

MANAKSIA COATED METALS & INDUSTRIES LIMITED

Regd Office : Bikaner Building , 3rd Floor, 8/1, Lal Bazar Street, Kolkata - 700 001
Corporate Identity Number : U27100WB2010PLC144409
Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

Sec/Coat/84

Date: 25th September, 2016

The Secretary
BSE Limited
New Trading Wing
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400 001

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block- "G"
5th Floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400 051

Dear Madam/Sir,

Subject: Voting Results of 6th Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

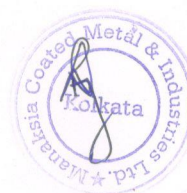
In Compliance with the Regulation 44(3) of the Listing Regulations, please find enclosed the details of voting results in prescribed format of the business transacted at the 6th Annual General Meeting of the Company held on 23rd September, 2016 at Bhasha Bhawan, National Library Auditorium, at Belvedere Road, Kolkata- 700 027. We are enclosing herewith the Consolidated Scrutinizer Report on Remote E-voting and Poll for your information and records.

| | |
|---|----------------------|
| Date of AGM | 23rd September, 2016 |
| Total number of shareholders on record date i.e 16th September, 2016 | 25,524 |
| Total No. of shareholders present in the meeting either in person or through proxy: | 456 |
| Promoters and Promoter Group: | 13 |
| Public: | 443 |
| No. of shareholders attended the meeting through video conferencing: | None |
| Promoters and Promoter Group | |
| Public | |

| Resolution No. 1: (a) Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,069 | 3.716 | 863,049 | 20 | 99.998 | 0.002 |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,848 | 58.127 | 13,499,828 | 20 | 100.000 | 0.000 |
| Total | | 65534050 | 55,789,788 | 85.131 | 55,789,768 | 20 | 100.000 | 0.000 |

Resolution-No. 1:
(b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Report of the 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,059 | 3.716 | 863,059 | - | 100.000 | - |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,838 | 58.127 | 13,499,838 | - | 100.000 | - |
| Total | | 65534050 | 55,789,778 | 85.131 | 55,789,778 | - | 100.000 | - |



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Resolution No. 2: To appoint a Director in place of Mr. Sushil Kumar Agrawal (DIN: 00091793), 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,069 | 3.716 | 862,749 | 320 | 99.963 | 0.037 |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,848 | 58.127 | 13,499,528 | 320 | 99.998 | 0.002 |
| Total | | 65534050 | 55,789,788 | 85.131 | 55,789,468 | 320 | 99.999 | 0.001 |

Resolution No. 3: To ratify the appointment of auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the 4th Annual General Meeting (AGM), the appointment of M/s. S K Agrawal & Company, Chartered Accountants (Firm Registration No. 306033E), as the Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of the 4th AGM (FY - 2013-14) till the conclusion of the 9th AGM (FY- 2018-19) of the Company, be and is hereby ratified, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company."

| 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,069 | 3.716 | 861,637 | 1,432 | 99.834 | 0.166 |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,848 | 58.127 | 13,498,416 | 1,432 | 99.989 | 0.011 |
| Total | | 65534050 | 55,789,788 | 85.131 | 55,788,356 | 1,432 | 99.997 | 0.003 |



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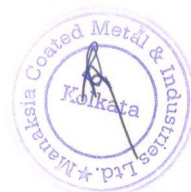
Corporate Identity Number : U27100WB2010PLC144409

Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

| Resolution No. 4: To consider, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution: | | | | | | | | |
|---|----------------|------------------------|-------------------------|---|-----------------------------|---------------------------|--|--|
| "RESOLVED THAT in conformity with the provisions of Section 149 and 152 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Mahabir Prasad Agrawal (DIN 00524341) who was appointed as an Additional, Non-Executive Director of the Company with effect from 16th May, 2016 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing alongwith a deposit of Rs. 1,00,000/- in terms of Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement by rotation."- | | | | | | | | |
| 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,069 | 3.716 | 861,437 | 1,632 | 99.811 | 0.189 |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,848 | 58.127 | 13,498,216 | 1,632 | 99.988 | 0.012 |
| Total | | 65534050 | 55,789,788 | 85.131 | 55,788,156 | 1,632 | 99.997 | 0.003 |

| | | | | | | | | |
|--|--|--|--|--|--|--|--|--|
| 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. 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 or the Company Secretary of the Company, be and is hereby 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,069 | 3.716 | 861,021 | 2,048 | 99.763 | 0.237 |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,848 | 58.127 | 13,497,800 | 2,048 | 99.985 | 0.015 |
| Total | | 65534050 | 55,789,788 | 85.131 | 55,787,740 | 2,048 | 99.996 | 0.004 |



