

Sec/Steels/064/FY 2019-20

Dated: 27.09.2019

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,

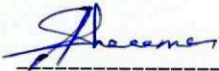
Sub: Revised Consolidated Scrutinizer Report on the 18th Annual General Meeting of the Company held on 25th September, 2019.

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

VINOD KOTHARI & COMPANY

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 e-voting 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:

1. 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 18th September, 2019;
4. 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 e-voting to record their votes;

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6. 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			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.01A	97	49053047	99.999	3	10	0.000	6	842
No. 01B	99	49054247	99.999	3	10	0.000	6	842
No.02	97	49053459	99.998	5	798	0.001	6	842
No.03	96	49053957	99.999	6	300	0.000	6	842
No.04	97	49054007	99.999	4	50	0.000	6	842
No.05	90	3283046	99.948	4	1710	0.003	5	841
No.06	98	49053247	99.998	4	1010	0.002	6	842
No.07	95	49052307	99.996	5	1748	0.004	6	842
No.08	97	49053047	99.998	4	1208	0.002	6	842
No.09	93	49032367	99.956	7	21688	0.044	6	842
No.10	96	49032409	99.956	5	21648	0.044	6	842
No.11	96	49052347	99.997	5	1710	0.003	6	842
No.12	95	49052845	99.998	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 18th 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

Resolution required:			Ordinary 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	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 and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2381561	15.158	2381551	10	99.999	0.0004
	Poll		902608	5.745	902608	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		3284169	20.905	3284599	10	99.999	0.0003
Total		65534050	49053057	74.852	49053247	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 required:		Ordinary 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	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 - and Promoter Group	E-Voting	45768888	45768888	100.0000	45768888	0	100	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		45768888	100.0000	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		0	0.0000	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382761	15.1655	2382751	10	99.999	0.0004
	Poll		902608	5.7476	902608	0	100	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		3285369	20.9131	3285359	10	99.999	0.0003
Total		65534050	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 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
	Poll	0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0	
	Total	45768888	100	45768888	0	100	0	
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382761	15.166	2381963	798	99.9665	0.034
	Poll		902608	5.748	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285369	20.913	3284571	798	99.976	0.024
Total		65534050	49054257	74.854	49053459	798	99.998	0.002

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

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“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 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	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
Promoter and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382761	15.166	2382461	300	99.99	0.013
	Poll		902608	5.7476	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285369	20.913	3285069	300	99.991	0.0091
Total		65534050	49054257	74.854	49053957	300	99.994	0.001

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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), Practising 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.”

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}
Poll	0	0	0	0	0	0		
Postal Ballot	0	0	0	0	0	0		
Total	45768888	100	45768888	0	100	0		
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
			0	0	0	0	0	0

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	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382561	15.164	2382511	50	99.998	0.002
	Poll		902608	5.745	902608	0	100	100
	Postal Ballot		0	0	0	0	0	0
	Total		3285169	20.909	3285119	50	99.998	0.0015
Total		65534050	49054057	74.853	49054007	50	99.999	0.0002

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 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
	Poll	0	0	0	0	0	0	
	Postal Ballot	0	0	0	0	0	0	
	Total	0	0	0	0	0	0	
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382561	15.164	2380851	1710	99.928	0.0718
	Poll		902195	5.742	902195	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3284756	20.906	3283046	1710	99.948	0.052
Total		65534050	3284756	5.012	3283046	1710	99.948	0.004

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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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PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

UdyogAadhaar Number - WB10D0000448

Resolution required:		Ordinary 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	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382761	15.166	2381751	1010	99.958	0.0424
	Poll		902608	5.748	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285369	20.910	3284359	1010	99.969	0.031
Total		65534050	49054257	74.853	49053247	1010	99.999	0.002

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PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

UdyogAadhaar Number – WB10D0000448

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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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	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 and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382559	15.164	2380811	1748	99.927	0.073
	Poll		902608.00	5.748	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285167	20.909	3283419	1748	99.947	0.053
Total		65534050	49054055	74.853	49052307	1748	99.996	0.004

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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”.

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	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 and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0

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	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382759	15.1655	2381551	1208	99.949	0.051
	Poll		902608.00	5.7476	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285367	20.913	3284159	1208	99.963	0.037
Total		65534050	49054255	74.854	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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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	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382559	15.164	2360871	21688	99.090	0.910
	Poll		902608	5.748	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285167	20.909	3263479	21688	99.340	0.660
Total		65534050	49054055	74.853	49032367	21688	99.956	0.044

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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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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	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382561	15.164	2360913	21648	99.091	0.909
	Poll		902608	5.748	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285169	20.909	3263521	21648	99.341	0.659
Total		65534050	49054057	74.853	49032409	21648	99.956	0.044

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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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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	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 and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382561	15.164	2380851	1710	99.928	0.072
	Poll		902608	5.748	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285169	20.909	3283459	1710	99.948	0.052
Total		65534050	49054057	74.853	49052347	1710	99.997	0.004

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

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 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.”



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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	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 and Promoter Group	E-Voting	45768888	45768888	100	45768888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		45768888	100	45768888	0	100	0
Public Institutions	E-Voting	4053403	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	15711759	2382559	15.164	2381349	1210	99.949	0.051
	Poll		902608	5.748	902608	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total		3285167	20.912	3283957	1210	99.963	0.037
Total		65534050	49054055	74.853	49052845	1210	99.998	0.003

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Notes:

- Invalid votes/polling papers have not been taken into account for counting valid votes.*
- 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).*
- 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.

Place: Kolkata

Date: 26/09/2019

For Vinod Kothari & Company
Practising Company Secretaries



Arun Kumar Maitra
Partner

CP No.:14490

Membership No.: A3010

