

Sec/Coat/156

Date: 18.10.2017

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"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051

Sir

Sub: Minutes of 7th Annual General Meeting

We enclose herewith copy of the Minutes of the proceedings of the 7th Annual General Meeting of the Company held on 22nd September, 2017.

We shall request you to kindly take it on records.

Thanking you,

Yours faithfully

For Manaksia Coated Metals & Industries Limited

Sailja Gupta

Sailja Gupta

(Company Secretary & Compliance Officer)

Membership No.: A50063

96B, Diamond Harbour Road

Kolkata- 700 023



Encl: a/a

The Chairman stated the highlights of the performance of the global economy as a whole and Indian economy specifically which included inflation, GDP, Make in India campaign and other steps taken by Government to boost FDI.

The Chairman also stated that the Company is carrying on business of Colour Coated (pre-painted) Steel & Aluminium Sheets and Coils and Household Products as Domestic Insecticides in the form of Mosquito Repellent Coils and Vaporizers.

The Chairman further highlighted the performance of the Company and stated that the revenue of the Company stood at Rs. 253.98 crores as compared to Rs. 224.01 crores during the year ended on March 31, 2016. However, the Company earned the profit of Rs. 1.00 crores during the year as compared to Rs. 2.92 crores during the year ended on March 31, 2016.

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 appraised the members about the current economic scenario and performance of the foreign subsidiary of the Company.

The Chairman informed the members present that the Notice dated 17th July, 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 24th August, 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 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 31st March, 2017. There were no qualification by the Secretarial Auditors in their Secretarial Audit Report for the year ended 31st March, 2017. The Financial Statements and the Auditors Report thereon, Notice dated 17th 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, suggestion if any on the Annual Report for the year ended 31st March, 2017 and Questions & Answers session was thrown open to the shareholders.

Mr. Ram Gopal Chakraborty, shareholder of the Company, made his observations and suggestions on the Annual Report covering operations and overall performance of the Company and matters related thereto.

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Saija Gupta
Company Secretary

The Chairman thanked the members for taking keen interest in the affairs of the Company. The observations were duly addressed by the Chairman of the Company and suggestions were noted. 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 17th July, 2017.

ORDINARY BUSINESS

Item no. 1 (Ordinary Resolution): To receive, 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 the Board of Directors and Auditors thereon.

“RESOLVED THAT the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, and the Reports of the 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. Nirmal Kumar Poddar proposed the resolution and Mr. Sanjoy Saha 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 Auditors thereon.

“RESOLVED THAT the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, 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.

Mr. Prabir De proposed the resolution and Mr. Gopal Chandra Mondal seconded the resolution.

Item no. 2 (Ordinary Resolution): To appoint a Director in place of Mr. Karan Agrawal (DIN: 05348309), who retires by rotation and being eligible, offers himself for re-appointment.

“RESERVED THAT Mr. Karan Agrawal (DIN: 05348309) 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. Arabinda Sarkar proposed the resolution and Mr. Indranil Banerjee seconded the resolution.

Item no. 3 (Ordinary Resolution): To ratify the appointment of the 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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Saija Gupta

Company Secretary

“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-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors and the resolution passed by the members at the 4th Annual General Meeting (AGM), 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 for a period of 5 (Five) years from the conclusion of the 4th AGM (FY – 2013-14) till the conclusion of the 9th AGM (FY- 2018-19) of the Company, be and is hereby ratified, 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.”

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. Srimanta Kumar Hoom proposed the resolution and Mr. Gopal Chnadra Mondal seconded the resolution.

SPECIAL BUSINESS

Item No. 4: 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 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 other approvals, if any, approval of the Company be and is hereby accorded for the re-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, 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 mutually 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 Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Sushil Kumar Agrawal 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.

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. Joyanta Mondal proposed the resolution and Mr. Asim De seconded the resolution.

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary

Item 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 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 other approvals; if any, approval of the Company be and is hereby accorded for the re-appointment of Mr. Karan Agrawal (DIN:05348309), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 17th 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 mutually 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 Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Karan Agrawal 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.

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. Pramod Varma proposed the resolution and Mr. Jagat Narayan Choudhary seconded the resolution.

Item 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 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. Anirudha Agrawal (DIN:06537905), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 17th 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 mutually 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 Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Anirudha Agrawal 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.

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."

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Saija Gupta
Company Secretary

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. Pinaki Bhattacharya 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 section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s B. Mukhopadhyay & Co., Cost Accountants (Firm Registration No. 000257), 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, 2018, be paid a remuneration as may be decided by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Cost Auditor in addition to reimbursement of out-of-pocket expenses incurred for conducting such audit.

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

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Nirmal Kumar Poddar proposed the resolution and Mr. Samir Kumar Pal seconded the resolution.

After considering all the items mentioned in the Notice convening the 7th Annual General Meeting, the Chairman directed that the poll on all the resolutions be conducted and requested the Scrutinizer to start the polling process. 3 (Three) Nos. empty Polling boxes were shown to the members before the same were sealed and kept on the dais by the Scrutinizer. The polling papers were distributed to the members for taking poll. After the members have cast their votes the Polling boxes were handed over to the Scrutinizer. The Chairman thereafter informed the members that the consolidated Scrutinizers Report on remote e-voting and polling paper would be made available on the website of the Company as well as NSDL and the same shall also be submitted to the Stock Exchanges where the Company is listed within the stipulated time.

The Chairman thanked the members for their participation in the proceedings. The meeting concluded at 03:50 P.M with a vote of thanks to the Chair by Dr. Kali Kumar Chaudhuri, Independent Director of the Company.

