

Sec/Coat/ 329

Date: 19.10.2020

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
P J Tower, Dalal Street,
Mumbai - 400 001
Scrip Code: 539046

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

Madam/Sir,

Sub: Minutes of 10th Annual General Meeting

We enclosed herewith copy of the minutes of the proceedings of the 10th Annual General Meeting of the Company held on 24th September, 2020 conducted through Video Conferencing/Other Audio Visual Means.

We shall request you to kindly take it on records.

Thanking You

Yours Faithfully

For Manaksia Coated Metals & Industries Limited





Sailja Gupta

(Company Secretary & Compliance Officer)

Encl: a/a

MINUTES OF THE PROCEEDINGS OF THE TENTH ANNUAL GENERAL MEETING OF MANAKSIA COATED METALS & INDUSTRIES LIMITED HELD ON THURSDAY THE 24TH DAY OF SEPTEMBER, 2020 COMMENCED AT 04:30 P.M. AND CONCLUDED AT 05:45 P.M (INCLUDING THE TIME FOR E-VOTING) THROUGH VIDEO CONFERENCING AND OTHER AUDIO VISUAL MEANS

PRESENT THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS

Mr. Sushil Kumar Agrawal	Managing Director
Mr. Anirudha Agrawal	Non- Executive Director
Mr. Debasis Banerjee	Whole-time Director
Ms. Gargi Singh	Independent Director
Mr. Karan Agrawal	Whole-time Director
Mr. Mahabir Prasad Agrawal	Non- Executive Director
Mr. Siddhartha Shankar Roy	Independent Director
Mr. Sunil Kumar Agrawal	Non- Executive Director
Ms. Sailja Gupta	Company Secretary
Mr. Mahendra Kumar Bang	Chief Financial Officer

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

Chairman of the Audit Committee, “Mr. Ajay Kumar Chakraborty” has authorised Ms. Gargi Singh to represent him in the Annual General Meeting.

Mr. Ankit Santhalia, Partner of M/s S. Bhalotia & Co., Statutory Auditors of the Company, Mr. Kamallesh Verma Representative of M/s. S. K. Agrawal & Co. Internal Auditors of the Company, Mr. Deepak Kumar Khaitan, Proprietor of M/s. Deepak Khaitan & Co., Secretarial Auditor and Mrs. Mahak Todi, Partner of Agarwal Todi & Co., Scrutinizer for the meeting were also present at the meeting.

In aggregate, 65 Members have joined the Annual General Meeting (‘AGM’) through Video Conferencing (‘VC’)/Other Audio Video Means (‘OAVM’).

Ms. Sailja Gupta, Company Secretary of the Company welcomed the Members to the 10th Annual General Meeting of the Company and thereafter briefed out the guideline & rules and regulations (including e-voting procedure & Question-Answer Session) under which this AGM has been conducted through VC /OAVM.

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 conducted through the VC/OAVM. The AGM was convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs (MCA), i.e. General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 and other relevant circulars issued by MCA and Securities and Exchange Board of India (SEBI), which allowed the companies to conduct their AGM through VC/OAVM during the calendar year 2020.

The members were further informed that the Notice dated 14th August, 2020 and Annual Report of the Company has been emailed to only those shareholders whose Email-id are registered with the Company/Depository Participant(s) as on cut-off date i.e. 28th August, 2020.

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 10th Annual General Meeting;
- (ii) Annual Report for the FY 2019-20;
- (iii) The Register of Directors’ and Key Managerial Personnel and their shareholdings(remained open for inspection during the meeting);

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Sailja Gupta
Company Secretary

- (iv) The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting).

The Company Secretary thereafter informed the members that the Chairman of the Company, Mr. Ajay Kumar Chakraborty, has expressed his unavailability to join the meeting due to health issue, therefore the Board of Directors has mutually elected Mr. Sushil Kumar Agrawal, Managing Director of the Company to Chair this meeting.

Mr. Sushil Kumar Agrawal, welcomed members at the 10th AGM of the Company and also expressed 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 introduced every member of the Board of Directors and other Invitees who has joined the meeting and also called out their respective place from where Directors has 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.

