

Sec/Coat/278

Date: 14.10.2019

**The Secretary**  
**BSE Limited**  
New Trading Wing,  
Rotunda Building,  
PJ Tower, Dalal Street,  
Mumbai- 400001  
Scrip Code: 539046

**The Manager**  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block "G"  
5<sup>th</sup> floor, Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051  
**SYMBOL: MANAKCOAT**

**Dear Madam/Sir,**

**Sub: Minutes of the 9<sup>th</sup> Annual General Meeting**

We enclose herewith copy of the Minutes of the proceedings of the 9<sup>th</sup> Annual General Meeting of the Company held on 24<sup>th</sup> September, 2019.

We shall request you to kindly take it on records.

Thanking you,  
Yours faithfully

**For Manaksia Coated Metals & Industries Limited**

*Sailja Gupta*

Sailja Gupta  
(Company Secretary & Compliance Officer)



Encl: a/a



under Section 170 and other Statutory Registers/documents as required under the Companies Act, 2013 remain open and accessible for inspection during the continuance of the Meeting.

The Chairman thereafter addressed the members and delivered his speech.

The Chairman stated the highlights of the performance of the Company for the year 2018-19 and the prospects in the context of the global economy.

The Chairman also stated that the Company is carrying on business of Galvanized Steel, Pre-painted Steel Sheets and Coils and Household Products and Domestic Insecticides in the form of Mosquito Repellent Coils. The Company has been aggressively working on Cost Control Measures and could successfully reduce the costs due to stringent controls on process wastage and effective procurement policy.

The Chairman further highlighted the performance of the Company and stated that the revenue of the Company stood at Rs. 251.04 crores as compared to Rs. 236.03 crores during the year ended on March 31, 2018. However, the Company earned the profit of Rs. 0.29 crores during the year as compared to Rs. 2.75 crores during the year ended on March 31, 2018.

The Chairman also thanked the State and Central Governments, business associates, bankers and other stakeholders, for their continued support and to all the employees at all levels for making invaluable commitment to the overall growth of the Company, and also conveyed heartfelt thanks to the shareholders across the country for reposing faith and for extending unstinted support at all times and for reposing their confidence on the Company.

The meeting applauded the Chairman's Address.

Thereafter Mr. Sushil Kumar Agrawal, Managing Director of the Company appraised the members about the current economic scenario and performance of the foreign subsidiary of the Company.

The Chairman informed the members present that the Notice dated 14<sup>th</sup> August, 2019 along with explanatory statement u/s 102 of the Companies Act, 2013, in respect of the resolutions set out in the Notice was despatched by e-mail at their registered email IDs and by Courier to the members whose email ID was not registered with the Company. The despatch of Notice and Annual Report was completed on 30<sup>th</sup> August, 2019.

The Chairman further informed the members that pursuant to the requirement of Companies (Management and Administration) Amendment Rule, 2015 the Company has provided the Remote e-voting facilities through NSDL to the members and the facility of Polling Paper is provided to those members who are present in the meeting and have not casted their vote by Remote e-voting. The Company had appointed CS Shruti Singhania, Practicing Company Secretary, as Scrutinizer to conduct the remote e-voting process and polling process in fair and transparent manner.



The Chairman thereafter informed the members that since the Annual Report of the Company are with the members, Financial Statements and the Auditors Report thereon, Notice dated 14<sup>th</sup> August, 2019 along with the Explanatory Statement is taken as read.

The Chairman thereafter informed that there were no qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company mentioned in the auditors' report on the financial accounts for the year ended 31<sup>st</sup> March, 2019. There were no qualification by the Secretarial Auditors in their Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2019.

The Chairman informed the members that though the Company had not received any observations of shareholders on the accounts of the Company, he would request the members to raise queries, comments, observations, suggestion if any on the Annual Report for the year ended 31<sup>st</sup> March, 2019 and Questions & Answers session was thrown open to the shareholders.

Mr. S. N Pal, Mr. Tapas Kumar Dutta, Mr. S. Kapoor, Mr. S. S. Bhattacharjee and Mr. Amit Kumar Banerjee shareholders of the Company, made their observations and suggestions and even praised on the Annual Report and on operations and overall performance of the Company and matters related thereto.

