

MANAKSIA STEELS LIMITED

Regd Office : Bikaner Building , 3rd Floor, 8/1, Lal Bazar Street, Kolkata - 700 001
Corporate Identity Number : U27101WB2001PLC138341
Phone : +91-33-2231 0050/51/52, Fax : +91-33-2230 0336

Sec/Steel/84

Date: 25th September, 2016

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

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

Dear Madam/Sir,

Subject: Voting Results of 15th Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In Compliance with the Regulation 44(3) of the Listing Regulations, please find enclosed the details of voting results in prescribed format of the business transacted at the 15th Annual General Meeting of the Company held on 24th September, 2016 at Bhasha Bhawan, National Library Auditorium, at Belvedere Road, Kolkata- 700 027. We are enclosing herewith the Consolidated Scrutinizer Report on Remote E-voting and Poll for your information and records.

Date of AGM	24th September, 2016
Total number of shareholders on record date i.e 17th September, 2016	25,528
Total No. of shareholders present in the meeting either in person or through proxy:	391
Promoters and Promoter Group:	5
Public:	386
No. of shareholders attended the meeting through video conferencing:	None
Promoters and Promoter Group	
Public	

Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

Resolution required- Ordinary/Special				Ordinary				
Whether Promoter/Promoter group are interested in the agenda/resolution				No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	42543440	42,543,440	100.000	42,543,440	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100.000	42,543,440	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22971402	895,965	3.900	895,965	-	100.000	-
	Poll		12,635,235	55.004	12,635,235	-	100.000	-
	Total		13,531,200	58.905	13,531,200	-	100.000	-
Total		65534050	56,074,640	85.566	56,074,640	-	100.000	-



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Resolution No. 2: To appoint a Director in place of Mr. Suresh Kumar Agrawal (DIN: 00520769), 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	42543440	42,543,440	100.000	42,543,440	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100.000	42,543,440	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22971402	895,965	3.900	892,529	3,436	99.617	0.383
	Poll		12,635,235	55.004	12,635,235	-	100.000	-
	Total		13,531,200	58.905	13,527,764	3,436	99.975	0.025
Total		65534050	56,074,640	85.566	56,071,204	3,436	99.994	0.006

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the 13th 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 13th AGM (FY - 2013-14) till the conclusion of the 18th 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	42543440	42,543,440	100.000	42,543,440	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100.000	42,543,440	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22971402	895,965	3.900	894,333	1,632	99.818	0.182
	Poll		12,635,235	55.004	12,635,235	-	100.000	-
	Total		13,531,200	58.905	13,529,568	1,632	99.988	0.012
Total		65534050	56,074,640	85.566	56,073,008	1,632	99.997	0.003



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Resolution No. 4: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 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 the appointment of Mr. Varun Agrawal (DIN: 00441271), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 11th February, 2016 on such terms and conditions 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. 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 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	42543440	42,543,440	100.000	42,543,440	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100.000	42,543,440	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22971402	895,965	3.900	891,115	4,850	99.459	0.541
	Poll		12,635,235	55.004	12,635,235	-	100.000	-
	Total		13,531,200	58.905	13,526,350	4,850	99.964	0.036
Total		65534050	56,074,640	85.566	56,069,790	4,850	99.991	0.009

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 the appointment of Mr. Vineet Agrawal (DIN: 00441223), as Whole-time Director of the Company designated as Chief Executive Officer (CEO), liable to retire by rotation, for a period of 3 (Three) years with effect from 21st July, 2016 on such terms and conditions 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. 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 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				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	100.000	42,543,440	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100.000	42,543,440	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22971402	895,965	3.900	891,115	4,850	99.459	0.541
	Poll		12,635,235	55.004	12,635,235	-	100.000	-
	Total		13,531,200	58.905	13,526,350	4,850	99.964	0.036
Total		65534050	56,074,640	85.566	56,069,790	4,850	99.991	0.009



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Resolution 6: 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 and the Rules framed thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid a remuneration as may be mutually decided between the Managing Director and the Cost Auditor in addition to reimbursement of out of pocket expenses incurred for conducting such audit.
RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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	100.000	42,543,440	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		42,543,440	100.000	42,543,440	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	22971402	895,965	3.900	895,547	418	99.953	0.047
	Poll		12,635,235	55.004	12,635,235	-	100.000	-
	Total		13,531,200	58.905	13,530,782	418	99.997	0.003
Total		65534050	56,074,640	85.566	56,074,222	418	99.999	0.001

