

## NOTICE

### MAN INDUSTRIES (INDIA) LIMITED

CIN: L99999MH1988PLC047408

Registered Office: Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai- 400 056

Website: [www.mangroup.com](http://www.mangroup.com), Email: [cs@maninds.org](mailto:cs@maninds.org)

Tel. No.: 022 6647 7500, Fax No.: 022 6647 7600

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting (the "Meeting") of Man Industries (India) Limited (herein referred as "the Company") will be held on **Friday, 22nd day of September, 2023 at 3:00 P.M.** (IST) through video conferencing ("VC")/ Other Audio-Visual Means (OAVM) to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm payment of the Interim Dividend of Rs. 2/- (i.e. 40%) per equity share already paid to eligible shareholders as the Final Dividend for the financial year 2022-23.
3. To appoint a director in place of Mrs. Heena Vinay Kalantri (DIN: 00149407), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

4. **Appointment of the Cost Auditor and Ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.**

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

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. M. P. Turakhia & Associates, Cost Accountants, be and is hereby appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the financial year ending March 31, 2024, and thereby the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Chief Financial Officer, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

5. **Approval for payment of managerial remuneration made during the year in excess of overall limits prescribed under Companies Act and waiver of recovery of excess managerial remuneration paid to Mr. R. C. Mansukhani for the financial year ended March 31, 2023.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V to the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded to approve the payment of overall managerial remuneration made during the financial year 2022-23 in excess of the overall limit specified under Sections 196 to 198 read with Schedule V to the Act and to ratify & confirm the waiver of recovery of the excess remuneration paid to Mr. R.C. Mansukhani (DIN: 00012033), Chairman and Director of the Company for the financial year 2022-23, which however was paid in accordance with and pursuant to the Special Resolution passed by the members of the Company in the 30th Annual General Meeting held on September 28, 2018.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or a Committee thereof be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

**6. To re-appoint and fix the remuneration payable to Mr. Rameshchandra Mansukhani (DIN: 00012033) as a Chairman and Whole Time Director of the Company for a period of 5 years.**

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

**"RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, if any, and the Articles of Association of the Company, subject to the approvals, consents, permissions, sanctions etc. of the Central Government if so required necessary and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Mr. Rameshchandra Mansukhani (DIN: 00012033) as Chairman, Whole Time Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from September 26, 2023 to September 25, 2028, notwithstanding his attaining age of 70 years during the tenure of his re-appointment.

**RESOLVED FURTHER THAT** the Chairman, Whole Time Director and Key Managerial Personnel shall be subject to the superintendence, control and direction of the Board of Directors and he will be entrusted with substantial powers of the management and he will also perform such other duties as may be entrusted to him, from time to time and the terms of remuneration shall be governed by the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and also will be as under:

- A. **SALARY:** Rs.40,00,000/- per month (Rupees Forty Lakhs per month) and perquisites as per Schedule V of the Companies Act, 2013, with effect from October 1, 2023.
- B. **COMMISSION:** In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 and Schedule V of the Companies Act, 2013, subject to maximum commission in a financial year not exceeding Rs.10 Crores in aggregate to all the Executive Directors.
- C. **PERQUISITES AND ALLOWANCES:** In addition to the salary, he shall be entitled to perquisites and allowances such as fully furnished house or House Rent Allowance in lieu thereof, expenses incurred on gas, electricity, water, furnishings and repairs, reimbursement of actual expenditure on medical treatment for self and family in India or overseas including travelling expenses for the purpose, reimbursement of expenditure incurred on travel and stay abroad including that of accompanying person, leave travel concession for self and family, club fees, personal accident insurance and mediclaim policy and/or other perquisites and allowances in accordance with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

The salary and perquisites as mentioned above at items A, B and C will be exclusive of:

- a) **Provident Fund:** Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** Gratuity will be paid as per applicable laws and rules of the company.
- c) **Encashment of Leave:** Encashment of Leave will be provided as per the rules of the company..

