

MANAKSIA STEELS LIMITED

Regd Office : Bikaner Building , 3rd Floor, 8/1, Lal Bazar Street, Kolkata - 700 001
Corporate Identity Number : ~~U27101WB2001PLC138341~~
Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

Corporate Identity Number : L27101WB2001PLC138341

Date: 23rd September, 2017

Sec/Steel/148

The Secretary
BSE Limited
New Trading Wing
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400 001

The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block- "G"
5th Floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400 051

Dear Madam/Sir,

Subject: Voting Results of 16th Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

In Compliance with the Regulation 44(3) of the Listing Regulations, please find enclosed the details of voting results in prescribed format of the business(es) transacted at the 33rd Annual General Meeting of the Company held on 22nd September, 2017 at Bhasha Bhawan, National Library Auditorium, at Belvedere Road, Kolkata- 700 027. We are enclosing herewith the Consolidated Scrutinizer Report on Remote E-voting and Poll for your information and records.

Date of AGM	22nd September, 2017
Total number of shareholders on record date i.e 15th September, 2017	22,265
Total No. of shareholders present in the meeting either in person or through proxy:	489
Promoters and Promoter Group:	5
Public:	484
No. of shareholders attended the meeting through video conferencing:	None
Promoters and Promoter Group	
Public	

Resolution No. 1: To consider and adopt Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

Resolution required- Ordinary/Special				Ordinary				
Whether Promoter/Promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42543440	42,543,440	100.0000	42,543,440	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	-	42,543,440	-	100.0000	-
Public Institutions	E-voting	414208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22576402	112,700	0.4992	112,451	249	99.7791	0.2209
	Poll		12,433,552	55.0732	12,433,552	-	100.0000	-
	Total		12,546,252	55.5724	12,546,003	249	99.9980	0.0020
Total		65534050	55,089,692	84.0627	55,089,443	249	99.9995	0.0005

Resolution No. 2: To appoint a Director in place of Mr. Varun Agarwal (DIN: 00441271), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Resolution required- Ordinary/Special				Ordinary				
Whether Promoter/Promoter group are interested in the agenda/resolution				Yes				



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Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42543440	42,543,440	100.0000	42,543,440	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	-	42,543,440	-	100.0000	-
Public Institutions	E-voting	414208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22576402	112,660	0.4990	112,260	400	99.6449	0.3551
	Poll		12,433,552	55.0732	12,433,552	-	100.0000	-
	Total		12,546,212	55.5722	12,545,812	400	99.9968	0.0032
Total		65534050	55,089,652	84.0626	55,089,252	400	99.9993	0.0007

Resolution 3: To ratify the appointment of statutory auditors and fix their remuneration and in this connection to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with a Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors and the resolution passed by the members at the 13th Annual General Meeting (AGM), the appointment of M/s. S. K. Agrawal & Company, Chartered Accountants (Firm Registration No. 306033E), as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of the 13th AGM (FY - 2013-14) till the conclusion of the 18th AGM (FY- 2018-19) of the Company, be and is hereby ratified, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, and mutually agreed upon by the Statutory Auditors, in addition to the reimbursement of all out-of-pocket expenses in connection thereto."

Resolution required- Ordinary/Special				Ordinary				
Whether Promoter/Promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42543440	42,543,440	100.0000	42,543,440	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	-	42,543,440	-	100.0000	-
Public Institutions	E-voting	414208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22576402	112,660	0.4990	112,411	249	99.7790	0.2210
	Poll		12,433,552	55.0732	12,433,552	-	100.0000	-
	Total		12,546,212	55.5722	12,545,963	249	99.9980	0.0020
Total		65534050	55,089,652	84.0626	55,089,403	249	99.9995	0.0005

Resolution No. 4: 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 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Varun Agrawal (DIN: 00441271), Managing Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Varun Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act .

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Varun Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company, be and are hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this Resolution."

Resolution required- Ordinary/Special	Special
Whether Promoter/Promoter group are interested in the agenda/resolution	Yes



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Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42543440	42,543,440	100.0000	42,543,440	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	-	42,543,440	-	100.0000	-
Public Institutions	E-voting	414208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22576402	112,524	0.4984	112,260	264	99.7654	0.2346
	Poll		12,433,552	55.0732	12,433,552	-	100.0000	-
	Total		12,546,076	55.5716	12,545,812	264	99.9979	0.0021
Total		65534050	55,089,516	84.0624	55,089,252	264	99.9995	0.0005

Resolution 5: 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 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Vineet Agrawal (DIN: 00441223), Whole-time Director of the Company designated as Chief Executive Officer(CEO), liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Vineet Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Vineet Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company, be and are hereby authorised to do all such acts and to take all such steps as may be considered necessary, proper and expedient to give effect to this Resolution."

