

Sec/Alum/271

Date: 14.10.2019

The Secretary  
BSE Limited  
New Trading Wing,  
Rotunda Building,  
PJ Tower, Dalal Street,  
Mumbai- 400001  
Scrip Code: 539045

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: MANAKALUCO

Sir,

SUB: Minutes of 9<sup>th</sup> Annual General Meeting

We enclosed 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,

*Vivek Jain*  
(Vivek Jain)  
Company Secretary



Encl.: a/a.

**MINUTES OF THE PROCEEDINGS OF THE NINTH ANNUAL GENERAL MEETING OF MANAKSIA ALUMINIUM COMPANY LIMITED HELD AT "BHASHA BHAWAN", NATIONAL LIBRARY AUDITORIUM, BELVEDERE ROAD, KOLKATA-700 027, ON TUESDAY THE 24<sup>TH</sup> DAY OF SEPTEMBER, 2019 COMMENCED AT 10.00 A.M AND CONCLUDED AT 11.50 A.M**

**PRESENT**

Mr. Ajay Kumar Chakraborty	Independent Director (Chairman of the Meeting)
Mr. Sunil Kumar Agrawal	Managing Director
Mr. Anirudha Agrawal	Non- Executive Director
Mr. Chandan Ambaly	Independent Director (Additional)
Mrs. Rupanjana De	Independent Director (Additional)
Mr. Vineet Agrawal	Non- Executive Director
Mr Vivek Jain	Company Secretary

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

Mr. Goutam Kumar Sharma, Representative of M/s S K Agrawal & Co, Statutory Auditors of the Company, Ms. Shruti Singhanian, Practicing Company Secretary and Mr. Ashok Agrawal, Chief Financial Officer of the Company were also present.

Mr. Vivek Jain welcomed the Members to the 9<sup>th</sup> Annual General Meeting of the Company and thereafter requested the Directors as well as invitees to grace the dais. He thereafter, introduced the Directors and invitees on the dais.

351 Members representing 4,58,12,802 shares were present in person including Corporate Representatives and 20 members representing 54,05,535 shares were present through proxy.

The Chairman thereafter informed the members that as per the confirmation received from the Company Secretary, the requisite quorum required under the Companies Act, 2013, was present at the meeting and the meeting was declared as open.

The Chairman informed the members that Mr. Mrinal Kanti Pal, Non-Executive Directors of the Company was unable to attend the meeting due to his other commitment.

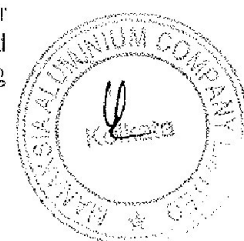
The Chairman thereafter informed the members that the Financial Statements for the financial year ended on 31<sup>st</sup> March, 2019 and the Reports of Board of Directors and the Auditors thereon and all other documents annexed or attached to the Balance Sheet, the Register of Directors and Key Managerial Personnel and their shareholding 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 also addressed the members and delivered his speech. The Chairman highlights of the performance of the global economy as a whole in comparison of Indian economy. The Chairman stated that the Company is currently carrying on business in value added Aluminium products.

The Chairman further highlighted the performance of the Company and stated that the revenue of your Company stood at Rs. 27760.79 Lakhs, as compared to Rs. 23203.97 Lakhs during the previous year ended March 31, 2018. During the year, the profit of the Company stood at Rs. 732.59 Lakhs as compared to a profit of Rs. 124.40 Lakhs during previous 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 contributions 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.

The meeting applauded the Chairman's Address.



Thereafter the Mr. Sunil Kumar Agrawal, Managing Director of the Company appraised the members about the current economic scenario and performance of the Company regarding future prospects of the Company.

The Chairman further informed the members present that the Notice dated 14.08.2019 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 30.08.2019.

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 14.08.2019 along with the Explanatory Statement is taken as read.

The Chairman then invites members to raise queries on the items of business provided in the Notice.

The Chairman thanked the members for taking keen interest in the affairs of the Company. The queries/observations were duly addressed by the Chairman/Managing Director of the Company. 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 as set out in the Notice dated 14th August, 2019.

