amount of up to Rs. 23,40,00,000/- (Rupees Twenty Three Crores and Forty Lakhs Only)

Warrants convertible into equity shares within 6 months: Aggregate amount of up to Rs. 111,15,00,000/- (Rupees One Hundred Eleven Crores and Fifteen Lakhs Only)

6. Name and address of valuer who performed valuation:

Mr. Manish Manwani, independent registered valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018

7. Principal terms of Assets charged as securities: Not Applicable

8. Material terms of raising such securities: The same has been disclosed in the respective resolution.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

10. Valuation for consideration other than cash: Not Applicable

11. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who fall under "Promoter/ Promoter Group" and "Non-Promoter, Public Category" of the Company

12. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter :

S. No.	Name(s) of the Proposed Allottees	Current Status	Post Status
1	Sushil Kumar Agrawal	Promoter group	Promoter group
2	Karan Agrawal	Promoter group	Promoter group
3	Tushar Agrawal	Promoter group	Promoter group
4	AIO Growth Capital Fund SPC	Non-Promoter, Public	Non-Promoter, Public
5	Jitendra Rasiklal Sanghavi	Non-Promoter, Public	Non-Promoter, Public
6	Sharda Subhashchandra Bhat	Non-Promoter, Public	Non-Promoter, Public
7	Hitesh Natwarlal Kawa	Non-Promoter, Public	Non-Promoter, Public
8	Shamina Trading L.L.C-FZ	Non-Promoter, Public	Non-Promoter, Public
9	Kaushik Hasmukhlal Gandhi	Non-Promoter, Public	Non-Promoter, Public
10	Nimesh Sahadeo Singh	Non-Promoter, Public	Non-Promoter, Public
11	Minal Prakash Deshpande	Non-Promoter, Public	Non-Promoter, Public
12	Roopal Hitesh Kawa	Non-Promoter, Public	Non-Promoter, Public
13	Khyati Varshit Shah	Non-Promoter, Public	Non-Promoter, Public
14	Ramesh Sakharampant Deshpande	Non-Promoter, Public	Non-Promoter, Public
15	Sapna Devang Shah	Non-Promoter, Public	Non-Promoter, Public
16	Narendrakumar Mansukhlal Mehta	Non-Promoter, Public	Non-Promoter, Public
17	Rachana Ketan Kakrecha	Non-Promoter, Public	Non-Promoter, Public
18	Divya Deven Pathak	Non-Promoter, Public	Non-Promoter, Public
19	Vinay Rajendrakumar Nagda	Non-Promoter, Public	Non-Promoter, Public
20	Mehul Hiralal Gandhi	Non-Promoter, Public	Non-Promoter, Public
21	Jignesh Dhirajlal Shah	Non-Promoter, Public	Non-Promoter, Public
22	Iconic Capital Ventures	Non-Promoter, Public	Non-Promoter, Public
23	Naresh Saraaf	Non-Promoter, Public	Non-Promoter, Public
24	Rajvi Devansh Khandol	Non-Promoter, Public	Non-Promoter, Public
25	Vicky Vinodbhai Datraniya	Non-Promoter, Public	Non-Promoter, Public
26	Satyam S Joshi	Non-Promoter, Public	Non-Promoter, Public
27	Ketan Rashiklal Doshi	Non-Promoter, Public	Non-Promoter, Public
28	Krusha Jayesh Khandor	Non-Promoter, Public	Non-Promoter, Public
29	Ashok Bhawanji Chheda	Non-Promoter, Public	Non-Promoter, Public
30	Dhruv Prakash Parekh	Non-Promoter, Public	Non-Promoter, Public
31	Harshil Ashok Shah	Non-Promoter, Public	Non-Promoter, Public
32	Thacker Minaxi Manilal	Non-Promoter, Public	Non-Promoter, Public

33	Krunal Shah	Non-Promoter, Public	Non-Promoter, Public
34	Dipali N Mehta	Non-Promoter, Public	Non-Promoter, Public
35	Nidhi Agrawal	Non-Promoter, Public	Non-Promoter, Public
36	Poorva Gupta	Non-Promoter, Public	Non-Promoter, Public
37	Krunal Adani	Non-Promoter, Public	Non-Promoter, Public

13. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

The below mentioned persons are subscribing to the issue to the extent of number of warrants proposed to be issued, written against their names, as detailed in the following table:

S. No.	Proposed Allottees	Category	Designation	No. of Securities
1	Sushil Kumar Agrawal	Promoter Group	Managing Director	8,00,000
2	Karan Agrawal	Promoter Group	Whole time Director	4,00,000
3	Tushar Agrawal	Promoter Group	Senior Vice-President	4,00,000

Except these Warrants, none of the other promoters, directors, key managerial personnel or senior management promoters are subscribing any other securities in the proposed issue.

