

MINUTES OF THE PROCEEDINGS OF THE THIRTIETH ANNUAL GENERAL MEETING OF MANAKSIA LIMITED HELD AT "BHASHA BHAVAN", NATIONAL LIBRARY AUDITORIUM, BELVEDERE ROAD, KOLKATA-700 027, ON FRIDAY THE 26TH SEPTEMBER, 2014 AT 11.00 A.M.

PRESENT

Mr. Ajay Kumar Chakraborty	Chairman
Mr. Basant Kumar Agrawal	Managing Director
Mr. Kali Kumar Chaudhuri	Director
Mr. Mahabir Prasad Agrawal	Director & Member
Mr. Smita Khaitan	Director
Mr. Sunil Kumar Agrawal	Executive Director & Member
Mr. Sushil Kumar Agrawal	Executive Director & Member
Mr. Suresh Kumar Agrawal	Executive Director & Member
Mr. Sandeep Kumar Sultania	Vice President, Accounts
Mr. Sanjay Kumar Singhania	Chief Financial Officer

Mr Sanjit Patra, Partner of M/s SRB & Associates, Statutory Auditors of the Company.

333 Members (in person) and 14 members (through their Corporate Representative) representing 1,27,54,035 shares and 62 proxies representing 4,12,63,296 shares were present at the meeting.

67 proxies representing 4,12,63,451 shares were registered with the Company.

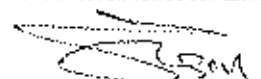
Mr Sandeep Kumar Sultania welcomed the Members to the 30th Annual General Meeting of the Company and thereafter introduced all the Directors, Statutory Auditors and Chief Financial Officer.

In accordance with Article 73 of the Articles of Association of the Company, Mr. Ajay Kumar Chakraborty, Independent Chairman of the Company took the Chair and welcomed all the members present at the 30th Annual General Meeting. Mr Sandeep Kumar Sultania thereafter requested to the Chairman to start the proceedings of the Meeting.

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

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For Manaksia Limited


Chief Financial Officer

The Chairman welcomed the members, proxy holders and corporate representatives and thanked them for their active participation. He informed the members that the proxies received from the members and the representations received from Bodies Corporate were placed at the meeting and were available for inspection.

The Chairman further informed the members that the Statement of Profit & Loss for the financial year ended on 31st March, 2014, and the Balance Sheet on that date, the Auditors Report on the accounts of the Company and the Report of Directors 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 of the Companies Act, 2013 maintained from April 1st, 2014, the Register of Directors' Shareholdings maintained under Section 307 of the Companies Act, 1956 till March 31st, 2014, the Register of Contracts, Companies and Firms in which directors are interested maintained under section 301 of the Companies Act, 1956 till March 31, 2014 and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 from April 1, 2014 onwards and other statutory registers as required to be kept open at the Annual General Meeting were placed on the table and the same would remain open and accessible for inspection during the continuance of the Meeting to the persons having right to attend the meeting.

The Chairman thereafter addressed the members. In his speech he discussed about the Global Outlook, Economic Scenario, the Industry Scenario, the performance of steel and aluminium Industry during the fiscal 2013-14 and future outlook. He also deliberated on the transition period in government at centre, stock markets, better relationship with neighbouring countries and present judicial system in the country. He also discussed about the changes in Corporate Administration by introduction of new Companies Act, 2013. He further stated that new accounting policies in line with IFRS will also be introduced in due course.

The Chairman then highlighted the performance of the Company. He stated that even in the adverse market situation the Company managed to achieve a turnover of Rs. 1213.65 crores on Standalone basis and Rs. 2031.05 crores on consolidated basis. He also updated the members about the present status of De-merger of the Company. The Chairman also stated about the responsibility of the Company towards the Society. The Chairman concluded his speech by expressing his sincere thanks to all stakeholders, lenders, employees, business associates, Central and State Governments for their continued support and guidance.

The meeting applauded the Chairman's Address.

