

# MANAKSIA STEELS LIMITED

Regd Office : Bikaner Building , 3<sup>rd</sup> Floor, 8/1, Lal Bazar Street, Kolkata - 700 001  
Corporate Identity Number : L27101WB2001PLC138341  
Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

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Sec/Steel/202

Date: 29.09.2018

The Secretary  
BSE Limited  
New Trading Wing,  
Rotunda Building,  
PJ Tower, Dalal Street,  
Mumbai- 400001  
Security code: 532932

The Manager  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block "G"  
5<sup>th</sup> floor, Bandra Kurla Complex,  
Bandra East,  
Mumbai- 400051  
Symbol: MANAKSIA

Sir,

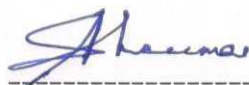
Sub: Consolidated Scrutinizer Report on the 17<sup>th</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2018.

As per the requirement of relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith Consolidated Report of Scrutinizer received from M/s. Vinod Kothari & Company, Practising Company Secretary for the 17<sup>th</sup> Annual General Meeting of shareholders of Manaksia Steels Limited held on 27<sup>th</sup> September, 2018.

This may be treated as compliance under relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations.

Thanking you,  
Yours faithfully,

For Manaksia Steels Limited



Ajay Sharma  
Company Secretary



End : a/a

# 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)

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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

**Re: Report of Scrutinizer for the 17<sup>th</sup> Annual General Meeting ('AGM') of the Shareholders of Manaksia Steels Limited (hereinafter referred to as "Company") held at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata- 700 027 on 27<sup>th</sup> September, 2018 at 12:30 P.M.**

Dear Sir,

In terms of authority of the Board Resolution dated 2<sup>nd</sup> 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 polling process conducted on the below mentioned resolutions at the Annual General Meeting ("Meeting") of the Company, held at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata- 700 027 on 27<sup>th</sup> September, 2018 at 12:30 P.M.

We have separately, on even date, given our report for the result of the polling process carried at the Meeting, as required by Section 108 and 109 of the Companies Act, 2013. This Consolidated Report is to be read along with the other Report 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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PAN No - AAMFV6726E  
GSTIN No. - 19AAMFV6726E1ZR  
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          | 102                      | 44221352          | 99.99                              | 2                        | 705               | 0.00                               | 1                        | 400               |
| No.02          | 99                       | 44220652          | 99.99                              | 3                        | 1205              | 0.00                               | 1                        | 400               |
| No.03          | 101                      | 44221252          | 99.99                              | 2                        | 705               | 0.00                               | 1                        | 400               |
| No.04          | 94                       | 1676772           | 99.89                              | 4                        | 1745              | 0.10                               | 1                        | 42543840          |
| No.05          | 94                       | 1676772           | 99.89                              | 4                        | 1745              | 0.10                               | 1                        | 42543840          |
| No.06          | 100                      | 44221212          | 99.99                              | 3                        | 745               | 0.00                               | 1                        | 400               |
| No.07          | 99                       | 44220852          | 99.99                              | 4                        | 1105              | 0.00                               | 1                        | 400               |
| No.08          | 101                      | 44221252          | 99.99                              | 2                        | 705               | 0.00                               | 1                        | 400               |
| No.09          | 100                      | 44221212          | 99.99                              | 3                        | 745               | 0.00                               | 1                        | 400               |

2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the 17<sup>th</sup> Meeting is as under:





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 PAN No - AAMFV6726E  
 GSTIN No. - 19AAMFV6726E1ZR  
 Udyog Aadhaar Number – WB10D0000448

## Resolution No. 1: To consider and adopt:

- the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
- the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Report of the 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<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes – in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting       | 42543440                  | 42543440                   | 100.00   | 42543440                        | 0                             | 100.00  | 0.00  |
|   | Poll           |                           | 0                          | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | Total          |                           | 42543440                   | 100.00   | 42543440                        | 0                             | 100.00  | 0.00  |
| Public-Institutions   | E-Voting       | 4844538                   | 0                          | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | Poll           |                           | 0                          | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | Total          |                           | 0                          | 0.00   | 0                               | 0                             | 0.00  | 0.00  |
|   | E-             | 18146072                  | 107170                     | 0.59   | 106470                          | 700                           | 99.34   | 0.65  |

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





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 PAN No - AAMFV6726E  
 GSTIN No. - 19AAMFV6726E1ZR  
 Udyog Aadhaar Number – WB10D0000448

| Public-Non Institutions | Voting |                 | 1571447         | 8.66         | 1571442         | 5          | 99.99        | 0.00        |
|-------------------------|--------|-----------------|-----------------|--------------|-----------------|------------|--------------|-------------|
|                         | Poll   | Total           |                 |              |                 |            |              |             |
|                         |        |                 | 1678617         | 9.25         | 1677912         | 705        | 99.95        | 0.04        |
| <b>Total</b>            |        | <b>65534050</b> | <b>44222057</b> | <b>67.47</b> | <b>44221352</b> | <b>705</b> | <b>99.99</b> | <b>0.00</b> |