**Car and Telephone:** For Company's work provision of Car with Driver and Telephone and other communication facilities at the residence, will not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded, for the payment of remuneration to Mr. Rameshchandra Mansukhani, Chairman, Whole Time

Director and Key Managerial Personnel of the Company and who is also the Executive Director and Promoter of the Company, notwithstanding:

- a) the annual remuneration payable to him exceeding Rs.5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or
- b) the aggregate annual remuneration of all the Executive Directors exceeds 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

However, the remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of the Net Profit to the Appointee or 10% of the Net Profit to all Executive Directors, subject to the maximum commission in a financial year not exceeding Rs.10 Crores in aggregate to all the Executive Directors.

**Minimum Remuneration:** Where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Chairman, Whole Time Director and Key Managerial Personnel as salary, allowance, commission and perquisites shall be governed by and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

The Chairman, Whole Time Director and Key Managerial Personnel shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Chairman, Whole Time Director and Key Managerial Personnel of the Company or otherwise, in connection with the business and affairs of the Company.

Mr. Rameshchandra Mansukhani is not liable to retire by rotation and he will not be entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. either in the electronic and/or physical form as required under the Act with the Ministry of Corporate Affairs, Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, return documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this Resolution."

**7. To re-appoint and fix the remuneration payable to Mr. Nikhil Mansukhani (DIN: 02257522) as Managing Director of the Company for a period of 5 years.**

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

**"RESOLVED THAT** based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Companies Act, 2013, if any, and the Articles of Association of the Company, subject to the approvals, consents, permissions, sanctions etc. of the Central Government if required and all concerned statutory, regulatory or other authorities, if and to the extent applicable and required and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consent, permission, sanctions, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company, be and is hereby accorded to the re-appointment of Mr. Nikhil Mansukhani (DIN: 02257522) as Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from October 3, 2023 to October 2, 2028.

**RESOLVED FURTHER THAT** the Managing Director and Key Managerial Personnel shall be subject to the superintendence, control and direction of the Board of Directors and he will be entrusted with substantial powers of the management and he will also perform such other duties as may be entrusted to him, from time to time and the terms of remuneration shall be governed by the existing applicable Section 197 read with Schedule V of the Companies Act, 2013 and also will be as under:

- A. **SALARY:** Rs.20,00,000/- per month (Rupees Twenty Lakhs per month) and perquisites as per Schedule V of the Companies Act, 2013, with effect from October 1, 2023.
- B. **COMMISSION:** In addition to the salary, perquisites and allowances, commission is payable as calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the overall ceilings stipulated in Section 197 and Schedule V of the Companies Act, 2013, subject to maximum commission in a financial year not exceeding Rs.10 Crores in aggregate to all the Executive Directors.
- C. **PERQUISITES AND ALLOWANCES:** In addition to the salary, he shall be entitled to perquisites and allowances such as fully furnished house or House Rent Allowance in lieu thereof, expenses incurred on gas, electricity, water, furnishings and repairs, reimbursement of actual expenditure on medical treatment for self and family in India or overseas including travelling expenses for the purpose, reimbursement of expenditure incurred on travel and stay abroad including that of accompanying person, leave travel concession for self and family, club fees, personal accident insurance and mediclaim policy and/or other perquisites and allowances in accordance with Rules of the Company, as may be determined by the Board of Directors, subject to the overall ceiling of remuneration stipulated in Section 197 and Schedule V of the Companies Act, 2013.

The salary and perquisites as mentioned above at items A, B and C will be exclusive of:

- a) Provident Fund: Contribution to Provident Fund and Superannuation Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity: Gratuity will be paid as per applicable laws and rules of the company.
- c) Encashment of Leave: Encashment of Leave will be provided as per the rules of the company.

Car and Telephone: For Company's work provision of Car with Driver and Telephone and other communication facilities at the residence, will not be included in the computation of perquisites.

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provision of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members of the Company, be and are hereby accorded, for the payment of remuneration to Mr. Nikhil Mansukhani, Managing Director and Key Managerial Personnel of the Company and who is also the Executive Director and Promoter of the Company, notwithstanding:

- a) the annual remuneration payable to him exceeding Rs.5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or
- b) the aggregate annual remuneration of all the Executive Directors exceeds 5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

However, the remuneration including salary, perquisites and commission in any financial year shall not exceed 5% of the Net Profit to the Appointee or 10% of the Net Profit to all Executive Directors, subject to the maximum commission in a financial year not exceeding Rs.10 Crores in aggregate to all the Executive Directors.