14. Pre and Post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Category	Pre-Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Considering full conversion of warrants)	
	No. of fully paid up equity shares held	% ^S		No. of fully paid up equity shares held	% [*]
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	5,13,87,940	69.19	16,00,000	5,29,87,940	55.79
b) Body Corporates	-	-	-	-	-
c) Any Other(specify)	-	-	-	-	-
Sub Total (A)(1)	5,13,87,940	69.19	16,00,000	5,29,87,940	55.79
2) Foreign Promoters	-	-	-	-	-
Total Promoter Shareholding A=A1 +A2	5,13,87,940	69.19	16,00,000	5,29,87,940	55.79
B) Public Shareholding					
B1) Institutions (Domestic)	-	-	-	-	-

B2) Institutions (Foreign)	7,57,962	1.02	35,00,000	42,57,962	4.48
B3) Central Govt./State Govt./POI	-	-	-	-	-
B4) Others					
a) Individuals	1,28,70,799	17.33	1,54,00,000	2,82,70,799	29.77
b) Foreign company/ OCB	7,35,000	0.99	-	7,35,000	0.77
c) Bodies Corporate	68,34,581	9.20	-	68,34,581	7.20
d)Others (Including NRI, Clearing Members, HUF, LLP, Trust, Partnership firm, Unclaimed Suspense Escrow Account)	16,82,768	2.27	2,00,000	18,82,768	1.98
Total Public Shareholding B=B1+B2+ B3+B4	2,28,81,110	30.81	1,91,00,000	4,19,81,110	44.21
C) Non-Promoter - Non-Public	-	-	-	-	-
Total Share Capital(A+B+C)	7,42,69,050	100	2,07,00,000	9,49,69,050	100

(1) *The pre-issue shareholding pattern is as on latest BENPOS available with the Company i.e. November 29, 2024*

(2)* *These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 9,49,69,050 divided into 9,49,69,050 Equity Shares of Re. 1/- (Rupee One Only) each assuming full conversion of warrants.*

(3) *Post shareholding structure may change depending upon any other corporate action in between.*

15.The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name	Pre-Issue Shareholding Structure		No. of Warrants To be Allotted	Post Equity Shareholding (Presuming full conversion of Warrants)		Name of ultimate beneficial owners
		No. of shares	% ^{\$}		No. of shares	% [#]	
1	Sushil Kumar Agrawal	3,08,24,145	41.50	8,00,000	3,16,24,145	33.30	NA [@]
2	Karan Agrawal	36,22,185	4.88	4,00,000	40,22,185	4.24	NA [@]
3	Tushar Agrawal	36,97,190	4.98	4,00,000	40,97,190	4.31	NA [@]
4	AIO Growth Capital Fund SPC	Nil	Nil	20,00,000	20,00,000	2.11	Paul Boskma
5	Jitendra Rasiklal Sanghavi	Nil	Nil	2,500,000	2,500,000	2.63	NA [@]
6	Sharda Subhashchandra Bhat	Nil	Nil	2,000,000	2,000,000	2.11	NA [@]

