

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

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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 the 8th Annual General Meeting ('AGM') 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- 700 027 on 27th September, 2018 at 4:30 P.M.

Dear Sir,

In terms of authority of the Board Resolution dated 14th August, 2018, the Company has appointed the undersigned, Mr. Arun Kumar Maitra, Partner at Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the scrutinizer for the purpose of the remote e-voting and the voting process conducted on the below mentioned resolutions at the Annual General Meeting of the Company, held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata- 700 027 on 27th September, 2018 at 4:30 P.M.

We have separately, on even date, given our report for the results of the remote e-voting and polling process carried at the AGM, as required by Section 108 and 109 of the Companies Act, 2013. This Consolidated Report is to be read along with the other Reports as well.

We hereby submit our Consolidated Report as under:

- 1) The summary of the results of the voting on each resolution by adding the votes received in favour and against a resolution by both the means i.e., through poll as well as remote e-voting are as under:



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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	108	54802565	99.98%	6	6585	0.01%	1	19
No.02	108	54802565	99.98%	6	6585	0.01%	1	19
No.03	109	54802765	99.98%	6	6585	0.01%	1	19
No.04	105	54801444	99.98%	8	7625	0.01%	1	19
No.05	109	54801544	99.98%	8	7625	0.01%	1	19
No. 6	108	54801765	99.98%	7	7585	0.01%	1	19

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

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Delhi Office: A/11, Hauz Khas, New Delhi- 110 016



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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, 2018 and the Reports of the Board of Directors' and Auditors' thereon.

Resolution required:			Ordinary Resolution					
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 Poll	42418440	42418440	100%	42418440	0	100%	0
			0	0	0	0	0	0
	Total		42418440	100%	42418440	0	100%	0
Public-Institutions	E-Voting Poll	0	0	0	0	0	0	0
			0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting Poll	23115610	110946	0.4800%	104361	6585	94.0647%	5.9353%
			12279764	53.1233%	12279764	0	100	0
	Total		12390710	53.6032%	12384125	6585	99.9469%	0.0531%
Total		65534050	54809150	83.6346%	54802565	6585	99.980%	0.0120%



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Resolution No.2: To appoint a Director in place of Mr. Vineet Agrawal (DIN: 00441223), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Resolution required:			Ordinary Resolution					
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	42418440	42418440	100%	42418440	0	100%	0
	Poll		0	0	0	0	0	0
	Total		42418440	100%	42418440	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	23115610	110946	0.4800%	104361	6585	94.0647%	5.9353%
	Poll		12279764	53.1233%	12279764	0	100%	0
	Total		12390710	53.6032%	12384125	6585	99.9469%	0.0531%
Total		65534050	54809150	83.6346%	54802565	6585	99.9880%	0.0120%

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Resolution 3: 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 Resolution					
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	42418440	42418440	100%	42418440	0	100%	0
	Poll		0	0	0	0	0	0
	Total		42418440	100%	42418440	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institution	E-Voting	23115610	110946	0.4800%	104361	6585	94.0647%	5.9353%
	Poll		12279764	53.1233%	12279764	0	100	0
	Total		12390710	53.6032%	12384125	6585	99.9469%	0.0531



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ns								
Total			54809150	83.6346	54802565	6585	99.9880	0.0120 %

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-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 to increase the remuneration of Mr. Sunil Kumar Agrawal (DIN: 00091784), 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. 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 Companies Act, 2013.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally 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 Resolution					
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	42418440	42418440	100%	42418440	0	100%	0
	Poll		0	0	0	0	0	0
	Total		42418440	100%	42418440	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	23115610	110865	0.4800%	103240	7625	94.0647%	5.9353%
	Poll		12279764	53.1233%	12279764	0	100%	0
	Total		12390629	53.6029%	12383004	7625	99.9385%	0.0615%
Total		65534050	54809069	83.6345%	54801444	7625	99.9861%	0.0139%

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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 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-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 to increase the remuneration of Mr. Basudeo Agrawal (DIN: 00438754), 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. Basudeo 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 or the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Resolution required:			Special Resolution					
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	E-Voting	42418440	42418440	100%	42418440	0	100%	0



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Promoter Group	g							
	Poll		0	0	0	0	0	0
	Total		42418440	100%	42418440	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	23115610	110865	0.4800%	103240	7625	94.0647%	5.9353%
	Poll		12279764	53.1233%	12279764	0	100%	0
	Total		12390629	53.6029	12383004	7625	99.9385	0.0615
Total		65534050	54809069	83.6345	54801444	7625	99.9861	0.0139

Resolution 6: 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-enactment thereof, for the time being in force), and as recommended by the Audit Committee and authorized by the Board of Director 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 Rs 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 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 Resolution					
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	42418440	42418440	100%	42418440	0	100%	0
	Poll		0	0	0	0	0	0
	Total		42418440	100%	42418440	0	100%	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	23115610	111146	0.4800%	103561	7585	94.0647%	5.9353%
	Poll		12279764	53.1233%	12279764	0	100.0000	
	Total		12390910	53.6041	12383325	7585	99.9388%	0.0612%
Total		65534050	54809350	83.6349	54801765	7585	99.9862	0.0138

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Note:

- a) *Invalid votes/polling papers have not been taken into account for counting valid votes.*
- b) *In compliance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the votes cast by the related parties have not been considered in computing the results of Resolution no. 4 and 5 (either through physical ballots or through electronic voting)*
- c) *Figures have been rounded off to their nearest numbers for ease of representation.*

All the above Resolutions are passed with requisite majority.

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

Place: Kolkata

Date: 29.09.2018

For Vinod Kothari & Company
Practising Company Secretaries



Arun Kumar Maitra

Arun Kumar Maitra

Partner

CP No.: 14490