

Alum/2022-23/26

Date: 20.09.2022

The Secretary

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip Code: 539045

The Manager

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block "G"
Bandra Kurla Complex,
Bandra East,
Mumbai- 400051

Symbol: MANAKALUCO

Dear Madam/Sir,

Sub: Minutes of 12th Annual General Meeting of Manaksia Aluminium Company Limited

We enclosed herewith copy of the minutes of the proceedings of the 12th Annual General Meeting of the Company held on 13th September, 2022 conducted through Video Conferencing/Other Audio Visual Means.

We shall request you to kindly take it on records.

Thanking you,

Yours faithfully,

For Manaksia Aluminium Company Limited

Digitally signed by JAIN
VIVEK
Date: 2022.09.20
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Vivek Jain

Company Secretary & Compliance Officer

MINUTES OF THE PROCEEDINGS OF THE 12TH (TWELFTH) ANNUAL GENERAL MEETING OF MANAKSIA ALUMINIUM COMPANY LIMITED HELD AT ITS REGISTERED OFFICE AT 8/1, LAL BAZAR STREET, BIKANER BUILDING, 3RD FLOOR, KOLKATA-700 001 ON TUESDAY, 13TH DAY OF SEPTEMBER, 2022 COMMENCED AT 01.00 P.M. (IST) AND CONCLUDED AT 02.21 P.M. (IST) (INCLUDING THE TIME ALLOWED FOR E-VOTING AT AGM) THROUGH VIDEO CONFERENCING AND OTHER AUDIO/VISUAL MEANS

PRESENT THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS

Name of the Directors	Category & Designation
Mr. Sunil Kumar Agrawal	Managing Director
Mr. Anirudha Agrawal	Non- Executive Director
Mr. Chandan Ambaly	Independent Director
Mr. Dipak Bhattacharjee	Whole-time Director
Ms. Supriya Biswas	Independent Director
Mr. Shuvendu Sekhar Mohanty	Independent Director

IN ATTENDANCE

Name	Designation
Mr. Vivek Jain	Company Secretary
Mr. Ashok Agarwal	Chief Financial Officer

BY INVITATION

Name	Designation
Mr. Honey Agarwal	Partner of M/s. Dangi Jain & Co., Chartered Accountants, Statutory Auditors
Mr. Asit Kumar Labh	Secretarial Auditor and scrutinizer for the meeting from M/s A.K Labh & Co.

Mr. Vivek Jain, Company Secretary welcomed the Members to the 12th Annual General Meeting of the Company. The members were informed that in view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), which allowed the companies to conduct their AGM through VC/OAVM without the physical presence of members at a common venue. Thereafter he briefed out the guidelines & rules and regulations (including e-voting procedure) under which this AGM had been conducted through VC / OAVM.

The members were further informed that the Notice dated 29th July, 2022 and Annual Report of the Company had been emailed to only those shareholders whose Email-id are registered with the Company/Depository Participant(s).

**JAIN
VIVEK**

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The members were also informed that the following documents and Registers were placed on the website of the Company for inspection by the members:

- (i) Notice convening the 12th Annual General Meeting;
- (ii) Annual Report for the Financial Year 2021-22;
- (iii) The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting).

The Company Secretary informed that Mr. Ajay Kumar Chakraborty, was unable to attend the AGM due to certain health related issue, therefore, Mr. Sunil Kumar Agrawal, was elected as the Chairman of the Meeting mutually by all the Directors of the company. Mr. Ajay Kumar Chakraborty, Chairman of Audit Committee had also authorised Mr. Chandan Ambaly to represent him on his behalf.

Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee were also present at the meeting.

Mr. Sunil Kumar Agrawal, welcomed members at the 12th AGM of the Company and also express his gratitude towards the members of the Board for electing him as the Chairman for this meeting in absence of Mr. Ajay Kumar Chakraborty.

The Chairman then introduces every member of the Board of Directors and other Invitees who had joined the meeting and also call out their respective place from where members have joined the meeting.

The Chairman thereafter informed the members that as per the confirmation received from the Company Secretary, the requisite quorum required under the Companies Act, 2013, was present at the meeting and the meeting was declared as open.

In aggregate, 67 Members had joined the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Video Means ('OAVM').

The Chairman also addressed the members and delivered his speech. The Chairman highlights the business of the Company, performance of the Company in Financial Year 2021-22, Economic Overview i.e., Global GDP Growth in comparison to India GDP Growth and Projection for the Financial Year 2022-23.

The Chairman also appreciates the dedicated efforts of all employees, Board members and also shareholders for their continuous trust on the entire Manaksia Aluminium team.

Thereafter Mr. Anirudha Agrawal, addressed the shareholders regarding the future outlook of the Company.

The Chairman thereafter informed the members that since the Annual Report of the Company for the Financial Year 31st March, 2022 are with the members , so Directors Report, Audited Annual Financial Statements and the Auditors Report thereon, Notice dated 29th July, 2022 along with the Explanatory Statement is taken as read.

