

MANAKSIA STEELS LIMITED

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

Sec/Steel/202		Date: 29th September, 2018
The Secretary The Manager		
BSE Limited National Stock Exchange of India Limited		
New Trading Wing Exchange Plaza, C-1, Block- "G"		
Rotunda Building, 5th Floor, Bandra Kurla Complex,		
PJ Tower, Dalal Street, Bandra East,		
Mumbai- 400 001 Mumbai- 400 051		
Dear Madam/Sir,		
Subject: Voting Results of 17th Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing		
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(es) transacted at the 33rd Annual General Meeting of the Company held on 27th September, 2018 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	27th September, 2018	
Total number of shareholders on record date i.e 20th September, 2018	23651	
Total No. of shareholders present in the meeting either in person or through proxy:	344	
Promoters and Promoter Group:	5	
Public:	339	
No. of shareholders attended the meeting through video conferencing: Promoters and Promoter Group Public	None	
Resolution No. 1(a): To consider and adopt the 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 year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon. 1(b): To consider and adopt the 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 year ended 31st March, 2018 and the Reports 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	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100	42,543,440	-	100	-
Public Institutions	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	18146072	107,170	0.59	106,470	700	99.35	0.65
	Poll		1,571,447	8.66	1,571,442	5	99.99	0.00
	Total		1,678,617	9.25	1,677,912	705	99.96	0.04
Total		65534050	44,222,057	67.4795	44,221,352	705	100.00	0.0016

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

Resolution required- Ordinary/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	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100	42,543,440	-	100	-
Public Institutions	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	18146072	106,970	0.5895	105,770	1,200	98.8782	1.1218
	Poll		1,571,447	8.66	1,571,442	5	99.9997	0.0003
	Total		1,678,417	9.2495	1,677,212	-	99.9282	0.0718
Total		65534050	44,221,857	67.47	44,220,652	1,205	99.9947	0.0053

Resolution No. 3: To appoint a Director in place of Mr. Mrinal Kanti Pal (DIN: 00867865), who retires by rotation at this Annual General Meeting as a Director and being eligible, offers himself for re-appointment.

Resolution required- Ordinary/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	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100	42,543,440	-	100	-
Public Institutions	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	18146072	107,070	0.59	106,370	700	99.34	0.65
	Poll		1,571,447	8.66	1,571,442	5	99.99	0
	Total		1,678,517	9.25	1,677,812	705	99.95	0.04
Total		65534050	44,221,957	67.47	44,221,252	705	99.99	0.69

Resolution No. 4: To approve material related party transactions entered into by the Company during the Financial Year 2017-18.

"RESOLVED

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

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

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	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100	42,543,440	-	100	-

Public Institution s	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institution s	E-voting	18146072	107,070	0.59	105,330	1,740	98.37	1.62
	Poll		1,571,447	7.9566	1,571,442	5	99.99	0
	Total		1,678,517	8.5466	1,676,772	1,745	99.89	0.1
Total		65534050	1,678,517	2.56	1,676,772	1,745	99.89	0.1

Resolution No. 5: To approve related party transactions to be entered into by the Company during the Financial Year 2018-19.

"RESOLVED

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

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

Resolution required- Ordinary/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	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100	42,543,440	-	100	-
Public Institution s	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institution s	E-voting	18146072	107,070	0.59	105,330	1,740	98.37	1.6251
	Poll		1,571,447	8.66	1,571,442	5	99.9997	0.0003
	Total		1,678,517	9.25	1,676,772	1,745	99.8874	0.1126
Total		65534050	1,678,517	2.56	1,676,772	1,745	99.996	0.004

Resolution No. 6: To increase the remuneration of Mr. Varun Agrawal (DIN: 00441271), Managing Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Varun Agrawal (DIN: 00441271), Managing Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Varun Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

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	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100	42,543,440	-	100	-
Public Institutions	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	18146072	107,070	0.59	106,330	740	99.3089	0.6911
	Poll		1,571,447	8.6622	1,571,442	5	99.9997	0.0003
	Total		1,678,917	9.2522	1,677,772	745	99.9556	0.0444
Total		65534050	44,221,957	67.47	44,221,212	745	99.9983	0.0017

Resolution No. 7: To increase the remuneration of Mr. Vineet Agrawal (DIN: 00441223), Whole-time Director of the Company.