The Chairman thereafter requested Mr. Basant Kumar Agrawal, Managing Director, of the Company to provide an overview on the Performance of the Company. Mr. Basant Kumar Agrawal stated that though the consolidated revenue of the Company was marginally lower than the previous year, the net profit of the Company rose by 9.51% on consolidated basis and 35.00% on Standalone basis. This has been possible with the shift in management's

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Chief Financial Officer

focus from volume driven to profit driven. He stated that the new value added metals segment has recorded significant growth and contributed significantly to the overall performance and profitability of the Company. He then highlighted the members with his views on the inherent strengths of the company. He also assured the shareholders that the current and future expansion of the Company would be undertaken as per the schedule. He expressed his sincere thanks to all stakeholders, lenders, employees, business associates, Central and State Governments for their continued support and guidance.

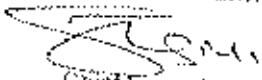
The Chairman thereafter requested Mr. Suresh Kumar Agrawal, Executive Director of the Company, to provide an overview on the overseas operations of the Company. Mr. Suresh Kumar Agrawal stated that despite of the poor global economic scenario prevailing during the year 2013-14, the Company's African operations have continued to maintain steady progress. The African operations of the company comprised of MINL Ltd and its step down 100% subsidiary, Jebba Paper Mills Ltd in Nigeria and Dynatech Industries Ghana Ltd, in Ghana. He also stated that the continued focus on product development and innovation with customer satisfaction has continued to add value to the Company. He also assured his faith in African operations, which would provide years and years of continued growth and would result in a steady source of profits for the Company in the foreseeable future.

The Chairman informed the members that pursuant to Listing Agreement and applicable provisions of Companies Act, 2013 and rules made thereunder, the Company has sent Notice of the Meeting and Annual Report of the company through electronic mode to those members who have registered their email address either with the Company or with the Depository. Notice of the Meeting and Annual Report of the company has been sent by post within the stipulated time to members who have not registered their email address either with the Company or with the Depository. Members who have requested for hard copy of the Annual Report of the Company have been provided with the same by post/courier, free of cost, within the stipulated time. The Chairman further informed the members that pursuant to the revised Clause 35B of the Listing agreement with Stock Exchanges and Section 108 of the Companies Act, 2013, and the rules made thereunder, the Company had provided the Electronic voting facilities through NSDL to the members and those who do not have access to electronic voting, the company had sent a Ballot by Post along with a self addressed business reply Envelope to enable them to vote on the resolution. The Company had appointed Mr. Sandip Kumar Kejriwal, Practising Company Secretary as Scrutinizer to conduct the e-voting process and Ballot by Post in a fair and transparent manner. The e-voting process commenced on 18th September, 2014 at 9.00 a.m. and ended on 20th September, 2014 at 6.00 p.m. He further stated that Mr. Sandip Kumar Kejriwal had submitted his report on 24th September, 2014. The Scrutinizer's Report on e-voting and Ballot by Post was taken as final with the consent of the Members present.

The Chairman stated that as per the Ministry of Corporate Affairs vide General Circular No. 22/2014 dated June 17, 2014 there will be no voting by show of hands at the general meeting of a company to which Rule 22 of Companies (Management and Administration) Rules, 2014 apply.

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Chief Financial Officer

With the consent of the members present the Notice dated 11th August, 2014 convening the 30th Annual General Meeting was taken as read.

The Chairman thereafter informed that since 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, 2014, the Auditor Report on Accounts of the Company be taken as read with the consent of the members.

The Chairman informed the members that though the Company had not received any observations from shareholders on the accounts of the Company still he would request the members to raise queries, comments, observations, suggestions, if any, on the Annual Report of the Company for the year ended 31st March, 2014 at the meeting. Mr. Vivek Sukhani, Mr. Sarbananda Gattani, Mr. Kashmiri Lal Mallick and Mr. Ashok Kumar made their observations, queries and sought clarifications on the Annual Report of the Company for the year ended 31st March 2014. The queries/observations were duly addressed by the Chairman, Managing Director and Mr. Suresh Kumar Agrawal, Executive Director of the Company to the satisfaction of the members. The Chairman thanked the members for taking keen interest in the affairs of the Company.