**Minimum Remuneration:** Where, in any financial year during the currency of his appointment, the Company has no profits or its profits are inadequate, the remuneration payable to the Managing Director and Key Managerial Personnel as salary, allowance, commission and perquisites shall be governed by and be subject to the ceilings provided under Section II of Part II of Schedule V to the Companies Act, 2013 or any amendment made hereinafter in this regard or such other limit as may be prescribed by the Government, from time to time as minimum remuneration.

The Managing Director and Key Managerial Personnel shall be entitled to be reimbursed and paid out all costs, charges and expenses, if any, paid, spent or incurred by him for and on behalf of and on account of the Company in the discharge and execution of his duties as Managing Director and Key Managerial Personnel of the Company or otherwise, in connection with the business and affairs of the Company.

Mr. Nikhil Mansukhani shall not be liable to retire by rotation and he will not be entitled to receive any sitting fees for attending the meeting of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to vary the said terms and conditions of remuneration subject to the limits set out in the existing applicable Section 197 read with Schedule V of the

Companies Act, 2013 and in the event of any statutory amendment, modification or relaxation by the Central Government to Section 197 and/or Schedule V of the Companies Act, 2013, the Board of Directors of the Company, be and are hereby authorized to vary or increase the remuneration including salary, commission, perquisites etc. within such prescribed limit or ceiling subject to necessary approvals.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized severally to sign and submit necessary letters, form(s), return(s), documents and papers etc. either in the electronic and/or physical form as required under the Act with the Ministry of Corporate Affairs, Stock Exchanges and to do all such acts, deeds, things and matters as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubt that may arise in this regard and further to execute all necessary documents, applications, return documents, applications, returns and writings as may be necessary, proper, desirable or expedient with regards to give effect to this Resolution.”

**8. Determining fees for delivery of any documents through particular mode of delivery to the members of the Company.**

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

**RESOLVED THAT** pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the members be and is hereby accorded to authorize the Board of Directors or any Committee thereof or any official authorized by Board or Committee thereof to fix, finalize, revise from time to time, the mode of payment and the amount of fees to be charged, over and above reimbursement of actual expenses incurred by the Company, for servicing of the document to the members upon receipt of request for delivery of documents through a particular mode.

**“RESOLVED FURTHER THAT** the estimated fees for delivery of the documents shall be paid by the members in advance to the Company, before servicing of such documents and the Board of Directors or any Committee thereof or any official authorized by Board or Committee thereof be and is hereby authorized to do all such acts and take all such steps as may be deemed necessary, proper or expedient to give effect to this Resolution.”

**Place: Mumbai**  
**Date: August 7, 2023**

**By Order of the Board of Directors**

**Regd. Office:**  
**‘MAN HOUSE’**  
**101, S.V. Road, Opp. Pawan Hans,**  
**Vile Parle (West), Mumbai - 400 056.**

**Rahul Rawat**  
**Company Secretary**

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular No. 10/2022 dated December 28, 2022, as amended and SEBI Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023, has permitted the holding of the Annual General Meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 35th Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Friday, 22nd day of September, 2023, at 3:00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Man House, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (W), Mumbai – 400 056.
2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
3. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) who are intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC or OAVM or to vote through Remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail [cs@mayankarora.co.in](mailto:cs@mayankarora.co.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and [cs@maninds.org](mailto:cs@maninds.org), not later than 48 hours before the scheduled time of the commencement of the Meeting. Corporate Members/ Institutional Shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the “Upload Board Resolution/Authority Letter” displayed under the “e-Voting” tab in their login.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Explanatory Statement according to Section 102 of the Act, setting out material facts concerning the business under Item Nos. 5, 6, 7 and 8 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/ re-appointment at the AGM are provided as an annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Pursuant to Regulation 44(6) of Listing Regulations, the Company is also providing a live webcast of the proceedings of the AGM. The facility of participation at the AGM 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 AGM, without restriction on account of a first come first served basis.
7. The Notice convening the AGM has been uploaded on the website of the Company at [www.mangroup.com](http://www.mangroup.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
8. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 15th day of September, 2023 to Friday, 22nd day of September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
9. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI had fixed March 31, 2021, as the cut-off date for the re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in dematerialized mode. The requests for effecting transfer/transmission/transposition of securities shall not be processed unless the securities are held in the dematerialized form. Transfers of equity



shares in electronic form are affected through the depositories with no involvement of the Company. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Transfer Agent, Link Intime India Private Limited ("Registrar" or "RTA") at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) for assistance in this regard.

10. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends for 7 consecutive years are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their unpaid/unclaimed dividends from financial year 2015-16 till date, on or before Sunday, 29th day of October, 2023. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in)
11. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
12. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at [www.linkintime.co.in](http://www.linkintime.co.in). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
13. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR-1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates and self-attested copies of the PAN card of the holders for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making the requisite changes. The consolidation will be processed in demat form.
15. During the AGM, Members may access the electronic copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [cs@maninds.org](mailto:cs@maninds.org) latest by Friday, 15th day of September, 2023 (upto 3:00 p.m.).
16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
17. According to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and the MCA Circulars, the Company is providing the facility of Remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a Remote e-Voting system as well as e-Voting during the AGM will be provided by CDSL.
18. Members of the Company holding shares either in physical form or in electronic form as of the cut-off date of Friday, 15th day of September, 2023 (cut-off date not earlier than 7 days before the AGM), may cast their vote by Remote e-Voting. The Remote e-Voting period commences on Tuesday, 19th day of September, 2023, at 9:00 a.m. (IST) and ends on Thursday, 21st day of September, 2023, at 5:00 p.m. (IST). The Remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights

of the Members (for voting through Remote e-Voting before the AGM and e-Voting during the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as of the cut-off date i.e. Friday, 15th day of September, 2023. Subject to receipt of the requisite number of votes, the Resolutions passed by Remote e-Voting are deemed to have been passed as if they have been passed at the AGM i.e., Friday, 22nd day of September, 2023. The Notice of the AGM indicating the instructions for the Remote e-Voting process can be downloaded from the CDSL's website [www.evotingindia.com](http://www.evotingindia.com) or the Company's website [www.mangroup.com](http://www.mangroup.com)

19. Members will be provided with the facility for voting through an electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote during such proceedings of the AGM. Members who have cast their vote by Remote e-Voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the member has already cast the vote through Remote e-Voting.
20. A person whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 15th day of September, 2023, shall be entitled to avail of the facility of Remote e-Voting before the AGM as well as e-Voting during the AGM. Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and becomes a Member of the Company after the dispatch of this Notice and holding shares as on the cut-off date, i.e. Friday, 15th day of September, 2023, may obtain the User ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of e-Voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the Remote e-Voting facility. The e-Voting module during the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
22. Mr. Mayank Arora, Partner of M/s. Mayank Arora & Co., Company Secretaries (Membership No. FCS 10378 & CP No. 13609) has been appointed as the Scrutinizer by the Board to scrutinize the Remote e-Voting process before the AGM as well as Remote e-Voting during the AGM in a fair and transparent manner.
23. The Scrutinizer will submit his report to the Chairman, or any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through Remote e-Voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges on which the Company's shares are listed, CDSL, and RTA, and will also be displayed on the Company's website at [www.mangroup.com](http://www.mangroup.com).
24. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM from their registered email address mentioning their name, DP ID and Client ID number /folio number, and mobile number to reach the Company's email address at [cs@maninds.org](mailto:cs@maninds.org) before 5.00 p.m. (IST) on Friday, 15th day of September, 2023. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest, post the conclusion of the AGM.
25. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN, and mobile number at [cs@maninds.org](mailto:cs@maninds.org) by Friday, 15th day of September, 2023 (5:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker on the dedicated email id [cs@maninds.org](mailto:cs@maninds.org) will be allowed to express their views/ask questions during the AGM. When a pre-registered speaker is invited to speak at the meeting, but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
26. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, VOTING DURING THE MEETING, AND JOINING THE ANNUAL GENERAL MEETING ARE AS UNDER:

The Remote e-Voting period begins on Tuesday, 19th day of September, 2023, at 9:00 a.m. (IST) and ends on Thursday, 21st day of September, 2023, at 5:00 p.m. (IST). The Remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 15th day of September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, Friday, 15th day of September, 2023.



