



Mr. Raj Kumar Banthia welcomed the Members to the 31<sup>st</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 seated on the dais.

#### CHAIRMAN

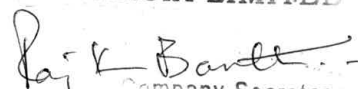
Mr. Ajay Kumar Chakraborty, Chairman of the Company took the Chair. He informed the members that the requisite quorum required under Companies Act, 2013 was present at the meeting and declared the meeting open.

The Chairman thereafter informed the members that the Financial Statement for the financial year ended on 31<sup>st</sup> March, 2015 and the Reports of Board of Directors and Auditors thereon including the Consolidated Financial Statements for the said financial year and the Auditors Report thereon and all other documents annexed to the Balance Sheet, and other Statutory Registers/documents as required under the Companies Act, 2013 were remain open and accessible for inspection during the continuance of the Meeting.

The Chairman thereafter addressed the members and delivered his speech. In his speech he informed the shareholders that the Hon'ble Calcutta High Court vide its Order dated 24th March, 2014 accorded sanction to the Scheme of Arrangement under provisions of Section 391 to 394 of the Companies Act, 1956 for demerger of the Aluminium Undertaking, Coated Metals and Mosquito Coil Undertakings, Steel Undertaking and Packaging Undertaking of Manaksia Limited on a going concern basis.

The Chairman further informed the members that the certified copy of the Order sanctioning the Scheme was received by the Company on 19th November, 2014 and the said order was filed with the Registrar of Companies, West Bengal on 23rd November, 2014 resulting in the Scheme becoming effective from that date. With the Scheme becoming effective, during the year under review four wholly owned Indian Subsidiary Companies of your Company, namely Manaksia Aluminium Company Limited, Manaksia Coated Metals & Industries Limited, Manaksia Industries Limited and Manaksia Steels Limited ceased to be subsidiary companies. Further, one wholly owned Foreign Subsidiary Company namely Euroasian Ventures FZE and one Step down Foreign Subsidiary Company Euroasian Steels LLC also ceased to be subsidiary companies with the Scheme becoming effective.

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Company Secretary

The Chairman stated that all the manufacturing undertakings of the Company in India were transferred to the demerged companies from the appointed date of 1st October, 2013 and the Company had carried on trading activities, during the year.

The Chairman also touched upon the overall Indian economic scenario.

The Chairman thereafter highlighted the performance of overseas and domestic subsidiary companies of the Company.

The Chairman also thanked the State and Central Governments, business associates, bankers and other stakeholders, for their continued support and to all the employees for making invaluable contributions to the overall growth of the Company. He 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.

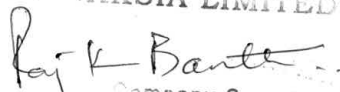
Thereafter the Managing Director of the Company appraised the members about the current economic scenario and performance of overseas subsidiary companies.

The Chairman 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 Mrs Aditi Jhunjhunwala, partner of M/s Vinod Kothari & Company, as Scrutinizer to conduct the remote e-voting process and polling paper process in fair and transparent manner. The remote e-voting commenced on 21<sup>st</sup> September, 2015 (9.00 a.m.) and ended on 23<sup>rd</sup> September, 2015.(5.00 p.m.).

The Chairman thereafter informed that there were no qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company mentioned in the auditors' report on the financial accounts for the year ended 31st March, 2015, and by the Secretarial Auditors in their Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2015. The Financial Statement and the Auditors Report thereon, Notice dated 3<sup>rd</sup> August, 2015 along with Explanatory Statement of the Company was taken as read with the consent of the members.

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WAKSIA LIMITED

  
Company Secretary

The Chairman informed the members that though the Company had not received any observations of shareholders on the accounts of the Company, he would request the members to raise queries, comments, observations, suggestion if any on the Annual Report for the year ended 31<sup>st</sup> March, 2015 and Questions & Answers session was thrown open to the shareholders.

Mr. Mahesh Kumar Bubna, member of the Company put down his views and suggestions on the future prospects of the Company which were replied by the Chairman.

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 set out in the Notice dated 3<sup>rd</sup> August, 2015.

#### ORDINARY BUSINESS

Item no. 1 (Ordinary Resolution): To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the Reports of Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Standalone Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2015, and the Report of Directors and Auditors thereon be and are hererby received, considered and adopted."

- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 and the Report of the Auditors thereon.

"RESOLVED THAT the Audited Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2015, and the Report of Auditors thereon be and are hererby 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.

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WAKSIA LIMITED  
Raj K. Banerjee  
Company Secretary

Mr. Mahesh Kumar Bubna proposed the resolution and Mr. Rajesh Singhanian seconded the resolution.

Item no. 2 (Ordinary Resolution): To confirm and declare interim dividend paid on equity shares of the Company, as final dividend, for the financial year 2014-15.

“RESOLVED THAT the interim dividend paid on equity shares of the Company be and is hereby confirmed as final dividend for the financial year 2014-15.”