Thereafter, Mr. Sushil Kumar Agrawal, the Chairman of the Meeting & Mr. Karan Agrawal Whole-time Director addressed the members and delivered their speech. They highlighted the business and performance of the Company in FY 2019-20, Economic Overview i.e. Global GDP Growth in comparison to Indian GDP Growth, Impact of COVID-19 pandemic, Steps taken for prevention of COVID-19 at all manufacturing units and offices, Industry Structure and Developments and Projection and Plans for the FY 2020-21.

The Chairman in his speech highlighted the performance of the Company and stated that the Company reported that the total revenue stood at Rs. 245.85 crores, as compared to Rs. 251.04 crores during year ended 31st March, 2019 and the profit before tax of the Company stood at Rs. 487.89 crores as against Rs. 27.12 crores in the last Financial Year.

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

The Chairman thereafter informed the members that since the Annual Report of the Company are with the members, Directors Report, Financial Statements and the Auditors Report thereon, Notice dated 14th August, 2020 along with the Explanatory Statement was taken as read.

The Chairman then read out the businesses set out in the Notice of the Meeting:

Ordinary Business as set out in the notice were:

- 1) To consider and adopt-
 - (a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of the Board of Directors and Auditors thereon.
 - (b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of the Auditors thereon.
- 2) To appoint a Director in place of Mr. Karan Agrawal (DIN: 05348309), who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint a Director in place of Mr. Debasis Banerjee (DIN: 08164196), who retires by rotation and being eligible offers himself for re-appointment.

Special Business as set out in the notice were:

- 4) To re-appoint Mr. Sushil Kumar Agrawal (DIN: 00091793) as Managing Director of the Company for a period of three years w.e.f 23rd November, 2020.

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Sanjay Gupta
Company Secretary

- 5) To re-appoint Mr. Karan Agrawal (DIN: 05348309) as Whole-time Director of the Company for a period of three years w.e.f 17th November, 2020.
- 6) To re-appoint Mr. Debasis Banerjee (DIN: 08164196) as Whole-time Director of the Company for a period of three years w.e.f 2nd August, 2021.
- 7) To increase the remuneration of Mr. Tushar Agrawal, Vice President holding office or place of profit.
- 8) To alter the object clause of Memorandum of Association of the Company.
- 9) To ratify the remuneration of Cost Auditors for the financial year 2020-21.

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

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

- 1) Mr. Santosh Kumar Saraf
- 2) Mr. Amit Kumar Banerjee

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

The Chairman then informed the members present to cast their vote through E-voting if they have not casted their vote by now and also informed that the Company had appointed M/s Agarwal Todi & Co., Chartered Accountants, as Scrutinizer to conduct the remote e-voting 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 families during this tough time.

The meeting concluded at 05:45 P.M. (including the time of e-voting) with a vote of thanks by Mr. Karan Agrawal, Whole-time Director of the Company.

Further on the basis of Consolidated Scrutinizer's Report dated 25th September, 2020 on remote e-voting, all the resolutions as set out in Notice dated 14th August, 2020 have been passed with requisite majority. The details of voting results are as under:

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Sarita Gupta
Company Secretary

AGENDA-WISE RESULT

Resolution No. 1: To consider and adopt-

(a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of the Board of Directors and Auditors thereon.

(b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2020 and the Report of the 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	44044440	44044440	100.0000%	44044440	0	100%	0
	Poll		0	0	0	0	0	0
	Total		44044440	100.0000%	44044440	0	100%	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7093635	64	99.9991%	0.0009%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7093635	64	99.9991%	0.0009%
Total		65534050	51138139	78.0329%	51138075	64	99.9999%	0.0001%

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MANINDIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary

Resolution No.2: To appoint a Director in place of Mr. Karan Agrawal (DIN: 05348309), 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	44044440	44044440	100.0000%	44044440	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Total		44044440	100.0000%	44044440	0	100.0000%	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7092149	1550	99.9781%	0.0219%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7092149	1550	99.9781%	0.0219%
Total		65534050	51138139	78.0329%	51136589	1550	99.9970%	0.0030%

