

Registered Office 'Turner Morrison Building' 6 Lyons Range, 1st Floor Kolkata - 700001, INDIA

Phone: +91 33 2231 0055 / 56 E-mail: info.steels@manaksia.com Website: www.manaksiasteels.com

Sec/Steels/063/FY 2019-20

Dated: 26.09.2019

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001
Scrip Code: 539044

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
Symbol: MANAKSTEEL

Sir,

Sub: Consolidated Scrutinizer Report on the 18th Annual General Meeting of the Company held on 25th September, 2019.

As per the requirement of relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith Consolidated Report of Scrutinizer received from M/s Vinod Kothari & Company, Practicing Company Secretary for the 18th Annual General Meeting of shareholders of Manaksia Steels Limited held on 25th September, 2019.

This may be treated as compliance under relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Thanking you, Yours faithfully,

For MANAKSIA STEELS LIMITED

Ajay Sharma

Company Secretary

Membership No.: A34079

Encl.: a/a







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
Unique Code – P1996WB042300
PAN No - AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number – WB10D0000448

To, The Chairman, Manaksia Steels Limited, Turner Morrison Building, 6, Lyons Range, 1st Floor, Kolkata- 700001 India

Re: Report of Scrutinizer for the 18th Annual General Meeting ('AGM') of the Members of Manaksia Steels Limited (hereinafter referred to as "Company") held at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata- 700027 on 25th September, 2019 at 12:30 P.M.

Dear Sir,

In terms of authority of the Board Resolution dated 16th July, 2019,the Company has appointed M/s. Vinod Kothari & Company, Practising Company Secretaries, having office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road. Kolkata-700017, as the scrutinizer for the purpose of the remote evoting and voting through polling process conducted on the below mentioned resolutions at the Annual General Meeting("Meeting") of the Company, held at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata-700 027 on Wednesday, 25th September, 2019 at 12:30 P.M.

We hereby submit our Report as under:

- The Company had appointed National Securities Depository Limited ('NSDL') as the Service Provider (Agency), for the purpose of extending the facility of remote e-voting to the Members of the Company;
- 2. The Registrar and Share Transfer Agent (RTA) of the Company is Link Intime India Pvt. Ltd;
- 3. The cut-off date for the purpose of identifying the Members who were entitled to vote on the Resolutions placed for approval was 18^{th} September, 2019;
- As prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014 the remote e-voting facility was kept open for four days i.e. from 21st September, 2019 to 24th September, 2019;
- 5. At the venue of the AGM of the Company, held on 25th September, 2019, the facility to vote by poll was provided to only those members who did not participate through remote evoting to record their votes;

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Delhi Office: A/11, HauzKhas, New Delhi- 110 016

Unique Code P1996W8042300

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- The remote e-voting and poll cast, including the proxies, at the AGM were reconciled with the records maintained by the RTA of the Company and the authorizations /proxies lodged with the Company;
- 7. After counting the votes of the voting conducted at the venue of AGM through electronic voting, the votes cast through remote e-voting facility was duly unblocked by me (the undersigned) as the Scrutinizer, in the presence of Ms. Smriti Wadehra and Ms. Dibisha Mishra, who acted as witnesses, as prescribed in Sub-Rule 4(xii) of Rule 20 of the said Rules;
- 8. Thereafter, we as the scrutinizers, duly complied the details of the remote e-voting carried out by the Members together with the physical voting done at the venue of the AGM;

We hereby submit our Consolidated Report. In this regard, we have separately, given our report for the results of the polling process carried out at the Meeting, as required by section 108 and 109 of the Companies Act, 2013 conducted at the Meeting which forms part of this report.

