

# 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](mailto:vinod@vinodkothari.com)

Web: [www.vinodkothari.com](http://www.vinodkothari.com)

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Date: 23/09/2017

To,  
The Chairman,  
Manaksia Coated Metals & Industries Limited  
8/1, Lal Bazar Street  
Bikaner Building, 3<sup>rd</sup> Floor  
Kolkata - 700 001, India

**Re: Consolidated Report of Scrutinizer for 7<sup>th</sup> Annual General Meeting of the Shareholders of Manaksia Coated Metals & Industries Limited (hereinafter referred to as "Company") held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata-700027, on Friday, 22<sup>nd</sup> day of September, 2017 at 2.30 P.M.**

Dear Sir,

In terms of authority of the board resolution dated 17<sup>th</sup> July, 2017, the Company has appointed the undersigned, Arun Kumar Maitra, Partner at Vinod Kothari & Company, Practising Company Secretaries, having 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 7<sup>th</sup> Annual General Meeting of the Company, held at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata-700027, on Friday, 22<sup>nd</sup> day of September, 2017 at 2.30 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:

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph – 022

22614021; 022 30447498

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



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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 (a)	134	54098940	99.9995	7	249	0.0005	6	1640
No.01(b)	134	54098940	99.9995	7	249	0.0005	6	1640
No.02	132	54098839	99.9994	9	350	0.0006	6	1640
No.03	134	54098940	99.9995	7	249	0.0005	6	1640
No.04	131	54098789	99.9993	9	398	0.0007	6	1640
No.05	131	54098789	99.9993	10	400	0.0007	6	1640
No.06	130	54098735	99.9993	10	400	0.0007	6	1640
No.07	133	54098935	99.9995	8	254	0.0005	6	1640

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

## 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 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	42289940	41539940	98.2265	41539940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41539940	98.2265	41539940	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	23224902	126159	0.5432	125910	249	99.8026	0.1974
	Poll		12433090	53.5334	12433090	0	100.0000	0.0000
	Total		12559249	54.0766	12559000	249	99.9980	0.0020
Total		65534050	54099189	82.5513	54098940	249	99.9995	0.0005

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## 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 Reports of 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	42289940	41539940	98.2265	41539940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41539940	98.2265	41539940	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	23224902	126159	0.5432	125910	249	99.8026	0.1974
	Poll		12433090	53.5334	12433090	0	100.0000	0.0000
	Total		12559249	54.0766	12559000	249	99.9980	0.0020
Total		65534050	54099189	82.5513	54098940	249	99.9995	0.0005

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**Resolution No.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					
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	41539940	98.2265	41539940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>41539940</b>	<b>98.2265</b>	<b>41539940</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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		<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	23224902	126159	0.5432	125809	350	99.7226	0.2774
	Poll		12433090	53.5334	12433090	0	100.0000	0.0000
	Total		<b>12559249</b>	<b>54.0766</b>	<b>12558899</b>	<b>350</b>	<b>99.9972</b>	<b>0.0028</b>
<b>Total</b>		<b>65534050</b>	<b>54099189</b>	<b>82.5513</b>	<b>54098839</b>	<b>350</b>	<b>99.9994</b>	<b>0.0006</b>

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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 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 4<sup>th</sup> 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 4<sup>th</sup> AGM (FY – 2013-14) till the conclusion of the 9<sup>th</sup> 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	42289940	41539940	98.2265	41539940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>41539940</b>	<b>98.2265</b>	<b>41539940</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
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		<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	23224902	126159	0.5432	125910	249	99.8026	0.1974
	Poll		12433090	53.5334	12433090	0	100.0000	0.0000
	Total		<b>12559249</b>	<b>54.0766</b>	<b>12559000</b>	<b>249</b>	<b>99.9980</b>	<b>0.0020</b>
Total		<b>65534050</b>	<b>54099189</b>	<b>82.5513</b>	<b>54098940</b>	<b>249</b>	<b>99.9995</b>	<b>0.0005</b>

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**Resolution No.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 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 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.”

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Udyog Aadhaar Number - WB10D0000448

Resolution required:			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	41539940	98.2265	41539940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41539940	98.2265	41539940	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	23224902	126157	0.5432	125759	398	99.6845	0.3155
	Poll		12433090	53.5334	12433090	0	100.0000	0.0000
	Total		12559247	54.0766	12558849	398	99.9968	0.0032
Total		65534050	54099187	82.5513	54098789	398	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 a Special Resolution:**

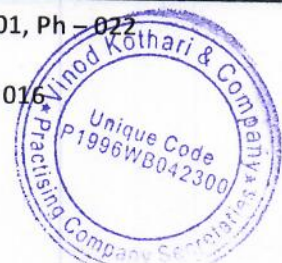
**“RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), 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 17<sup>th</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 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.”

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Resolution required:			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	41539940	98.2265	41539940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41539940	98.2265	41539940	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	23224902	126159	0.5432	125759	400	99.6829	0.3171
	Poll		12433090	53.5334	12433090	0	100.0000	0.0000
	Total		12559249	54.0766	12558849	400	99.9968	0.0032
Total		65534050	54099189	82.5513	54098789	400	99.9993	0.0007

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# VINOD KOTHARI & COMPANY

Practising Company Secretaries

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

**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 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 17<sup>th</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 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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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution required:			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	41539940	98.2265	41539940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41539940	98.2265	41539940	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	23224902	126105	0.5430	125705	400	99.6828	0.3172
	Poll		12433090	53.5334	12433090	0	100.0000	0.0000
	Total		12559195	54.0764	12558795	400	99.9968	0.0032
Total		65534050	54099135	82.5512	54098735	400	99.9993	0.0007

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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

**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.”

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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

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	42289940	41539940	98.2265	41539940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41539940	98.2265	41539940	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	23224902	126159	0.5432	125905	254	99.7987	0.2013
	Poll		12433090	53.5334	12433090	0	100.0000	0.0000
	Total		12559249	54.0766	12558995	254	99.9980	0.0020
Total		65534050	54099189	82.5513	54098935	254	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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Udyog Aadhaar Number – WB10D0000448

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 : 23<sup>rd</sup> September, 2017

For Vinod Kothari & Company  
Practising Company Secretaries



*Arun Kumar Maitra*

Arun Kumar Maitra

Partner

CP No.: 14490

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