

Sec/Coat/214

Date: 23.10.2018

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001
Scrip Code: 539046

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
SYMBOL: MANAKCOAT

Sir

Sub: Minutes of 8th Annual General Meeting

We enclose herewith copy of the Minutes of the proceedings of the 8th Annual General Meeting of the Company held on 27th September, 2018.

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



Encl: a/a

MINUTES OF THE PROCEEDINGS OF THE EIGHTH ANNUAL GENERAL MEETING OF MANAKSIA COATED METALS & INDUSTRIES LIMITED HELD AT "BHASHA BHAWAN", NATIONAL LIBRARY AUDITORIUM, BELVEDERE ROAD, KOLKATA-700 027, ON THURSDAY THE 27TH DAY OF SEPTEMBER, 2018 COMMENCED AT 02:30 P.M. AND CONCLUDED AT 03:45 P.M

PRESENT

Dr. Kali Kumar Chaudhuri	Independent Director (Chairman of the Meeting)
Mr. Sushil Kumar Agrawal	Managing Director
Mr. Anirudha Agrawal	Whole-Time Director
Mr. Debasis Banerjee	Whole-time Director
Mr. Karan Agrawal	Whole-Time Director
Mr. Mahabir Prasad Agrawal	Non-Executive Director
Mrs. Smita Khaitan	Independent Director
Mr. Sunil Kumar Agrawal	Non- Executive Director

Chairman of the Nomination & Remuneration Committee and Stakeholders Relationship Committee were present at the meeting.

Ms. Sailja Gupta Company Secretary

Mr. Hemant Kumar Lakhotia, Representative of M/s S K Agrawal & Co, Statutory Auditors of the Company, Mr. Arun Kumar Maitra, Partner of M/s Vinod Kothari & Company and Mr. Bharat Begwani, Chief Financial Officer of the Company were also present.

Ms. Sailja Gupta welcomed the Members to the 8th Annual General Meeting of the Company and thereafter requested the Directors as well as invitees to grace the dais. She thereafter, introduced the Directors and invitees on the dais. The members were informed that since the Chairman of the Company Mr. Ajay Kumar Chakraborty is unable to attend the meeting due to ill health, Dr. Kali Kumar Chaudhuri has been elected as Chairman of the meeting by the Directors present and being a chairman of Audit Committee Mr. Ajay Kumar Chakraborty has also authorised him to represent on his behalf in the Meeting.

385 Members representing 11,989,783 shares were present in person including Corporate Representatives and 36 members representing 42,730,272 shares were present through proxy.

The Company Secretary further informed that the members the Register of Directors and Key Managerial Personnel and their shareholding under Section 170 and other Statutory Registers/documents as required under the Companies Act, 2013 remain open and accessible for inspection during the continuance of the Meeting.

The Company Secretary informed the members present that the Notice dated 14.08.2018 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 and Annual Report was completed on 03.09.2018.

The Company Secretary 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 the members that as per the confirmation received from the Company Secretary, the requisite quorum required under the Companies Act, 2013, was present at the meeting and the meeting was declared open.

The Chairman thereafter addressed the members and delivered his speech. 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 informed that Company was in the process of expanding operations and investing in a new Continuous Steel Galvanizing line at the Kutch, plant in Gujarat. The Galvanising Line is now operational and this will help improve turnover and profitability in the metals business.

The Chairman further highlighted the performance of the Company and stated that the revenue of the Company stood at Rs. 236.03 crores as compared to Rs. 279.99 crores during the year ended on March 31, 2017. However, the Company earned the profit of Rs. 2.75 crores during the year as compared to Rs. 0.27 crores during the year ended on March 31, 2017.

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 Mr. Sushil Kumar Agrawal, Managing Director of the Company appraised the members about the current economic scenario and performance of the foreign subsidiary of the Company.

The Chairman thereafter informed the members that since the Annual Report of the Company are with the members, Financial Statements and the Auditors Report thereon, Notice dated 14.08.2018 along with the Explanatory Statement is taken as read.