Thereafter, the Chairman proceeded to transact the business set out in the Notice dated 11th August, 2014 convening the 30th Annual General Meeting of the Company.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit and Loss Account for the year ended on that date along with the reports of Auditors and Directors thereon.

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2014, Statement of Profit & Loss for the year ended on that date, Cash Flow Statement for the Financial year ended 31st March, 2014 along with the Report of Auditors and Directors thereon be and are hereby received, considered and adopted."

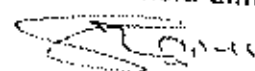
The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

2. To confirm payment of interim dividend declared on equity shares of the Company, as final dividend, for the financial year 2013-14.

"RESOLVED THAT the interim dividend declared and paid on equity shares of the Company be and is hereby confirmed as final dividend for the financial year 2013-14."

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For Manaksia Limited



Chief Financial Officer

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

3. To appoint a Director in place of Mr Sunil Kumar Agrawal (DIN: 00091784), who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Mr. Sunil Kumar Agrawal (DIN: 00091784) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

4. To appoint a Director in place of Mr Suresh Kumar Agrawal (DIN: 00520769), who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Mr. Suresh Kumar Agrawal (DIN: 00520769) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company.

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

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

"RESOLVED THAT Mr Nadia Basak (DIN: 00441153), a Director liable to retire by rotation, does not wish to seek re-appointment as a Director of the Company."

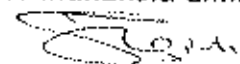
The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

6. To appoint Messers SRB & Associates, Chartered Accountants, (FRN:310009E), as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Messers SRB & Associates, Chartered Accountants (Registration No. (FRN: 310009E), the retiring Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting upto the conclusion of 33rd Annual General

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For Manaksia Limited



Chief Financial Officer

Meeting (subject to ratification by the members at every subsequent AGM) on such remuneration as may be determined by the Board of Directors in addition to reimbursement of all out of pocket expenses in connection with the audit of the financial statements of the Company."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

SPECIAL BUSINESS

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 Section 14 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder and Schedules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authority(ies), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as Special Resolution by requisite majority through E-voting and Ballot by Post.

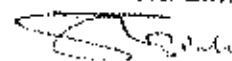
8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and allied rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) not to fill for the time being the vacancy caused by the retirement of Mr Nadia Basak (DIN: 00441153), a Director, who retires by rotation at the Annual General Meeting and does not seek re-appointment."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

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For Manaksia Limited



Chief Financial Officer

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

The Chairman stated that since the next resolution relates to his appointment as an Independent Director of the Company and he being interested in the agenda item requested Mr. Basant Kumar Agrawal, Managing Director, to take the chair and proceed with the meeting. Mr. Basant Kumar Agrawal thanked the Chairman and put the following resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ajay Kumar Chakraborty (DIN:00133604), Director of the Company, who retires by rotation at the ensuing Annual General Meeting be and is hereby appointed as Non-Executive Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting."

Mr. Basant Kumar Agrawal stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

Thereafter Mr. Basant Kumar Agrawal requested Mr. Ajay Kumar Chakraborty to chair the meeting for further proceeding.

The Chairman thanked the members and proceeded with the meeting.

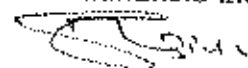
10. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs Smita Khaitan (DIN:01116869), Director of the Company, who retires by rotation at the ensuing Annual General Meeting be and is hereby appointed as Non Executive Independent Director of the Company, not subject to retirement by rotation, for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held in calendar year 2019."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

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For Manaksia Limited



Chief Financial Officer

11. 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Kali Kumar Chaudhuri (DIN:00206157), Director of the Company whose present term of Office (as per Companies Act, 1956) is liable to retirement by rotation be and is hereby appointed as Non-Executive Independent Director of the Company not subject to retirement by rotation for a term of 5 (five) consecutive years with effect from the date of this Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held in calendar year 2019."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

12. 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 152 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to vary the terms of appointment of Mr Basant Kumar Agrawal, Managing Director (DIN 00520556), by making his office as a director liable to retire by rotation, other terms and conditions of his appointment remaining unaltered/unchanged."

