

**Registered Office**

8/1 Lalbazar Street Kolkata 700 001 India

Phone : +91-33-2231 0050 / 51 / 52 / 2243 5054 / 6055

Fax : +91-33-2230 0336

E-mail : info@manaksia.com; Website : www.manaksia.com

Corporate Identity Number : L74950WB1984PLC038336

Sec/Share/ 178

Date: 20.10.2017

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"  
5<sup>th</sup> floor, Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051

**Dear Madam/Sir,**

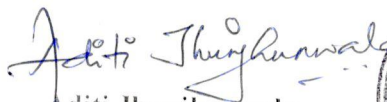
**Sub: 33<sup>rd</sup> AGM minutes of Manaksia Limited**

We enclose herewith copy of minutes of proceedings of the 33<sup>rd</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2017.

The above is for your information and records.

Thanking You  
Yours faithfully

**For Manaksia Limited**



**Aditi Jhunjhunwala**  
(Company Secretary)  
ACS: A26988  
219, Chittaranjan Avenue  
Kolkata- 700 006



*Encl: a/a*







The Chairman also stated that the Company is carrying on trading activities.

The Chairman further highlighted the performance of the Company and stated that the revenue of your Company increased to Rs. 53 crores from Rs. 58 crores during the previous year ended March 31, 2016. During the year, the Company earned a net profit of Rs. 8 crores as compared to a profit of Rs. 23 crores during previous year ended on March 31, 2016. The Chairman also touched upon the performance highlights of the subsidiary companies.

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 Managing Director of the Company apprised the Members about the current economic scenario and performance of the foreign subsidiaries of the Company.

The Chairman informed the Members present that the Notice dated 17.07.2017 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 Registered and Speed Post to the members whose email ID was not registered with the Company. The despatch of Notice was completed on 24.08.2017.

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 Mr. Arun Kumar Maitra, Partner of M/s Vinod Kothari & Company, as Scrutinizer to conduct the remote e-voting process and polling process in fair and transparent manner.

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 31<sup>st</sup> March, 2017. There were no qualifications in the Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2017. The Financial Statement and the Auditors' Report thereon, Notice dated 17<sup>th</sup> July, 2017 along with Explanatory Statement of the Company were taken as read with the consent of the Members.

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, suggestions, if any, on the Annual Report for the year ended 31<sup>st</sup> March, 2017 and question & answer session was thrown open to the shareholders.

One of the shareholders of the Company present in the meeting made his observation and sought clarifications on the Annual Report covering operations and overall performance of the Company and matters related thereto.



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*Aditya Singh*



The queries/observations were duly addressed by the Managing Director to the satisfaction of the shareholder. The Chairman thanked the Members for taking keen interest in the affairs 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 17<sup>th</sup> July, 2017.

**ORDINARY BUSINESS**

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

- a) **the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon;**

**“RESOLVED THAT** the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, and the Reports of Board of Directors and 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.

Mr. Abhijit Bhattacharya proposed the resolution and Mr. Shekhar Chakrabarty seconded the resolution.

- b) **the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.**

**“RESOLVED THAT** the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, and the Report of Auditors thereon be and are hererby 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. Meghnath Banerjee proposed the resolution and Mr. Jayanta Mondal seconded the resolution.

**Item no. 2 (Ordinary Resolution): To appoint a Director in place of Mr. Vineet Agarwal (DIN: 00441223), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.**

**“RESOVED THAT** Mr. Vineet Agarwal (DIN: 00441223) who retires by rotation at this Annual General 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. Abhijit Bhattacharya proposed the resolution and Mr. Samir Pal seconded the resolution.

**Item no. 3 (Ordinary Resolution): To appoint statutory 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:**



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*Abhijit Bhattacharya*  
*Samir Pal*



**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 re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s SRB & Associates, Chartered Accountants, the retiring Statutory Auditors) to hold office for a term of 5 (Five) consecutive years for the financial year 2017-18 commencing from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the 38th AGM of the Company to be held for the Financial Year 2021-22, subject to the ratification by the members of the Company at every subsequent AGM, 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 Statutory Auditors, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.

**RESOLVED FURTHER THAT** any Director and Chief Financial Officer of the Company be and are hereby authorized severally 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. Meghnath Banerjee proposed the resolution and Mr. Gopal Mondal seconded the resolution.

#### **SPECIAL BUSINESS**

**Item no. 4 (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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the "Act, 2013") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) 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 for the re-appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 23rd November, 2017 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 mutually 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 Act, 2013.

**RESOLVED FURTHER THAT** in absence or inadequacy of the profits in any financial year, Mr. Suresh Kumar Agarwal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act, 2013.

**RESOLVED FURTHER THAT** any Director and Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts and take all such



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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 Bhattacharya proposed the resolution and Mr. Indranil Banerjee seconded the resolution.

After considering all the items mentioned in the Notice convening the 33<sup>rd</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. 2 (Two) Nos. empty polling boxes were shown to the Members before the same were sealed and kept on the dais by the Scrutinizer. The ballot papers were distributed to the Members for taking poll. After the Members have casted their votes, the polling boxes (duly locked) were handed over to the Scrutinizer. The Chairman thereafter informed the Members that the consolidated Scrutinizers Report on remote e-voting and ballot 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 12.20 P.M. with a vote of thanks to the Chair by Dr. Kali Kumar Chaudhuri, Independent Director of the Company. The Chairman thereafter concluded the meeting with National Anthem.