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

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary

AGENDA-WISE RESULT

Resolution 1: (a) To consider and adopt the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2017 and the Reports of the 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 Vote s- agai nst (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	42289940	4,15,39,940	98.2265	4,15,39,940	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		4,15,39,940	98.2265	4,15,39,940	-	100.0000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	1,26,159	0.5432	1,25,910	249	99.8026	0.1974
	Poll		1,24,33,090	53.5334	1,24,33,090	-	100.0000	-
	Total		1,25,59,249	54.0766	1,25,59,000	249	99.9980	0.0000
Total		65534050	5,40,99,189	82.5513	5,40,98,940	249	99.9995	0.0000

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary

Resolution 1:

(b) To consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of 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 Vote s- agai nst (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes agai nst on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42289940	4,15,39,940	98.2265	4,15,39,940	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,15,39,940	98.2265	4,15,39,940	-	100.00	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	1,26,159	0.5432	1,25,910	249	99.8026	-
	Poll		1,24,33,090	53.5334	1,24,33,090	-	100.0000	-
	Total		1,25,59,249	54.0766	1,25,59,000	249	99.9980	-
Total		65534050	5,57,89,778	85.131	5,57,89,778	-	100.000	-

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta

Company Secretary

Resolution 2: To appoint a Director in place of Mr. Karan Agrawal (DIN: 05348309), 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	E-voting	42289940	4,15,39,940	98.2265	4,15,39,940	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total		4,15,39,940	98.2265	4,15,39,940	-	100.0000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	1,26,159	0.5432	1,25,809	350	99.7226	0.2774
	Poll		1,24,33,090	53.5334	1,24,33,090	-	100.0000	-
	Total		1,25,59,249	54.0766	1,25,58,899	350	99.9972	0.0028
Total		65534050	5,40,99,189	82.5513	5,40,98,839	350	99.9994	0.0006

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Saija Gupta
Company Secretary

Resolution 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 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-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors and the resolution passed by the members at the 4th Annual General Meeting (AGM), 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 for a period of 5 (Five) years from the conclusion of the 4th AGM (FY - 2013-14) till the conclusion of the 9th AGM (FY- 2018-19) of the Company, be and is hereby ratified, 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.

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	42289940	4,15,39,940	100.000	4,15,39,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		4,22,89,940	100.000	4,15,39,940	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	1,26,159	0.5432	1,25,910	249	99.8026	0.1974
	Poll		1,24,33,090	53.5334	1,24,33,090	-	100.000	-
	Total		1,25,59,249	54.0766	1,25,59,000	249	99.9980	0.0020
Total		65534050	5,40,99,189	82.5513	5,40,98,940	249	99.9995	0.0005

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary

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 other approvals, if any, approval of the Company be and is hereby accorded for the re-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, 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 mutually 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 Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Sushil Kumar Agrawal 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.

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.”

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 Vote s-agai nst (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	42289940	4,15,39,940	98.2265	4,15,39,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		4,15,39,940	98.2265	4,15,39,940	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	1,26,157	0.5432	1,25,759	398	99.6845	0.3155
	Poll		1,24,33,090	53.5334	1,24,33,090	-	100.0000	-
	Total		1,25,59,247	54.0766	1,25,58,849	398	99.9968	0.0032
Total		65534050	5,40,99,187	82.5513	5,40,98,789	398	99.9993	0.0007

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary

Resolution 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 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 other approvals, if any, approval of the Company be and is hereby accorded for the re-appointment of Mr. Karan Agrawal (DIN:05348309), as Whole-time Director of the Company, liable to retire by rotation ,for a period of 3 (Three) years with effect from 17th 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 mutually 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 Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Karan Agrawal 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.

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.”

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	42289940	4,15,39,940	98.2265	4,15,39,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		4,15,39,940	98.2265	4,15,39,940	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	1,26,159	0.5432	1,25,759	400	99.6829	0.3171
	Poll		1,24,33,090	53.5334	1,24,33,090	-	100.000	-
	Total		1,25,59,249	54.0766	1,25,58,849	400	99.9968	0.0032
Total		65534050	5,40,99,189	82,5513	5,40,98,789	400	99.9993	0.0007

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary

Resolution 6: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 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. Anirudha Agrawal (DIN:06537905), as Whole-time Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 17th 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 mutually 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 Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Anirudha Agrawal 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.

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.”

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	42289940	4,15,39,940	98.2265	4,15,39,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		4,15,39,940	98.2265	4,15,39,940	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	1,26,105	0.5430	1,25,705	400	6828 99.	0.3172
	Poll		1,24,33,090	54.0764	1,26,36,779	-	100.000	-
	Total		1,25,59,195	54.0764	1,34,97,800	400	99.9968	0.0032
Total		65534050	5,40,99,135	82.5512	5,57,87,740	400	99.9993	0.0007

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MANAKSIA COATED METALS & INDUSTRIES LIMITED
Saija Gupta
 Company Secretary

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

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), M/s B. Mukhopadhyay & Co., Cost Accountants (Firm Registration No. 000257), 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, 2018, be paid a remuneration as may be decided by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Cost Auditor in addition to reimbursement of out-of-pocket expenses incurred for conducting such audit.

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

Resolution required- Ordinary/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	42289940	4,15,39,940	98.2265	4,15,39,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		4,22,89,940	98.2265	4,15,39,940	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	1,26,159	0.5432	1,25,905	254	99.7987	0.2013
	Poll		1,24,33,090	53.5334	1,24,33,090	-	100.000	-
	Total		1,25,59,249	54.0766	1,25,58,995	254	99.9995	0.0020
Total		65534050	5,40,99,189	82.5513	5,40,98,935	254	99.9995	0.0005

Place: Kolkata
Date: 13/10/2017

Ajay Kumar Chakraborty

Chairman

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MANAKSIA COATED METALS & INDUSTRIES LIMITED

Sailja Gupta
Company Secretary