

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/90

Date: 19.10.2016

The Secretary

BSE Limited

New Trading Wing,

Rotunda Building,

PJ Tower, Dalal Street,

Mumbai- 400001

The Manager

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block "C"

5th floor, Bandra Kurla Complex,

Bandra East,

Mumbai- 400051

Sir

Sub: Minutes of 6th Annual General Meeting

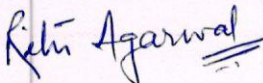
We enclose herewith copy of the Minutes of the proceedings of the 6th Annual General Meeting of the Company held on 23rd September, 2016.

We shall request you to kindly take it on records.

Thanking you,

Yours faithfully

For Manaksia Coated Metals & Industries Limited



Ritu Agarwal

(Company Secretary & Compliance Officer)

Membership No.: A39155

24 CM Street, Bhadreswar Gate

Hooghly - 712 124

Encl: a/a

Lalit Agarwal
Company Secretary

The Chairman thereafter addressed the members and delivered his speech.

The Chairman stated the highlights of the performance of the global economy as a whole and Indian economy specifically which included inflation, GDP, Make in India campaign and other steps taken by Government to boost FDI.

The Chairman also stated that the Company is carrying on business of Colour Coated (pre-painted) Steel & Aluminium Sheets and Coils and Household Products as Domestic Insecticides in the form of Mosquito Repellent Coils and Vaporizers.

The Chairman further highlighted the performance of the Company and stated that the revenue of the Company stood at Rs. 22401.42 lacs, as compared to Rs. 21524.66 lacs during the year ended on March 31, 2015. However, the Company earned the profit of Rs. 291.70 lacs during the year as compared to a loss of Rs. 737.26 lacs during the year ended on March 31, 2015.

The Chairman also thanked the State and Central Governments, business associates, bankers and other stakeholders, for their continued support and to all the employees at all levels for making invaluable contributions to the overall growth of the Company, and also conveyed heartfelt thanks to the shareholders across the country for reposing faith and for extending unstinted support at all times.

The meeting applauded the Chairman's Address.

Thereafter the Managing Director of the Company appraised the members about the current economic scenario and performance of the foreign subsidiary of the Company.

The Chairman informed the members present that the Notice dated 20th July, 2016 along with explanatory statement u/s 102 of the Companies Act, 2013, in respect of the resolutions set out in the Notice was despatched by e-mail at their registered email IDs and by Registered and Speed Post to the members whose email ID was not registered with the Company. The despatch of Notice was completed on 23rd August, 2016.

The Chairman further informed the members that pursuant to the requirement of Companies (Management and Administration) Amendment Rule, 2015 the Company has provided the Remote e-voting facilities through NSDL to the members and the facility of Polling Paper is provided to those members who are present in the meeting and have not casted their vote by Remote e-voting. The Company had appointed Mrs Aditi Jhunjunwala, Partner of M/s Vinod Kothari & Company, as Scrutinizer to conduct the remote e-voting process and polling process in fair and transparent manner.

The Chairman thereafter informed that there were no qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company mentioned in the auditors' report on the financial accounts for the year ended 31st March, 2016. There were no qualification by the Secretarial Auditors in their Secretarial Audit Report for the year ended 31st March, 2016. The Financial Statements and the Auditors Report thereon, Notice dated 20th July, 2016 along with Explanatory Statement of the Company were taken as read with the consent of the members.

The Chairman informed the members that though the Company had not received any observations of shareholders on the accounts of the Company, he would request the members to raise queries, comments, observations, suggestion if any on the Annual Report for the year ended 31st March, 2016 and Questions & Answers session was thrown open to the shareholders.

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Rishi Aggarwal
Secretary

Mr. Ashit Kumar Pathak, shareholder of the Company, made his observations and suggestions on the Annual Report covering operations and overall performance of the Company and matters related thereto.

The Chairman thanked the members for taking keen interest in the affairs of the Company. The observations were duly addressed by the Chairman of the Company and suggestions were noted. The Chairman informed the members that for any further information on their queries, they might contact at the Registered Office of the Company during business hours on any working day of the Company.