The Chairman then invites members to raise queries on the items of business provided in the Notice.



Mr. Amit Kumar Banerjee and Mr. S. Kapoor, shareholders of the Company, made their observations and suggestions on the Annual Report and on operations and overall performance of the Company and matters related thereto.

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 14th August, 2018.

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, 2018 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, 2018, and the Reports of the Board of Directors' and Auditors' thereon be and are hereby 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. Amit Kumar Banerjee proposed the resolution and Mr. Jagat Narayan Chowdhury seconded the resolution.

b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report of Auditors thereon.

“RESOLVED THAT the Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018, and the Report of Auditors thereon be and are hereby 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. Samir Kumar Pal proposed the resolution and Mr. S. Kapoor seconded the resolution.

Item no. 2 (Ordinary Resolution): To appoint a Director in place of Mr. Anirudha Agrawal (DIN: 06537905), who retires by rotation and being eligible, offers himself for re-appointment.

“RESERVED THAT Mr. Anirudha Agrawal (DIN: 06537905) 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. Pramod Verma proposed the resolution and Mr. Joyanta Mondal seconded the resolution.

Item no. 3 (Ordinary Resolution): To appoint a Director in place of Mr. Mahabir Prasad Agrawal (DIN: 00524341), who retires by rotation and being eligible, offers himself for re-appointment.

“RESERVED THAT Mr. Mahabir Prasad Agrawal (DIN: 00524341) 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. Ranajit Kumar Maschatak proposed the resolution and Mr. Debesh Chandra Majumdar 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 Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to increase the remuneration of Mr. Sushil Kumar Agrawal (DIN: 00091793), Managing Director of the Company, liable to retire by rotation, 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 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 Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally 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. Pinaki Bhattacharyya proposed the resolution and Mr. Sushil Kumar Daga seconded the resolution.

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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to increase the remuneration of Mr. Karan Agrawal (DIN: 05348309), Whole-time Director of the Company, liable to retire by rotation, 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 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 Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally 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. Dipak Bhattacharjee proposed the resolution and Mr. Indranil Banerjee 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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to increase the remuneration of Mr. Anirudha Agrawal (DIN: 06537905), Whole-time Director of the Company, liable to retire by rotation, 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 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 Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally 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. Gopal Chandra Mondal proposed the resolution and Mr. Atanu Chakraborty 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to appoint of Mr. Debasis Banerjee (DIN: 08164196) as Whole-time Director of the Company, for the period of 3 (Three) years with effect from 2nd August, 2018, liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy



of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Debasis Banerjee.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally 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. Srimanta Kumar Hoom proposed the resolution and Mr. Suman Sapui seconded the resolution.

Item No. 8: 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 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 as recommended by the Audit Committee and authorized by the Board of Directors to Managing Director to mutually decide the remuneration with the Cost Auditor, consent of the members be and is hereby accorded for ratification of the remuneration of M/s B. Mukhopadhyay & Co, Cost Accountants, (Firm Registration No. 000257), of ₹1,00,000/- for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2019, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby jointly and or 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. Tanmoy Roy proposed the resolution and Mr. Ajoy Dey seconded the resolution.

After considering all the items mentioned in the Notice convening the 8th 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 03:45 P.M with a vote of thanks to the Chair by Mr. Karan Agrawal, Whole-time Director of the Company. The Chairman thereafter concluded the meeting with National Anthem.