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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-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. 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 or the Company Secretary of the Company, be and is hereby 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,069 | 3.716 | 861,041 | 2,028 | 99.765 | 0.235 |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,848 | 58.127 | 13,497,820 | 2,028 | 99.985 | 0.015 |
| Total | | 65534050 | 55,789,788 | 85.131 | 56,787,760 | 2,028 | 99.996 | 0.004 |

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 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. 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 or the Company Secretary of the Company, be and is hereby 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,069 | 3.716 | 861,021 | 2,048 | 99.763 | 0.237 |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,848 | 58.127 | 13,497,800 | 2,048 | 99.985 | 0.015 |
| Total | | 65534050 | 55,789,788 | 85.131 | 55,787,740 | 2,048 | 99.996 | 0.004 |



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Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

Resolution 8: 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 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid a remuneration as may be mutually decided between the Managing Director and the Cost Auditor in addition to reimbursement of out-of-pocket expenses incurred for conduction such audit.
RESOLVED FURTHER THAT any Director 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."

| 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 | 42289940 | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 42,289,940 | 100.000 | 42,289,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 863,069 | 3.716 | 861,437 | 1,632 | 99.811 | 0.189 |
| | Poll | | 12,636,779 | 54.410 | 12,636,779 | - | 100.000 | - |
| | Total | | 13,499,848 | 58.127 | 13,498,216 | 1,632 | 99.988 | 0.012 |
| Total | | 65534050 | 55,789,788 | 85.131 | 55,788,156 | 1,632 | 99.997 | 0.003 |

Thanking you,

Yours faithfully,

For Manaksia Coated Metals Industries Limited

Ritu Agarwal

Ritu Agarwal
Company Secretary
Membership No. : A39155
C M Street, Bhadreswar Gate
Hooghly- 712124





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

www.india-financing.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number - WB10D0000448

Date: September 24, 2016

To

The Chairman

Manaskia Coated Metals & Industries Limited

Bikaner Building, 3rd Floor,

8/1 Lal Bazar Street,

Kolkata - 700 001

India

Re: Consolidated Report of Scrutinizer for 6th Annual General Meeting of the shareholders of Manaskia Coated Metals & Industries Limited (hereinafter referred to as "the Company") held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700027, on Friday, 23rd of September, 2016 at 01.00.PM.

Dear Sir,

In terms of authority of the Board Resolution dated July 20, 2016, the Company has appointed the undersigned, Ms. Aditi Jhunjhunwala, 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 voting process on the below mentioned Resolution (s) at the 6th Annual General Meeting of the Company, held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027, on Friday, the 23rd of September, 2016 at 01.00 P.M.

We have separately, on even date, given our report for the results of the polling process carried at the meeting, as required by Section 109 of the Companies Act, 2013, the same represents only the physical voting conducted at the 6th Annual General Meeting

1. We hereby submit our Consolidated Report of the remote e-voting and the poll on the matters put to vote at the 6th Annual General Meeting as under:



Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai - 400002, Ph - 022-22817427

Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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email: vinod@vinodkothari.com

Web: www.vinodkothari.com

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Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number - WB10D0000448

a) Resolution No. 1: To receive, consider and adopt

- i the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors, and Auditors thereon

| Resolution required: | | | Ordinary | | | | | |
|-----------------------------|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| 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 | 42289940 | 42289940 | 100.00 | 42289940 | 0.00 | 100.00 | 0.00 |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 42289940 | 100.00 | 42289940 | 0.00 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 19208 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public-Non Institutions | E-Voting | 23224902 | 863069 | 3.72 | 863069 | 20 | 99.997 | 0.002 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 100.00 | 0.00 |
| | Total | | 13499848 | 58.13 | 13499828 | 20 | 99.99 | 0.01 |
| Total | | 65534050 | 55789788 | 85.13 | 55789768 | 20 | 100.00 | 0.00 |



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Practising Company Secretaries

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

- ii the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of Auditors thereon.