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

| 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       | 42543440               | 42543440                | 100.00   | 42543440                     | 0                          | 100.00  | 0.00  |
|  | Poll           |                        | 0                       | 0.00   | 0                            | 0                          | 0.00  | 0.00  |
|  | <b>Total</b>   |                        | 42543440                | 100.00   | 42543440                     | 0                          | 100.00  | 0.00  |
| Public-Institutions  | E-Voting       | 4844538                | 0                       | 0.00   | 0                            | 0                          | 0.00  | 0.00  |

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|                         | Poll     |          | 0        | 0.00  | 0        | 0    | 0.00  | 0.00 |
|-------------------------|----------|----------|----------|-------|----------|------|-------|------|
|                         | Total    |          | 0        | 0.00  | 0        | 0    | 0.00  | 0.00 |
| Public-Non Institutions | E-Voting | 18146072 | 106970   | 0.58  | 105770   | 1200 | 98.87 | 1.12 |
|                         | Poll     |          | 1571447  | 8.66  | 1571442  | 5    | 99.99 | 0.00 |
|                         | Total    |          | 1678417  | 9.24  | 1677212  | 1205 | 99.92 | 0.07 |
| Total                   |          | 65534050 | 44221857 | 67.47 | 44220652 | 1205 | 99.99 | 0.00 |

**Resolution 3: To appoint a Director in place of Mr. Mrinal Kanti Pal (DIN: 00867865), who retires by rotation at this Annual General Meeting as a Director and being eligible offers himself for re-appointment.**

| Resolution required:   |                | Ordinary Resolution       |                            |   |                               |                               |  |  |
|--|----------------|---------------------------|----------------------------|---|-------------------------------|-------------------------------|--|--|
| Whether promoter/promoter group are interested in the agenda/resolution? |                | No                        |                            |   |                               |                               |  |  |
| Category   | Mode of Voting | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]* 100 | No. of Votes in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]* 100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]* 100 |
| Promoter and Promote   | E-Voting       | 42543440                  | 42543440                   | 100.00  | 42543440                      | 0                             | 100.00   | 0.00   |

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| r Group                            | Poll             |                 | 0               | 0.00         | 0               | 0          | 0.00         | 0.00        |
|------------------------------------|------------------|-----------------|-----------------|--------------|-----------------|------------|--------------|-------------|
|                                    | Total            |                 | 42543440        | 100.00       | 42543440        | 0          | 100.00       | 0.00        |
| Public-<br>Instituti<br>ons        | E-<br>Voti<br>ng | 4844538         | 0               | 0.00         | 0               | 0          | 0.00         | 0.00        |
|                                    | Poll             |                 | 0               | 0.00         | 0               | 0          | 0.00         | 0.00        |
|                                    | Total            |                 | 0               | 0.00         | 0               | 0          | 0.00         | 0.00        |
|                                    |                  |                 | 0               | 0.00         | 0               | 0          | 0.00         | 0.00        |
| Public-<br>Non<br>Instituti<br>ons | E-<br>Voti<br>ng | 18146072        | 107070          | 0.59         | 106370          | 700        | 99.34        | 0.65        |
|                                    | Poll             |                 | 1571447         | 8.66         | 1571442         | 5          | 99.99        | 0.00        |
|                                    | Total            |                 | 1678517         | 9.25         | 1677812         | 705        | 99.95        | 0.04        |
|                                    |                  |                 |                 |              |                 |            |              |             |
| <b>Total</b>                       |                  | <b>65534050</b> | <b>44221957</b> | <b>67.47</b> | <b>44221252</b> | <b>705</b> | <b>99.99</b> | <b>0.00</b> |

**Resolution 4: 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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for ratification / approval of material related party transactions entered into by the Company with related parties during the Financial Year 2017-18 as set out in the explanatory statement annexed to the notice convening this meeting.”

RESOLVED FURTHER THAT the Board of Directors and/ or a Committee thereof, be and is hereby, 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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Udyog Aadhaar Number - WB10D0000448

| 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       | 42543440               | 0                       | 0.00   | 0                          | 0                        | 0.00  | 0.00  |
|  | Poll           |                        | 0                       | 0.00   | 0                          | 0                        | 0.00  | 0.00  |
|  | Total          |                        | 0                       | 0.00   | 0                          | 0                        | 0.00  | 0.00  |
| Public-Institutions  | E-Voting       | 4844538                | 0                       | 0.00   | 0                          | 0                        | 0.00  | 0.00  |
|  | Poll           |                        | 0                       | 0.00   | 0                          | 0                        | 0.00  | 0.00  |
|  | Total          |                        | 0                       | 0.00   | 0                          | 0                        | 0.00  | 0.00  |
| Public-Non Institutions  | E-Voting       | 18146072               | 107070                  | 0.59   | 105330                     | 1740                     | 98.37   | 1.62  |
|  | Poll           |                        | 1571447                 | 8.66   | 1571442                    | 5                        | 99.99   | 0.00  |
|  | Total          |                        | 1678517                 | 9.25   | 1676772                    | 1745                     | 99.89   | 0.10  |
| <b>Total</b>   |                | <b>65534050</b>        | <b>1678517</b>          | <b>2.56</b>  | <b>1676772</b>             | <b>1745</b>              | <b>99.89</b>  | <b>0.10</b>   |