### ORDINARY BUSINESS

**Item no. 1 (Ordinary Resolution): To consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.**

**“RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, and the Report of 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. Jayanta Mondal proposed the resolution and Mr. Indranil Banerjee seconded the resolution.

**Item no. 2 (Ordinary Resolution): To appoint a Director in place of Mr. Mrinal Kanti Pal (DIN: 00867865), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.**

**“RESOLVED THAT** Mr. Mrinal Kanti Pal (DIN:00867865) 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. Ramgopal Chakraborty proposed the resolution and Mr. K.L. Mallik seconded the resolution.



**Item no. 3 (Ordinary Resolution):** To appoint M/s Dangi Jain & Co., Chartered Accountants (FRN: 308108E) as the Statutory Auditors of the Company and 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 reenactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s Dangi Jain & Co., Chartered Accountants (Firm Registration No. 308108E), 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. Pinaki Bhattacharyya proposed the resolution and Mr. Gopal Chandra Mondal seconded the resolution.

#### **SPECIAL BUSINESS**

**Item no. 4 (Ordinary Resolution):** 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. Chandan Ambaly (DIN: 08456058), 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 29<sup>th</sup> May, 2019, and who holds office upto the date of this 9<sup>th</sup> 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 29<sup>th</sup> May, 2019.

**RESOLVED FURTHER THAT** any Directors and/or 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. B.K Purkait proposed the resolution and Mr. K.L Mallik seconded the resolution.

**Item no. 5 (Ordinary Resolution):** 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, Mrs. Rupanjana De (DIN: 01560140), 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 29<sup>th</sup> May, 2019, and who holds office upto the date of this 9<sup>th</sup> 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 29<sup>th</sup> May, 2019.

**RESOLVED FURTHER THAT** any Directors and/or 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. K.L Mallik proposed the resolution and Mr. B.K Purkait seconded the resolution.

The Chairman then inform the members that since Agenda No. 6 is related to his re-appointment and he being interested in the Agenda request Mr. Sunil Kumar Agrawal, Managing Director of the Company to chair the next Agenda.

Mr. Sunil Kumar Agrawal, Managing Director of the Company proceeds with Agenda No. 6.

**Item no. 6 (Special Resolution): 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 Directors and/or Chief Financial Officer/Company Secretary of the Company, be and are hereby severally 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. K.L Mallik proposed the resolution and Mr. B.K Purkait seconded the resolution.

Mr. Sunil Kumar Agrawal then request Mr. Ajay Kumar Chakraborty, Chairman of the Company to proceed with the meeting further.

Mr. Ajay Kumar Chakraborty, Chairman of the Company proceeded with the meeting.



**Item no. 7 (Ordinary Resolution):** 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 31<sup>st</sup> March, 2020, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

**RESOLVED FURTHER THAT** any of the Directors and/or Chief Financial Officer/Company Secretary be and is hereby severally 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. Joyanta Mondal proposed the resolution and Mr. Indranil Banerjee 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 11.50 A.M. with a vote of thanks by Mr. Anirudha Agrawal, 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 as 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 No. 1: To consider and adopt the Annual Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors' and Auditors' thereon.**

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4717704 0	4717704 0	100%	4717704 0	0	100%	0
	Poll		0	0	0	0	0	0
	Total		4717704 0	100%	4717704 0	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	1835701 0	3359639	18.302%	3359537	102	99.997%	0.003%
	Poll		4031081	21.959%	4031081	0	100	0
	Total		7390720	40.261%	7390618	102	99.999%	0.001%
<b>Total</b>		<b>6553405 0</b>	<b>5456776 0</b>	<b>83.266 %</b>	<b>5456765 8</b>	<b>102</b>	<b>100%</b>	<b>0.000 %</b>



Resolution No.2: To appoint a Director in place of Mr. Mrinal Kanti Pal (DIN: 00867865), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group#	E-Voting	47177040	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	18357010	3359639	18.302%	3358537	1102	99.967%	0.033%
	Poll		4031081	21.959%	4031081	0	100%	0
	Total		7390720	40.261%	7389618	1102	99.985%	0.015%
Total		65534050	7390720	11.278%	7389618	1102	99.985%	0.015%

# Votes casted by promoters have not been considered since they are related parties as represented by the Company.





Resolution 3: To appoint M/s Dangi Jain & Co., Chartered Accountants (FRN: 308108E) AS Statutory Auditors of the Company for a term of 5(Five) consecutive years.