| Resolution required: | | | Ordinary | | | | | |
|-----------------------------|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| 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 | 42289940 | 42289940 | 100.00 | 42289940 | 0.00 | 100.00 | 0.00 |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 42289940 | 100.00 | 42289940 | 0.00 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 19208 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Poll | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| | Total | | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Public-Non Institutions | E-Voting | 23224902 | 863059 | 3.72 | 863059 | 0 | 100.00 | 0.00 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 100.00 | 0.00 |
| | Total | | 13499838 | 58.13 | 13499838 | 0 | 100.00 | 0.00 |
| Total | | 65534050 | 55789778 | 85.13 | 55789778 | 0 | 100.00 | 0.00 |



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Unique Code – P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

- b) Resolution No. 2: To appoint a Director in place of Mr. Sushil Kumar Agrawal (DIN: 00091793), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

| Resolution required: | | | Ordinary | | | | | |
|-----------------------------|----------------|---------------------------|----------------------------|--|-------------------------------|-------------------------------|---|---|
| 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 | 42289940 | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 19208 | 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 | 23224902 | 863069 | 3.72 | 862749 | 320 | 99.97 | 0.002 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 0.00 | 0.00 |
| | Total | | 13499848 | 58.13 | 13499528 | 320 | 99.99 | 0.01 |
| Total | | 65534050 | 55789788 | 85.13 | 55789468 | 320 | 99.99 | 0.01 |

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

- c) **Resolution 3: To ratify the appointment of statutory auditors and fix their remuneration and in this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the 4th Annual General Meeting (AGM), the appointment of M/s. S K Agrawal & Company, Chartered Accountants (Firm Registration No. 306033E), as the Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of the 4th AGM (FY – 2013-14) till the conclusion of the 9th AGM (FY- 2018-19) of the Company, be and is hereby ratified, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company.”

| Resolution required: | | | Ordinary | | | | | |
|-----------------------------|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| 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 | 42289940 | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |

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PAN No - AAMFV6726E

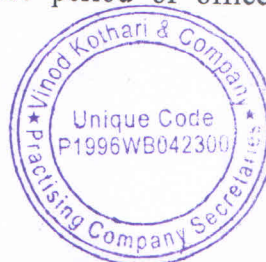
Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number - WB10D0000448

| | | | | | | | | |
|--------------------------------|----------|----------|----------|-------|----------|------|--------|------|
| Public-Institution s | E-Voting | 19208 | 0 | 0.00 | 0 | 0 | 0.00 | 0.0 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.0 |
| | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.0 |
| Public-Non Institution s | E-Voting | 23224902 | 863069 | 3.72 | 861637 | 1432 | 99.83 | 0.17 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 100.00 | 0.00 |
| | Total | | 13499848 | 58.13 | 13498416 | 1432 | 99.99 | 0.01 |
| Total | | 65534050 | 55789788 | 85.13 | 55788356 | 1432 | 99.99 | 0.01 |

- d) Resolution No. 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 149 and 152 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Mahabir Prasad Agrawal (DIN: 00524341) who was appointed as an Additional, Non-Executive Director of the Company with effect from 16th May, 2016 and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing alongwith a deposit of `1,00,000/- in terms of Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement by rotation.”



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Udyog Adhar Number - WB10D0000448

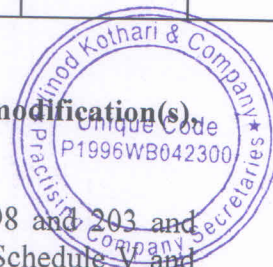
| Resolution required: | | | Ordinary | | | | | |
|-----------------------------|----------------|---------------------------|----------------------------|---|-------------------------------|-----------------------------|--|--|
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (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 | 42289940 | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 19208 | 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 | 23224902 | 863069 | 3.72 | 861437 | 1632 | 99.81 | 0.19 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 100.00 | 0.00 |
| | Total | | 13499848 | 58.13 | 13498216 | 1632 | 99.99 | 0.01 |
| Total | | 65534050 | 55789788 | 85.13 | 55788156 | 1632 | 99.99 | 0.01 |

- e) 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

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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. 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 or the Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution

| Resolution required: | | | Special | | | | | |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | E-Voting | 42289940 | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 19208 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |

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| | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
|-------------------------|----------|----------|----------|-------|----------|------|--------|------|
| Public-Non Institutions | E-Voting | 23224902 | 863069 | 3.72 | 861021 | 2048 | 99.76 | 0.24 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 100.00 | 0.00 |
| | Total | | 13499848 | 58.13 | 13497800 | 2048 | 99.99 | 0.01 |
| Total | | 65534050 | 55789788 | 85.13 | 55787740 | 2048 | 99.99 | 0.01 |

