

Sec/Alum/151

Date: 18.10.2017

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 "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051

Sir

Sub: Minutes of 7th Annual General Meeting

We enclose herewith copy of the Minutes of the proceedings of the 7th Annual General Meeting of the Company held on 22nd September, 2017.

We shall request you to kindly take it on records.

Thanking you,

Yours faithfully

For Manaksia Aluminium Company Limited

Vivek Jain

Vivek Jain

(Company Secretary & Compliance Officer)

Membership No.: A36946

Kalyaneswari Road,

Burdwan, Barakar - 713 324



Encl: a/a

PRESENT

Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were present at the meeting

Mr. Kanhaiya Agarwal, Representative of M/s S K Agrawal & Co, Statutory Auditors of the Company, Mr. Arun Kumar Maitra, Partner of M/s Vinod Kothari & Company and Mr. Amit Agrawal, Chief Financial Officer of the Company were also present.

Mr. Vivek Jain welcomed the Members to the 7th Annual General Meeting of the Company and thereafter requested the Directors as well as invitees to grace the dais. He thereafter, introduced the Directors and invitees on the dais.

510 Members representing 4,55,43,109 shares were present in person including Corporate Representatives and 27 members representing 90,94,506 shares were present through proxy.

The Chairman thereafter informed the members that as per the confirmation received from the Company Secretary, the requisite quorum required under the Companies Act, 2013, was present at the meeting and the meeting was declared as open.

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Vivex Jain
Company Secretary

The Chairman informed the members that all the Directors of the Company were present at the Annual General Meeting.

The Chairman thereafter informed the members that the Financial Statements for the financial year ended on 31st March, 2017 and the Reports of Board of Directors and the Auditors thereon and all other documents annexed or attached to the Balance Sheet, the Register of Directors and Key Managerial Personnel and their shareholding under Section 170 and other Statutory Registers/documents as required under the Companies Act, 2013 remain open and accessible for inspection during the continuance of the Meeting.

The Chairman thereafter addressed the members and delivered his speech.

The Chairman highlights of the performance of the global economy as a whole in comparison of Indian economy which was effected by cash shortage due to demonetization.

The Chairman also stated that the Company is currently carrying on business in value added Aluminium products.

The Chairman further highlighted the performance of the Company and stated that the revenue of your Company stood at Rs. 23839.20 lacs, as compared to Rs. 26,551.54 lacs during the previous year ended March 31, 2016. During the year, the loss of the Company has been reduced to Rs. 461.72 lacs as compared to a loss of Rs. 503.71 lacs during previous year ended on March 31, 2016.

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 Company.

The Chairman informed the members present that the Notice dated 17.07.2017 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

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Vivek Jain

Company Secretary

members whose email ID was not registered with the Company. The despatch of Notice was completed on 24.08.2017.

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 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, 2017, and by the Secretarial Auditors in their Secretarial Audit Report for the year ended 31st March, 2017. The Financial Statements and the Auditors Report thereon, Notice dated 17th July, 2017 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, 2017 and Questions & Answers session was thrown open to the shareholders.

Mr. Mahesh Kumar Bubna and Mr. Ram Gopal Chakraborty, shareholders of the Company, made their observations and sought clarifications 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 queries/observations were duly addressed by the Chairman/Managing Director of the Company. 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 as set out in the Notice dated 17th July, 2017.

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Vivek Jain
Company Secretary

ORDINARY BUSINESS

1. Item no. 1 (Ordinary Resolution): To consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, and the Report of Board of Directors and Auditors thereon be and are hererby 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. Promod Verma proposed the resolution and Mr. Pinaki Bhattacharya seconded the resolution.

2. Item no. 2 (Ordinary Resolution): To appoint a Director in place of Mr. Basudeo Agrawal (DIN: 00438754), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

"RESOVED THAT Mr. Basudeo Agrawal (DIN: 00438754) 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. Mahesh Kumar Bubna proposed the resolution and Mr. Sanjay Saha seconded the resolution.

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-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the

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Nirali Jain

Company Secretary

Board of Directors and the resolution passed by the members at the 4th Annual General Meeting (AGM) for the appointment of M/s. S. K. Agrawal & Co., 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 and mutually agreed by the Statutory Auditor, in addition to the reimbursement of all out-of-pocket expenses in connection thereto."

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. Ram Gopal Chakraborty proposed the resolution and Mr. Indranil Banerjee seconded the resolution.

SPECIAL BUSINESS

Item no. 4 (Special Resolution): 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 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") 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 for the re-appointment of Mr. Sunil Kumar Agrawal (DIN: 00091784), as the Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 23rd November, 2017 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 mutually agreed between the Board and Mr. Sunil 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 Act.

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Vineet Saini
Company Secretary

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Sunil Kumar Agarwal 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 Act.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby 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. Nirmal Kumar Poddar proposed the resolution and Mr. Mahesh Kumar Bubna seconded the resolution.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all 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 re-enactments thereof, for the time being in force), M/s B. Mukhopadhyay & Co., Cost Accountants (Firm Registration No. 000257), 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, 2018, be paid a remuneration as may be decided by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Cost Auditor, in addition to reimbursement of out-of-pocket expenses incurred for conducting such audit.