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. Samir Kumar Pal proposed the resolution and Mr. Ranajit Kumar Maschatak seconded the resolution.

Item no. 3 (Ordinary Resolution): To appoint a Director in place of Mr. Sunil Kumar Agrawal (DIN: 00091784), who retires by rotation and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Sunil Kumar Agrawal (DIN: 00091784) 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.

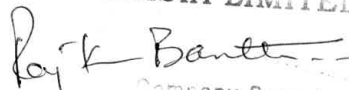
Mr. Biswanath Sharma proposed the resolution and Mr. Abhijit Bhattacharya seconded the resolution

Item no. 4: To ratify the appointment of auditors and fix their remuneration and in this connection 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 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the allied Rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. SRB & Associates, Chartered Accountants (Firm Registration No. 310009E),

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SRB & ASSOCIATES LIMITED

  
Company Secretary

as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2015-16 on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements 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. Sanjeev Kumar Achar proposed the resolution and Mr. Patit Paban Bera seconded the resolution

#### SPECIAL BUSINESS

Item no. 5: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in conformity with the provisions of Sections 149, 152 and 161(1) of the Companies Act 2013 and other applicable provisions, if any, of Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Vineet Agrawal (DIN 00441223) who was appointed as an Additional, Non-Executive Director of the Company with effect from 23<sup>rd</sup> November, 2014 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing alongwith a deposit of Rs. 1,00,000/- in terms of Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

The Chairman thereafter informed the members that the resolution has already been proposed by Mr. Ajay Agrawal and requested any one of the members present to second the resolution.

Mr. Mahesh Kumar Bubna seconded the resolution.

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TAKSIA LIMITED  
Jayk Bant  
Company Secretary

Item no. 6: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in conformity with the provisions of Section 149, 152 and 161(1) of the Companies Act 2013 and other applicable provisions, if any, of Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Varun Agrawal (DIN 00441271) who was appointed as an Additional, Non-Executive Director of the Company with effect from 23<sup>rd</sup> November, 2014 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing alongwith a deposit of Rs. 1,00,000/- in terms of Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

The Chairman thereafter informed the members that the resolution has already been proposed by Mr. B K Poddar and requested any one of the members present to second the resolution.

Mr. Mahesh Kumar Bubna seconded the resolution.

Item no. 7: 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 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 appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769), as Managing Director of the Company, liable to retire by rotation, for a period of three (3) years with effect from 23<sup>rd</sup> November, 2014 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 appointment in such manner as may be agreed between the Board and Mr. Suresh Kumar 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.

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FOR THE COMPANY SECRETARY

  
Company Secretary

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is 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. Ranajit Kumar Maschatak proposed the resolution and Mr. Pradyut Kumar Bhadra seconded the resolution.

Item no. 8: 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 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 appointment of Mr. Basudeo Agrawal (DIN: 00438754), as Whole-time Director of the Company, liable to retire by rotation, for a period of three (3) years with effect from 23rd November, 2014 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 appointment in such manner as may be agreed between the Board and Mr. Basudeo 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.

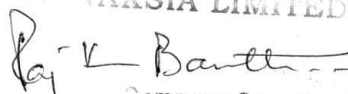
RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

The Chairman thereafter informed the members that the resolution has already been proposed by Mr. Ajay Agrawal and requested any one of the members present to second the resolution.

Mr. Abhijit Bhattacharya seconded the resolution.

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AKSIA LIMITED

  
Company Secretary



Item no. 9: 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 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 appointment of Mr. Mahabir Prasad Agrawal (DIN: 00524341), as Whole-time Director of the Company, liable to retire by rotation, for a period of three (3) years with effect from 23rd November, 2014 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 appointment in such manner as may be agreed between the Board and Mr. Mahabir Prasad 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 Director or Company Secretary of the Company, be and is 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. Rajendra Kumar Tiwari proposed the resolution and Mr. Sanjay Bararia seconded the resolution.

After considering all the items mentioned in the Notice convening the Annual General Meeting, the Chairman announced the commencement of voting through poll on above mentioned resolutions and requested the Scrutinizer to start the polling process. 3(THREE) Nos. empty ballot 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 ballot 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 available on the website of the Company as well as NSDL on 26<sup>th</sup> September, 2015.

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WAKSIA LIMITED  
Raj K Bararia  
Company Secretary

The Chairman thanked the members for their participation in the proceedings. The meeting concluded at 11:45 AM with a vote of thanks to the Chair by Dr. Kali Kumar Chaudhuri, Independent Director of the Company.