"RESOLVED THAT
pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Vineet Agrawal (DIN: 00441223), Whole time Director of the Company designated as Chief Executive Officer (CEO), liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Vineet Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Vineet Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Companies Act, 2013 and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

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

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	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100	42,543,440	-	100	-
Public Institutions	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	18146072	107,070	0.59	105970	1100	98.9726	1.0274
	Poll		1,571,447	8.6622	1571442	5	99.9997	0.0003
	Total		1,678,517	9.2522	1677412	1105	99.9342	0.0658
Total		65534050	44221957	67.48	44220852	1105	99.9975	0.0025

Resolution No. 8: To approve the remuneration to be paid to M/s S Chhaparia & Associates, Cost Auditors of the Company for the Financial Year ending 31st March, 2019.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactments thereof, for the time being in force), the remuneration, as approved by the Board of Directors based on the recommendation of the Audit Committee and as set out in the Statement annexed to the Notice convening this meeting, to be paid to M/s S Chhaparia & Associates (Membership No.: 31134), Practicing Cost Accountants of 33/1, N.S. Road, (Marshall House) 2nd Floor, Room No.- 245, Kolkata - 700 001, 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, 2019 be and is hereby ratified.

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby severally authorized to do all acts and take all such steps as may be considered 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				Yes				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100	42,543,440	-	100	-
Public Institutions	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	18146072	107070	0.59	106370	700	99.3462	0.6538
	Poll		1571447	8.6622	157442	5	99.9997	0.0003

Resolution No. 8: To consider and approve alteration of Articles of Association of the Company.

"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."

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 :

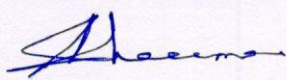
ii) Substitution of existing clause 94(2) with the following new clause :

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	42543440	42,543,440	100	42,543,440	-	100	-
	Poll		-	-	-	-	-	
	Total		42,543,440	100	42,543,440	-	100	-
Public Institutions	E-voting	4844538	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Total		-	-	-	-	-	
Public-Non Institutions	E-voting	18146072	107070	0.59	106330	740	99.3089	0.6911
	Poll		1571447	8.66	1571442	5	99.9997	0.0003
	Total		1678517	9.25	1677772	745	99.9556	0.0444
Total			44221957	67.4794	44221212	745	99.9986	0.0017

Thanking you,

Yours faithfully,

For Manaksia Steels Limited


Ajay Sharma
Company Secretary
Membership No. A34079

VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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

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

Dear Sir,

In terms of authority of the Board Resolution dated 2nd August, 2018, the Company has appointed the undersigned, Mr. Arun Kumar Maitra, Partner at Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009, Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the scrutinizer for the purpose of the remote e-voting and the polling process conducted on the below mentioned resolutions at the Annual General Meeting ("Meeting") of the Company, held at Bhasha Bhawan, National Library Auditorium, near Alipore Zoo at Belvedere Road, Kolkata- 700 027 on 27th September, 2018 at 12:30 P.M.

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

We hereby submit our Consolidated Report as under:

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution No.	Votes in favour			Votes against			Invalid votes	
	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast	% of total no. of valid votes cast	No. of members who voted	No. of votes cast
No.01	102	44221352	99.99	2	705	0.00	1	400
No.02	99	44220652	99.99	3	1205	0.00	1	400
No.03	101	44221252	99.99	2	705	0.00	1	400
No.04	94	1676772	99.89	4	1745	0.10	1	42543840
No.05	94	1676772	99.89	4	1745	0.10	1	42543840
No.06	100	44221212	99.99	3	745	0.00	1	400
No.07	99	44220852	99.99	4	1105	0.00	1	400
No.08	101	44221252	99.99	2	705	0.00	1	400
No.09	100	44221212	99.99	3	745	0.00	1	400

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



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

VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution No. 1: To consider and adopt:

- the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018 including the Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and
- the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the financial year ended 31st March, 2018 and the Report of the Auditors thereon.