**Remote e-Voting instructions for shareholders:**

- (i) The voting period begins on Tuesday, 19th day of September, 2023 and ends on Thursday, 21st day of September, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 15th day of September, 2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide Remote e-Voting facility to its shareholders, in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting Service Providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** 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.

Pursuant to abovesaid SEBI Circular, Login method **for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon &amp; New System Myeasi Tab.</li> <li>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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 &amp; 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.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK"; else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@maninds.org](mailto:cs@maninds.org), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

#### **OTHER INFORMATION RELATED TO E-VOTING:**

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Friday, 15th day of September, 2023 only shall be entitled to avail the facility of e-Voting, either through Remote e-Voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- b. Members who have cast their vote by Remote e-Voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including Remote e-Voting, then voting done through Remote e-Voting shall prevail and other shall be treated as invalid.
- c. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 15th day of September, 2023.
- d. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for Remote e-Voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-Voting manual available at [www.evotingindia.com](http://www.evotingindia.com) or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [cs@maninds.org](mailto:cs@maninds.org).

- e. Every client ID no./folio no. will have one vote, irrespective of the number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is First/higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- f. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no./folio no., which may be used for sending future communication(s).

## **GENERAL INSTRUCTIONS**

- i. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for a better experience.
- ii. Shareholders/ Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- iii. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- iv. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-Voting at the AGM.
- v. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than 2 working days of the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- vi. The results along with the consolidated Scrutinizer's Report shall be declared by means of:
  - (a) dissemination on the website of the Company i.e. [www.mangroup.com](http://www.mangroup.com) and website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and
  - (b) communication to BSE Limited and National Stock Exchange of India Limited, thereby enabling them to disseminate the same on their respective websites.

**Place: Mumbai**  
**Date: August 7, 2023**

**By Order of the Board of Directors**

**Regd. Office:**  
**'MAN HOUSE'**  
**101, S.V. Road, Opp. Pawan Hans,**  
**Vile Parle (West), Mumbai - 400 056**

**Rahul Rawat**  
**Company Secretary**



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

### Item No. 4

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, mandate audit of the cost accounting records of the Company in respect of certain product categories. Accordingly, the Board of Directors based on the recommendation of the Audit Committee appointed M/s. M. P. Turakhia & Associates, Cost Accountants as the Cost Auditors of the Company for the FY 2023-24 at a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty-Five Thousand Only) plus applicable taxes in connection with the audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is required to be ratified by the Members of the Company. Accordingly, consent of the members is sought for approving the Ordinary Resolution set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24 as stated above.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

### Item No.5

Mr. R. C. Mansukhani (DIN: 00012033), Chairman and Director of the Company was re-appointed for a period of five years at the 30th Annual General Meeting of the Company held on September 28, 2018 on the terms and conditions including payment of remuneration as mentioned therein.

At the time of his re-appointment, the Company had adequate profits and the remuneration paid/ payable to Mr. R. C. Mansukhani was well within the limits prescribed under the Companies Act, 2013. However, due to inadequacy of profits during financial year 2022-23, the remuneration paid to Mr. R.C. Mansukhani during the said financial year exceeded the limits as prescribed under Section 197 read with Schedule V of the Companies Act 2013. Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a Special Resolution.

The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. R. C. Mansukhani is justified in terms of their key role within the Company.

The Nomination and Remuneration Committee and the Board at their meeting(s) subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. R. C. Mansukhani and, in the interest of the Company have also recommended the aforesaid resolution as set out at Item No. 5 of the Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a Special Resolution be obtained for the waiver of recovery of excess remuneration paid to Mr. R. C. Mansukhani.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Save and except Mr. R.C. Mansukhani and their relatives to the extent of their shareholding interest, if any, none of the other Director.

