

**Registered Office**

8/1 Lalbazar Street Kolkata 700 001 India

Phone : +91-33-2231 0050 / 51 / 52 / 2243 5054 / 6055

Fax : +91-33-2230 0336

E-mail : info@manaksia.com; Website : www.manaksia.com

Corporate Identity Number : L74950WB1984PLC038336.

Sec/Share/232

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 34<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 34<sup>th</sup> Annual General Meeting of shareholders of Manaksia 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 Limited



Pradip Kumar Kandar  
Company Secretary



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

**Re: Consolidated Report of Scrutinizer for the 34<sup>th</sup> (Thirty Fourth) Annual General Meeting ('AGM') of the Shareholders of Manaksia 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 10.00 A.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 34<sup>th</sup> 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 10.00 AM.

We have separately, on even date, given our report for the results of the polling process carried at the Meeting, as required by Section 108 and 109 of the Companies Act, 2013 conducted at the 34<sup>th</sup> Meeting. 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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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	118	54000294	99.99	3	65	0.00	0	0
No.02	118	54000294	99.99	3	65	0.00	0	0
No.03	118	54000294	99.99	3	65	0.00	0	0
No.04	117	54000254	99.99	4	105	0.00	0	0

2) The consolidated result of the remote e-voting and the poll on the matter put to vote at the 34<sup>th</sup> Meeting is as under:

**Resolution No. 1: To receive, 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.



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 Udyog Aadhaar Number - WB10D0000448

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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41255940	100.0000	41255940	0	100.0000	0.0000
Public-Institutions	E-Voting	225062	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	24053048	143002	0.5945	142937	65	99.9545	0.0455
	Poll		12601417	52.3901	12601417	0	100.0000	0.0000
	Total		12744419	52.9846	12744354	65	99.9995	0.0005
Total		65534050	54000359	82.4005	54000294	65	99.9999	0.0001





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Resolution No.2: To approve, confirm and declare the interim dividend paid on equity shares of the Company for the Financial Year 2017- 2018, as final dividend, for the year ended 31st March, 2018.

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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41255940	100.0000	41255940	0	100.0000	0.0000
Public-Institutions	E-Voting	225062	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	24053048	143002	0.5945	142937	65	99.9545	0.0455
	Poll		12601417	52.3901	12601417	0	100.0000	0.0000
	Total		12744419	52.9846	12744354	65	99.9995	0.0005
<b>Total</b>		<b>65534050</b>	<b>54000359</b>	<b>82.4005</b>	<b>54000294</b>	<b>65</b>	<b>99.9999</b>	<b>0.0001</b>

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Resolution 3: To appoint a Director in place of Mr. Sunil Kumar Agrawal (DIN: 00091784), 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?			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	100.0000	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	225062	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	24053048	143002	0.5945	142937	65	99.9545	0.0455
	Poll		12601417	52.3901	12601417	0	100.0000	0.0000
	Total		<b>12744419</b>	<b>52.9846</b>	<b>12744354</b>	<b>65</b>	<b>99.9995</b>	<b>0.0005</b>
Total		<b>65534050</b>	<b>54000359</b>	<b>82.4005</b>	<b>54000294</b>	<b>65</b>	<b>99.9999</b>	<b>0.0001</b>





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**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 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all applicable approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the Articles of Association of the Company, be and is hereby altered in the following manner:

a) Insertion of new clause 2(1)(e) after existing clause 2(1) (d):

"2(1)(e). "Chairman/Chairperson" means the chairman appointed by the Board, Committees of the Board or chairman appointed in a general meeting, as the case may be, in terms of these Articles."

b) Re-numbering of the existing clauses 2(1)(e), 2(1)(f) and 2(1)(g) as 2(1)(f), 2(1)(g) and 2(1)(h) respectively.

c) Substitution of the existing clause 67 with the following new clause:

"67. Subject to applicable laws, the Company may, in the General Meeting elect a Chairperson of the company and such Chairperson, shall preside as Chairperson at every General Meeting of the company.

The period of the Chairperson so elected may be as recommended by the Board and approved in the General Meeting.

d) Substitution of the existing clause 68 with the following new clause:

"68. If there is no such Chairperson as provided in article 67, the Board of Directors may authorize any of the directors to preside the General Meetings of the Company.

If there is no such chairperson as provided in article 67 or the Board has not authorized any of its Directors to preside the General Meeting of the Company, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairperson of the meeting, the Directors present shall elect one among themselves to be Chairperson of the meeting."





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- e) Substitution of the existing clause 69 with the following new clause:

"69. If at any meeting, if there is no such Chairperson as provided in article 67 or the Board has not authorized any of its Directors to preside the General Meeting of the Company and no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting."

- f) Substitution of the existing clause 70 with the following new clause:

"70. Any act or resolution which, under these Articles or the Act is permitted or required to be done or passed by the Company in General Meeting, shall be sufficiently so done or passed, if affected by an ordinary resolution as defined in Section 114(1) of the Act unless either the Act or the Articles specifically require such act to be done or resolution to be passed by a specific majority or by special resolution as defined in Section 114(2) of the Act.

The Board shall be at liberty to decide to pass any act or resolution as a special resolution as defined in section 114(2) of the Act."

- g) Substitution of the existing clause 74(1) with the following new clause:

"74(1) The Chairman may unless dissented to or objected by the majority of members present at a meeting at which a quorum is present, adjourn the meeting for any reason, at any stage of the meeting."

- h) Deletion of existing clause 87(4).

- i) Substitution of existing clause 94(2) with the following new clause :

"94(2) Any Director of the company may, and the Company Secretary on the direction/requisition of a Director and in consultation with Managing Director or in his absence, the Whole-time Director shall, at any time, convene a meeting of the Board."





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j) Deletion of existing clause 95(2).

k) Substitution of existing clause 97(1) with the following new clause:

“97(1) If the Company appoints a Chairperson of the Company in terms of Article 67, such Chairperson shall be the Chairperson at the meeting of the Board.

If there is no such Chairperson, the Chairman / Chairperson of the Board meetings shall be elected by the Directors present in such meetings. The Directors may determine the period of the Chairman so elected for which he is to hold office.

Subject to the applicable laws, the Managing Director or Whole-time Director may also be appointed by the Board as the Chairman / Chairperson for a meeting thereof.”

l) Deletion of existing clause 97(2).

m) Substitution of existing clause 99(2) with the following new clause:

“99(2) If no such Chairperson is elected, or the Board has not appointed a chairperson while constituting such committee or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.”

n) Deletion of existing clause 100(3).



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Resolution required:			Special 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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41255940	100.0000	41255940	0	100.0000	0.0000
Public-Institutions	E-Voting	225062	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	24053048	143002	0.5945	142897	105	99.9266	0.0734
	Poll		12601417	52.3901	12601417	0	100.0000	0.0000
	Total		12744419	52.9846	12744314	105	99.9992	0.0008
Total		65534050	54000359	82.4005	54000254	105	99.9998	0.0002





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Note:

- a) *Invalid votes/polling papers have not been taken into account for counting valid votes.*
- b) *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 remote e-voting, polling 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: 28/09/18

For Vinod Kothari & Company  
Practising Company Secretaries



Arun Kumar Maitra  
Partner

CP No.: 14490

