# 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 Coated Metals & Industries Limited,
Bikaner Building, 3rd Floor,
8/1 Lal Bazar Street,
Kolkata- 700001
India

**Re: Report of Scrutinizer for the Annual General Meeting ('AGM') of the Shareholders of Manaksia Coated Metal & Industries 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 2:30 P.M.**

Dear Sir,

In terms of the authority of the Board of Directors *vide* its Resolution dated 14th 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 voting process conducted on the below mentioned resolutions at the Annual General 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 2:30 P.M.

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

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:

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| *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 | 54194167 | 99.99% | 2 | 60 | 0.00 | 2 | 84820 |
| No.02 | 102 | 54194167 | 99.99% | 2 | 60 | 0.00 | 2 | 84820 |
| No.03 | 103 | 54194367 | 99.99% | 2 | 60 | 0.00 | 2 | 84820 |
| No.04 | 101 | 54193327 | 99.99% | 4 | 1100 | 0.0020% | 2 | 84820 |
| No.05 | 101 | 54193327 | 99.99% | 4 | 1100 | 0.0020% | 2 | 84820 |
| No. 06 | 100 | 54182647 | 99.99% | 4 | 1100 | 0.0020% | 2 | 84820 |
| No. 07 | 102 | 54193367 | 99.99% | 3 | 1060 | 0.0020% | 2 | 84820 |
| No. 08 | 102 | 54193367 | 99.99% | 3 | 1060 | 0.0020% | 2 | 84820 |

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

**Resolution No. 1: To consider and adopt:**

a. The Annual Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Reports of the Board of Directors' and Auditors' thereon.

b. The Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of 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 Promote** | **E-Voting** | 42544440 | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |

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| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| r Group | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |
| Public-Institutions | E-Voting | 756 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 22988854 | 110480 | 0.48% | 110420 | 60 | 99.94% | 0.054% |
| | Poll | | 12026432 | 52.31% | 12026432 | 0 | 100% | 0% |
| | Total | | 12136912 | 52.8% | 12136852 | 60 | 99.99% | 0.0005 % |
| Total | | 65534050 | 54194227 | 82.70% | 54194167 | 60 | 99.99% | 0.0001 % |

**Resolution No.2: To appoint a Director in place of Mr. Anirudha Agrawal (DIN: 06537905), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

| | |
|---|---|
| **Resolution required:** | **Ordinary Resolution** |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | Yes |

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| 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 | 42544440 | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | **42057315** | **98.86%** | **42057315** | **0** | **100%** | **0** |
| Public-Institutions | E-Voting | 756 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 22988854 | 110480 | 0.48% | 110420 | 60 | 99.94% | 0.054% |
| | Poll | | 12026432 | 52.31% | 12026432 | 0 | 100% | 0% |
| | Total | | 12136912 | 52.8% | 12136852 | 60 | 99.99% | 0.0005 % |
| Total | | **65534050** | **54194227** | **82.70%** | **54194167** | **60** | **99.99%** | **0.0001 %** |

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**Resolution 3: To appoint a Director in place of Mr. Mahabir Prasad Agrawal (DIN: 00524341), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.**

| **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** | 42544440 | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | | **42057315** | **98.86%** | **42057315** | **0** | **100%** | **0** |
| **Public-Institutions** | **E-Voting** | 756 | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | | 0 | 0 | 0 | 0 | 0 | 0 |

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| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Public-Non Institutions | E-Voting | 22988854 | 110680 | 0.48% | 110620 | 60 | 99.94% | 0.054% |
| | Poll | | 12026432 | 52.31% | 12026432 | 0 | 100% | 0% |
| | Total | | 12137112 | 52.8% | 12137052 | 60 | 99.99% | 0.0005 % |
| **Total** | | **65534050** | **54194427** | **82.70%** | **54194367** | **60** | **99.99%** | **0.0001 %** |

**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 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-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Sushil Kumar Agrawal (DIN: 00091793), Managing Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Sushil Kumar Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

| | |
|---|---|
| **Resolution required:** | **Special Resolution** |
| **Whether promoter/** | Yes |




Vinod Kothari & Company * Practising Company Secretaries * Unique Code P1996WB042300

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| promoter group are interested in the agenda/resolution? | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 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 | 42544440 | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | | **42057315** | **98.86%** | **42057315** | **0** | **100%** | **0** |
| Public-Institutions | E-Voting | 756 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 22988854 | 110680 | 0.48% | 109580 | 1100 | 99% | 0.99% |
| | Poll | | 12026432 | 52.31% | 12026432 | 0 | 100% | 0% |
| | Total | | 12137112 | 52.8% | 12136012 | 1100 | 99.99% | 0.0091% |
| **Total** | | **65534050** | **54194427** | **82.70%** | **54193327** | **1100** | **99.99%** | **0.0020%** |