1) The summary of the results of the voting on each resolution by adding the votes received in favour and against a resolution by both the means i.e., through poll as well as remote e-voting are as under:

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Resolution No.		Votes in favour			Invali	d votes		
N. Od A	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of member s who voted	No. of votes cast	% of total no. of valid votes cast	No. of memb ers who voted	No. of votes
No.01A	97	49053047	99.999	3	10	0.000		cast
No. 01B	99	49054247	99.999	3	10	0.000	6	842
No.02	97	49053459	99.999	5		0.000	6	842
No.03	96	49053957	E CONTRACTOR DE LA CONT		798	0.001	6	842
No.04	97	49054007	99.999	6	300	0.000	6	842
No.05	90		99.999	4	50	0.000	6	842
No.06	98	3283046	99.948	4	1710	0.003	5	841
No.07	30.05	49053687	99.998	4	1010	0.002	6	842
	95	49052747	99.996	5	1748	0.004	6	
No.08	97	49053047	99.998	4	1208	0.002		842
No.09	93	49032807	99.956	7	21688	0.044	6 '	842
No.10	96	49032849	99.956	5	21648		6	842
No.11	96	49052787	99.997	5		0.044	6	842
No.12	95	49053289	99.998		1710	0.003	6	842
			77.770	5	1210	0.002	6	842

²⁾ The consolidated result of the remote e-voting and the poll on the matter put to vote at the $18^{\rm th}$ Meeting is as under:

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Resolution No. 1: To receive, consider and adopt:

a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 including the Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon; and

	required:	111114	Ordinary	Resolution					
Whether pare i agenda/re	nterested	romoter group in the							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes	% of Votes against on	
	F.W.	[1]	[2]	[3]={[2]/[1] }*100	[4]	[5]	polled [6]={[4]/ [2]}*100	votes polled [7]={[5]/[2]	
Promoter	E-Voting Poll		45768888	100	45768888	0	100	}*100	
and Promoter Group		45768888	0	0	0	0	0	0	
	Postal Ballot		0	0	0			0	
	Total		45768888	100	45768888	0	0	0	
	E-Voting		0	0		0	100	0	
Public	Poll		0	0	0	0	0	0	
Institutions	Postal Ballot	4053403	0		0	0	0	0	
	Total		0	0	0	0	0	0	
	E-Voting		2381561	15 150	0	0	0	0	
Public Non	Poll		902608	15.158	2381551	10	99.999	0.0004	
nstitutions	Institutions	Postal Ballot	15711759		5.745	902608	0	100.00	0
1	Total		3284169	0	0	0	0	0	
Total		65534050	49053057	20.905	3284599	10	99.999	0.0003	
	THITTE	1000	1703305/	74.852	49053487	10	100	0	

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b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2019 and the Report of the Auditors thereon.

Resolution			Ordinary Resolution								
are in agenda/res	omoter/ pror terested olution?	noter group in the	No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes - Again st	% of Votes in favour on votes polled	% of Votes against on votes			
		[1]	[2]	[3]={[2]/[1] }*100	[4]	[5]	[6]={[4] /[2]}*10	polled [7]={[5], [2]}*100			
Promoter	E-Voting		45768888	100.0000	45768888		0				
and Promoter Group	Poll		0	0.0000		0	100	0			
	Postal Ballot	45768888	0	0.0000	0	0	0	0			
	Total		45768888	100.0000	0	0	0	0			
	E-Voting		0		45768888	0	100	0			
Public	Poll		0	0.0000	0	0	0	0			
Institutions	Postal Ballot	4053403		0.0000	0	0	0	0			
والور يسطع	Total		0	0.0000	0	0	0	0			
	E-Voting		2202761	0.0000	0	0	0	0			
Public No.	Poll		2382761 902608	15.1655	2382751	10	99.999	0.0004			
stitutions	Postal Ballot	15711759		5.7476	902608	0	100	0			
	Total		0	0.0000	0	0	0	0			
'otal		65534050	3285369	20.9131	3285359	- 10	99.999	0.0003			
77//		03334030	49054257	74.8538	49054247	10	100	0.0000			

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Resolution No.2: To appoint a director in place of Mr. Suresh Kumar Agarwal (DIN: 00520769), who retires by rotation at this Annual General Meeting as a Director and being eligible offers himself for re-appointment.

