

MANAKSIA COATED METALS & INDUSTRIES LIMITED

Regd Office : Bikaner Building , 3rd Floor, 8/1, Lal Bazar Street, Kolkata - 700 001

Corporate Identity Number : U27100WB2010PLC144409

Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

Sec/Coat/27

Dated: 26th September, 2015

BY FAX/EMAIL/COURIER

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

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051

Dear Madam/Sir,

Subject: Voting Results under Clause 35A of the Listing Agreement

In Compliance with the Clause 35A of the Listing Agreement, please find enclosed the details of voting results in prescribed format of the business transacted at the 5th Annual General Meeting of the Company held on 24th September, 2015 at Bhasha Bhavan, National Library Auditorium, at Belvedere Road, Kolkata-700 027. We are enclosing herewith the Scrutinizer Report on Remote E-voting and Poll for your information and records.

1.	Date of AGM	24 th September, 2015
2.	Total number of shareholders on record date i.e 17 th September, 2015	26801
3.	No. of shareholders present in the meeting either in person or through proxy:	
	TOTAL	362
	Promoters and Promoter Group:	13
	Public:	349
4.	No. of shareholders attended the meeting through video conferencing:	
	Promoters and Promoter Group	Not Applicable
	Public	



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AGENDA-WISE RESULT

Resolution No.: 1

Resolution required: Ordinary Resolution

Mode of Voting: Remote e-voting and poll

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the reports of Board of Directors and Auditors 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	100.00	41255940	0	100.00	0.00
Public – Institutional holders	56079	0	0.00	0	0	0.00	0.00
Public- Others	24222031	14244548	58.81	14211665	32883	99.77	0.23
Total	65534050	55500488	84.69	55467605	32883	99.94	0.06

Resolution No.: 2

Resolution required: Ordinary Resolution

Mode of Voting: Remote e-voting and poll

Resolution No. 2: To appoint a Director in place of Mr. Sunil Kumar Agarwal (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	100.00	41255940	0	100	0.00



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Public Institutional holders	56079	0	0.00	0	0	0	0.00
Public-Others	24222031	14244548	58.81	14243258	1290	99.99	0.01
Total	65534050	55500488	84.69	55499198	1290	99.99	0.01

Resolution No.: 3

Resolution required: Ordinary Resolution

Mode of Voting: Remote e-voting and poll

Resolution No. 3: 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 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. S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), 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.”

Promoter/P ublic	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	41255940	100	41255940	0	100	0
Public – Institutional holders	56079	0	0	0	0	0	0
Public- Others	24222031	14244548	58.81	14211529	33019	99.77	0.23
Total	65534050	55500488	84.69	55467469	33019	99.94	0.06



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Resolution No.: 4

Resolution required: Special Resolution

Mode of Voting: Remote e-voting and poll

Resolution No. 4: To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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. Sushil Kumar Agrawal (DIN: 00091793), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) 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. Sushil 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.

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.”

Promoter/Pu blic	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 – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14243258	1290	99.99	0.01
Total	65534050	14244548	21.74	14243258	1290	99.99	0.01



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Resolution No.: 5

Resolution required: Special Resolution

Mode of Voting: Remote e-voting and poll

Resolution No. 5: 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, 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 increase the remuneration of Mr. Karan Agrawal (DIN: 05348309), Whole-time Director of the Company, liable to retire by rotation, 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. Karan 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.”

Promoter/Pu blic	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 – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14211292	33256	99.77	0.23
Total	65534050	14244548	21.74	14211292	33256	99.77	0.23



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Resolution No.: 6

Resolution required: Special Resolution

Mode of Voting: Remote e-voting and poll

Resolution No. 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 196, 197, 198, 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 increase the remuneration of Mr. Anirudha Agrawal (DIN: 06537905), Whole-time Director of the Company, liable to retire by rotation, 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. Anirudha 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."

Promoter/Pu blic	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 – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14211292	33256	99.77	0.23
Total	65534050	14244548	21.74	14211292	33256	99.77	0.23



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Resolution No.: 7

Resolution required: Special Resolution

Mode of Voting: Remote e-voting and poll

Resolution 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 Section 14 of the Companies Act, 2013, and other applicable provisions, if any, of Companies Act, 2013 read with the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be amended by insertion of the following Article after the existing Article 32 –

‘32A. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.’