Thereafter the Company Secretary as per the Chairman request read out the businesses set out in the Notice of the Meeting:

Ordinary Business as set out in the notice are:

- 1) To consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Dipak Bhattacharjee (DIN: 08665337), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Special Business as set out in the notice are:

- 3) To approve re-appointment of Mr. Dipak Bhattacharjee (DIN: 08665337) as a Whole-time Director of the Company for period of 3 (three) years w.e.f. 1st February, 2023.
- 4) To ratify the remuneration payable to M/s S. Chhaparia & Associates., Cost Accountants for the Financial Year ended 2022-23

The Chairman thereafter informed shareholders (who register themselves as speaker), to raise their queries in sequence order whose name be called out.

The Company Secretary then called out the name of shareholders in order and following speaker addressed their queries:

- 1) Mr. Ashit Kumar Pathak
- 2) Mr. Manoj Kumar Gupta
- 3) Mr. Santosh Kumar Saraf
- 4) Mr. Amit Kumar Banerjee
- 5) Mr. Sujan Modak

The Chairman thanked the members for taking keen interest in the affairs of the Company. The queries/observations were duly addressed by the Chairman/Managing Director of the Company.

The Chairman then informed the members present to cast their vote through E-voting if they have not casted their vote earlier through remote e-voting and also informed that the Company had appointed Mr. Asit Kumar Labh from M/s. A.K. Labh & Co. ,Company Secretary as Scrutinizer for the AGM to scrutinize evoting process in fair and transparent manner.

The Chairman thanked the members for their participation in the proceedings and conveyed his best wishes to the member and their family during this tough time.

The meeting concluded at 02:21 P.M. (including the time allowed for e-voting at AGM) with a vote of thanks by Mr. Shuvendu Sekhar Mohanty, Independent Director of the Company.

Further on the basis of Consolidated Scrutinizer's Report dated 14th September, 2022 on remote e-voting, 4 (Four) Resolutions as set out in Notice dated 29th July, 2022 have been passed with requisite majority. The details of voting results are as under:

AGENDA-WISE RESULT

Resolution No. 1: To consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.

Resolution required:			Ordinary Resolution					
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	47746365	47282305	99.0281	47282305	0	100	0
	Poll		0	0	0	0	0	0
	Total		47282305	99.0281	47282305	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	17787685	7527110	42.3164	7527029	81	99.9989	0.0011
	Poll		0	0	0	0	0	0
	Total		7527110	42.3164	7527029	81	99.9989	0.0011
Total		65534050	54809415	83.6350	54809334	81	99.9999	0.0011

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	130550

Resolution No.2: To appoint a Director in place of Mr. Dipak Bhattacharjee (DIN: 08665337), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution required:			Ordinary Resolution					
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	47746365	47282305	99.0281	47282305	0	100	0
	Poll		0	0	0	0	0	0
	Total		47282305	99.0281	47282305	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	17787685	7527110	42.3164	7527006	104	99.9986	0.0014
	Poll		0	0	0	0	0	0
	Total		7527110	42.3164	7527006	104	99.9986	0.0014
Total		65534050	54809415	83.6350	54809311	104	99.9998	0.0002

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	130550

Resolution 3: To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in accordance with the Articles of Association of the Company and as recommended by the Audit Committee and Nomination & Remuneration Committee of the Board, approval of the members be and is hereby accorded for the re-appointment of Mr. Dipak Bhattacharjee (DIN: 08665337), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years from the expiry of his present term of office, i.e., with effect from 01st February, 2023 on such terms and conditions including remuneration as set out in the Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as “the Board”) to alter and vary the terms and conditions of the said appointment and / or remuneration in such manner as may mutually agreed between the Board

and Mr. Dipak Bhattacharjee provided that such variation or increase, as case may be, is within the overall limits as specified 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. Dipak Bhattacharjee 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.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and also to do all the acts, deeds, matters and things as necessary and incidental thereto.”

Resolution required:			Ordinary Resolution					
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	47746365	47282305	99.0281	47282305	0	100	0
	Poll		0	0	0	0	0	0
	Total		47282305	99.0281	47282305	0	100	0
Public - Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	17787685	7527110	42.3164	7527008	102	99.9986	0.0014
	Poll		0	0	0	0	100	0
	Total		7527110	42.3164	7527008	102	99.9986	0.0014
Total		65534050	54809415	83.6350	54809313	102	99.9998	0.0002

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	130550

Resolution 4: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Audit Committee and authorized by the Board of Directors to Managing Director to mutually decide the remuneration with the Cost Auditor, consent of the members be and is hereby accorded for ratification of the remuneration of M/s S. Chhaparia & Associates., Cost Accountants, (Firm Registration No. 101591), of ` 1,00,000/- for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2023, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution and also to do all the acts, deeds, matters and things as necessary and incidental thereto.”

Resolution required:			Ordinary Resolution					
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	47746365	47282305	99.0281	47282305	0	100	0
	Poll		0	0	0	0	0	0
	Total		47282305	99.0281	47282305	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	17787685	7527110	42.3164	7526807	303	99.9960	0.0040
	Poll		0	0	0	0	0	0
	Total		7527110	42.3164	7526807	303	99.9960	0.0040
Total		65534050	54809415	83.6350	54809112	303	99.9994	0.0006

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	130550

Place: Kolkata

Date :

Sunil Kumar Agrawal
Chairman

**CERTIFIED TRUE COPY
MANAKSIA ALUMINIUM COMPANY LIMITED**

JAIN

VIVEK

Company Secretary

Digitally signed by
JAIN VIVEK
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