The Chairman thanked the members for taking keen interest in the affairs of the Company. The observations were duly addressed by the Chairman of the Company and suggestions were noted. The Chairman informed the members that for any further information on their queries, they might contact at the Registered Office of the Company during business hours on any working day of the Company.

Thereafter the Chairman proceeded to transact the business set out in the Notice dated 14<sup>th</sup> August, 2019.

### **ORDINARY BUSINESS**

**Item no. 1 (Ordinary Resolution): To receive, consider and adopt:**

**a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors' and Auditors' thereon.**

**"RESOLVED THAT** the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, and the Reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Joyanta Mondal proposed the resolution and Mr. Wasim Akhtar seconded the resolution.



**b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of Auditors thereon.**

**“RESOLVED THAT** the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, and the Report of Auditors thereon be and are hererby received, considered and adopted.”

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Somenath Basak proposed the resolution and Mr. Gopal Singh seconded the resolution.

**Item no. 2 (Ordinary Resolution): To appoint a Director in place of Mr. Sushil Kumar Agrawal (DIN: 00091793), who retires by rotation and being eligible, offers himself for re-appointment.**

**“RESOVED THAT** Mr. Sushil Kumar Agrawal (DIN: 00091793) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company.”

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Tapan Kumar Mondal proposed the resolution and Mr. Tarun Kundu seconded the resolution.

**Item no. 3 (Ordinary Resolution): To appoint a Director in place of Mr. Sunil Kumar Agrawal (DIN: 00091784), who retires by rotation and being eligible, offers himself for re-appointment.**

**“RESOVED THAT** Mr. Sunil Kumar Agrawal Agrawal (DIN: 00091784) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company.”

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Amit Kumar Banerjee proposed the resolution and Mr. Pinaki Bhattacharya seconded the resolution.

**Item No. 4: To appoint M/s. S. Bhalotia & Associates, Chartered Accountants (Firm Registration No. 325040E) as the Statutory Auditors of the Company and to fix their remuneration thereon.**

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 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 pursuant to the recommendation of the Audit Committee and Board of Directors, M/s S. Bhalotia & Associates, Chartered Accountants (Firm Registration No. 325040E), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the 14th AGM of the Company to be held for the financial year 2023-24, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Company and Statutory Auditors from time to time, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.



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

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. S. Kapoor proposed the resolution and Mr. Ajoy Dey seconded the resolution.

### **SPECIAL BUSINESS**

**Item No. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Siddhartha Shankar Roy (DIN: 08458092), who was on the recommendation of the Nomination and Remuneration Committee and Audit Committee, appointed by the Board of Directors as an Additional Director (Non- Executive Independent) of the Company, with effect from 29th May, 2019, and who holds office upto the date of this 9th Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 29th May, 2019.

**RESOLVED FURTHER THAT** any 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.”

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr Tapas Kumar Dutta proposed the resolution and Mr. Sanjoy saha seconded the resolution.

**Item No. 6: 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Gargi Singh (DIN: 08458152), who was on the recommendation of the Nomination and Remuneration Committee and Audit Committee, appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company, with effect from 29th May, 2019, and who holds office upto the date of this 9th Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the



Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 29th May, 2019.

**RESOLVED FURTHER THAT** any 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.”

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Indranil Ghosh Dastidar proposed the resolution and Mr. Atanu Chakraborty seconded the resolution.

**Item No. 7: 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 149,152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as an Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of second term of 5 (five) consecutive years with effect from 24th September, 2019 and to continue as Non-Executive Independent Director on attaining the age of seventy five years during his second tenure.

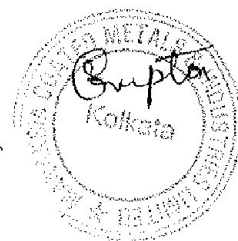
**RESOLVED FURTHER THAT** any Director and/or the Chief Financial Officer/Company Secretary of the Company, be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Bablu Das proposed the resolution and Mr. Vijay Kumar Agarwal seconded the resolution.

**Item No. 8: 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 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, 2020, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.



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

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Narayana Sahu proposed the resolution and Mr. Rakesh Kumar Mishra seconded the resolution.