### Item No. 6

Mr. Rameshchandra Mansukhani, aged around 67 years, was re-appointed as Chairman, Whole Time Director and Key Managerial Personnel of the Company at the 30th Annual General Meeting held on Friday, September 28, 2018 for a period of five years with effect from September 26, 2018 at remuneration within the overall limit provided in Schedule V of the Companies Act, 2013. The present term of office of Mr. Rameshchandra Mansukhani as Chairman, Whole Time Director and Key Managerial Personnel of the Company will expire on September 25, 2023.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their respective meetings approved, subject to further approval of the Members, re-appointment of Mr. Rameshchandra Mansukhani as Chairman, Whole Time Director and Key Managerial Personnel of the Company, not liable to retire

by rotation, for a period of 5 (Five) years with effect from September 26, 2023 to September 25, 2028.

In terms of Section 196(3)(a) of the Companies Act, 2013, consent of the Members by way of Special Resolution is required for the appointment or continuation of directorship of the Managing Director or Whole Time Director or Manager of the Company who have attained the age of 70 years. Mr. Rameshchandra Mansukhani, Chairman, Whole Time Director and Key Managerial Personnel shall attain his age of 70 years during the tenure of present re-appointment and therefore, the approval of the Members by way of Special Resolution is sought and the explanatory statement indicating the justification for his re-appointment is given hereunder.

In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company by way of Special Resolution is required, for the remuneration or compensation payable to Mr. Rameshchandra Mansukhani, Chairman, Whole Time Director and Key Managerial Personnel, who is also the promoter or member of the promoter group, if the annual remuneration payable to him exceeds ₹ 5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to him exceeds 5 per cent of the net profits of the Company.

Mr. Rameshchandra Mansukhani, Chairman, Whole Time Director and Key Managerial Personnel is the First Generation Entrepreneur and a Visionary Laeder with over four decades of industrial experience. Since inception of the Man Group, he has been the core strength behind the progress of the group. He has set up successful business not only in India but also in United Kingdom and United Arab Emirates. He has dedicated 50 years of life to manufacturing and has been the driving force behind several new manufacturing facilities involving diverse technologies that have raised Man Group. Hence, he should be re-appointed despite his attaining age of 70 years during the continuation of his re-appointment.

In order to enable the Company to continue to reap benefits from his wide and varied knowledge and experience, considering the responsibility entrusted to him, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company in the General Meeting, thought fit to re-appoint him as a Chairman, Whole Time Director and Key Managerial Personnel for a further period of 5 (Five) years on the terms and conditions of remuneration enumerated in the resolution. His service as a Chairman, Whole Time Director and Key Managerial Personnel of the Company will be valuable for the growth of the Company.

The Company has also received from him:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,
- iii. A certificate that he is not disqualified to be appointed as Director under Section 164(1) of the Act,
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, on the basis of due verification, the Company hereby ensures that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The profile and specific areas of expertise of Mr. Rameshchandra Mansukhani and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as annexure to this Notice.

The Company will enter into a new agreement with Mr. Rameshchandra Mansukhani for his re-appointment as Chairman, Whole Time Director and Key Managerial Personnel of the Company embodying the principle terms and conditions enumerated in the resolution. Pursuant to Section 190 of the Companies, Act, 2013, a copy of the draft agreement proposed to be entered into will be open for inspection by the members of the Company at the Registered Office of the Company on any working day between 10.00 A.M. to 5.00 P.M.

The terms and conditions of re-appointment and remuneration payable to Mr. Rameshchandra Mansukhani as Chairman, Whole Time Director and Key Managerial Personnel of the Company as set out in the Notice and Explanatory Statement should be treated as an abstract of the terms of his appointment and memorandum under Section 190 of the Companies Act, 2013. Further, Mr. Rameshchandra Mansukhani satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Whole-Time Director and Key Managerial Personnel.

However, the Board of Directors may be authorized to vary and revise the said terms and conditions of remuneration and grant suitable increases whether by way of salary, commission, allowances and other perquisites subject to the limits set out in the existing applicable Schedule V of the Companies Act, 2013.

Except Mr. Rameshchandra Mansukhani and his relatives none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the accompanying the Notice.

The Board recommends the Special Resolution set out in Item No.6 of the Notice for approval by the Members.