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 HANCOCK COATED METALS & INDUSTRIES LIMITED
Saija Gupta
 Company Secretary

Resolution No.3: To appoint a Director in place of Mr. Debasis Banerjee (DIN: 08164196), 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?			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	44044440	44044440	100.0000%	44044440	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Total		44044440	100.0000%	44044440	0	100.0000%	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7092121	1578	99.9778%	0.0222%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7092121	1578	99.9778%	0.0222%
Total		65534050	51138139	78.0329%	51136561	1578	99.9969%	0.0031%

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 MANINDIA COATED METALS & INDUSTRIES LIMITED
Saija Gupta
 Company Secretary

Resolution 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 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), and in accordance with the Articles of Association of the Company, approval of the members be and is hereby accorded for the re-appointment of Mr. Sushil Kumar Agrawal (DIN: 00091793), as Managing 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 23rd November, 2020 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. Sushil Kumar Agrawal 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. Sushil Kumar 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.

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

Resolution required:			Special 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	44044440	44044440	100.0000%	44044440	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Total		44044440	100.0000%	44044440	0	100.0000%	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7092149	1550	99.9781%	0.0219%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7092149	1550	99.9781%	0.0219%
Total		65534050	51138139	78.0329%	51136589	1550	99.9970%	0.0030%

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 MANINDIA COATED METALS & INDUSTRIES LIMITED

 Company Secretary

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 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), and in accordance with the Articles of Association of the Company, approval of the members be and is hereby accorded for the re-appointment of Mr. Karan Agrawal (DIN: 05348309), 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 17th November, 2020 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. Karan Agrawal 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. Karan 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.

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

Resolution required:			Special 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	44044440	44044440	100.0000%	44044440	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Total		44044440	100.0000%	44044440	0	100.0000%	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7092649	1050	99.9852%	0.0148%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7092649	1050	99.9852%	0.0148%
Total		65534050	51138139	78.0329%	51137089	1050	99.9979%	0.0021%

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 HANCOCK COATED METALS & INDUSTRIES LIMITED

 Company Secretary

Resolution 6: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a 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), and in accordance with the Articles of Association of the Company, approval of the members be and is hereby accorded for the re-appointment of Mr. Debasis Banerjee (DIN: 08164196), 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 2nd August, 2021 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 be agreed between the Board and Mr. Debasis Banerjee subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and Rules made thereunder, for the time being in force.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Debasis Banerjee 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 any of the Director and/or the Chief Financial Officer/Company Secretary of the Company, be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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	44044440	44044440	100.0000%	44044440	0	100%	0
	Poll		0	0	0	0	0	0
	Total		44044440	100.0000%	44044440	0	100%	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7092146	1553	99.9781%	0.0219%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7092146	1553	99.9781%	0.0219%
Total		65534050	51138139	78.0329%	51136586	1553	99.9970%	0.0030%

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MANINDIA COATED METALS & INDUSTRIES LIMITED

Sanjay Gupta
Company Secretary

Resolution 7: 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 section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Nomination & Remuneration Committee and Audit Committee and the approval of the Board of Directors, consent of the members of the Company be and is hereby accorded to enhance the prescribed limit of the remuneration payable to Mr. Tushar Agrawal (Vice-President) who is relative of Managing Director & Whole-time Director of the Company, and holding office or place of profit in the Company from 1st June, 2015 be increased from Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month to Rs. 4,00,000/- (Rupees Four Lakhs Only) per month as set out in the explanatory statement attached hereto which shall be deemed to form part hereof. The terms and conditions of the said enhancement of remuneration, is in line with the policy of the Company.

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

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	4404440	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7092134	1565	99.9779%	0.0221%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7092134	1565	99.9779%	0.0221%
Total		65534050	7093699	10.8244%	7092134	1565	99.9779%	0.0221%

In pursuance of Section 188 of the Companies Act, 2013 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we have not considered votes casted ‘in favour’ of the related parties of the Company for the purpose of calculation of total votes cast in case of Resolution 7 being related party transaction.