Resolution			Ordinary Reso	olution				
agenda/res	iterested	omoter group in the	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares	No. of Votes - in favour	No. of Vote s - Agai nst	% of Votes in favour on votes	% of Votes against on votes
	E-Voting	[1]	[2]	[3]={[2]/ [1]}*100	[4]	[5]	polled [6]={[4]/[2]}*100	polled [7]={[5]/[2]}*100
and -	Poll		45768888	100	45768888	0	100	
	Postal	45768888	0	0	0	0	0	0
Group	Ballot							
	Total	H LEED IN	45768888	0	0	0	0	0
	E-Voting		0	100	45768888	0	100	0
Public	Poll		0	0	0	0	0	0
Institutions	Postal Ballot	4053403	0	0	0	0	0	0
	Total		0	0	0	0	0	0
	E-Voting		2382761	0 15.166	0	0	0	0
Public Non	Poll		902608	5.748	2381963	798	99.9665	0.034
nstitutions	Postal Ballot	15711759	0		902608	0	100	0
	Total		3285369	20.012	0	0	0	0
Total	1 L 16, 202	65534050	49054257	20.913	3284571	798	99.976	0.024
				74.854	49053459	798	99.998	0.002

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Unique Code 1995WB042300

Company

Resolution 3: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 139 and 142 of the Companies Act, 2013, M/s. Agrawal Tondon & Co. (formerly as Agrawal Sanjay & Company), Chartered Accountants, (Registration No. 329088E), be and are hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting to hold such office for a period of five years till the conclusion of the 23rd (Twenty-Third) Annual General Meeting, at a remuneration not exceeding Rs. 6,00,000/- (Rupees Six Lakhs only) to conduct the audit for the Financial Year 2019-20 payable in one or more instalments plus goods and service tax as applicable and reimbursement of out of pocket expenses incurred."

Resolution	required:		Ordinary Re	solution					
agenda/res	group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstand ing shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on	% of Votes against on votes	
		[1]	[2]	[3]={[2]/ [1]}*100	[4]	[5]	votes polled [6]={[4]/[2]} *100	polled [7]={[5] /[2]}*10	
Promoter	E-Voting		45768888	100	45768888	0		0	
and	Poll			0	0	0		100	0
Promoter Group	Postal Ballot	45768888	0			0	0	0	
	Total		45768888	0	0	0	0	0	
	E-Voting		0	100	45768888	0	100	0	
Public	Poll		0	0	0	0	0	0	
Institutions	Postal Ballot	4053403		0	0	0	0	0	
	Total		0	0	0	0	0	0	
Public Non	E-Voting	15711759	2202764	0	0	0	0	0	
	,b	25,11,59	2382761	15.166	2382461	300	99.99	0.013	

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Institutions	Poll		902608	5.7476	902608			
	Postal			3.7470	902008	0	100	0
	Ballot		0	0				
	Total		3285369	20.040	0	0 ·	0	0
Total		CEEDAGEG		20.913	3285069	300	99.991	0.0091
Total		65534050	49054257	74.854	49053957	300	99.994	0.001

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration of Rupees One Lac per annum, as approved by the Board of Directors based on the recommendation of the Audit Committee, to be paid to M/s S Chhaparia& Associates (Membership No.: 31134), Practicing Cost Accountants of 33/1, N.S. Road, (Marshall House) 7th Floor, Room No.-748, Kolkata 700 001, the Cost Auditors, appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2020 be and is hereby ratified.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is 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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Resolution			Ordinary R	esolution				
are in agenda/reso	terested	omoter group in the	No					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstan ding shares	No. of Votes	No. of Vote s - Agai nst	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2] /[1]}*1 00	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and	E-Voting		45768888	100	45768888	0	100	
	Poll	45768888	0	0	0	0	100	<u> </u>
Promoter Group	Postal Ballot		0	0	0		0	0
	Total		45768888	100	45768888	0	0	0
	E-Voting		0	0		0	100	0
Public	Poll		0	0	0	0	0	0
Institutions	Postal Ballot	4053403	0	0	0	0	0	0
	Total		0	0	0	0	0	0
	E-Voting		2382561	15.164	2382511	50	00,000	0
Public Non	Poll		902608	5.745	902608	0	99.998	0.002
nstitutions	Postal Ballot	15711759	0	0		T E	100	100
	Total		3285169	20.909	3285119	0	0	0
l'otal		65534050	49054057	74.853	49054007	50 50	99.998	0.0015 0.0002