#### **Item No. 7**

Mr. Nikhil Mansukhani, aged around 39 years, was re-appointed as Managing Director of the Company at the 30th Annual General Meeting held on Friday, September 28, 2018 for a period of five years with effect from October 3, 2018 at remuneration within the overall limit provided in Schedule V of the Companies Act, 2013. The present term of office of Mr. Nikhil Mansukhani as Managing Director of the Company will expire on October 2, 2023.

In view of the above and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors at their respective meetings approved, subject to further approval of the Members, re-appointment of Mr. Nikhil Mansukhani as Managing Director and Key Managerial Personnel of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from October 1, 2023 to September 30, 2028.

In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company by way of Special Resolution is required, for the fees or compensation payable to Mr. Nikhil Mansukhani, Managing Director and Key Managerial Personnel, who is also the promoter or member of the promoter group, if the annual remuneration payable to him exceeds Rs.5 Crore or 2.5 per cent of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to him exceeds 5 per cent of the net profits of the Company.

The Company has also received from him:

- i. Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,
- iii. A certificate that he is not disqualified to be appointed as Director under Section 164(1) of the Act,
- iv. Declaration pursuant to BSE Circular No.LIST/COMP/14/2018- 19 dated June 20, 2018, and NSE Circular No.NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

Further, on the basis of due verification, the Company hereby ensures that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

The profile and specific areas of expertise of Mr. Nikhil Mansukhani and other relevant information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as annexure to this Notice.

The Company will enter into a new agreement with Mr. Nikhil Mansukhani for his re-appointment as Managing Director and Key Managerial Personnel of the Company embodying the principle terms and conditions enumerated in the resolution. Pursuant to Section 190 of the Companies, Act, 2013, a copy of the draft agreement proposed to be entered into will be open for inspection by the members of the Company at the Registered Office of the Company on any working day between 10.00 A.M. to 5.00 P.M.

The terms and conditions of re-appointment and remuneration payable to Mr. Nikhil Mansukhani as Managing Director and Key Managerial Personnel of the Company as set out in the Notice and Explanatory Statement should be treated as an abstract of the terms of his appointment and memorandum under Section 190 of the Companies Act, 2013. Further, Mr. Nikhil Mansukhani satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director and Key Managerial Personnel.

However, the Board of Directors may be authorized to vary and revise the said terms and conditions of remuneration and grant suitable increases whether by way of salary, commission, allowances and other perquisites subject to the limits set out in the existing

applicable Schedule V of the Companies Act, 2013.

Except Mr. Nikhil Mansukhani and his relatives none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the accompanying the Notice.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Members.

#### **Item No. 8**

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or by registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, as per the proviso of Section 20(2) of the Companies Act, 2013, a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting (AGM).

Further, listed companies are required to send financial statements:

- (a) by electronic mode to such members whose shareholding is in Demat form and whose E-mail IDs are registered with Depository for communication purposes;
- (b) where Shareholding is held otherwise than by Demat form, to such members who have positively consented in writing for receiving by electronic mode; and
- (c) by dispatch of physical copies through any recognised mode of delivery as specified under Section 20 of the Act, in all other cases.

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out in Item No.8 of the Notice relating to serving the documents including financial statements to the members of the Company on a request through a particular mode. The Board of Directors of your Company, therefore, recommends the passing of resolution as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, in the said resolutions.

**Place: Mumbai**

**Date: August 7, 2023**

**By Order of the Board of Directors**

**Regd. Office:**

**'MAN HOUSE'**

**101, S.V. Road, Opp. Pawan Hans,  
Vile Parle (West), Mumbai - 400 056**

**Rahul Rawat  
Company Secretary**

**Information pursuant to Regulations 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, in respect of Directors seeking appointment / re-appointment at the Annual General Meeting**

