

# 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)

[www.india-financing.com](http://www.india-financing.com)

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

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

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

**Re: Consolidated Report of Scrutinizer for 33<sup>rd</sup> Annual General Meeting of the Shareholders of Manaksia Limited (hereinafter referred to as “Company”) held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belevdere Road, Kolkata - 700 027, on Friday, 22<sup>nd</sup> September, 2017 at 10. 00 A.M**

Dear Sir,

In terms of authority of the board resolution dated 17<sup>th</sup> July, 2017, the Company has appointed the undersigned, Mr. 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 resolution(s) at the 33<sup>rd</sup> Annual General Meeting of the Company, held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belevdere Road, Kolkata - 700 027, on Friday, 22<sup>nd</sup> September, 2017 at 10. 00 A.M

We have separately, on even date, given our report for the results of the polling process carried at the Meeting, as required under 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

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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)	143	53961790	99.9995	7	249	0.0005	8	1642
No. 01 (b)	143	53961641	99.9995	7	249	0.0005	8	1642
No.02	141	53961640	99.9993	10	400	0.0007	8	1642
No.03	142	53961690	99.9994	9	350	0.0006	8	1642
No.04	140	53961590	99.9992	11	450	0.0008	8	1642

- 2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the 33<sup>rd</sup> Annual General Meeting is as under:

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## 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	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>

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b. the Annual Consolidated 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	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	156262	0.6458	156013	249	99.8407	0.1593
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		<b>12705950</b>	<b>52.5152</b>	<b>12705701</b>	<b>249</b>	<b>99.9980</b>	<b>0.0020</b>
Total		<b>65534050</b>	<b>53961890</b>	<b>82.3418</b>	<b>53961641</b>	<b>249</b>	<b>99.9995</b>	<b>0.0005</b>

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**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					
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	100.000 0	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41255940</b>	<b>100.000 0</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	156012	400	99.7443	0.2557
	Poll		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>

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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.”

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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	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	156412	0.6465	156062	350	99.7762	0.2238
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		<b>12706100</b>	<b>52.5159</b>	<b>12705750</b>	<b>350</b>	<b>99.9972</b>	<b>0.0028</b>
<b>Total</b>		<b>65534050</b>	<b>53962040</b>	<b>82.3420</b>	<b>53961690</b>	<b>350</b>	<b>99.9994</b>	<b>0.0006</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 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.”

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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	41255940	41255940	100.000 0	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>41255940</b>	<b>100.000 0</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	156412	0.6465	155962	450	99.7123	0.2877
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		<b>12706100</b>	<b>52.5159</b>	<b>12705650</b>	<b>450</b>	<b>99.9965</b>	<b>0.0035</b>
<b>Total</b>		<b>65534050</b>	<b>53962040</b>	<b>82.3420</b>	<b>53961590</b>	<b>450</b>	<b>99.9992</b>	<b>0.0008</b>

Note:

- Invalid votes/ballot papers have not been taken into account for counting valid votes.
- For the purpose of this report, we have relied upon the figures provided by the RTA.

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All the above resolutions are passed with requisite majority.

- 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**



A handwritten signature in blue ink, appearing to read "Arun Kumar Maitra".

**Arun Kumar Maitra**  
Partner  
CP No.: 14490

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