

Sec/Share/033/FY 20-21

Date: 30.09.2020

The Secretary

BSE Limited

New Trading Wing,

Rotunda Building,

PJ Tower, Dalal Street,

Mumbai- 400001

Security code: 532932

The Manager

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block "G"

5th floor, Bandra Kurla Complex,

Bandra East,

Mumbai- 400051

Symbol: MANAKSIA

Sir,

Sub: Consolidated Scrutinizer Report on the 36th Annual General Meeting of the Company held on 29th September, 2020

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 Vinod Kothari & Company, Practising Company Secretary for the 36th Annual General Meeting of shareholders of Manaksia Limited held through Video Conferencing/Other Audio Visual Means on 29th September, 2020.

This may be treated as compliance under relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully,

For Manaksia Limited



Pradip Kumar Kandar
Company Secretary



Encl: As above

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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Kolkata – 700 017, India

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

To,
The Chairman,
Manaksia Limited
6, Lyons Range,
Mezzanine Floor, North-West Corner
Kolkata- 700001
India

Sub: Consolidated Scrutinizer’s Report on remote e-voting conducted pursuant to the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the 36th Annual General Meeting (the “AGM”) of the Equity shareholders of Manaksia Limited (the “Company”) held on Tuesday, September 29, 2020 at 12.30 P.M through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’)

Dear Sir,

1. I, Pammy Jaiswal, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, (Membership No ACS 48046/ C.P. No 18059) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the Resolution by circulation dated 24th August, 2020 for the purpose of scrutinizing the remoter e-voting and voting through electronic system during the AGM as per the provisions of Section 108 of Companies Act, 2013 (‘**the Act**’) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (‘**MGT Rules**’) read with amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘**Listing Regulations**’) on the businesses contained in Notice of the 36th AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to Section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 36th AGM, the Company availed services of National Securities Depository Limited (‘**NSDL**’) and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs (‘**MCA**’) relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the 36th AGM. My responsibility as a Scrutinizer is restricted in making a consolidated Scrutinizer’s Report of the votes cast “IN FAVOUR” or “AGAINST” the business set out in the Notice of AGM, based on the reports generated from the e-voting system of NSDL, the authorized agency engaged by the Company.

4. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the “cut-off date” remained open from Friday, 25th September 2020 (9:00 am IST) to Monday, 28th September 2020 (5:00 pm IST) and the NSDL e-voting platform was blocked thereafter.
5. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, September 22, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM. The NSDL e-voting platform was re-opened during the AGM and kept open for 15 minutes after conclusion of the AGM.
6. The votes cast under remote e-voting facility were unblocked. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
7. I now submit the Consolidated Report as under:

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

- (i) **the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2020 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon; and**
- (ii) **the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2020 and the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
176	55376171	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	456	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution No.2: To approve, confirm and declare the interim dividend paid on equity shares of the Company for the Financial Year 2019-20, as final dividend, for the financial year ended 31st March, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
174	55375534	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	1093	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 3: To appoint a Director in place of Mr. Vineet Agrawal (DIN: 00441223), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
175	55375088	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	1539	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 4: Re-appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769) as Managing Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
174	55375072	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	1555	0.00

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 5: Approval of Related Party Transactions with Sumo Steels Limited(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
150	6268932	99.97

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1755	0.02

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 6: Approval of Related Party Transactions with MINL Limited(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
149	6268578	99.96

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	2109	0.03

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
-	-	-

Resolution 7: Approval of Related Party Transactions with Manaksia Steels Limited(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast

150	6268932	99.97
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(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1755	0.02

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast

8. In pursuance of Section 188 of the Companies Act, 2013 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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 no. 5, 6 and 7 being material related party transactions.
9. While agenda item no. 6 is exempted from shareholders' approval by virtue of fourth proviso to Section 188 and Regulation 23(5) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, however, as the same has been voluntarily taken before the shareholders and since the same being a material related party transaction, we have not considered the votes casted 'in favour' of the related parties of the Company.
10. Figures have been taken upto two decimal places.
11. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on September 29, 2020.
12. The details of the remote e-voting and electronic voting at the meeting along with authorizations as have been received, will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

**For M/s Vinod Kothari & Company
Practicing Company Secretaries**

Date: September 30, 2020

Place: Kolkata



Pammy Jaiswal

**Pammy Jaiswal
Partner
ACS: 48046
COP: 18059**