Name of the Director	Mrs. Heena Vinay Kalantri	Mr. R.C. Mansukhani	Mr. Nikhil Mansukhani
<b>DIN</b>	00149407	00012033	02257522
<b>Date of Birth</b>	31.12.1982	23.07.1956	21.12.1984
<b>Age</b>	41	67	39
<b>Qualifications</b>	Post-Graduation in Management from United Kingdom	M.A. Economics and Bachelor of Law	Graduate from King's College, UK; Bachelor of Engineering & Business
<b>Expertise in Specific Functional Areas</b>	<p>Mrs. Heena Vinay Kalantri has a varied experience in the field of marketing, finance and specializes in Human Resource Management.</p> <p>Mrs. Heena Vinay Kalantri has previously worked in different verticals in Man Industries (India) Limited &amp; then forayed herself into retail venture. She started M Concepts Retail LLP in September 2007 &amp; has diversified the business into various other segments. Under the leadership of Mrs. Heena Vinay Kalantri, M Concepts Retail LLP has grown manifold both in terms of manpower employment and in revenues.</p>	<p>Mr. R.C. Mansukhani is the First Generation Entrepreneur and a Visionary Leader with over four decades of industrial experience. Since inception of the Man Group, he has been the core strength behind the progress of the group. He has set up successful business not only in India but also in United Kingdom and United Arab Emirates.</p> <p>He is actively involved in the social welfare activities. He holds PhD in International Economics and Finance from France, Masters Degree in Economics and Bachelors in Law from Vikram University, Ujjain (MP). He has dedicated 50 years of life to manufacturing and has been the driving force behind several new manufacturing facilities involving diverse technologies that have raised Man Group.</p>	<p>Mr. Nikhil Mansukhani is associated with Man Industries (India) Ltd. after completing education from the University of London, Bachelor of Engineering (Engineering with Business Management) from King's College, UK since 2011. With his youthful energy and entrepreneur zeal, Mr. Nikhil Mansukhani has revitalized line pipe business with over 9+ years of experience in steel pipes industry. He spearheads business development designing and liasioning. He manages day to day affairs of the Company.</p>
<b>Initial date of Appointment</b>	30.03.2015	19.05.1988	23.11.2011
<b>Date of re-appointment</b>	29.09.2021	26.09.2018	03.10.2018



Name of the Director	Mrs. Heena Vinay Kalantri	Mr. R.C. Mansukhani	Mr. Nikhil Mansukhani
<b>A brief resume of the Directors</b>	Mrs. Heena Vinay Kalantri has previously worked in different verticals in Man Industries (India) Limited & then forayed herself into retail venture. She started M Concepts Retail LLP in September 2007 & has diversified the business into various other segments. Under the leadership of Mrs. Heena Vinay Kalantri, M Concepts Retail LLP has grown manifold both in terms of manpower employment and in revenues.	Mr. R. C. Mansukhani is the First Generation Entrepreneur and a Visionary Leader with over four decades of industrial experience. Since inception of the Man Group, he has been the core strength behind the progress of the group. He has set up successful business not only in India but also in United Kingdom and United Arab Emirates.  He holds PhD in International Economics and Finance from France, Masters Degree in Economics and Bachelors in Law from Vikram University, Ujjain (MP).	Mr. Nikhil Mansukhani is associated with Man Industries (India) Ltd. after completing education from the University of London, Bachelor of Engineering (Engineering with Business Management) from King's College, UK since 2011. With his youthful energy and entrepreneur zeal.
<b>Terms and conditions of appointment / reappointment</b>	As per NRC Policy	As per NRC Policy	As per NRC Policy
<b>Remuneration proposed to be paid</b>	As per NRC Policy	As per NRC Policy	As per NRC Policy
<b>Remuneration last drawn (including sitting fees, if any) for F.Y. 2022-23</b>	1,50,000	7,79,34,969	2,51,22,190
<b>Public Companies in which Directorships is held as on March 31, 2023</b>	<ul style="list-style-type: none"> <li>• Man Global Limited</li> <li>• Man SS Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Man Offshore and Drilling Limited</li> <li>• Man Stainless Steel Tubes Limited</li> <li>• Man SS Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Man Offshore and Drilling Limited</li> <li>• Man Stainless Steel Tubes Limited</li> <li>• Man SS Limited</li> </ul>
<b>Chairman of Committees formed by Board of other Listed Companies of which he/she is a Director as on March 31, 2023</b>	Nil	Nil	Nil
<b>Member of Committees formed by Board of other Listed Companies of which he/she is a Director as on March 31, 2023</b>	Nil	Nil	Nil
<b>Shareholding in the Company as on March 31, 2023</b>	23,61,511	1,37,54,992	35,86,285