

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

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Date: 23rd September, 2017

To,
The Chairman,
Manaksia Aluminium Company Limited
Bikaner Building,
3rd Floor, 8/1, Lal Bazar Street,
Kolkata-700001,
India

Re: Consolidated Report of Scrutinizer for 7th Annual General Meeting of the Shareholders of Manaksia Aluminium Company Limited (hereinafter referred to as “Company”) held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata-700027, on Friday, 22nd day of September, 2017 at 4.30 P.M.

Dear Sir,

In terms of authority of the board resolution dated 17.07.2017, the Company has appointed the undersigned Arun Kumar Maitra, Partner at Vinod Kothari & Company, Practising Company Secretaries, having its office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the scrutinizer for the purpose of the voting process on the below mentioned Resolutions at the 7th Annual General Meeting of the Company, held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata-700027, on Friday, 22nd day of September, 2017 at 4.30 P.M.

We have separately, on even date, given our report for the results of the polling process carried at the Meeting, as required by Section 109 of the Companies Act, 2013. This consolidated report is to be read along with the other report.

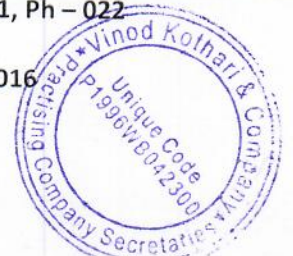
We hereby submit our Consolidated Report as under:

- 1) The results of the voting on each resolution by adding the votes of the poll in favour or against a resolution with the remote e-voting in favour or against the same resolution are as under:

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22614021; 022 30447498

Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016



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Udyog Aadhaar Number – WB10D0000448

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.01	136	54853678	99.9995	7	249	0.0005	6	2015
No.02	133	54853457	99.9994	9	350	0.0006	6	2015
No.03	136	54853678	99.9995	7	249	0.0005	6	2015
No.04	133	54853527	99.9993	10	400	0.0007	6	2015
No.05	135	54853628	99.9995	8	299	0.0005	6	2015

2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the 7th Annual General Meeting is as under:

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Resolution No. 1: To consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon;

Resolution required:			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	42277940	42277940	100.0000	42277940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42277940	100.0000	42277940	0	100.0000	0.0000
Public-Institutions	E-Voting	19208	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	23236902	110446	0.4753	110197	249	99.7746	0.2254
	Poll		12465541	53.6455	12465541	0	100.0000	0.0000
	Total		12575987	54.1208	12575738	249	99.9980	0.0020
Total		65534050	54853927	83.7029	54853678	249	99.9995	0.0005

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Resolution No. 2: To appoint a Director in place of Mr. Basudeo Agrawal (DIN: 00438754), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Resolution required:			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	42277940	42277940	100.0000	42277940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42277940	100.0000	42277940	0	100.0000	0.0000
Public-Institutions	E-Voting	19208	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	23236902	110326	0.4748	109976	350	99.6828	0.3172
	Poll		12465541	53.6455	12465541	0	100.0000	0.0000
	Total		12575867	54.1203	12575517	350	99.9972	0.0028
Total		65534050	54853807	83.7028	54853457	350	99.9994	0.0006

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Resolution 3: To ratify the appointment of the statutory auditors of the Company 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 allied rules of 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 the resolution passed by the members at the 4th Annual General Meeting (“AGM”), for 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.”

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Resolution required:			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	42277940	42277940	100.0000	42277940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42277940	100.0000	42277940	0	100.0000	0.0000
Public-Institutions	E-Voting	19208	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	23236902	110446	0.4753	110197	249	99.7746	0.2254
	Poll		12465541	53.6455	12465541	0	100.0000	0.0000
	Total		12575987	54.1208	12575738	249	99.9980	0.0020
Total		65534050	54853927	83.7029	54853678	249	99.9995	0.0005

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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 other approvals, if any, approval of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Kumar Agrawal (DIN:00091784), as the Managing Director of the Company, liable to retire by rotation, for a period of three 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. Sunil 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. Sunil 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.

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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Resolution required:		Special						
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	42277940	42277940	100.0000	42277940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42277940	100.0000	42277940	0	100.0000	0.0000
Public-Institutions	E-Voting	19208	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	23236902	110446	0.4753	110046	400	99.6378	0.3622
	Poll		12465541	53.6455	12465541	0	100.0000	0.0000
	Total		12575987	54.1208	12575587	400	99.9968	0.0032
Total		65534050	54853927	83.7029	54853527	400	99.9993	0.0007

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Resolution 5: 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 read with the Companies (Audit and Auditors) Rules, 2014 (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 of the 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.”

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Resolution required:			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	42277940	42277940	100.0000	42277940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		42277940	100.0000	42277940	0	100.0000	0.0000
Public-Institutions	E-Voting	19208	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	23236902	110446	0.4753	110147	299	99.7293	0.2707
	Poll		12465541	53.6455	12465541	0	100.0000	0.0000
	Total		12575987	54.1208	12575688	299	99.9976	0.0024
Total		65534050	54853927	83.7029	54853628	299	99.9995	0.0005

Note: For the purpose of this report, we have relied upon the figures provided by the RTA. Further, invalid votes/polling papers have not been taken into account for counting valid votes.

All the above resolutions are passed with requisite majority.

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- 3) The details of the remote e-voting, polling process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Company Secretary/Authorised Representative authorized by the Board for safe keeping.

Place: Kolkata

Date: 23rd September, 2017

For Vinod Kothari & Company
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Arun Kumar Maitra

Arun Kumar Maitra

Partner

CP No.: 14490

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