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**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-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Karan Agrawal (DIN: 05348309), Whole-time Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Karan Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be 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 |

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| 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 | 42544440 | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | | **42057315** | **98.86%** | **42057315** | **0** | **100%** | **0** |
| Public-Institutions | E-Voting | 756 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 22988854 | 110680 | 0.48% | 109580 | 1100 | 99% | 0.99% |
| | Poll | | 12026432 | 52.31% | 12026432 | 0 | 100% | 0% |
| | Total | | 12137112 | 52.8% | 12136012 | 1100 | 99.99% | 0.0091% |
| **Total** | | **65534050** | **54194427** | **82.70%** | **54193327** | **1100** | **99.99%** | **0.0020%** |

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable clauses of Articles of Association of the Company and subject to any other approvals, if any, approval of the Company be and is hereby accorded to increase the remuneration of Mr. Anirudha Agrawal (DIN: 06537905), Whole-time Director of the Company, liable to retire by rotation, as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (the "Board") to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Anirudha Agrawal provided that such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be 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** | **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** |

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| | | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
|---|---|---|---|---|---|---|---|---|
| **Promoter and Promoter Group** | **E-Voting** | 42544440 | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | | **42057315** | **98.86%** | **42057315** | **0** | **100%** | **0** |
| **Public-Institutions** | **E-Voting** | 756 | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | | 0 | 0 | 0 | 0 | 0 | 0 |
| **Public-Non Institutions** | **E-Voting** | 22988854 | 100000 | 0.44% | 98900 | 1100 | 98.90% | 1.10% |
| | **Poll** | | 12026432 | 52.31% | 12026432 | 0 | 100% | 0% |
| | **Total** | | 12126432 | 52.75% | 12125332 | 1100 | 99.99% | 0.009% |
| **Total** | | **65534050** | **54183747** | **82.68%** | **54182647** | **1100** | **99.99%** | **0.0020 %** |

**Resolution 7: 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 196, 197, 198, 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-enactment(s) 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 appoint of Mr. Debasis Banerjee (DIN: 08164196) as Whole-time Director of the Company, for the period of 3

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(Three) years with effect from 2nd August, 2018, liable to retire by rotation, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. Debasis Banerjee.

**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company, be and are hereby jointly and/or severally authorised to take all such steps as may be necessary, proper and 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** | 42544440 | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | | **42057315** | **98.86%** | **42057315** | **0** | **100%** | **0** |

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| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Public-Institutions** | **E-Voting** | 756 | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Poll** | | 0 | 0 | 0 | 0 | 0 | 0 |
| | **Total** | | 0 | 0 | 0 | 0 | 0 | 0 |
| **Public-Non Institutions** | **E-Voting** | 22988854 | 110680 | 0.48% | 109620 | 1060 | 99.04% | 0.96% |
| | **Poll** | | 12026432 | 52.31% | 12026432 | 0 | 100 | 0 |
| | **Total** | | **12137112** | **52.80%** | **12136052** | **1060** | **99.99%** | **0.0087 %** |
| **Total** | | **65534050** | **54194427** | **82.70%** | **54193367** | **1060** | **99.99%** | **0.0020 %** |

**Resolution 8: To consider, and if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by the Audit Committee and authorized by the Board of Directors to Managing Director to mutually decide the remuneration with the Cost Auditor, consent of the members be and is hereby accorded for ratification of the remuneration of M/s B. Mukhopadhyay & Co, Cost Accountants, (Firm Registration No. 000257), of Rs. 1,00,000/- for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2019, such remuneration shall exclude out-of-pocket expenses incurred in connection with the audit.

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company be and are hereby jointly and or severally 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? | | | 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 | 42544440 | 42057315 | 98.86% | 42057315 | 0 | 100% | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | **42057315** | **98.86%** | **42057315** | **0** | **100%** | **0** |
| Public-Institutions | E-Voting | 756 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Non Institutions | E-Voting | 22988854 | 110680 | 0.48% | 109620 | 1060 | 99.04% | 0.96% |
| | Poll | | 12026432 | 52.31% | 12026432 | 0 | 100 | 0 |
| | Total | | **12137112** | **52.80%** | **12136052** | **1060** | **99.99%** | **0.0087%** |

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| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Total** | | **65534050** | **54194427** | **82.70%** | **54193367** | **1060** | **99.99%** | **0.0020%** |

Note:

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

b) *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**

Vinod Kothari & Company * Practising Company Secretaries * Unique Code P1996WB042300

**Arun Kumar Maitra**
**Partner**
**CP No.: 14490**
**Membership No.: A3010**