



VINOD KOTHARI & COMPANY

Practising Company Secretaries
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Date: September 24, 2013

To
The Chairman
Manaksia Limited
8/1, Lal Bazar Street
Bikaner Building,
Kolkata - 700001

Sub: Result of Resolution(s) proposed to be passed through Postal Ballot

Sir,

In terms of authority conferred on us by the Board of Directors of your Company in compliance with the provisions of Section 192A of the Companies Act, 1956 and all the Rules and clarifications issued thereunder, including in particular the Companies (Passing of Resolution by Postal Ballot) Rules 2011 (the "Rules"), we have scrutinized the Postal Ballot Forms received by us till the closure of business hours on September 19, 2013 (i.e. the last date and time fixed by the Company for receipt of the forms) for passing of the following resolutions for consent of shareholders as required for the following resolutions:

1. authorising the Board of Directors to borrow money/moneys upto an amount not exceeding Rs. 1000 crores;
2. creation of charge on the movable and immovable assets of the company, both present and future, in respect of borrowings in terms of resolution above;
3. revision in remuneration of Mr. Basant Kumar Agrawal, Managing Director of the company;
4. revision in remuneration of Mr. Suresh Kumar Agrawal, Whole Time Director of the company;
5. revision in remuneration of Mr. Sushil Kumar Agrawal, Whole Time Director of the company;
6. revision in remuneration of Mr. Sunil Kumar Agrawal, Whole Time Director of the company;
7. payment of remuneration to Mr. Basudeo Agrawal for holding/ continue to hold office or place of profit in the company;
8. payment of remuneration to Mr. Varun Agrawal for holding/ continue to hold office or place of profit in the company;

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9. appointment and payment of remuneration to Mr. Vineet Agrawal for holding/ continue to hold office or place of profit in the company;
10. commencement of new business (es) by the company.

Based on the dispatch proof provided by the Company, duly stamped by the Department of Posts under signature of the Assistant Manager, the Postal Ballot Notice dated August 5, 2013 was sent to all members on August 17, 2013 under secured post and all the notices under electronic mode were sent on August 19, 2013. Subsequently the notice has been published in the newspapers, Business Standard and Ek Din on August 26, 2013 as per the Rules.

In total, 358 (Three Hundred Fifty Eight) ballot forms were received, out of which 299 ballots pertain to physical ballots and 59 ballots are through electronic mode. The total of the physical and electronic ballot represents same represents [5,38,56,618] (Five Crore Thirty Eight Lakh Fifty Six Thousand Six Hundred and Eighteen) shares, out of which 1,80,58,073 (One Crore Eighty Lakhs Fifty Eight Thousand and Seventy Three) have been received through physical mode and 3,57,98,545 (Three Crore Fifty Seven Lakh Ninety Eight Thousand Five Hundred and Forty Five) have been received vide electronic mode, till the closure of time specified for the receiving of such ballots, i.e. September 19, 2013. Of these, {49} (Forty Nine) ballot forms representing 12964 (twelve Thousand Nine Hundred and Sixty Four) shares are deemed defective/invalid as the same are not voted and/or are bearing the incorrect shareholding details and/or are blank ballots and/or there are no signature and/or there is mismatch in signature from the records as maintained by the Registrar and Share Transfer Agent ("RTA") of the Company. The records of number of shares and signatures of shareholders have been relied upon by the register/data maintained and provided by the RTA.

A summary of Postal Ballot Forms received and details of voting with respect to each proposed resolution are given below:

RESOLUTION 1:

Authorising the Board of Directors to borrow money/moneys upto an amount not exceeding Rs. 1000 crores

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53786465	99.90
Dissents to the resolution	57076	00.10
Total	53843541	100



RESOLUTION 2:

Creation of charge on the movable and immovable assets of the company, both present and future in respect of borrowings in terms of resolution above

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53786249	99.90
Dissents to the resolution	57022	00.10
Total	53843271	100

RESOLUTION 3:

Revision in remuneration of Mr. Basant Kumar Agrawal, Managing Director of the Company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53759572	99.80
Dissents to the resolution	83740	00.20
Total	53843312	100

RESOLUTION 4:

Revision in remuneration of Mr. Suresh Kumar Agrawal, Whole Time Director of the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53738364	99.80
Dissents to the resolution	84934	00.20
Total	53843298	100

RESOLUTION 5:

Revision in remuneration of Mr. Sushil Kumar Agrawal, Whole Time Director of the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53758513	99.80
Dissents to the resolution	84840	00.20
Total	53843353	100



RESOLUTION 6:

Revision in remuneration of Mr. Sunil Kumar Agrawal, Whole Time Director of the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53758299	99.80
Dissents to the resolution	84875	00.20
Total	53843174	100

RESOLUTION 7:

Payment of remuneration to Mr. Basudeo Agrawal for holding/ continue to hold office or place of profit in the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53759453	99.80
Dissents to the resolution	83692	00.20
Total	53843145	100

RESOLUTION 8:

Payment of remuneration to Mr. Varun Agrawal for holding/ continue to hold office or place of profit in the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53759634	99.80
Dissents to the resolution	83678	00.20
Total	53843312	100



RESOLUTION 9:

Appointment and payment of remuneration to Mr. Vineet Agrawal for holding/ continue to hold office or place of profit in the company


Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53760619	99.80
Dissents to the resolution	82685	00.20
Total	53843304	100

RESOLUTION 10:

Commencement of new business (es) by the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	53791036	99.90
Dissents to the resolution	52383	00.10
Total	53843389	100

It is to be noted Item 1 to 6 of the Postal Ballot Notice were proposed to be passed as Ordinary Resolution and Items 7 to 10 were proposed to be passed as Special Resolution. Hence, we do hereby say that all the three Resolutions stated above have been duly passed with requisite majority.


Aditi Jhunjhunwala
Senior Associate
Vinod Kuthari & Co. Company
Practising Company Secretaries
CP No. 10144
Scrutinizer for the Postal Ballot

Date: September 24, 2013
Kolkata