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

Promoter/Pu blic	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	41255940	100.0000	41255940	0	100	0
Public – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14211529	33019	99.77	0.23
Total	65534050	55500488	84.69	55467469	33019	99.94	0.06



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Resolution No.: 8

Resolution required: Special Resolution

Mode of Voting: Remote e-voting and poll

Resolution 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 Section 94 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management & Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded to the Company to maintain and keep the Company’s Registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them together with the copies of certificates and documents required to be annexed thereto at the office of its Registrar and Share Transfer Agent or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.”

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

Promoter/Pu blic	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	41255940	100	41255940	0	100	0
Public – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14243259	1289	99.99	0.01
Total	65534050	55500488	84.69	55499199	1289	99.99	0.01



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Resolution No.: 9

Resolution required: Ordinary Resolution

Mode of Voting: Remote e-voting and poll

Resolution No. 9: 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 and relevant rules prescribed thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) M/s B Mukhopadhyay & Company, Cost Accountants, (Firm Registration No. 000257) appointed as 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, 2016 be paid the remuneration as set out in the explanatory statement annexed to the Notice.

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is/are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution.”

Promoter/Pu blic	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	41255940	100	41255940	0	100	0
Public – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14211529	33019	99.77	0.23
Total	65534050	55500488	84.69	55467469	33019	99.94	0.06

This is for your information and record.

Thanking you,

Yours faithfully,

For MANAKSIA COATED METALS & INDUSTRIES LIMITED

Vividha Salampuria
Vividha Salampuria
Company Secretary





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

www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726EST001

Date: September 26, 2015

To,
Chairman
Manaksia Coated Metals & Industries Limited
Bikaner Building
8/1 Lal Bazar Street
Kolkata-700001
India

Sub: Consolidated Report of Scrutinizer for 5th Annual General Meeting of the Shareholders of Manaksia Coated Metals & Industries Limited Held at Bhasha Bhavan 48, National Library Auditorium, Near Alipore Zoo, Kolkata – 700 027, West Bengal, on Thursday, the 24th September, 2015 at 2 P.M.

Dear Sir,

In terms of board resolution dated August 03, 2015 the undersigned has been appointed as the scrutinizer for the purpose of remote e-voting and voting through polling paper on the below mentioned Resolution(s) at the 5th Annual General Meeting (AGM) of the Company, held at Bhasha Bhavan, National Library Auditorium, Near Alipore Zoo, Kolkata – 700 027, West Bengal, on Thursday, the 24th September, 2015 at 2 P.M..

We have separately, on even date, given our reports for the result of remote e-voting and the results of the polling process carried at the Meeting. This consolidated report is to be read along with those separate reports.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e., by remote e-voting and voting by poll at the AGM) for the resolutions contained in the Notice to 5th AGM of the Company. Our responsibility as a scrutinizer for remote e-voting is restricted to preparing and presenting a report on the votes cast 'in favour' or 'in against' the resolutions stated below.

We hereby submit our Consolidated Report as under:



VINOD KOTHARI & COMPANY

Practising Company Secretaries
 1006-1009, Krishna Building, 224 A.J.C. Bose Road
 Kolkata - 700 017, India
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 email: vinod@vinodkothari.com
 Web: www.vinodkothari.com
www.india-financing.com
 PAN No - AAMFV6726E
 Service Tax Registration No. - AAMFV6726EST001

1. The detailed consolidated results of the remote e-voting and poll on the matters put to vote at the 5th Annual General Meeting is as under:

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the reports of Board of Directors and Auditors 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	100.00	41255940	0	100.00	0.00
Public – Institutional holders	56079	0	0.00	0	0	0.00	0.00
Public- Others	24222031	14244548	58.81	14211665	32883	99.77	0.23
Total	65534050	55500488	84.69	55467605	32883	99.94	0.06



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www.india-financing.com

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726EST001

Resolution No. 2: To appoint a Director in place of Mr. Sunil Kumar Agarwal (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	100.00	41255940	0	100	0.00
Public – Institution al holders	56079	0	0.00	0	0	0	0.00
Public- Others	24222031	14244548	58.81	14243258	1290	99.99	0.01
Total	65534050	55500488	84.69	55499198	1290	99.99	0.01



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www.india-financing.com

PAN No - AAMFY6726E

Service Tax Registration No. - AAMFY6726EST001

Resolution No. 3: 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 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. S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), 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.”