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		42543440	100.00	42543440	0	100.00	0.00
Public-Institutions	E-Voting	4844538	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
	E-	18146072	107170	0.59	106470	700	99.34	0.65

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

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

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

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group/promoter are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		42543440	100.00	42543440	0	100.00	0.00
Public-Institutions	E-Voting	4844538	0	0.00	0	0	0.00	0.00

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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

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

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (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 Promote	E-Voting	42543440	42543440	100.00	42543440	0	100.00	0.00

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

r Group	Poll		0	0.00	0	0	0.00	0.00
	Total		42543440	100.00	42543440	0	100.00	0.00
Public-Institutions	E-Voting	4844538	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
			0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	18146072	107070	0.59	106370	700	99.34	0.65
	Poll		1571447	8.66	1571442	5	99.99	0.00
	Total		1678517	9.25	1677812	705	99.95	0.04
Total		65534050	44221957	67.47	44221252	705	99.99	0.00

Resolution 4: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Resolution required:			Ordinary Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	42543440	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	4844538	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	18146072	107070	0.59	105330	1740	98.37	1.62
	Poll		1571447	8.66	1571442	5	99.99	0.00
	Total		1678517	9.25	1676772	1745	99.89	0.10
Total		65534050	1678517	2.56	1676772	1745	99.89	0.10

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

Resolution 5: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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

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

Resolution required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (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

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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

Resolution 6: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Varun Agrawal (DIN: 00441271), Managing Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Varun Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Varun Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Companies Act, 2013 and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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

Resolution required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		42543440	100.00	42543440	0	100.00	0.00
Public-Institutions	E-Voting	4844538	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	18146072	107070	0.59	106330	740	99.30	0.69
	Poll		1571447	8.66	1571442	5	99.99	0.00
	Total		1678517	9.25	1677772	745	99.95	0.04
Total		65534050	44221957	67.47	44221212	745	99.99	0.00

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Vineet Agrawal (DIN: 00441223), Whole time Director of the Company designated as Chief Executive Officer (CEO), liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the “Board”) to alter and vary the terms and conditions of the said appointment in such manner as may be mutually agreed between the Board and Mr. Vineet Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Vineet Agrawal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Companies Act, 2013 and payment of such minimum remuneration shall not be for more than three years or for such years in which such inadequacy arises, whichever is less.

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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	42543440	42543440	100.00	42543440	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		42543440	100.00	42543440	0	100.00	0.00
Public-Institutions	E-Voting	4844538	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	18146072	107070	0.59	105970	1100	98.97	1.02
	Poll		1571447	8.66	1571442	5	99.99	0.00
	Total		1678517	9.25	1677412	1105	99.93	0.65
Total		65534050	44221957	67.47	44220852	1105	99.99	0.00

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactments thereof, for the time being in force), the remuneration, as approved by the Board of Directors based on the recommendation of the Audit Committee and as set out in the Statement annexed to the Notice convening this meeting, to be paid to M/s S Chhaparia & Associates (Membership No.: 31134), Practicing Cost Accountants of 33/1, N.S. Road, (Marshall House) 2nd Floor, Room No.- 245, Kolkata - 700 001, 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, 2019 be and is hereby ratified.

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

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

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

Public-Institutions	E-Voting	4844538	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	18146072	107070	0.59	106370	700	99.34	0.65
	Poll		1571447	8.66	1571442	5	99.99	0.00
	Total		1678517	9.25	1677812	705	99.95	0.04
Total		65534050	44221957	67.47	44221252	705	99.99	0.00

Resolution 9: 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.



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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."

- 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:



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

“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.”

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).



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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

Kolkata - 700 017, India

Phone: +91 - 33 - 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number - WB10D0000448

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	42543440	42543440	100.00	42543440	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		42543440	100.00	42543440	0	100.00	0.00
Public-Institutions	E-Voting	4844538	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	18146072	107070	0.59	106330	740	99.30	0.69
	Poll		1571447	8.66	1571442	5	99.99	0.00
	Total		1678517	9.25	1677772	745	99.95	0.04
Total		65534050	44221957	67.47	44221212	745	99.99	0.00

Notes:

- a) Invalid votes/polling papers have not been taken into account for counting valid votes.

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



VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India

Phone: +91 – 33 – 2281 7715 | 1276 | 3742

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

GSTIN No. - 19AAMFV6726E1ZR

Udyog Aadhaar Number – WB10D0000448

b) *Note: In compliance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the votes cast by the related parties have not been considered in computing the results of Resolution no. 4 and 5 (either through physical ballots or through electronic voting).*

c) *Figures have been rounded off to their nearest numbers for ease of representation.*

All the above Resolutions are passed with requisite majority.

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

Place: Kolkata

Date: 29.09.2018

For Vinod Kothari & Company
Practising Company Secretaries


Arun Kumar Maitra
Partner

CP No.: 14490

Membership No.: A3010