After considering all the items mentioned in the Notice convening the 9<sup>th</sup> Annual General Meeting, the Chairman directed that the poll on all the resolutions be conducted and requested the Scrutinizer to start the polling process. 3 (Three) Nos. empty Polling boxes were shown to the members before the same were sealed and kept on the dais by the Scrutinizer. The polling papers were distributed to the members for taking poll. After the members have cast their votes the Polling boxes were handed over to the Scrutinizer. The Chairman thereafter informed the members that the consolidated Scrutinizers Report on remote e-voting and polling paper would be made available on the website of the Company as well as NSDL and the same shall also be submitted to the Stock Exchanges where the Company is listed within the stipulated time.

The Chairman thanked the members for their participation in the proceedings. The meeting concluded at 02:00 P.M. with a vote of thanks to the Chair by Mr. Karan Agrawal, Whole-time Director of the Company. The Chairman thereafter concluded the meeting with National Anthem.

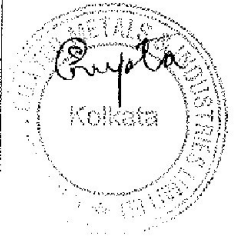
Further on the basis of Consolidated Scrutinizer's Report dated 25<sup>th</sup> September, 2019 on remote e-voting and polling paper, all the resolutions set out in Notice dated 14th August, 2019 have been passed with requisite majority. The details of voting results are as under:





## AGENDA-WISE RESULT

Resolution 1: (a) To consider and adopt the Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 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	44044440	4,40,44,440	100.00	4,40,44,440	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,40,44,440	100.00	4,40,44,440	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21488854	78542	0.37	78440	102	99.87	0.13
	Poll		10,047,587	46.76	10,047,573	14	100.00	0.00
	Total		10,126,129	52.80	10,126,013	116	100.00	0.00
<b>Total</b>		<b>65534050</b>	<b>54,170,569</b>	<b>82.66</b>	<b>54,170,453</b>	<b>116</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 1:**  
**(b) To consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of 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 Vote s- 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	44,044,440	100.00	44,044,440	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		44,044,440	100.00	44,044,440	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21488854	78,542	0.37	78,440	102	99.87	0.13
	Poll		10,047,587	46.76	10,047,573	14	100.00	0.00
	Total		10,126,129	52.80	10,126,013	116	100.00	0.00
<b>Total</b>		<b>65534050</b>	<b>54,170,569</b>	<b>82.66</b>	<b>54,170,453</b>	<b>116</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 2: To appoint a Director in place of Mr. Sushil Kumar Agrawal (DIN: 00091793), 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				
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	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21488854	78,492	0.37	78,390	102	99.87	0.13
	Poll		10,047,587	46.76	10,047,587	-	100.00	-
	Total		10,126,079	47.12	10,125,977	102	100.00	0.00
<b>Total</b>		<b>65534050</b>	<b>10,126,079</b>	<b>15.45</b>	<b>10,125,977</b>	<b>102</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 3: To appoint a Director in place of Mr. Sunil Kumar Agrawal (DIN: 00091784), 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				
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	42544440	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21488854	78,542	0.37	78,390	152	99.81	0.19
	Poll		10,047,587	46.76	10,047,587	-	100.00	-
	Total		10,126,129	47.12	10,125,977	152	100.00	0.00
<b>Total</b>		<b>65534050</b>	<b>10,126,129</b>	<b>15.45</b>	<b>10,125,977</b>	<b>152</b>	<b>100.00</b>	<b>0.00</b>



**Resolution 4: To appoint M/s. S. Bhalotia & Associates, Chartered Accountants (Firm Registration No. 325040E) as the Statutory Auditors of the Company and to fix their remuneration thereon.**

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 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 pursuant to the recommendation of the Audit Committee and Board of Directors, M/s S. Bhalotia & Associates, Chartered Accountants (Firm Registration No. 325040E), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the 14th AGM of the Company to be held for the financial year 2023-24, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Company and Statutory Auditors from time to time, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.

