



# Manaksia Aluminium Company Limited

Corporate Identity Number: L27100WB2010PLC144405

Regd. Office : 8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata - 700 001, Phone No.: +91-33-2243-5053

Email: [www.manaksiaaluminium.com](http://www.manaksiaaluminium.com); Website: [investor@malcoindia.co.in](mailto:investor@malcoindia.co.in)

## POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH THE COMPANIES  
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the Special business appended below are proposed to be passed by the members of the Company by postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the proposed Resolution setting out the material facts concerning Resolution and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Company has engaged National Securities Depository Limited (NSDL) to provide remote e-voting facility to members. Members have the option to vote either physically through Postal Ballot Form or through e-voting.

The Board has appointed Mr. Deepak Kumar Khaitan, Practicing Company Secretary, (F.C.S. No. 5615, C.P. No. 5207), and/or CS Shruti Singhania, Practicing Company Secretary, (ACS No. 49632, CP No.18028) to act as the Scrutinizer ('Scrutinizer') for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Notice and return the Form duly completed in all respects with the assent (For) or dissent (Against), in the enclosed self-addressed postage pre-paid Business Reply Envelope not later than close of working hours i.e. 05:00 p.m. on Thursday, 27th February, 2020. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent at the expense of the member(s), will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the said date, it will be considered that no reply has been received from the member.

Member desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the postal ballot (including e-voting). The results of the postal ballot shall be declared on or before Saturday, 29th February, 2020 and communicated to the Stock Exchanges, Depositories and shall also be displayed on the Company's website [www.manaksiaaluminium.com](http://www.manaksiaaluminium.com).

The Special Business appended in this notice, if approved by the requisite majority, shall be passed on the date on which the results of this postal ballot will be declared.

### **Item No. 1: Increase in the Authorised Share Capital and alteration in the Capital clause of Memorandum of Association of the Company**

To consider and to give assent / dissent for passing the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded that the existing Authorized Share Capital of the Company be and is hereby increased from ₹ 7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs only) divided into 7,50,00,000 (Seven Crores and Fifty Lakhs) equity shares of ₹ 1/- (One) each to ₹ 8,60,00,000/- (Rupees Eight Crores and Sixty Lakhs only) divided into 8,60,00,000 (Eight Crores and Sixty Lakhs) equity shares of ₹ 1/- (One) each, ranking pari passu in all respects with the existing equity shares of the Company and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following clause with the present clause V thereof:

*V. The authorised share capital of the Company is ₹ 8,60,00,000/- (Rupees Eight Crores and Sixty Lakhs) divided into 8,60,00,000 (Eight Crores and Sixty Lakhs) equity shares of ₹ 1/- (One) carrying appropriate dividend as may be permitted at law (Free of Company's tax but subject to deduction of tax as required under the provisions of the Indian Income Tax Act, 1961, for the time being in force), subject to be increased or decreased in accordance with the Company's regulations and legislative provisions for the time being in force in this behalf, and with power to divide the shares in the capital for the time being in force in this behalf, and with power to divide the shares in the capital for the time being into Equity Share Capital, Preference Share Capital with or without voting rights as may be permissible at law, and to attach thereto respectively, any preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 and the regulations of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.*

**RESOLVED FURTHER THAT** any Director and/or Company Secretary/Chief Financial Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.”

Regd. Office:  
8/1, Lal Bazar Street,  
Bikaner Building, 3rd Floor,  
Kolkata - 700 001  
Date : 21st January, 2020

By **Order of the Board of Directors**  
For **Manaksia Aluminium Company Limited**  
**Vivek Jain**  
Company Secretary  
Membership No. A36946