Thereafter the Chairman proceeded to transact the business set out in the Notice dated 20th July, 2016.

ORDINARY BUSINESS

Item no. 1 (Ordinary Resolution): To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, and the Reports of Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Ashit Kumar Pathak proposed the resolution and Mr. Sushil Kumar Daga seconded the resolution.

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

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, and the Report of Auditors thereon be and are hereby received, considered and adopted."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Samir Kumar Pal proposed the resolution and Mr. M S N Swamy seconded the resolution.

Item no. 2 (Ordinary Resolution): To appoint a Director in place of Mr Sushil Kumar Agrawal (DIN: 00091793), who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Mr. Sushil Kumar Agrawal (DIN: 00091793) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Ashit Kumar Pathak proposed the resolution and Mr. Deepak Bhattacharjee seconded the resolution.

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Ritu Agrawal
Company Secretary

Item no. 3 (Ordinary Resolution): 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."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Kanti Ranjan Bose proposed the resolution and Mr. Ranajit Kumar Maschatak seconded the resolution.

SPECIAL BUSINESS

Item No. 4 To consider, and if thought fit, to pass, with or without modification(s) the following resolution as an 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."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Alope Kumar Agarwal proposed the resolution and Mr. Patit Paban Bera seconded the resolution.

Item No. 5: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-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:

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For MANAKSIA COATED METALS & INDUSTRIES LIMITED
Rishi Agarwal
Company Secretary

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."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Pinaki Bhattacharyya proposed the resolution and Mr. Joyanta Mondal seconded the resolution.

Item No. 6: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-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."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Abhijit Bhattacharya proposed the resolution and Mr. Alope Kumar Agarwal seconded the resolution.

Item No. 7: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 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.

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Ritu Agarwal
Company Secretary

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."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Pramod Varma proposed the resolution and Mr. Tapan Kumar Mondal seconded the resolution.

Item No. 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."

The Chairman thereafter requested any one of the members present to propose the resolution and any one of the members present to second the resolution.

Mr. Asim Kumar De proposed the resolution and Mr. Ashit Kumar Pathak seconded the resolution.

After considering all the items mentioned in the Notice convening the 6th Annual General Meeting, the Chairman directed that the poll on all the resolutions be conducted and requested the Scrutinizer to start the polling process. 3 (Three) Nos. empty Polling boxes were shown to the members before the same were sealed and kept on the dais by the Scrutinizer. The polling papers were distributed to the members for taking poll. After the members have cast their votes the Polling boxes were handed over to the Scrutinizer. The Chairman thereafter informed the members that the consolidated Scrutinizers Report on remote e-voting and polling paper would be made available on the website of the Company as well as NSDL and the same shall also be submitted to the Stock Exchanges where the Company is listed within the stipulated time.

The Chairman thanked the members for their participation in the proceedings. The meeting concluded at 02.15 P.M with a vote of thanks to the Chair by Dr. Kali Kumar Chaudhuri, Independent Director of the Company

Further on the basis of Consolidated Scrutinizer's Report dated 24th September, 2016 on remote e-voting and polling paper, all the resolutions set out in Notice dated 20th July, 2016 have been passed with requisite majority. The details of voting results are as under:

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Ritu Agarwal
Company Secretary

AGENDA-WISE RESULT

| Resolution No. 1: (a) Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31 st 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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | | | | | | | | |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| | | | | | | | | |
| Public-Non Institutions | E-voting | 23224902 | 8,63,069 | 3.716 | 8,63,049 | 20 | 99.998 | 0.002 |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,848 | 58.127 | 1,34,99,828 | 20 | 100.000 | 0.000 |
| | | | | | | | | |
| Total | | 65534050 | 5,57,89,788 | 85.131 | 5,57,89,768 | 20 | 100.000 | 0.000 |

| Resolution No. 1: (b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st 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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | | | | | | | | |

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Ritu Agarwal
 Company Secretary

| | | | | | | | | |
|-------------------------|----------|----------|-------------|--------|-------------|---|---------|---|
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 8,63,059 | 3.716 | 8,63,059 | - | 100.000 | - |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,838 | 58.127 | 1,34,99,838 | - | 100.000 | - |
| Total | | 65534050 | 5,57,89,778 | 85.131 | 5,57,89,778 | - | 100.000 | - |