RESOLVED FURTHER THAT any Director and/or Chief Financial Officer/Company Secretary of the Company be and are hereby authorized 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				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	44044440	44,044,440	100.00	44,044,440	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		44,044,440	100.00	44,044,440	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21488854	78,542	0.37	78,440	102	99.87	0.13
	Poll		10,047,587	46.76	10,047,587	-	100.00	-
	Total		10,126,129	47.12	10,126,027	102	100.00	0.00
<b>Total</b>		<b>65534050</b>	<b>54,170,569</b>	<b>82.66</b>	<b>54,170,467</b>	<b>102</b>	<b>100.00</b>	<b>0.00</b>

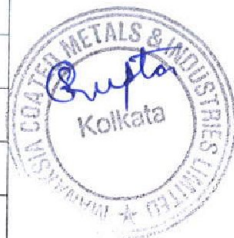


**Resolution 5: To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as a Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Siddhartha Shankar Roy (DIN: 08458092), who was on the recommendation of the Nomination and Remuneration Committee and Audit Committee, appointed by the Board of Directors as an Additional Director (Non- Executive Independent) of the Company, with effect from 29th May, 2019, and who holds office upto the date of this 9th Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 29th May, 2019.

RESOLVED FURTHER THAT any 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/Special		Ordinary						
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 Vote s- 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	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21,488,854	78,542	0.37	77,440	1,102	98.60	1.40
	Poll		10,047,587	46.76	10,047,587	-	100.00	-
	Total		10,125,027	47.12	10,125,027	1,102	99.99	0.01
<b>Total</b>		<b>65534050</b>	<b>10,126,129</b>	<b>15.45</b>	<b>10,125,027</b>	<b>1,102</b>	<b>99.99</b>	<b>0.01</b>



**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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Ms. Gargi Singh (DIN: 08458152), who was on the recommendation of the Nomination and Remuneration Committee and Audit Committee, appointed by the Board of Directors as an Additional Director (Non-Executive Independent) of the Company, with effect from 29th May, 2019, and who holds office upto the date of this 9th Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for 5 (five) consecutive years with effect from 29th May, 2019.

**RESOLVED FURTHER THAT** any 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/Special				Ordinary				
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	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21488854	78,542	0.37	77,440	1,102	98.60	1.40
	Poll		10,047,587	46.76	10,047,587	-	100.00	-
	Total		10,126,129	47.12	10,125,027	1,102	99.99	0.01
<b>Total</b>		<b>65534050</b>	<b>10,126,129</b>	<b>15.45</b>	<b>10,125,027</b>	<b>1,102</b>	<b>99.99</b>	<b>0.01</b>

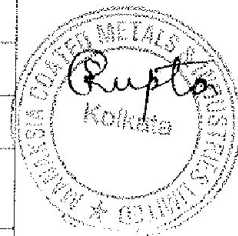


Resolution 7: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as an Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of second term of 5 (five) consecutive years with effect from 24th September, 2019 and to continue as Non-Executive Independent Director on attaining the age of seventy five years during his second tenure.

RESOLVED FURTHER THAT any 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/Special				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	44044440	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21488854	78,542	0.37	77,400	1,142	98.55	1.45
	Poll		10,047,587	46.76	10,047,587	-	100.00	-
	Total		10,126,129	47.12	10,124,987	1,142	99.99	0.01
<b>Total</b>		<b>65534050</b>	<b>10,126,129</b>	<b>15.45</b>	<b>10,124,987</b>	<b>1,142</b>	<b>99.99</b>	<b>0.01</b>





**Resolution 8: 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 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, 2020, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT any Director and/or the Chief Financial Officer/Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or 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	44044440	44,044,440	100.00	44,044,440	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		44,044,440	100.00	44,044,440	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	21488854	78,542	0.37	78,400	142	99.82	0.18
	Poll		10,047,587	46.76	10,047,587	-	100.00	-
	Total		10,047,587	47.12	10,125,987	142	100.00	0.00
<b>Total</b>		<b>65534050</b>	<b>54,170,569</b>	<b>82.66</b>	<b>54,170,427</b>	<b>142</b>	<b>100.00</b>	<b>0.00</b>

Place: Kolkata  
Date: 11/10/2019

Ajay Kumar Chakraborty  
Chairman

CERTIFIED TRUE COPY

MANAKIA COATED METALS & INDUSTRIES LIMITED

*Saija Gupta*  
Company Secretary