Thanking you,
Yours faithfully,
For Manaksia Steels Limited

Ajay Sharma
Company Secretary
Membership No. : A34079
1/26, Ganpat Rai Khemka Lane,
Liluah, Howrah - 711 204





VINOD KOTHARI & COMPANY

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

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

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhaar Number - WB10D0000448

Date: September 24, 2016

To,
The Chairman,
Manaksia Steels Limited,
Bikaner Building, 3rd Floor,
8/1 Lal Bazar Street,
Kolkata - 700 001
India

Re: Consolidated Report of Scrutinizer for 15th Annual General Meeting of the Equity Shareholders of Manaksia Steels Limited (hereinafter referred to as "the Company") held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700027, on Saturday, 24th of September, 2016 at 10.00 a.m.

Dear Sir,

In terms of authority of the Board Resolution dated July 20, 2016, the Company has appointed Ms. Aditi Jhunjhunwala, Partner at Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009 Krishna Building, 224 A.J.C. Bose Road, Kolkata-700017, as the scrutinizer for the purpose of the poll taken on the below mentioned resolution (s) at the 15th Annual General Meeting of the equity shareholders of the Company, held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027, on Saturday, 24th of September, 2016 at 10.00 a.m.

We have separately, on even date, given our report for the results of the polling process carried at the meeting, as required by Section 109 of the Companies Act, 2013, the same represents only the physical voting conducted at the 15th Annual General Meeting.

We hereby submit our Consolidated Report of the remote e voting and poll on the matters put to vote at the 15th Annual General Meeting is as under:



Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai - 400002, Ph - 022-22817427
Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016



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 email: vinod@vinodkothari.com
 Web: www.vinodkothari.com
www.india-financing.com
 Unique Code - P1996WB042300
 PAN No - AAMFV6726E
 Service Tax Registration No. - AAMFV6726ESD001
 Udyog Aadhaar Number - WB10D0000448

- a) Resolution No. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]} * 100	[4]	[5]	[6] = {[4]/[2]} * 100	[7] = {[5]/[2]} * 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		42543440	100.00	42543440	0.00	100.00	0.00
Public Institutions	E-Voting	19208	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0	0.00	0.00	0.00
Public Non Institutions	E-Voting	22971402	895965	3.90	895965	0.00	100.00	0.00
	Poll		12635235	55.00	12635235	0.00	100.00	0.00
	Total		13531200	58.90	13531200	0.00	100.00	0.00
Total		65534050	56074640	85.57	56074640	0.00	100.00	0.00



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



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Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhaar Number - WB10D0000448

- b) Resolution No. 2: To appoint a Director in place of Mr. Suresh Kumar Agrawal (DIN: 00520769), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]} * 100	[4]	[5]	[6] = {[4]/[2]} * 100	[7] = {[5]/[2]} * 100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		42543440	100.00	42543440	0.00	100.00	0.00
Public Institutions	E-Voting	19208	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0	0.00	0.00	0.00
Public Non Institutions	E-Voting	22971402	895965	3.90	892529	3436	99.62	0.38
	Poll		12635235	55.00	12635235	0.00	100.00	0.00
	Total		13531200	58.90	13527764	3436	99.97	0.03
Total		65534050	56074640	85.57	56071204	3436	99.99	0.01



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Unique Code – P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhaar Number – WB10D0000448

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the 13th 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 13th AGM (FY – 2013-14) till the conclusion of the 18th 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.”

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		42543440	100.00	42543440	0.00	100.00	0.00
Public Institutions	E-Voting	19208	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0	0.00	0.00	0.00

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





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www.india-financing.com
 Unique Code - P1996WB042300
 PAN No - AAMFV6726E
 Service Tax Registration No. - AAMFV6726ESD001
 Udyog Aadhaar Number - WB10D0000448

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the 13th 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 13th AGM (FY - 2013-14) till the conclusion of the 18th 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.”