RESOLVED FURTHER THAT any of the 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.

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Nivesh Jain
Company Secretary

Mr. Indranil Banerjee proposed the resolution and Mr. Jagat Narayan Chawdhury seconded the resolution.

After considering all the items mentioned in the Notice convening the 7th 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 05.50 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 23rd September, 2017 on remote e-voting and polling paper, all the resolutions as set out in Notice dated 17th July, 2017 have been passed with requisite majority. The details of voting results are as under:

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Virek Jain
Company Secretary

AGENDA-WISE RESULT

Resolution No. 1: To consider and adopt the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2017 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	4227940	42,277,940	100.00	42,277,940	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		42,277,940	100.00	42,277,940	-	100.00	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-

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Vivek Jain

Company Secretary

	Total		-	-	-	-	-	-
Public- Non Institutions	E- voting	232369 02	110446	0.475	110197	249	99.775	0.225
	Poll		1246554 1	53.64 5	1246554 1	-	100.00 0	-
	Total		1257598 7	54.12 0	1257573 8	-	99.998	0.002
Total		655340 50	5485392 7	83.70 3	5485367 8	249	99.999	0.001

Resolution No. 2: To appoint a Director in place of Mr. Basudeo Agrawal (DIN: 00438754), 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)]*	No. of Votes- in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]	% of Votes against on votes polled (7)=[(5)/(2)]*100

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Vineet Jain

Company Secretary

				100			*100	
Promoter and Promoter Group	E-voting	42277940	42,277,940	100.000	42,277,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		42,277,940	100.000	42,277,940	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23236902	110326	0.475	109976	350	99.683	0.317
	Poll		12465541	53.645	12,465541	-	100.000	-
	Total		12575867	54.120	12575517	350	99.997	0.003
Total		65534050	55,770,8	83.70	54853457	350	99.99	0.001

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Vivek Jain
Company Secretary

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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-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors and the resolution passed by the members at the 4th Annual General Meeting (AGM) for the appointment of M/s. S. K. Agrawal & Co., 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 and mutually agreed by the Statutory Auditor, in addition to the reimbursement of all out-of-pocket expenses in connection thereto."

Resolution required- Ordinary/Special					Ordinary			
Whether Promoter/Promoter group are interested in the agenda/resolution					No			
Catego ry	Mode of Votin g	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes polled on outsta nding shares (3)=[(2)/(1)]* 100	No. of Votes- in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*10 0

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Company Secretary

Promoter and Promoter Group	E-voting	42277940	42,277,940	100.000	42,277,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		42,277,940	100.000	42,277,940	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23236902	110446	0.4753	110197	249	99.775	0.2255
	Poll		12465541	53.645	12465541	-	100.000	-
	Total		13,492,902	54.121	12575738	249	99.998	0.002
Total		65534050	54853927	83.703	54853678	249	99.999	0.001

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Vineet Jain
Company Secretary

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") 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 for the re-appointment of Mr. Sunil Kumar Agrawal (DIN: 00091784), as the Managing Director of the Company, liable to retire by rotation, for a period of 3 (Three) years with effect from 23rd November, 2017 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 mutually agreed between the Board and Mr. Sunil 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 Act.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Sunil Kumar Agarwal 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 Act.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby 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	No. of Votes– in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (7)=[(5)/(	% of Votes against on votes polled (8)=[(6)/(	

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Vinay Sam
Company Secretary

				(3)=[(2)/(1)]*100		(5)	(6)=[(4)/(2)]*100	
Promoter and Promoter Group	E-voting	42277940	42,277,940	100.00	42,277,940	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		42,277,940	100.00	42,277,940	-	100.00	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23224902	110446	0.475	110046	400	99.638	0.362
	Poll		12465541	53.645	12465541	-	100.00	-
	Total		12575987	54.121	12575587	400	99.997	0.003
Total		65534050	5485392	83.703	54853527	400	99.999	0.001

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Wheek Sain
Company Secretary

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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 148 and all 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 re-enactments thereof, for the time being in force), M/s B. Mukhopadhyay & Co., Cost Accountants (Firm Registration No. 000257), 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, 2018, be paid a remuneration as may be decided by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Cost Auditor, in addition to reimbursement of out-of-pocket expenses incurred for conducting such audit.

RESOLVED FURTHER THAT any of the 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	E-voting	42277940	42,277,940	100.00	42,277,940	-	100.00	-
	Poll							

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Vivek Jain

Company Secretary

Group			-	-	-	-	-	-
	Total		42,277,940	100.000	42,277,940	-	100.000	-
Public Institutions	E-voting	19208	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	23236902	110446	0.475	110147	299	99.729	0.271
	Poll		12465541	53.645	12465541	-	100.000	-
	Total		12575987	54.121	12575688	299	99.998	0.002
Total		65534050	54853927	83.703	54853628	299	99.999	0.001

Place: Kolkata
Date: 18.10.2017

Ajay Kumar Chakraborty
Chairman

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Vivek Jain
Company Secretary