- f) **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-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. 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 or the Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

| Resolution required: | | | Special | | | | | |
|----------------------|----------------|--------------------|---------------------|------------------------------|--------------------------|----------------------|--------------------------------------|------------------------------------|
| Category | Mode of Voting | No. of shares held | No. of votes polled | % of Votes Polled on outstan | No. of Votes – in favour | No. of Votes against | % of Votes in favour on votes polled | % of Votes against on votes polled |

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| | | (1) | (2) | (3)=[(2)/ (1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/ (2)]* 100 |
|--------------------------------------|--------------|----------|----------|---------------------------|----------|------|--------------------|---------------------------|
| Promoter and Promoter Group | E- Voting | 42289940 | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| Public- Institution s | E- Voting | 19208 | 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 Institution s | E- Voting | 23224902 | 863069 | 3.72 | 861041 | 2028 | 99.77 | 0.23 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 100.00 | 0.00 |
| | Total | | 13499848 | 58.13 | 13497820 | 2028 | 99.99 | 0.01 |
| Total | | 65534050 | 55789788 | 85.13 | 55787760 | 2028 | 99.99 | 0.01 |



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Udyog Adhar Number – WB10D0000448

- g) **Resolution 7: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

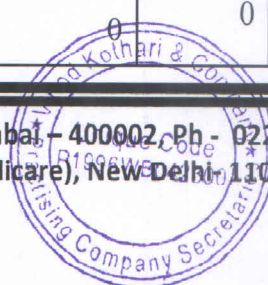
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or reenactments thereof for the time being in force), applicable 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 or the Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

| Resolution required: | | | Special | | | | | |
|-----------------------------|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| 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 | 42289940 | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |

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PAN No - AAMFV6726E

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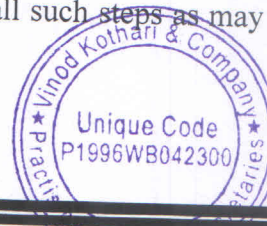
Udyog Adhar Number - WB10D0000448

| | | | | | | | | |
|-------------------------|----------|----------|----------|--------|----------|------|--------|-------|
| | Total | | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 19208 | 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 | 23224902 | 863069 | 3.72 | 861021 | 2048 | 99.76 | 0.24 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 100.00 | 0.00 |
| | Total | | 13499848 | 58.13 | 13497800 | 2048 | 99.99 | 0.001 |
| Total | | 65534050 | 55789788 | 85.13 | 55787740 | 2048 | 99.99 | 0.01 |

h) Resolution 8: 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 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid a remuneration as may be mutually decided between the Managing Director and the Cost Auditor in addition to reimbursement of out-of-pocket expenses incurred for conducting such 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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Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016



VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road

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www.india-financing.com

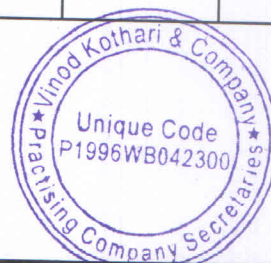
Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number - WB10D0000448

| Resolution required: | | | Ordinary | | | | | |
|-----------------------------|----------------|---------------------------|----------------------------|---|---------------------------------|-------------------------------|--|--|
| 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 | 42289940 | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Total | | 42289940 | 100.00 | 42289940 | 0 | 100.00 | 0.00 |
| Public-Institutions | E-Voting | 19208 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | Poll | | 0 | 0.00 | 0 | 0 | 0.0 | 0.00 |
| | Total | | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Non Institutions | E-Voting | 23224902 | 863069 | 3.72 | 861437 | 1632 | 99.81 | 0.19 |
| | Poll | | 12636779 | 54.41 | 12636779 | 0 | 100.00 | 0.00 |
| | Total | | 13499848 | 58.13 | 13498216 | 1632 | 99.99 | 0.01 |
| Total | | 65534050 | 55789788 | 85.13 | 55788156 | 1632 | 99.99 | 0.01 |



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Udyog Adhar Number – WB10D0000448

All the above Resolutions are passed with requisite majority.

- 2) 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

For Vinod Kothari & Company
Practising Company Secretaries



Aditi Jhunjhunwala

Aditi Jhunjhunwala
Partner

CP No.: 10144

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