Further on the basis of Consolidated Scrutinizer's Report dated 29th September, 2018 on remote e-voting and polling paper, all the resolutions set out in Notice dated 14th August, 2018 have been passed with requisite majority. The details of voting results are as under:

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, 2018 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 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	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,10,480	0.48	1,10,420	60	99.94	0.05
	Poll		1,20,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,36,912	52.80	1,21,36,852	60	99.99	0.00
Total		65534050	5,41,94,227	82.70	5,41,94,167	60	99.99	0.00



Resolution 1:

(b) To consider and adopt the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 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 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	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,10,480	0.48	1,10,420	60	99.94	0.05
	Poll		1,20,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,36,912	52.80	1,21,36,852	60	99.99	0.00
Total		65534050	5,41,94,227	82.70	5,41,94,167	60	99.99	0.00



Resolution 2: To appoint a Director in place of Mr. Anirudha Agrawal (DIN: 06537905), 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	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,10,480	0.48	1,10,420	60	99.94	0.05
	Poll		1,20,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,36,912	52.80	1,21,36,852	60	99.99	0.00
Total		65534050	5,41,94,227	82.70	5,41,94,167	60	99.99	0.00



Resolution 3: To appoint a Director in place of Mr. Mahabir Prasad Agrawal (DIN: 00524341), 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	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,10,680	0.48	1,10,620	60	99.94	0.05
	Poll		1,20,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,36,912	52.80	1,21,37,052	60	99.99	0.00
Total		65534050	5,41,94,427	82.70	5,41,94,367	60	99.99	0.00



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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to increase the remuneration of Mr. Sushil Kumar Agrawal (DIN: 00091793), Managing Director of the Company, liable to retire by rotation, 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 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 Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally 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	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,10,680	0.48	1,10,620	60	99.94	0.05
	Poll		1,20,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,36,912	52.80	1,21,37,052	60	99.99	0.00
Total		65534050	5,41,94,427	82.70	5,41,94,367	60	99.99	0.00



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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to increase the remuneration of Mr. Karan Agrawal (DIN: 05348309), Whole-time Director of the Company, liable to retire by rotation, 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 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 Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally 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 agains t on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,10,680	0.48	1,09,580	1100	99.00	0.99
	Poll		1,20,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,37,112	52.80	1,21,36,012	1100	99.99	0.00
Total		65534050	5,41,94,427	82.70	5,41,93,327	1100	99.99	0.00



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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to increase the remuneration of Mr. Anirudha Agrawal (DIN: 06537905), Whole-time Director of the Company, liable to retire by rotation, 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 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 Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally 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	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,00,000	0.44	98,900	1100	98.90	1.10
	Poll		1,21,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,37,112	52.75	1,21,25,332	1100	99.99	0.00
Total		65534050	5,41,83,727	82.68	5,41,82,647	1100	99.99	0.00



Resolution 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to appoint of Mr. Debasis Banerjee (DIN: 08164196) as Whole-time Director of the Company, for the period of 3 (Three) years with effect from 2nd August, 2018, liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Debasis Banerjee.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally 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				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	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,10,680	0.48	1,09,620	1060	99.00	0.99
	Poll		1,20,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,37,112	52.80	1,21,36,052	1060	99.99	0.00
Total		65534050	5,41,94,427	82.70	5,41,93,367	1060	99.99	0.00



Resolution 8: 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 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 as recommended by the Audit Committee and authorized by the Board of Directors to Managing Director to mutually decide the remuneration with the Cost Auditor, consent of the members be and is hereby accorded for ratification of the remuneration of M/s B. Mukhopadhyay & Co, Cost Accountants, (Firm Registration No. 000257), of ₹1,00,000/- for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2019, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby jointly and or 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				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	42544440	4,20,57,315	98.86	4,20,57,315	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		4,20,57,315	98.86	4,20,57,315	-	100.00	-
Public Institutions	E-voting	756	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22988854	1,10,680	0.48	1,09,620	1060	99.00	0.99
	Poll		1,20,26,432	52.31	1,20,26,432	-	100.00	-
	Total		1,21,37,112	52.80	1,21,36,052	1060	99.99	0.00
Total		65534050	5,41,94,427	82.70	5,41,93,367	1060	99.99	0.00

Place: Kolkata
Date: 11/11/2018

Kali Kumar Chaudhuri
Chairman

CERTIFIED TRUE COPY

MANAKSIA COATED METALS & INDUSTRIES LIMITED

Saija Gupta
Company Secretary