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Resolution 5: 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 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Meeting 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 terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's policy on Related Party Transactions, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Sumo Steels Limited, a related party, on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rupees Four Hundred Crores for the Financial Year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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Resolution re	equired:		Ordinar	y Resolution							
Whether pro are inte agenda/resol	erested	omoter grou in th	р	Yes							
Category	Mode of Voting	No. of shares held [1]	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled			
	E-	141	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/ [2]}*100	[7]={[5]/[2]}*100			
Promoter and	Voting		0	0	0	0					
Promoter Group	Poll	45768888	0	0	0	0	0	0			
	Postal Ballot	43700088	0	0	0	ДЦЕН	0	0			
Mini-	Total		0	0	0	0	0	0			
	E- Voting		0	0		0	0	0			
Public	Poll		0	0	0	0	0	0			
Institutions	Postal Ballot	4053403	0	0	0	0	0	0			
	Total		0		0	0	0	0			
	E- Voting		2382561	15.164	2380851	0	0	0			
Public Non	Poll		902195	5.742		1710	99.928	0.0718			
nstitutions	Postal Ballot	15711759	0		902195	0	100	0			
Latin Ties	Total		3284756	20.006	0	0	0	0			
Гotal	THE	65534050	3284756	20.906	3283046	1710	99.948	0.052			
	TAPPAL.	100100	3204/30	5.012	3283046	1710	99.948	0.004			

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Compan

Resolution 6: Appointment of Mr. Ramesh Kumar Maheshwari (DIN: 00545364) as an Independent Director

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

"RESOLVED THAT Mr. Ramesh Kumar Maheshwari (DIN: 00545364), who was appointed by the Board of Directors as an Additional Director (Category: Non Executive Independent Director) of the Company with effect from 16th July, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 90(1) of the Articles of Association of the Company and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act, as amended, and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Ramesh Kumar Maheshwari who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 16th July, 2019."

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email: vinod@vinodkothari.com
Web: www.vinodkothari.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number – WB10D0000448

Mote the promoter of the interested agenda/resolutions Promoter of the interested agenda/resolutions						y Resolution	Ordina		1211111	equired:	Resolution r
Category Mode of Voting No. of Shares held								Colored Contract of the Colore	promoter g in	terested	are in
Promoter and Poll Postal Ballot Poll Postal Ballot Postal Ballot Poll Postal Ballot Poll Postal Ballot Poll Postal Ballot Post	of Votes ainst on	r	in favour on votes	Votes - Agains	otes - in	Polled on outstandin	otes olled	v pe	No. of shares held	Mode of	
Promoter and Poll 45768888 100 45768888 0 100	es pollec ={[5]/[2]					[3]={[2]/[[2]		[1]		
Promoter and Poll Promoter and Poll Promoter Group Postal Ballot Promoter Group Postal Ballot Promoter Group Public Institutions Postal Ballot Poll Poll Poll Poll Postal Ballot Poll Postal Ballot Post	-{[5]/[2] }*100	' '	2]}*100			1]}*100					
Promoter Group					5760000	100	768888	457			
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Public Institutions Postal Ballot Poll Poll Postal Ballot Total Postal Ballot Postal Postal Ballot Posta	0	0	0	0	U			8			
Public Poll Postal Ballot Poll Postal Ballot Postal Posta					0	0	0				
Public Poll 4053403 0 0 0 0 0 0 0 0 0	0						68888	457			
Public Institutions	0	0	100	0	700000	200			1 7 1 1 1 1 1 1 1	WEEK	
Total Automotion Postal Ballot Postal				0	0	0	0	-			Public
Public Non Institutions Postal Ballot Total	0					0	0	3	4053403		
Total	0					0	0			Ballot	and deditions
Public Non Institutions Postal Ballot Total 2382761 2382761 15.166 2381751 1010 99.958 0 100 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0				0.1		0				
Polic Non institutions Polic Postal Ballot Total Postal 3285809 20.913 3284700 1010 99.958	0					L 7.00	32761	238		Voting	
Postal Ballot	0.0424	-					The second secon	00	15711750	Poll	
Total 3285809 20.913 3394700 4040	0		100	0	902608	3.740			15/11/59		
10tal 3285809 20.913 3294700 4040					0	0	0				
THE SECOND SECON	0						5809	328		Total	otal
65534050 49054697 74.854 49053687 1010 99.998	0.031		99.969				4697	4905	65534050		otal