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		42543440	100.00	42543440	0.00	100.00	0.00
Public Institutions	E-Voting	19208	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0	0.00	0.00	0.00

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VINOD KOTHARI & COMPANY

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

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

email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhaar Number - WB10D0000448

Public Non Institutions	E-Voting	22971402	895965	3.90	894333	1632	99.81	0.18
	Poll		12635235	55.00	12635235	0.00	100.00	0.00
	Total		13531200	58.90	13529568	1632	99.98	0.010
Total		65534050	56074640	85.57	56074640	1632	99.99	0.00

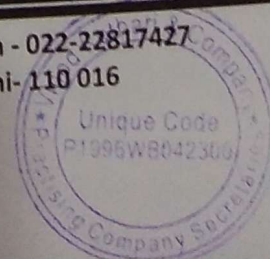
d) Resolution No. 4: To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 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 the appointment of Mr. Varun Agrawal (DIN: 00441271), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 11th February, 2016 on such terms and conditions 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. 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 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.”

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled	No. of Votes - in	No. of Votes - Against	% of Votes in favour	% of Votes against on
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Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhaar Number - WB10D0000448

	g			on outstand ing shares	favour		on votes polled	votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2]})}*100	[7]={([5]/[2]})}*100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		42543440	100.00	42543440	0.00	100.00	0.00
Public Institutions	E-Voting	19208	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0	0.00	0.00	0.00
Public Non Institutions	E-Voting	22971402	895965	3.90	891115	4850	99.45	0.54
	Poll		12635235	55.00	12635235	0.00	100.00	0.00
	Total		13531200	58.90	13526350	4850	99.96	0.04
Total		65534050	56074640	85.57	56069790	4850	99.99	0.01

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and 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 the appointment of Mr. Vineet Agrawal (DIN: 00441223), as Whole-time Director of the Company designated as Chief Executive Officer (CEO), liable to retire by rotation, for a period of 3 (Three) years with effect from 21st July, 2016 on such terms and conditions 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. Vineet Agrawal provided that such variation or increase, as the case may be, is

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Unique Code – P1996WB042300
PAN No - AAMFV6726E
Service Tax Registration No. - AAMFV6726ESD001
Udyog Aadhaar Number – WB10D0000448

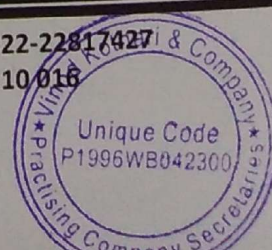
within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

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.”

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	42543440	42543440	100.00	42543440	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		42543440	100.00	42543440	0.00	100.00	0.00
Public Institutions	E-Voting	19208	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0	0.00	0.00	0.00
Public Non Institutions	E-Voting	22971402	895965	3.90	891115	4850	99.45	0.54
	Poll		12635235	55.00	12635235	0.00	100.00	0.00
	Total		13531200	58.90	13526350	4850	99.96	0.04
Total		65534050	56074640	85.57	56069790	4850	99.99	0.01

f) Resolution 6: To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

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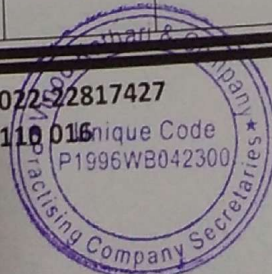
Practising Company Secretaries
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Unique Code - P1996WB042300
PAN No - AAMFV6726E
Service Tax Registration No. - AAMFV6726ESD001
Udyog Aadhaar Number - WB10D0000448

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, be paid a remuneration as may be mutually decided between the Managing Director and the Cost Auditor in addition to reimbursement of out of pocket expenses incurred for conducting such audit.

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

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]} * 100	[4]	[5]	[6] = {[4]/[2]} * 100	[7] = {[5]/[2]} * 100
Promoter and Promoter Group	E-Voting	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
			0	0.00	0	0	0.00	0.00
Public Institutions	E-Voting	19208	0	0.00	0	0	0.000	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
			895965	3.90	895547	418	99.95	0.05
Public Non Institutions	E-Voting	22971402	0	0.00	0	0	100.000	0.00
	Poll		12635235	55.00	12635235	418	99.99	0.01
	Total		13531200	58.90	13530782	418	99.99	0.01
			56074640	85.57	56074222	418	99.99	0.01
Total		65534050						

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Udyog Adhar Number – WB10D0000448

All the above Resolutions are passed with requisite majority.

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

Place: Kolkata

For Vinod Kothari & Company
Practising Company Secretaries


Aditi Jhunjhunwala
Partner
CP No.: 10144