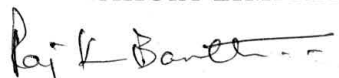
On the basis of Consolidated Scrutinizer's Report dated 26<sup>th</sup> September, 2014 on remote e-voting and polling paper, all the resolutions set out in Notice dated 3<sup>rd</sup> August, 2014 have been passed with requisite majority. The details of voting results are as under:

AGENDA-WISE RESULT

<i>Resolution No. 1: To receive, consider and adopt:</i>							
a) the Audited Financial Statements of the Company for the financial year ended 31 March 2015 and the Reports of Board of Directors and Auditors thereon;							
b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2015 and the report of Auditor's thereon							
Promoter/ Public	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	41255940	41255940	100	41255940	0	100	0
Public Institution al Holders	19508	0	0	0	0	0	0
Public- Others	24258602	14799974	61.01	14798831	1143	99.99	0.01
Total	65534050	56055914	85.54	56054771	1143	99.998	0.002

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TANAKSIA LIMITED

  
 Company Secretary

*Resolution No. 2: To confirm and declare Interim dividend paid on Equity Shares of the Company, as final dividend, for the financial year 2014-15.*

Promoter/ Public	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	41255940	41255940	100	41255940	0	100	0
Public Institution al Holders	19508	0	0	0	0	0	0
Public- Others	24258602	14800062	61.01	14769427	30635	99.79	0.21
Total	65534050	56056002	85.54	56025367	30635	99.95	0.05

*Resolution No. 3: To appoint a Director in place of Mr. Sunil Kumar Agarwal (holding DIN 00091784) who retires by rotation and being eligible offers himself for re-appointment.*

Promoter/ Public	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	41255940	41255940	100	41255940	0	100	0

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*Raj K. Bantia*  
Company Secretary

Public Institutional Holders	19508	0	0	0	0	0	0
Public-Others	24258602	14800062	61.01	14798782	1280	99.99	0.01
Total	65534050	56056002	85.54	56054722	1280	99.998	0.002

**Resolution No. 4: To ratify the appointment and fixation of remuneration of Statutory Auditors.**

Promoter/ Public	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	41255940	41255940	100	41255940	0	100	0
Public Institution al Holders	19508	0	0	0	0	0	0
Public- Others	24258602	14800062	61.01	14769283	30779	99.79	0.21
Total	65534050	56056002	85.54	56025223	30779	99.95	0.05

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THE WAKSIA LIMITED

*Rafiq Bant...*  
Company Secretary

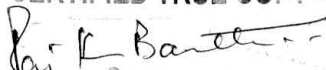
**Resolution No. 5: Appointment of Mr. Vineet Agrawal (DIN: 00441223) as a Non-Executive Director of the Company.**

Promoter/ Public	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	41255940	0	0	0	0		0
Public Institution al Holders	19508	0	0	0	0	0	0
Public- Others	24258602	14800062	61.01	14798782	1280	99.99	0.01
<b>Total</b>	<b>65534050</b>	<b>14800062</b>	<b>22.58</b>	<b>14798782</b>	<b>1280</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No. 6: Appointment of Mr. Varun Agrawal (DIN: 00441271), as a Non-Executive Director of the Company.**

Promoter/ Public	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	41255940	0	0	0	0	0.00	0.00

**TAJESIA LIMITED**

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 Company Secretary

Public Institutional Holders	19508	0	0	0	0	0	0
Public-Others	24258602	14800062	61.01	14798694	1368	99.99	0.01
Total	65534050	14800062	22.58	14798694	1368	99.99	0.01

**Resolution No. 7: Appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769), as a Managing Director of the Company.**

Promoter/ Public	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	41255940	0	0	0	0	0.00	0.00
Public Institution al Holders	19508	0	0	0	0	0	0
Public- Others	24258602	14800062	61.01	14798694	1368	99.99	0.01
Total	65534050	14800062	22.58	14798694	1368	99.99	0.01

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THE COMPANY LIMITED

*Raj K Banerjee*

Company Secretary

**Resolution No. 8: Appointment of Mr. Basudeo Agrawal (DIN: 00438754), as a Whole-time Director of the Company.**

Promoter/ Public	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 and Promoter Group	41255940	0	0	0	0	0	0
Public Institution al Holders	19508	0	0	0	0	0	0
Public- Others	24258602	14799047	61.01	14797679	1368	99.99	0.01
<b>Total</b>	<b>65534050</b>	<b>14799047</b>	<b>22.58</b>	<b>14797679</b>	<b>1368</b>	<b>99.99</b>	<b>0.01</b>

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MAKSIYA LIMITED

*Ray K. Bant...*  
Company Secretary

**Resolution No. 9: Appointment of Mr. Mahabir Prasad Agrawal (DIN: 00524341), as a Whole-time Director of the Company.**

Promoter/ Public	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 and Promoter Group	41255940	0	0	0	0	0	0
Public Institution al Holders	19508	0	0	0	0	0	0
Public- Others	24258602	14800062	61.01	14769194	30868	99.79	0.21
<b>Total</b>	<b>65534050</b>	<b>14800062</b>	<b>22.58</b>	<b>14769194</b>	<b>30868</b>	<b>99.79</b>	<b>0.21</b>

Sd/-

Date of entry: 14.10.2015

CHAIRMAN

Place: Kolkata

Date of signing: 19.10.2015

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THE VAKSIA LIMITED

*Raj K. Bhatnagar*  
Company Secretary