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GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number - WB10D0000448

Unique Code

Compan

Resolution 7: Reappointment of Dr. Kali Kumar Chaudhuri (DIN: 00206157) as an Independent Director

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 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Dr. Kali Kumar Chaudhuri (DIN: 00206157) who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019".

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PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR UdyogAadhaar Number - WB10D0000448

Resolution	required:		Special Re	solution				
Whether pare in agenda/res	iterested	romoter group in the						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/ [2]}*100	[7]={[5]/[2] }*100
Promoter	E-Voting		45768888	100	45768888	0	100	0
and Promoter	Poll	45768888	0	0	0	0	0	0
	Postal Ballot		0	0	0			U
	Total		45768888	100	45768888	0	0	0
	E-Voting		0	0		0	100	0
Public	Poll		0	0	0	0	0	0
Institutions	Postal Ballot	4053403	0	0	0	0	0	0
	Total		0	0	0	0	0	0
	E-Voting		2382559	15.164	0	0	0	0
Dublia Nas	Poll	FILE	902608.00	5.748	2380811	1748	99.927	0.073
ublic Non nstitutions	Postal Ballot	15711759	0		902608	0	100	0
	Total		3285167	20.012	0	0	0	0
Γotal		65534050	49054495	20.912	3283419	1748	99.947	0.053
	784 1 1 1 1		17034433	74.853	49052747	1748	99.996	0.004

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GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number – WB10D0000448

Resolution 8: Reappointment of Mrs. Smita Khaitan (DIN: 01116869) as an Independent Director

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 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Mrs. Smita Khaitan (DIN: 01116869) who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director be and is hereby reappointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019".

equired:		Special Resolution								
moter/ pro erested ution?	moter group in the	No								
Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Vote s - Agai	% of Votes in favour on votes	% of Votes against on votes			
		[2]	[3]={[2]/[[4]	[5]	[6]={[4]/	polled [7]={[5]/[
		45768888	100	45768888	0		2]}*100			
Poll		0	0			C. 1	0			
Postal Ballot	45768888	0	0				0			
Total		45768888					0			
E-Voting	4053403	0	0	13700008	0	100	0			
	moter/ proprested ution? Mode of Voting E-Voting Poll Postal Ballot Total	moter/ promoter group in the ution? Mode of Voting	Special Resemble Special Res	Special Resolution	No. of Shares held No. of Shares held Poll	No. of shares held No No. of shares held Poll	No. of Shares held No. of Shares held Poll			

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GSTIN No. - 19AAMFV6726E1ZR UdyogAadhaar Number - WB10D0000448

Institutions	Poll		0	0	0	0	0	0	
	Postal Ballot		0	0	0	0	0	0	
	Total		0	0	0	0	0	0	
	E-Voting		2382759	15.1655	2381551	1208	99.949	0.051	
Public Non	Poll	9-7-1		902608.00	5.7476	902608	0	100	0
Institutions	Postal Ballot	15711759	0	0	0	0	0	0	
	Total		3285367	20.9131	3284159	1208	99.963	0.037	
Total		65534050	49054255	74.8538	49053047	1208	99.998	0.003	

Resolution 9: Reappointment of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as an Independent Director

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 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, Mr. Ajay Kumar Chakraborty (DIN: 00133604) who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 26th September, 2019".