Further on the basis of Consolidated Scrutinizer’s Report dated 23<sup>rd</sup> September, 2017 on remote e-voting and ballot paper, all the resolutions as set out in Notice dated 17<sup>th</sup> July, 2017 have been passed with requisite majority. The details of voting results are as under:

#### AGENDA-WISE RESULT

Resolution No. 1:								
To consider and adopt:								
a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon;								
Resolution required- Ordinary/Special					Ordinary			
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



*Joshi Shrinivas*

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Promoter and Promoter Group	E-Voting	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>41255940</b>	<b>100.0000</b>	<b>41255940</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	24194796	156411	0.6465	156162	249	99.8408	0.1592
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		<b>12706099</b>	<b>52.5159</b>	<b>12705850</b>	<b>249</b>	<b>99.9980</b>	<b>0.0020</b>
Total		<b>65534050</b>	<b>53962039</b>	<b>82.3420</b>	<b>53961790</b>	<b>249</b>	<b>99.9995</b>	<b>0.0005</b>

Resolution No. 1:

To consider and adopt:

b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.

Resolution required- Ordinary/Special				Ordinary				
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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>41255940</b>	<b>100.0000</b>	<b>41255940</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000



*Aditi Thangaraj*

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	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	<b>E-Voting</b>	24194796	156262	0.6458	156013	249	99.8407	0.1593
	<b>Poll</b>		12549688	51.8694	12549688	0	100.0000	0.0000
	<b>Total</b>		<b>12705950</b>	<b>52.5152</b>	<b>12705701</b>	<b>249</b>	<b>99.9980</b>	<b>0.0020</b>
<b>Total</b>		<b>65534050</b>	<b>53961890</b>	<b>82.3418</b>	<b>53961641</b>	<b>249</b>	<b>99.9995</b>	<b>0.0005</b>

Resolution No. 2: To appoint a Director in place of Mr. Vineet Agarwal (DIN : 00441223), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Resolution required- Ordinary/Special			Ordinary					
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	<b>E-Voting</b>	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41255940</b>	<b>100.0000</b>	<b>41255940</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	<b>E-Voting</b>	83314	0	0.0000	0	0	0.0000	0.0000
	<b>Poll</b>		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	<b>E-Voting</b>	24194796	156412	0.6465	156012	400	99.7443	0.2557
	<b>Poll</b>		12549688	51.8694	12549688	0	100.0000	0.0000
	<b>Total</b>		<b>12706100</b>	<b>52.5159</b>	<b>12705700</b>	<b>400</b>	<b>99.9969</b>	<b>0.0031</b>
<b>Total</b>		<b>65534050</b>	<b>53962040</b>	<b>82.3420</b>	<b>53961640</b>	<b>400</b>	<b>99.9993</b>	<b>0.0007</b>



*Jeeti Singh*  
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**Resolution 3: To appoint statutory 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 Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), be and are hereby appointed as the Statutory Auditor of the Company (in place of M/s SRB & Associates, Chartered Accountants, the retiring Statutory Auditors) to hold office for a period of 5 (Five) consecutive years for the financial year 2017-18 commencing from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the 38<sup>th</sup> AGM of the Company, to be held for the financial year 2021-22, subject to the ratification by the members of the company at every subsequent AGM, 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 Statutory Auditor, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.”

**RESOLVED FURTHER THAT** any director and Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

Resolution required- Ordinary/Special				Ordinary				
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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41255940</b>	<b>100.0000</b>	<b>41255940</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-Voting	24194796	156412	0.6465	156062	350	99.7762	0.2238
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	<b>Total</b>		<b>12706100</b>	<b>52.5159</b>	<b>12705750</b>	<b>350</b>	<b>99.9972</b>	<b>0.0028</b>



*Ashish Singh*  
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Total	65534050	53962040	82.3420	53961690	350	99.9994	0.0006
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**Resolution 4: 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 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013(the “Act” 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 for the re-appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 23<sup>rd</sup> November, 2017 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 mutually 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 Act, 2013.”

**RESOLVED FURTHER THAT** in absence or inadequacy of the profits in any financial year, Mr. Suresh Agarwal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject however, to the necessary approvals/ceilings as specified under Schedule V of the Act, 2013.

**RESOLVED FURTHER THAT** any Director and Chief Financial Officer of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Resolution required- Ordinary/Special				Special								
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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000				
	Poll		0	0.0000					0	0	0.0000	0.0000
	Total		41255940	100.0000					41255940	0	100.0000	0.0000
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000				
	Poll		0	0.0000					0	0	0.0000	0.0000
	Total		0	0.0000					0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	24194796	156412	0.6465	155962	450	99.7123	0.2877				



*Aditi Suresh Agrawal*

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	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		12706100	52.5159	12705650	450	99.9965	0.0035
Total		65534050	53962040	82.3420	53961590	450	99.9992	0.0008

Kolkata  
20/10/17

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**MANAKSIA LIMITED**

Ajay Kumar Chakraborty  
Chairman

*Aditi Shukhwal*  
Company Secretary