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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 8,63,069 | 3.716 | 8,62,749 | 320 | 99.963 | 0.037 |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,848 | 58.127 | 1,34,99,528 | 320 | 99.998 | 0.002 |
| Total | | 65534050 | 5,57,89,788 | 85.131 | 5,57,89,468 | 320 | 99.999 | 0.001 |

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Rishi Agarwal
Company Secretary

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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | | | | | | | | |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| | | | | | | | | |
| Public-Non Institutions | E-voting | 23224902 | 8,63,069 | 3.716 | 8,61,637 | 1,432 | 99.834 | 0.166 |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,848 | 58.127 | 1,34,98,416 | 1,432 | 99.989 | 0.011 |
| | | | | | | | | |
| Total | | 65534050 | 5,57,89,788 | 85.131 | 5,57,88,356 | 1,432 | 99.997 | 0.003 |

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

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Rishi Agarwal
Company Secretary

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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 8,63,069 | 3.716 | 8,61,437 | 1,632 | 99.811 | 0.189 |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,848 | 58.127 | 1,34,98,216 | 1,632 | 99.988 | 0.012 |
| Total | | 65534050 | 5,57,89,788 | 85.131 | 5,57,88,156 | 1,632 | 99.997 | 0.003 |

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For MANAKSIA COATED METALS & INDUSTRIES LIMITED

Rishi Agarwal
Company Secretary

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 | | | | |
| Ca-tegory | 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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 8,63,069 | 3.716 | 8,61,021 | 2,048 | 99.763 | 0.237 |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,848 | 58.127 | 1,34,97,800 | 2,048 | 99.985 | 0.015 |
| Total | | 65534050 | 5,57,89,788 | 85.131 | 5,57,87,740 | 2,048 | 99.996 | 0.004 |

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 For MANAKSIA COATED METALS & INDUSTRIES LIMITED
Ritu Agarwal
 Company Secretary

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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 8,63,069 | 3.716 | 8,61,041 | 2,028 | 99.765 | 0.235 |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,848 | 58.127 | 1,34,97,820 | 2,028 | 99.985 | 0.015 |
| Total | | 65534050 | 5,57,89,788 | 85.131 | 5,57,87,760 | 2,028 | 99.996 | 0.004 |

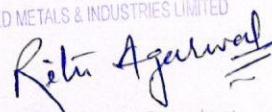
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 For MANAKSIA COATED METALS & INDUSTRIES LIMITED
Rishi Agarwal
 Company Secretary

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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 8,63,069 | 3.716 | 8,61,021 | 2,048 | 99.763 | 0.237 |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,848 | 58.127 | 1,34,97,800 | 2,048 | 99.985 | 0.015 |
| Total | | 65534050 | 5,57,89,788 | 85.131 | 5,57,87,740 | 2,048 | 99.996 | 0.004 |

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 For MANAKSIA COATED METALS & INDUSTRIES LIMITED

 Company Secretary

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 | | | | 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 | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | 4,22,89,940 | 100.000 | 4,22,89,940 | - | 100.000 | - |
| Public Institutions | E-voting | 19208 | - | - | - | - | - | - |
| | Poll | | - | - | - | - | - | - |
| | Total | | - | - | - | - | - | - |
| Public-Non Institutions | E-voting | 23224902 | 8,63,069 | 3.716 | 8,61,437 | 1,632 | 99.811 | 0.189 |
| | Poll | | 1,26,36,779 | 54.410 | 1,26,36,779 | - | 100.000 | - |
| | Total | | 1,34,99,848 | 58.127 | 1,34,98,216 | 1,632 | 99.988 | 0.012 |
| Total | | 65534050 | 5,57,89,788 | 85.131 | 5,57,88,156 | 1,632 | 99.997 | 0.003 |

Kolkata
19/10/2016

Ajay Kumar Chakraborty
Chairman

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For MANAKSIA COATED METALS & INDUSTRIES LIMITED
Ratan Agarwal
Company Secretary