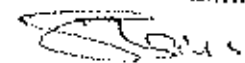
The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

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

"RESOLVED THAT in supersession of the earlier Resolution passed, pursuant to Section 293(1)(d) of the Companies Act, 1956, by the shareholders of the Company on 24th September, 2013, consent of the Company be and is hereby accorded to the Board of Directors (herein after referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution) under Section 180(1) (c) and other applicable provisions, if any, of the Companies Act 2013, and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals required, if any, in this regard from appropriate

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For Manaksia Limited



Chief Financial Officer

authorities, to borrow, from time to time, such sum or sums of monies as they may deem requisite for the purpose of the business of the Company which together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid up capital of the Company and its free reserves, provided that the aggregate amount so borrowed at any point of time shall not exceed Rs 1000 crore (Rupees One Thousand crore only) together with the interest, additional interest, compound interest, liquidated damages, all other cost, charges, expenses including any increase as a result of devaluation/revaluation/fluctuation in the rate of foreign exchange and all other monies payable by the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

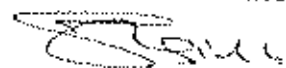
The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as a Special Resolution by requisite majority through E-voting and Ballot by Post.

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

"RESOLVED THAT in supersession of the earlier Resolution passed, pursuant to Section 293(1)(a) of the Companies Act 1956, by the shareholders of the Company on 24th September, 2013 consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the necessary approvals required, if any, in this regard from appropriate authorities, for creation, from time to time, of such hypothecations, charges, mortgages and/or other securities, in addition to the mortgages, charges, liens, hypothecation and/or other securities already created by the Company on such terms and conditions, as the Board at its sole discretion may deem fit, on the Company's assets and properties, both present and future, whether movable or immovable, including the whole or substantially the whole of the Company's undertaking or undertakings, in favour of the Banks/financial institutions/debenture trustees/other lenders as may be agreed to by the Board, for the purpose of securing the repayment of any loans/financial assistance/working capital facilities (whether in rupees or in foreign currency), debentures or bonds or other instruments issued to the public and/or on private placement basis and/or in any other manner provided that the total borrowings under Section 180(1)(c) of the Act shall not to

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For Manaksia Limited



Chief Financial Officer

exceed Rs. 1000 Crores (Rupees One Thousand Crores only) at any point of time together with the interest, additional interest, compound interest, liquidated damages, all other cost, charges, expenses including any increase as a result of devaluation/revaluation/fluctuation in the rate of foreign exchange and all other monies payable by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as a Special Resolution by requisite majority through E-voting and Ballot by Post.

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

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by delivery to his office address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the despatch of the document by the Company and that no such request shall be entertained by the Company to post the despatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

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For Manaksia Limited



Chief Financial Officer

16. 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 of the Companies Act, 2013 and relevant rules prescribed 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, 2015 be paid the remuneration as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company 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."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as an Ordinary Resolution by requisite majority through E-voting and Ballot by Post.

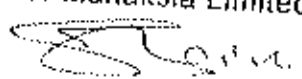
17. To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, relevant rules prescribed thereunder including Listing Agreement with Stock Exchanges (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authority(ies) while granting such approvals, which may be agreed to by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for sale of land particulars of which including consideration and other terms and conditions as detailed in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include any Committee which the Board may have constituted or herein after constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

The Chairman stated that as per the Scrutinizer Report dated 24th September, 2014, the aforesaid resolution was passed as a Special Resolution by requisite majority through

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For Manaksia Limited

Chief Financial Officer

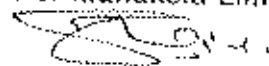
E-voting and Ballot by Post. The votes casted by the related parties, if any in the above item of business were not considered for the purpose of calculating the total votes in the said item.

The details of voting results as per the Scrutinizer's Report on the agenda item nos. 1 to 17 of the Notice convening the 30th Annual General Meeting were as under:

Item No.	Items of Business	Results of E-voting and Ballot by Post		
		% of Valid Votes in favour	% of Valid Votes against	% of Total Votes cast
1.	Ordinary Resolution for Adoption of the Audited Balance Sheet of the Company as at 31 st March, 2014 and Profit and Loss Account for the year ended on that date along with the Reports of Auditors and Directors thereon.	99.9975	0.0025	100
2.	Ordinary Resolution to confirm payment of interim dividend declared on equity shares of the Company, as final dividend, for the financial year 2013-14.	99.9848	0.0152	100
3.	Ordinary Resolution for appointment of a Director in place of Mr Sunil Kumar Agrawal (DIN: 00091784), who retires by rotation and being eligible offers himself for re-appointment.	99.9801	0.0199	100
4.	Ordinary Resolution for appointment of a Director in place of Mr Suresh Kumar Agrawal (DIN: 00520769), who retires by rotation and being eligible offers himself for re-appointment.	99.9778	0.0222	100
5.	Ordinary Resolution for Mr. Nadia Basak (DIN: 00441153), who does not wish to seek reappointment as Director of the Company.	99.9967	0.0033	100
6.	Ordinary Resolution for appointment and fixation of remuneration of Statutory Auditors.	99.9970	0.0030	100
7.	Special Resolution for adoption of Articles of Association of the Company.	99.9972	0.0028	100
8.	Ordinary Resolution for not to fill the casual vacancy caused by retirement of Mr Nadia Basak (DIN: 00441153).	99.9967	0.0033	100

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For Manaksia Limited



Chief Financial Officer

9.	Ordinary Resolution for appointment of Mr A K Chakraborty as an Independent Director of the Company.	99.9817	0.0183	100
10.	Ordinary Resolution for appointment of Mrs Smita Khaitan as an Independent Director of the Company.	99.9817	0.0183	100
11.	Ordinary Resolution for appointment of Dr K K Chaudhuri as an Independent Director of the Company.	99.9814	0.01867	100
12.	Ordinary Resolution for amendments in terms of appointment of Mr B K Agrawal, Managing Director of the Company.	99.9797	0.0203	100
13.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 authorising the Board of Directors to borrow money/moneys upto an aggregate amount of Rs 1000 crores.	99.9968	0.0032	100
14.	Special Resolution under Section 180(1)(a) for creation of charge on the movable and immovable properties of the Company both present and future in respect of borrowings in terms of resolution no.13 above.	99.9962	0.0038	100
15.	Ordinary Resolution under Section 20 of the Companies Act, 2013 for delivery of documents through a particular mode.	99.9970	0.0030	100
16.	Ordinary Resolution for ratification of remuneration payable to M/s B Mukhopadhyay & Co, Cost Accountants as Cost Auditors of the Company for the financial year ending 31 st March, 2015.	99.9973	0.0027	100
17.	Special Resolution for entering into related party transactions pursuant to the provisions of Section 188 of the Companies Act 2013.	99.9689	0.0311	100

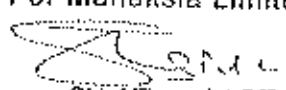
The Chairman thereafter thanked the members for their active participation, continuous support and encouragement over the years. The business of the 30th Annual General Meeting having being completed as per the Agenda, the Chairman declared the meeting as concluded.

A hearty vote of thanks to the Chair was carried with acclamation.

Date: 24th October, 2014

Sd/-
Ajay Kumar Chakraborty
Chairman
(DIN: 00133604)

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For Manaksia Limited

Chief Financial Officer