Resolution required- Ordinary/Special				Special				
Whether Promoter/Promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42543440	42,543,440	100.0000	42,543,440	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	-	42,543,440	-	100.0000	-
Public Institutions	E-voting	414208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22576402	112,660	0.4990	112,240	420	99.6272	0.3728
	Poll		12,433,552	55.0732	12,433,552	-	100.0000	-
	Total		12,546,212	55.5722	12,545,792	420	99.9967	0.0033
Total		65534050	55,089,652	84.0626	55,089,232	420	99.9992	0.0008

Resolution 6: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s B. Mukhopadhyay & Co., Cost Accountants, (Firm Registration No. 000257) the Cost Auditors appointed by the Board of Directors of the Company, in its meeting held on 19th May 2017, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid a remuneration as may be decided by the Board of Directors based on the recommendation of Audit Committee and mutually decided between the Managing Director and the Cost Auditor in addition to reimbursement of out of pocket expenses incurred for conducting such audit.

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



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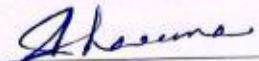
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Resolution required- Ordinary/Special				Ordinary				
Whether Promoter/Promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42543440	42,543,440	100.0000	42,543,440	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	-	42,543,440	-	100.0000	-
Public Institutions	E-voting	414208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22576402	112,660	0.4990	112,411	249	99.7790	0.2210
	Poll		12,433,552	55.0732	12,433,552	-	100.0000	-
	Total		12,546,212	55.5722	12,545,963	249	99.9980	0.0020
Total		65534050	55,089,652	84.0626	55,089,403	249	99.9995	0.0005

Thanking you,
Yours faithfully,
For Manaksia Steels Limited


Ajay Sharma
Company Secretary
Membership No. : A34079
1/26, Ganpat Rai Khemka Lane,
Liluah, Howrah - 711 204



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

To,
The Chairman,
Manaksia Steels Limited
Bikaner Building,
8/1, Lal Bazar Street, Bikaner Building
Kolkata - 700 001, India

Re: Consolidated Report of Scrutinizer for 16th Annual General Meeting of the Shareholders of Manaksia Steels Limited (hereinafter referred to as "Company") held at Bhasha Bhawan, National Library Auditorium, near Alipore zoo at Belvedere Road, Kolkata - 700 027, on Friday, 22nd September, 2017 at 12.30 P.M.

Dear Sir,

In terms of authority of the board resolution 17th July, 2017, the Company has appointed the undersigned, Arun Kumar Maitra, Partner at Vinod Kothari & Company, Practising Company Secretaries, having its office at 1006-1009 Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the scrutinizer for the purpose of the voting process on the below mentioned resolution(s) at the 16th Annual General Meeting of the Company, held at Bhasha Bhawan, National Library Auditorium, near Alipore zoo at Belvedere Road, Kolkata - 700 027, on Friday, 22nd September, 2017 at 12.30 P.M.

We have separately, on even date, given our report for the results of the polling process carried at the Meeting, as required by Section 109 of the Companies Act, 2013. This consolidated report is to be read along with the other report.

We hereby submit our Consolidated Report as under:

- 1) The results of the voting on each resolution by adding the votes of the poll in favour or against a resolution with the remote e-voting in favour or against the same resolution are as under:

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022
22614021; 022 30447498

Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016



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www.india-financing.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.01	132	55089443	99.9995	7	249	0.0005	7	1404
No.02	128	55089252	99.9993	10	400	0.0007	7	1404
No.03	131	55089403	99.9995	7	249	0.0005	7	1404
No.04	128	55089252	99.9995	9	264	0.0005	7	1404
No.05	127	55089232	99.9992	11	420	0.0008	7	1404
No. 06	131	55089403	99.9995	7	249	0.0005	7	1404

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

- 2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the 16th Annual General Meeting is as under:

Resolution No. 1: To consider and adopt Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon;

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.0000	42543440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42543440	100.0000	42543440	0	100.0000	0.0000
Public-Institutions	E-Voting	414208	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22576402	112700	0.4992	112451	249	99.7791	0.2209
	Poll		12433552	55.0732	12433552	0	100.0000	0.0000
	Total		12546252	55.5724	12546003	249	99.9980	0.0020
Total		65534050	55089692	84.0627	55089443	249	99.9995	0.0005