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PAN No - AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number – WB10D0000448

To Company

Resolution re		##IEU;	Special I	Special Resolution No							
Whether pro are int agenda/resol	erested										
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour [4]	No. of Votes - Agains t [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[
	E-		[2]	[3]={[2]/[1]}*100							
Promoter and Promoter Group	Voting	45	45768888	100	45768888	0	100	2]}*100			
	Poll	45768888	0	0	0	0	0	0			
	Postal Ballot		0	0	0			0			
	Total		45768888	100	45768888	0	0	0			
	E- Voting		0	0	0	0	100	0			
Public	Poll	1050	0	0	DESCRIPTION OF THE PROPERTY.	0	0	0			
Institutions	Postal Ballot	4053403	0	0	0	0	0	0			
	Total		0	0	0	0	0	0			
Public Non nstitutions	E- Voting		2382559	15.164	2360871	21699	0	0			
	Poll	15714556	902608	5.748	902608	21688	99.090	0.910			
	Postal Ballot	15711759	0	0	17.14	0	100	0			
	Total		3285167	20.912	0	0	0	0			
Total		65534050	49054495	74.853	3263479	21688	99.340	0.660			
			2,0011/3	/4.853	49032807	21688	99.956	0.044			

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UdyogAadhaar Number – WB10D0000448

Resolution 10: Continuation of Directorship of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/re-enactment(s) thereto), Mr. Ajay Kumar Chakraborty (DIN: 00133604), Non-Executive Independent Director of the Company who will attain the age of seventy five years on 6th April, 2020 during his second term of appointment for five consecutive years and whose continuation in office from the day he attains the age of seventy five years till the remaining period of his appointment requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Mr. Ajay Kumar Chakraborty as a Non-Executive Independent Director of the Company, to hold office for the remaining period of his second term of appointment from the day he attains the age of seventy five years."

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PAN No - AAMFV6726E
GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number – WB10D0000448

Company

Resolution	required:	711.115	Special Resolution							
Whether prare in agenda/res	terested	omoter group in the								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g shares	No. of Votes – in favour [4]	No. of Votes - Agains t [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100		
		[1]	[2]	[3]={[2]/[1]}*100						
Promoter	E-Voting		45768888	100	45768888	0	100	2], 100		
and	Poll	45768888	0	0	0	0	0	0		
Promoter Group	Postal Ballot		0	0	0	97.34				
	Total		45768888	100	45768888	0	0	0		
	E-Voting		0	0		0	100	0		
Public	Poll		0	0	0	0	0	0		
Institutions	Postal Ballot	4053403	0		0	0	0	0		
	Total) mas miles	0	0	0	0	0	0		
	E-Voting		2382561	0	0	0	0	0		
Public Non Institutions	Poll	15711759	902608	15.164	2360913	21648	99.091	0.909		
	Postal		902008	5.748	902608	0	100	0		
	Ballot		0	0	0	0				
	Total		3285169	20.912	3263521	0 21648	0 00 044	0		
Total		65534050	49054497	74.853	49032849	21648	99.341 99.956	0.659		

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GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number - WB10D0000448

Resolution 11: Continuation of Directorship of Dr. Kali Kumar Chaudhuri (DIN: 00206157) as Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/amendment(s)/reenactment(s) thereto), Dr. Kali Kumar Chaudhuri (DIN: 00206157), Non-Executive Independent Director of the Company who will attain the age of seventy five years on 17th September, 2020 during his second term of appointment for five consecutive years and whose continuation in office from the day he attains the age of seventy five years till the remaining period of his appointment requires approval of Members by way of Special Resolution, approval of the Members be and is hereby accorded to the continuation of directorship of Dr. Kali Kumar Chaudhuri as a Non-Executive Independent Director of the Company, to hold office for the remaining period of his second term of appointment from the day he attains the age of seventy five years."