7	Hitesh Natwarlal Kawa	Nil	Nil	1,800,000	1,800,000	1.90	NA [@]
8	Shamina Trading L.L.C-FZ	Nil	Nil	1,500,000	1,500,000	1.58	Minal Deshpande Sharada Bhat
9	Kaushik Hasmukhlal Gandhi	Nil	Nil	1,256,250	1,256,250	1.32	NA [@]
10	Nimesh Sahadeo Singh	Nil	Nil	1,181,250	1,181,250	1.24	NA [@]
11	Minal Prakash Deshpande	Nil	Nil	1,000,000	1,000,000	1.05	NA [@]
12	Roopal Hitesh Kawa	Nil	Nil	662,500	662,500	0.70	NA [@]
13	Khyati Varshit Shah	Nil	Nil	500,000	500,000	0.53	NA [@]
14	Ramesh Sakharampant Deshpande	Nil	Nil	500,000	500,000	0.53	NA [@]
15	Sapna Devang Shah	Nil	Nil	450,000	450,000	0.47	NA [@]
16	Narendrakumar Mansukhlal Mehta	Nil	Nil	400,000	400,000	0.42	NA [@]
17	Rachana Ketan Kakrecha	Nil	Nil	300,000	300,000	0.32	NA [@]
18	Divya Deven Pathak	Nil	Nil	300,000	300,000	0.32	NA [@]
19	Vinay Rajendrakumar Nagda	Nil	Nil	250,000	250,000	0.26	NA [@]
20	Mehul Hiralal Gandhi	Nil	Nil	250,000	250,000	0.26	NA [@]
21	Jignesh Dhirajlal Shah	Nil	Nil	200,000	200,000	0.21	NA [@]
22	Iconic Capital Ventures	Nil	Nil	200,000	200,000	0.21	Gunjan Vinod Mehta, Keval Jitendra Khandol
23	Naresh Saraaf	Nil	Nil	150,000	150,000	0.16	NA [@]
24	Rajvi Devansh Khandol	Nil	Nil	200,000	200,000	0.21	NA [@]
25	Vicky Vinodbhai Datraniya	Nil	Nil	200,000	200,000	0.21	NA [@]
26	Satyam S Joshi	Nil	Nil	200,000	200,000	0.21	NA [@]
27	Ketan Rashiklal Doshi	Nil	Nil	150,000	150,000	0.16	NA [@]
28	Krusha Jayesh Khandor	Nil	Nil	150,000	150,000	0.16	NA [@]
29	Ashok Bhawanji Chheda	Nil	Nil	100,000	100,000	0.11	NA [@]
30	Dhruv Prakash Parekh	Nil	Nil	100,000	100,000	0.11	NA [@]

31	Harshil Ashok Shah	Nil	Nil	200,000	200,000	0.21	NA [@]
32	Thacker Minaxi Manilal	Nil	Nil	100,000	100,000	0.11	NA [@]
33	Krunal Shah	Nil	Nil	100,000	100,000	0.11	NA [@]
34	Dipali N Mehta	Nil	Nil	50,000	50,000	0.05	NA [@]
35	Nidhi Agrawal	Nil	Nil	50,000	50,000	0.05	NA [@]
36	Poorva Gupta	Nil	Nil	50,000	50,000	0.05	NA [@]
37	Krunal adani	Nil	Nil	50,000	50,000	0.05	NA [@]

@being individual

(1) \$The pre-issue holding of the respective allottees is as on latest BENPOS available with the Company i.e. November 29, 2024.

(2) # These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis i.e. Rs. 9,49,69,050 divided into 9,49,69,050 Equity Shares of Re. 1/- (Rupee One Only) each assuming full conversion of warrants.

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

17. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year 2024-25, the Company has not made any allotment on preferential basis till the date of this Notice.

19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Sushil Kumar Agrawal (Managing Director), Karan Agrawal, (Wholetime Director) and Tushar Agrawal, all three belonging to the Promoter Category of the Company, intend to subscribe up to 8 lakhs, 4 lakhs and 4 lakhs fully convertible warrants respectively.

Except above, no other contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

20. Lock-in Period:

- a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

21. Certificate from Practicing Company Secretary:

The Certificate from Mr. Pankaj Kumar Gupta, Proprietor of M/s. Kumar G & Co., (COP No. 7579), Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available under the "EOGM Related Documents" tab in the Investor section titled "PCS certificate for Preferential issue" on the website of the Company at www.manaksiacoatedmetals.com

22. Undertakings:

- i) None of the Company, its Promoters or Directors are categorized as willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.
- ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.
- iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.
- iv) The Company do not have any outstanding dues to the SEBI, stock exchanges or the depositories.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 1 and 2 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 and 2 for your approval by way of a special resolution.

Sushil Kumar Agrawal (Managing Director), Karan Agrawal (Wholetime Director) and Tushar Agrawal, belonging to the Promoter Category of the Company, are subscribing to this issue. Consequently, they and their relatives may be considered interested or concerned in the Resolution under Item No. 1 & 2.

Save and except the above, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 & 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any

Registered Office:
Bikaner Building, 3rd Floor,
8/1, Lal Bazar Street
Kolkata- 700 001
Date: 2nd December, 2024

By Order of the Board of Directors
For **Manaksia Coated Metals & Industries Limited**

Shruti Agarwal
Company Secretary and Compliance Officer
Mem. No.: F12124