**NOTES :**

1. The statement pursuant to the provisions of Section 102 of the Act stating all material facts and the reasons for the proposed resolution alongwith a Postal Ballot Form is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Act read with Companies (Management and Administration) Rules, 2014, a company is mandatorily required to, in case of certain prescribed items of special business, and has an option to, in case of other items of special business, to seek the approval of the shareholders through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, member approval is sought for the resolution contained in this Notice through Postal Ballot ('Postal Ballot Notice'). The said resolution and the explanatory statement are being sent to members along with a Postal Ballot Form for their consideration.
3. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 24th January, 2020 ('Cut-off date'). The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
4. Members whose names appear on the Register of Members/Record of Depositories as on the cut-off date, will be considered for the purpose of voting. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only.
5. Resolution passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
6. The members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot Forms will be treated as invalid.
7. Mr. Deepak Kumar Khaitan, Practicing Company Secretary, (F.C.S. No. 5615, C.P. No. 5207) and/or CS Shruti Singhania, Practicing Company Secretary, (ACS No. 49632, CP No.18028) has been appointed as Scrutinizer for conducting the Postal Ballot and electronic voting process in a fair and transparent manner in accordance with the Act and the Rules made there under.
8. The Postal Ballot Notice along with Postal Ballot Form is being sent by electronic mode to those members, whose e-mail addresses are registered with the Company/Depositories, unless any member has registered for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will also be available on the Company's website [www.manaksiaaluminium.com](http://www.manaksiaaluminium.com) and on the website of NSDL i.e. [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and on the website of the Stock Exchanges where shares of the Company are listed.
9. A Postal Ballot Form and a self-addressed postage pre-paid business reply envelope are attached to this Notice. The self- addressed envelope bears the address to which duly completed Postal Ballot Form should be sent back.
10. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on the cut-off date.
11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
12. The remote e-voting commences on Wednesday, 29th January, 2020 at 09:00 a.m. (IST) and ends on Thursday, 27th February, 2020 at 05:00 p.m. (IST). The remote e-voting module shall also be disabled by NSDL for voting thereafter.
13. The shareholders who do not receive the Postal Ballot Form may apply to the Company at [investor@malcoindia.co.in](mailto:investor@malcoindia.co.in) or write to Manaksia Aluminium Company Limited, 8/1 Lal Bazar Street, Bikaner Building, 3rd Floor, Kolkata - 700 001 for receiving the duplicate copy thereof.
14. A member cannot exercise his/her vote by proxy on postal ballot.
15. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, in the enclosed self-addressed postage-prepaid Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. 05:00 p.m. on Thursday, 27th February, 2020. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the members will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. If any postal ballot is received after 05:00 p.m. on Thursday, 27th February, 2020, it will be considered that no reply from the member has been received.
16. An announcement shall be made regarding the despatch of the Postal Ballot Notice together with Explanatory Statement, through an advertisement in 1 (one) English newspaper and 1 (one) Bengali newspaper, where the Registered Office of the Company is situated.

17. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, on or before Saturday, 29th February, 2020 and will be displayed on the website of the Company [www.manaksiaaluminium.com](http://www.manaksiaaluminium.com), besides being communicated to the Stock Exchanges and Depositories on the said date. Further, the result of voting along with the Scrutinizer's Report shall also be displayed on the Notice Board of the Company at the Registered Office.
18. The resolution, if passed by the requisite majority shall be deemed to have been passed on the date on which the results of this postal ballot will be declared.
19. Members can contact Mr. Vivek Jain (Company Secretary & Compliance Officer) at e-mail: [investor@malcoindia.co.in](mailto:investor@malcoindia.co.in); Telephone no. +91-33-2243-5053 or the Registrar and Share Transfer agent of the Company at e-mail: [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in); Telephone no.+91-33-4004-9728, to resolve any grievances with regard to voting by Postal Ballot.
20. All the material documents referred to in the Explanatory Statement are available for inspection by the Members of the Company at its Registered Office on any working day between 11:00 a.m. (IST) and 01:00 p.m. (IST), except Saturday and Sunday, up to the last date of receipt of Postal Ballot Form specified in this Notice.
21. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at [khaitan52@gmail.com](mailto:khaitan52@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or deposited at the registered office of the Company.

## 22. Voting through electronic means

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules made hereunder, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

- i. The e-voting period will commence from 09:00 a.m. (IST) on Wednesday, 29th January, 2020 and end at 05:00 p.m. (IST) on Thursday, 27th February 2020.
- ii. During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of Friday, 24th January, 2020 may cast their vote electronically. The e-voting module shall be disabled for voting from 05:00 p.m. (IST) on 27th February, 2020.

### 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 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.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. 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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### Details on Step 2 is given below:

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

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 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 [khaitan52@gmail.com](mailto:khaitan52@gmail.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).

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

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Item No. 1.

#### Item No. 1

In order to increase the paid-up capital of the Company, there should be sufficient authorised share capital. The existing authorized share capital of the Company is ₹ 7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs only) divided into 7,50,00,000 (Seven Crores and Fifty Lakhs) equity shares of ₹ 1/- (One) each.

In view of the proposed fund raising through Right Issue to meet its working capital requirement and general corporate purpose, the existing authorized share capital of the Company is proposed to be increased to ₹ 8,60,00,000/- (Rupees Eight Crores and Sixty Lakhs only) divided into 8,60,00,000/- (Eight Crores and Sixty Lakhs) equity shares of ₹ 1/- (One) each.

Section 13 read with Section 61 and 64 of the Companies Act, 2013 and the rules made thereunder requires the approval of the members of the Company for alteration of the authorised capital clause of the Memorandum of Association of the Company and hence the board of directors of the Company recommends passing of the resolutions as set out at item no. 1 relating to increase of the authorized share capital and consequently altering the capital clause of the Memorandum of Association, as an ordinary resolution.

None of the directors or key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

Regd. Office:  
8/1, Lal Bazar Street,  
Bikaner Building, 3rd Floor  
Kolkata - 700 001  
Date : 21st January, 2020

By Order of the Board of Directors  
For Manaksia Aluminium Company Limited  
Vivek Jain  
Company Secretary  
Membership No. A36946