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GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

**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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related party as set out in the explanatory statement annexed to the notice convening this meeting, on such term(s) and condition(s) as the Board of Directors may deem fit, upto a maximum aggregate value as set out in the explanatory statement annexed to the notice during the Financial year 2018-19, provided that the said transaction(s)/ contract(s) /arrangement(s) so carried out shall be at arm’s length and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors and/ or a Committee thereof, be and is hereby, authorized to do all acts and take all such steps as may be considered necessary or expedient to give effect to this resolution.”

| Resolution required:  |                |                           | Ordinary Resolution        |   |                                 |                               |  |  |
|---|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                           | Yes                        |   |                                 |                               |  |  |
| Category  | Mode of Voting | No. of shares held<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]* 100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]* 100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]* 100 |
|   |                |                           |                            |   |                                 |                               |  |  |

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Udyog Aadhaar Number - WB10D0000448

|                             |          |                 |                |             |                |             |              |             |
|-----------------------------|----------|-----------------|----------------|-------------|----------------|-------------|--------------|-------------|
| Promoter and Promoter Group | E-Voting | 42543440        | 0              | 0.00        | 0              | 0           | 0.00         | 0.00        |
|                             | Poll     |                 | 0              | 0.00        | 0              | 0           | 0.00         | 0.00        |
|                             | Total    |                 | 0              | 0.00        | 0              | 0           | 0.00         | 0.00        |
| Public-Institutions         | E-Voting | 4844538         | 0              | 0.00        | 0              | 0           | 0.00         | 0.00        |
|                             | Poll     |                 | 0              | 0.00        | 0              | 0           | 0.00         | 0.00        |
|                             | Total    |                 | 0              | 0.00        | 0              | 0           | 0.00         | 0.00        |
| Public-Non Institutions     | E-Voting | 18146072        | 107070         | 0.59        | 105330         | 1740        | 98.37        | 1.62        |
|                             | Poll     |                 | 1571447        | 8.66        | 1571442        | 5           | 99.99        | 0.00        |
|                             | Total    |                 | 1678517        | 9.25        | 1676772        | 1745        | 99.89        | 0.10        |
| <b>Total</b>                |          | <b>65534050</b> | <b>1678517</b> | <b>2.56</b> | <b>1676772</b> | <b>1745</b> | <b>99.89</b> | <b>0.10</b> |

**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 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 other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Varun Agrawal (DIN: 00441271), 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 mutually agreed between the Board and Mr. Varun 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 in absence or inadequacy of the profits in any financial year, Mr. Varun 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 Companies Act, 2013 and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

Mumbai Office: 403-406, 175 Shreyas Chambers, D. N. Road, Fort, Mumbai-400 001, Ph - 022 22614021; 022 30447498  
Delhi Office: A/11, Hauz Khas, New Delhi- 110 016





# VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road  
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Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby authorised to do all such acts and take all such steps as may be considered 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<br>(1) | No. of votes polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group   | E-Voting       | 42543440                  | 42543440                   | 100.00   | 42543440                      | 0                             | 100.00  | 0.00  |
|   | Poll           |                           | 0                          | 0.00   | 0                             | 0                             | 0.00  | 0.00  |
|   | Total          |                           | 42543440                   | 100.00   | 42543440                      | 0                             | 100.00  | 0.00  |
| Public-Institutions   | E-Voting       | 4844538                   | 0                          | 0.00   | 0                             | 0                             | 0.00  | 0.00  |
|   | Poll           |                           | 0                          | 0.00   | 0                             | 0                             | 0.00  | 0.00  |
|   | Total          |                           | 0                          | 0.00   | 0                             | 0                             | 0.00  | 0.00  |
| Public-Non Institutions   | E-Voting       | 18146072                  | 107070                     | 0.59   | 106330                        | 740                           | 99.30   | 0.69  |
|   | Poll           |                           | 1571447                    | 8.66   | 1571442                       | 5                             | 99.99   | 0.00  |
|   | Total          |                           | 1678517                    | 9.25   | 1677772                       | 745                           | 99.95   | 0.04  |
| <b>Total</b>  |                | <b>65534050</b>           | <b>44221957</b>            | <b>67.47</b>   | <b>44221212</b>               | <b>745</b>                    | <b>99.99</b>  | <b>0.00</b>   |

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Unique Code - P1996WB042300

PAN No - AAMFV6726E

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 a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 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 other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Vineet Agrawal (DIN: 00441223), Whole time Director of the Company designated as Chief Executive Officer (CEO), 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 mutually agreed between the Board and Mr. Vineet 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** in absence or inadequacy of the profits in any financial year, Mr. Vineet 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 Companies Act, 2013 and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

**RESOLVED FURTHER THAT** any Director and/or Company Secretary of the Company be and are hereby authorised to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