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UdyogAadhaar Number – WB10D0000448

1996WB042300

Company

Resolution	required:	WITT Y D.	Special Re	Special Resolution No							
	nterested	oromoter grou in th									
Category	Mode of Voting No. of shares held [1]		No. of votes polled [2]	% of Votes Polled on outstand ing shares [3]={[2]/ [1]}*100	No. of Votes – in favour [4]	No. of Votes - Again st [5]	% of Votes in favour on votes polled [6]={[4] /[2]}*1	% of Votes against on votes polled [7]={[5]/[2] }*100			
	E W. H		455,000	100			00				
Promoter	E-Voting Poll		45768888	100	45768888	0	100	0			
and Promoter Group		45768888	0	0	0	0	0	0			
	Postal Ballot	43/00000	0	0	0	0	0	0			
	Total		45768888	100	45768888	0	100	0			
Public Institution s	E-Voting		0	0	0	0	0	0			
	Poll		0	0	0	0	0	0			
	Postal Ballot	4053403	0	0	0	0	0	0			
	Total		0	0	0	0	0	0			
Public Non Institution s	E-Voting		2382561	15.164	2380851	1710	99.928	0.072			
	Poll		902608	5.748	902608	0	100	0			
	Postal Ballot	15711759	0	0	0	0	0	0			
	Total		3285169	20.912	3283459	1710	99.948	0.052			
Total		65534050	49054497	74.853	49052787	1710	99.997	0.004			

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Resolution 12: Re-appointment of Mr. Varun Agrawal (DIN: 00441271) as Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments 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 the re-appointment of Mr. Varun Agrawal (DIN: 00441271), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 11th February, 2019 on such terms and conditions 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 re-appointment in such manner as may be 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 Companies Act, 2013.

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

> Unique Code P1996WB042300

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Resolution required:				Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?					No						
Category	Mode of Voting	No. of shares held	No. of votes polled		% of Votes Polled on outstanding shares	No. of Votes – in favour [4]	No. of Votes - Agains t [5]	% of Votes in favour on votes polled [6]={[4]/ [2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100		
		[1]	[2]	[2] [3]={[2] }*10							
Promoter and Promoter Group	E- Voting	45768888	4576888	88	100	45768888	0	100	0		
	Poll			0	0	0	0	0	0		
	Postal Ballot			0	0	0	0				
	Total		4576888	38	100	45768888	0	0	0		
	E- Voting	4053403		0	0	0	0	100	0		
Public	Poll		L TITLE T	0	0	0	0		0		
Institutio ns	Postal Ballot			0	0	0		0	0		
	Total			0	0	0	0	0	0		
Public Non Institutio ns	E- Voting	15711759	238255		15.164	2381349	1210	99.949	0 0 0 5 1		
	Poll		90260		5.748	902608			0.051		
	Postal Ballot			0	0		0	100	0		
	Total		328516		20.912	0	0	0	0		
Total		65534050	4905449		74.853	3283957	1210	99.963	0.037		
				_	74.033	49053289	1210	99.998	0.003		

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GSTIN No. - 19AAMFV6726E1ZR
UdyogAadhaar Number – WB10D0000448

Notes:

- a) Invalid votes/poling papers have not been taken into account for counting valid votes.
- b) In compliance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the votes cast by the related parties have not been considered in computing the results of Resolution no. 5 (either through physical ballots or through electronic voting).
- c) Figures have been rounded off to their nearest numbers for ease of representation.

All the above Resolutions are passed with requisite majority.

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

Kothari

Place: Kolkata

Date: 26.09. 2019

For Vinod Kothari & Company Practising Company Secretaries

> Arun Kumar Maitra Partner

CP No.:14490 Membership No.: A3010