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22614021; 022 30447498

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution No. 2: To appoint a Director in place of Mr. Varun Agarwal (DIN: 00441271), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.0000	42543440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42543440	100.0000	42543440	0	100.0000	0.0000
Public-Institutions	E-Voting	414208	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22576402	112660	0.4990	112260	400	99.6449	0.3551
	Poll		12433552	55.0732	12433552	0	100.0000	0.0000
	Total		12546212	55.5722	12545812	400	99.9968	0.0032
Total		65534050	55089652	84.0626	55089252	400	99.9993	0.0007

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022 22614021; 022 30447498

Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016



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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution 3: To ratify the appointment of statutory auditors and fix their remuneration and in this connection to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with a Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors and the resolution passed by the members at the 13th Annual General Meeting (AGM), the appointment of M/s. S. K. Agrawal & Company, Chartered Accountants (Firm Registration No. 306033E), as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of the 13th AGM (FY – 2013-14) till the conclusion of the 18th AGM (FY- 2018-19) of the Company, be and is hereby ratified, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, and mutually agreed upon by the Statutory Auditors, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.”

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VINOD KOTHARI & COMPANY

Practising Company Secretaries

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.0000	42543440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42543440	100.0000	42543440	0	100.0000	0.0000
Public-Institutions	E-Voting	414208	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22576402	112660	0.4990	112411	249	99.7790	0.2210
	Poll		12433552	55.0732	12433552	0	100.0000	0.0000
	Total		12546212	55.5722	12545963	249	99.9980	0.0020
Total		65534050	55089652	84.0626	55089403	249	99.9995	0.0005

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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution No. 4: 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 and other applicable provisions, if any, of the Companies Act, 2013(the “Act”) read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Varun Agrawal (DIN: 00441271), Managing Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Varun Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act .

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Varun Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company, be and are hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this Resolution.”

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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution required:			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.0000	42543440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42543440	100.0000	42543440	0	100.0000	0.0000
Public-Institutions	E-Voting	414208	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22576402	112524	0.4984	112260	264	99.7654	0.2346
	Poll		12433552	55.0732	12433552	0	100.0000	0.0000
	Total		12546076	55.5716	12545812	264	99.9979	0.0021
Total		65534050	55089516	84.0624	55089252	264	99.9995	0.0005

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PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution 5: 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 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Vineet Agrawal (DIN: 00441223), Whole-time Director of the Company designated as Chief Executive Officer(CEO), liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Vineet Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Vineet Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

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

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PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution required:			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.0000	42543440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42543440	100.0000	42543440	0	100.0000	0.0000
Public-Institutions	E-Voting	414208	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22576402	112660	0.4990	112240	420	99.6272	0.3728
	Poll		12433552	55.0732	12433552	0	100.0000	0.0000
	Total		12546212	55.5722	12545792	420	99.9967	0.0033
Total		65534050	55089652	84.0626	55089232	420	99.9992	0.0008

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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution 6: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s B. Mukhopadhyay & Co., Cost Accountants, (Firm Registration No. 000257) the Cost Auditors appointed by the Board of Directors of the Company, in its meeting held on 19th May 2017, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, be paid a remuneration as may be decided by the Board of Directors based on the recommendation of Audit Committee and mutually decided between the Managing Director and the Cost Auditor in addition to reimbursement of out of pocket expenses incurred for conducting such audit.

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

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Udyog Aadhaar Number - WB10D0000448

Resolution required:			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.0000	42543440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42543440	100.0000	42543440	0	100.0000	0.0000
Public-Institutions	E-Voting	414208	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	22576402	112660	0.4990	112411	249	99.7790	0.2210
	Poll		12433552	55.0732	12433552	0	100.0000	0.0000
	Total		12546212	55.5722	12545963	249	99.9980	0.0020
Total		65534050	55089652	84.0626	55089403	249	99.9995	0.0005

Note: For the purpose of this report, we have relied upon the figures provided by the RTA. Further, invalid votes/polling papers have not been taken into account for counting valid votes.

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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

All the above resolutions are passed with requisite majority.

- 3) The details of the remote e-voting, polling process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Company Secretary/Authorised Representative authorized by the Board for safe keeping.

Place: Kolkata

Date: 24th September, 2017

For Vinod Kothari & Company
Practising Company Secretaries



Arun Kumar Maitra
Partner
CP No.:14490

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