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47177040	47177040	100%	47177040	0	100%	0
	Poll		0	0	0	0	0	0
	Total		47177040	100%	47177040	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	18357010	3359639	18.302%	3359537	102	99.997%	0.003%
	Poll		4031081	21.959%	4031081	0	100	0
	Total		7390720	40.261%	7390618	102	99.999%	0.001%
Total		65534050	54567760	83.266%	54567658	102	100.00%	0.000%



**Resolution 4: 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. Chandan Ambaly (DIN: 08456058), 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 Directors and/or Chief Financial Officer/Company Secretary of the Company, be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group#	E-Voting	47177040	-	-	-	-	-	-
	Poll		0	0	0	0	0	0
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	18357010	3359639	18.302%	3357985	1654	99.951%	0.049%
	Poll		4031081	21.959%	4031081	0	100%	0
	Total		7390720	40.261%	7389066	1654	99.978%	0.022%
<b>Total</b>		<b>65534050</b>	<b>7390720</b>	<b>11.278%</b>	<b>7389066</b>	<b>1654</b>	<b>99.978%</b>	<b>0.022%</b>

# Votes casted by promoters have not been considered since they are related parties as represented by the Company.



**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, Mrs. Rupanjana De (DIN: 01560140), 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 Directors and/or Chief Financial Officer/Company Secretary of the Company, be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group#	E-Voting Poll	47177040	-	-	-	-	-	-
	Total		0	0	0	0	0	0
			-	-	-	-	-	-
Public-Institutions	E-Voting Poll	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0
			0	0	0	0	0	0
Public-Non Institutions	E-Voting Poll	18357010	3359639	18.302%	3358537	1102	99.967%	0.033%
	Total		4031081	21.959%	4031081	0	100%	0
			7390720	40.261	7389618	1102	99.985	0.015
<b>Total</b>		<b>65534050</b>	<b>7390720</b>	<b>11.278</b>	<b>7389618</b>	<b>1102</b>	<b>99.985</b>	<b>0.015</b>

# Votes casted by promoters have not been considered since they are related parties as represented by the Company.



**Resolution 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 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 Directors and/or Chief Financial Officer/Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group#	E-Voting	47177040	-	-	-	-	-	-
	Poll		0	0	0	0	0	0
	Total		-	-	-	-	-	-
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	18357010	3359639	18.302%	3358537	1102	99.967%	0.033%
	Poll		4031081	21.959%	4031081	0	100.0000	0
	Total		7390720	40.261%	7389618	1102	99.985%	0.015%
<b>Total</b>		<b>65534050</b>	<b>7390720</b>	<b>11.278%</b>	<b>7389618</b>	<b>1102</b>	<b>99.985%</b>	<b>0.015%</b>

# Votes casted by promoters have not been considered since they are related parties as represented by the Company.



**Resolution 7: To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions 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 of the Directors and/or Chief Financial Officer/Company Secretary be and is hereby severally 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 Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	47177040	47177040	100%	47177040	0	100%	0
	Poll		0	0	0	0	0	
	Total		47177040	100%	47177040	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	23115610	3359639	18.302%	3358985	654	99.981%	0.019%
	Poll		4031081	21.959%	4031081	0	100.0000	
	Total		7390720	40.261%	7390066	654	99.991%	0.009%
Total		65534050	54567760	83.266%	54567106	654	99.999%	0.001%

CERTIFIED TRUE COPY

Place: Kolkata  
Date:

WARRANTY LIMITED

*Manoj Kumar*

Company Secretary

Ajay Kumar Chakraborty  
Chairman