Promoter/P ublic	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	41255940	100	41255940	0	100	0
Public – Institutional holders	56079	0	0	0	0	0	0
Public- Others	24222031	14244548	58.81	14211529	33019	99.77	0.23
Total	65534050	55500488	84.69	55467469	33019	99.94	0.06



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 email: vinod@vinodkothari.com
 Web: www.vinodkothari.com
www.india-financing.com
 PAN No - AAMFV6726E
 Service Tax Registration No. - AAMFV6726EST001

Resolution No. 4: To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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. Sushil Kumar Agrawal (DIN: 00091793), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) 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. Sushil 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.

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.”

Promoter/Pu blic	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 – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14243258	1290	99.99	0.01
Total	65534050	14244548	21.74	14243258	1290	99.99	0.01



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
www.india-financing.com
 PAN No - AAMFV6726E
 Service Tax Registration No. - AAMFV6726EST001

Resolution No. 5: 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, 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 increase the remuneration of Mr. Karan Agrawal (DIN: 05348309). Whole-time Director of the Company, liable to retire by rotation, 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. Karan 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.”

Promoter/Pu blic	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 – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14211292	33256	99.77	0.23
Total	65534050	14244548	21.74	14211292	33256	99.77	0.23



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Service Tax Registration No. - AAMFV6726EST001

Resolution No. 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 196, 197, 198, 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 increase the remuneration of Mr. Anirudha Agrawal (DIN: 06537905), Whole-time Director of the Company, liable to retire by rotation, 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. Anirudha 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."

Promoter/Pu blic	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 – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14211292	33256	99.77	0.23
Total	65534050	14244548	21.74	14211292	33256	99.77	0.23



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Resolution 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 Section 14 of the Companies Act, 2013, and other applicable provisions, if any, of Companies Act, 2013 read with the rules made thereunder (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be amended by insertion of the following Article after the existing Article 32 –

‘32A. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.’

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

Promoter/Pu blic	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	41255940	100.0000	41255940	0	100	0
Public – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14211529	33019	99.77	0.23
Total	65534050	55500488	84.69	55467469	33019	99.94	0.06



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Resolution 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 Section 94 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Management & Administration) Rules, 2014 (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded to the Company to maintain and keep the Company’s Registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 or any one or more of them together with the copies of certificates and documents required to be annexed thereto at the office of its Registrar and Share Transfer Agent or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.”

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

Promoter/Pu blic	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	41255940	100	41255940	0	100	0
Public – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14243259	1289	99.99	0.01
Total	65534050	55500488	84.69	55499199	1289	99.99	0.01



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Resolution No. 9: 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 and relevant rules prescribed thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) M/s B Mukhopadhyay & Company, Cost Accountants, (Firm Registration No. 000257) appointed as 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, 2016 be paid the remuneration as set out in the explanatory statement annexed to the Notice.

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is/are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the resolution.”

Promoter/Pu blic	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	41255940	100	41255940	0	100	0
Public – Institutional holders	56079	0	0	0	0	0	0
Public-Others	24222031	14244548	58.81	14211529	33019	99.77	0.23
Total	65534050	55500488	84.69	55467469	33019	99.94	0.06



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2. The poll papers, record of votes cast through remote e-voting and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Chairman/authorized representative appointed by the Chairman for safe keeping.

Thanking you,

**For Vinod Kothari & Company
Practising Company Secretaries**

Aditi Jhunjunwala

**Aditi Jhunjunwala
Partner
CP no.: 10144**

Place: Kolkata



For MANAKSIA COATED METALS & INDUSTRIES LIMITED

Vividha Selampuria
Company Secretary