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 MANINDIA COATED METALS & INDUSTRIES LIMITED

 Company Secretary

Resolution 8: To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and Section 4 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder including any modification or re-enactment thereof for the time being in force and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded for alteration of the Objects Clause of the Memorandum of Association (“MOA”) of the Company such that after para 4 of Clause III A, the following new clauses be added to the existing Clause III A of the MOA of the Company and other object clause of MOA of the Company be altered by completely deleting para 11, 26 and 27 Clause III C of MOA and subsequently renumbering the remaining para as 11-25:

5. *To carry on the business of manufacturing, buying, selling, porting, Importing, exchanging, altering, improving, manipulating, recovering and dealing in polymers, Resins, Plastics, Adhesive, Moulding Powders, Printing inks, Lacquers, Varnishes, Coatings, Plasticisers, Solvents, Additives, Pigments, Dyes, Colours, Paints, enamels, Distemper, Polishes, Spirits, Bleaches, Whitewasher, Brightener, Launderer, Bleaching Agent, Brightening Agents, and other Chemicals, Components and product of similar nature and also to undertake making of and dealing in plates, Blocks, films, bromidies and other materials and machineries used in the process of all types of printing.*
6. *To carry on the business of manufacturers, buyers, sellers, dealers, importers and exporters of pesticides, insecticides, fungicides, weedicides and germicides, agro-chemical, agro-chemicalDetergent, washing, preparations, Soaps, toileteries, aerosols, freshners, bathing soap, liquid soap, shower gel, shampoo, hand wash and similar products, washing, detergent soap bar or powder and other surfactants and similar products toilet cleaning powder & liquid and surfactants and floor cleaners and such other incidental and allied products.*
7. *To buy, sell, exchange, improve, maintain and generally deal in real properties and to acquire by purchase or otherwise interests in lands and real property of any tenure, construct houses and buildings thereon, alter, re-build, enlarge and improve existing buildings, factories, lanes, roads, streets, gardens in order to convert the same into profit earning property of the Company; to construct, develop, set up, establish, purchase or otherwise acquire houses, buildings, sheds, godowns, warehouses, cold storages, cinema halls, lodges, hotels, factories, mills, plants, workshops and all other types of immovable properties including any other types of fixtures on land and buildings and to run all or any of these as a business undertaking or to let these out on lease, rent, contract or any other agreement as may be deemed fit; to buy lands, houses, apartments and other immovable properties and to hold, maintain, sell, allot houses, apartments, sheds and other immovables properties or buildings thereof to the shareholders or any other persons and to carry on business of builders, surveyors, architectures, bricks and tiles makers, lime burners houses and estate agents.*

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Sarita Gupta
Company Secretary

RESOLVED FURTHER THAT any of the Director and/or the Chief Financial Officer/Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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	4404440	44044440	100.0000%	44044440	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7092635	1064	99.9850%	0.0150%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7092635	1064	99.9850%	0.0150%
Total		65534050	51138139	10.8244%	51137075	1565	99.9979%	0.0221%

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Sarita Gupta
 Company Secretary

Resolution 9: 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 B. Mukhopadhyay & Co., Cost Accountants, (Firm Registration No. 000257), of Rs. 1,00,000/- for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2021, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

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

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	44044440	44044440	100.0000%	44044440	0	100.0000%	0
	Poll		0	0	0	0	0	0
	Total		44044440	100.0000%	44044440	0	100.0000%	0
Public-Institutions	E-Voting	756	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	21488854	7093699	33.0111%	7093648	51	99.9993%	0.0007%
	Poll		0	0	0	0	0	0
	Total		7093699	33.0111%	7093648	0	99.9993%	0.0007%
Total		65534050	51138139	78.0329%	51138088	0	99.9999%	0.001%

Place: Kolkata

Date:

Sushil Kumar Agrawal

Chairman

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MANINDIA CRATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary