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Sec/Share/107

Dated: 9th October 2013

By Email/Courier

The Secretary,
Bombay Stock Exchange Limited,
New Trading Wing,
Rotunda Building,
P J 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 Sir,
Postal Ballot Proceedings

Please find enclosed certified copy of the minutes of the proceedings relating to declaration of the results on 24th September 2013, for the resolutions stated in the Postal Ballot Notice dated 5th August 2013, for your perusal and records.

This may be treated as compliance with Clause 31 of the Listing Agreement.

Thanking you
Yours faithfully
For Manaksia limited

(Anubhav Maheshwari)
Company Secretary

Encl:a/a

MINUTES OF THE PROCEEDINGS HELD ON TUESDAY, 24TH SEPTEMBER 2013 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 8/1 LAL BAZAR STREET, KOLKATA - 700 001 RELATING TO DECLARATION OF THE RESULT OF THE POSTAL BALLOT CONDUCTED PURSUANT TO PROVISIONS OF SECTION 192A OF THE COMPANIES ACT 1956 ON THE RESOLUTIONS AS SET OUT IN THE NOTICE DATED 5TH AUGUST 2013

Present:

Mr. Basant Kumar Agarwal	-	Managing Director
Mr. Anubhav Maheshwari	-	Company Secretary
Ms. Aditi Jhunjhunwala	-	Representing the Scrutinizer being Vinod Kothari & Company, Practising Company Secretaries

The Board of Directors of the Company on 5th August, 2013, pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of Postal Ballot Rules) 2011, had approved Notice dated 5th August 2013 for the following resolutions to be approved by the members through Postal Ballot process:

Resolution No	Particulars of Resolution
1	Ordinary Resolution under Section 293(1)(d) of the Companies Act 1956 for authorizing the Board of Directors to borrow money/moneys upto an amount not exceeding Rs 1000 crores
2	Ordinary Resolution under Section 293(1)(a) of the Companies Act 1956 for creation of charges on the movable and immovable assets of the Company, both present and future, in respect of borrowings in terms of resolution No(1) above
3	Ordinary Resolution for revision in remuneration of Mr Basant Kumar Agrawal, Managing Director of the Company
4	Ordinary Resolution for revision in remuneration of Mr Suresh Kumar Agrawal, Whole time Director of the Company
5	Ordinary Resolution for revision in remuneration of Mr Sushil Kumar Agrawal, Whole Time Director of the Company
6	Ordinary Resolution for revision in remuneration of Mr Sunil Kumar Agrawal, Whole Time Director of the Company
7	Special Resolution under Section 314 of the Companies Act 1956 for payment of remuneration to Mr Basudeo Agrawal for holding/continue to hold office or place of profit in the Company.

For MANAKSIA LIMITED

Company Secretary

8	Special Resolution under Section 314 of the Companies Act 1956 for payment of remuneration to Mr Varun Agrawal for holding/continue to hold office or place of profit in the Company.
9	Special Resolution under Section 314 of the Companies Act 1956 for appointment and payment of remuneration to Vineet Agrawal for holding/continue to hold office or place of profit in the Company.
10	Special Resolution Under Section 149 (2A) of the Companies Act 1956 for commencement of new business (es) by the Company.

The Board had appointed M/s Vinod Kothari & Co., Practising Company Secretaries, as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. In compliance with Clause 35B of the Listing Agreement, the Company had offered e-voting facility to the Members through the e-voting platform of National Securities Depository Limited (NSDL) to enable them to cast their votes electronically instead of voting through physical ballot between 20th August 2013 till the close of working hours i.e. 5.00 p.m. on 19th September 2013.

The Company had sent Notices to 32,141 Nos. of shareholders whose names appear in the Register of Members/List of Beneficiaries as on 2nd August 2013 i.e. cut off date, out of which 22,056 Nos. were dispatched through government post along with Postage Pre-paid business reply envelop on 17th August 2013 and 10,085 Nos were sent electronically on 19th August 2013 to the email addresses provided and made available to the Company by the Depositories viz. NSDL/ CDSL and/ or Company or/ its RTA. The advertisement to this effect was published in newspapers on 20th August 2013.

The members were requested to exercise their voting rights and return the Postal Ballot Form duly completed with their Assent (For) or Dissent (Against) in the attached self addressed postage pre-paid envelop so as to reach the scrutinizer or cast their votes through e-voting on or before the close of working hours i.e. 5.00 p.m. on Thursday, 19th September 2013.

After due scrutiny of all the postal ballot forms /e-voting received from the members upto close of the working hours (5.00 p.m.) of 19th September 2013 (being the last date fixed for return of the postal ballot forms by the Members) and report of the NSDL on e-voting, M/s Vinod Kothari & Co. submitted their following report on 24th September 2013 on the resolutions stated in Notice dated 5th August 2013.

For MANAKSIA LIMITED

Company Secretary

In total, 358 (Three Hundred Fifty Eight) ballot forms were received, out of which 299 ballot pertain to physical ballots and 59 ballots were through electronic mode. The total of the physical and electronic ballot represents 5,38,56,618 (Five Crore Thirty Eight Lakh Fifty Six Thousand Six Hundred and Eighteen) equity shares, out of which 1,80,58,073 (One Crore Eighty Lakhs Fifty Eight Thousand and Seventy Three) were received through physical mode and 3,57,98,545 (Three Crore Fifty Seven Lakh Ninety Eight Thousand Five Hundred and Forty Five) were received vide electronic mode, till the closure of time specified for the receiving of such ballots, i.e. September 19, 2013. Of these, 49 (Forty Nine) ballot forms representing 12,964 (twelve Thousand Nine Hundred and Sixty Four) shares were deemed defective/invalid as the same was not voted and/or were bearing the incorrect shareholding details and/or were blank ballots and/or there were no signature and/or there was mismatch in signature from the records as maintained by the Registrar and Share Transfer Agent ("RTA") of the Company.

Thus the resolutions as set out in the Postal ballot Notice dated 5th August 2013 and detailed hereunder were passed with requisite majority as per under Section 114 of the Companies Act, 2013:

RESOLUTION 1:

Authorising the Board of Directors to borrow money/moneys upto an amount not exceeding Rs. 1000 crores:

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,86,465	99.90
Dissents to the resolution	57,076	00.10
Total	5,38,43,541	100

RESOLUTION 2:

Creation of charge on the movable and immovable assets of the company, both present and future in respect of borrowings in terms of resolution above :

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,86,249	99.90
Dissents to the resolution	57,022	00.10
Total	5,38,43,271	100

For MANAKSIA LIMITED

Company Secretary

RESOLUTION 3:

Revision in remuneration of Mr.Basant Kumar Agrawal, Managing Director of the Company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,59,572	99.80
Dissents to the resolution	83,740	00.20
Total	5,38,43,312	100

RESOLUTION 4:

Revision in remuneration of Mr. Suresh Kumar Agrawal, Whole Time Director of the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,58,364	99.80
Dissents to the resolution	84,934	00.20
Total	5,38,43,298	100

RESOLUTION 5:

Revision in remuneration of Mr. Sushil Kumar Agrawal, Whole Time Director of the company :

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,58,513	99.80
Dissents to the resolution	84,840	00.20
Total	5,38,43,353	100

RESOLUTION 6:

Revision in remuneration of Mr. Sunil Kumar Agrawal, Whole Time Director of the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,58,299	99.80
Dissents to the resolution	84,875	00.20
Total	5,38,43,174	100

For MANAKSIA LIMITED

Company Secretary

RESOLUTION 7:

Payment of remuneration to Mr. Basudeo Agrawal for holding/ continue to hold office or place of profit in the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,59,453	99.80
Dissents to the resolution	83,692	00.20
Total	53,84,3145	100

RESOLUTION 8:

Payment of remuneration to Mr. Varun Agrawal for holding/ continue to hold office or place of profit in the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,59,634	99.80
Dissents to the resolution	83,678	00.20
Total	5,38,43,312	100

RESOLUTION 9:

Appointment and payment of remuneration to Mr. Vineet Agrawal for holding/ continue to hold office or place of profit in the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,60,619	99.80
Dissents to the resolution	82,685	00.20
Total	5,38,43,304	100

RESOLUTION 10:

Commencement of new business (es) by the company

Votes received as	Total shares representing the voting	Percentage of total votes casted (%)
Assents to the resolution	5,37,91,006	99.90
Dissents to the resolution	52,383	00.10
Total	5,38,43,389	100

For MANAKSIA LIMITED

Company Secretary

Mr Basant Kumar Agrawal, Managing Director being the person authorized to declare the results of the Postal ballot reviewed the Scrutinizer's Report and announced that the resolutions contained in the Postal Ballot Notice dated 5th August 2013 were duly passed by the requisite majority as required under Section 114 of the Companies Act, 2013 and directed the Company Secretary that the resolutions be recorded in the minutes book detailing the proceedings of the declaration of the results. He then stated that the following resolutions have been duly passed with requisite majority and that the date of declaration of results i.e. Tuesday, September 24, 2013 shall be taken as the date for passing of the resolutions:

RESOLUTION NO 1

Ordinary Resolution under Section 293(1)(d) of the Companies Act 1956 for authorizing the Board of Directors to borrow money/moneys upto an amount not exceeding Rs 1000 crores

"RESOLVED THAT in supersession of the Resolution No. 06 passed by the Members at the Annual General Meeting held on 26th September 2008, and pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment to or re-enactment thereof) (herein after referred to as the 'Act'), rules made thereunder and of the Articles of Association of the Company and subject to necessary approvals required, if any, in this regard from appropriate authorities, consent of the Company be and is hereby accorded to the Board of Directors of the Company (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) 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, that is to say, reserves not set apart for any specific purpose, provided that the aggregate amount so borrowed at any point of time shall not exceed Rs 1000 crore (Rupees One Thousand crore only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions 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

For MANAKSIA LIMITED

Company Secretary

all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

RESOLUTION NO. 2

Ordinary Resolution under Section 293(1)(a) of the Companies Act 1956 for creation of charges on the movable and immovable assets of the Company, both present and future, in respect of borrowings in terms of resolution No(1) above

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Members of the Company by postal ballot on 19th December 2008 and pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment to or re-enactment thereof) (herein after referred to as the 'Act'), rules made thereunder and subject to necessary approvals required, if any, in this regard from appropriate authorities, consent of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as "the Board' which term shall be deemed to include any Committee thereof) 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 293(1)(d) of the Act shall not to 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 all such actions 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

For MANAKSIA LIMITED

Company Secretary

all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

RESOLUTION NO. 3

Ordinary Resolution for revision in remuneration of Mr Basant Kumar Agrawal, Managing Director of the Company

"RESOLVED THAT in partial modification of the Resolution No. 7 passed at the Annual General Meeting of the Company held on 2nd September 2011 for re-appointment of Mr Basant Kumar Agrawal as Managing Director of the Company and pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 (herein after referred to as the 'Act')as amended or re-enacted, from time to time, read with Schedule XIII to the Act, consent of the Company be and is hereby accorded for payment of revised remuneration to Mr Basant Kumar Agrawal, Managing Director w.e.f. 1st April 2013 on the terms and conditions as set out in the explanatory statement attached to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, proper and expedient to give effect to the said Resolution."

RESOLUTION NO. 4

Ordinary Resolution for revision in remuneration of Mr Suresh Kumar Agrawal, Whole time Director of the Company

RESOLVED THAT in partial modification of the Resolution No. 8 passed at the Annual General Meeting of the Company held on 28th December, 2010 for the appointment and terms and conditions for payment of remuneration to Mr Suresh Kumar Agrawal, Director as Whole Time Director and pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 (herein after referred to as the 'Act') as amended or re-enacted, from time to time, read with Schedule XIII to the Act, consent of the Company be and is hereby accorded for payment of revised remuneration to Mr Suresh Kumar Agrawal, Whole-time Director w.e.f. 1st April 2013 on the terms and conditions as set out in the explanatory statement attached to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, proper and expedient to give effect to the said Resolution."

For MANAKSIA LIMITED

Company Secretary

RESOLUTION NO. 5

Ordinary Resolution for revision in remuneration of Mr Sushil Kumar Agrawal, Whole Time Director of the Company

"RESOLVED THAT in partial modification of the Resolution No. 9 passed at the Annual General Meeting of the Company held on 28th December 2010 for the appointment and terms and conditions for payment of remuneration to Mr Sushil Kumar Agrawal, Director as Whole Time Director and pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 (herein after referred to as the 'Act') as amended or re-enacted, from time to time, read with Schedule XIII to the Act, consent of the Company be and is hereby accorded for payment of revised remuneration to Mr Sushil Kumar Agrawal, Whole-time Director w.e.f. 1st April 2013 on the terms and conditions as set out in the explanatory statement attached to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, proper and expedient to give effect to the said Resolution."

RESOLUTION NO. 6

Ordinary Resolution for revision in remuneration of Mr Sunil Kumar Agrawal, Whole Time Director of the Company

"RESOLVED THAT in partial modification of the Resolution No. 10 passed at the Annual General Meeting of the Company held on 28th December 2010 for the appointment and terms and conditions of remuneration to Mr Sunil Kumar Agrawal, Director as Whole Time Director and pursuant to the provisions of Sections 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 (herein after referred to as the 'Act') as amended or re-enacted from time to time, read with Schedule XIII to the Act, consent of the Company be and is hereby accorded for payment of revised remuneration to Mr Sunil Kumar Agrawal, Whole-time Director w.e.f. 1st April 2013 on the terms and conditions as set out in the explanatory statement attached to the notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, proper and expedient to give effect to the said Resolution."

For MANAKSIA LIMITED

Company Secretary

RESOLUTION NO. 7

Special Resolution under Section 314 of the Companies Act 1956 for payment of remuneration to Mr Basudeo Agrawal for holding/continue to hold office or place of profit in the Company.

"RESOLVED THAT pursuant to the provisions of Section 314and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof), read with Director's Relatives (Office or Place of Profit) Rules, 2011, consent of the Company be and is hereby accorded for payment of consolidated monthly remuneration w.e.f. 1st April 2013, as set out in the explanatory statement attached to the notice, to Mr Basudeo Agrawal who will hold and to continue to hold an Office or Place of Profit as Executive - Vice President of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, proper and expedient to give effect to the said Resolution."

RESOLUTION NO. 8

Special Resolution under Section 314 of the Companies Act 1956 for payment of remuneration to Mr Varun Agrawal for holding/continue to hold office or place of profit in the Company

RESOLVED THAT pursuant to the provisions of Section 314and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof), read with Director's Relatives (Office or Place of Profit) Rules, 2011 consent of the Company be and is hereby accorded for payment of consolidated monthly remuneration w.e.f. 1st April 2013, as set out in the explanatory statement attached to the notice, to Mr Varun Agrawal who will hold and to continue to hold an Office or Place of Profit as Executive Vice President of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, proper and expedient to give effect to the said Resolution."

For MANAKSIA LIMITED

Company Secretary

RESOLUTION NO. 9

Special Resolution under Section 314 of the Companies Act 1956 for appointment and payment of remuneration to Vineet Agrawal for holding/continue to hold office or place of profit in the Company

RESOLVED THAT pursuant to the provisions of Section 314and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof), read with Director's Relatives (Office or Place of Profit) Rules, 2011 consent of the Company be and is hereby accorded for appointment and payment of consolidated monthly remuneration w.e.f. 1st April 2013, as set out in the explanatory statement attached to the notice, to Mr Vineet Agrawal who will hold and to continue to hold an Office or Place of Profit as Executive -Vice President of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, proper and expedient to give effect to the said Resolution."

RESOLUTION NO. 10

Special Resolution Under Section 149 (2A) of the Companies Act 1956 for commencement of new business (es) by the Company:

"RESOLVED THAT pursuant to provisions of Section 149(2A) and other applicable provisions of the Companies Act 1956 (including any statutory modification or re-enactment thereof) and subject to such approvals as may be necessary, approval of the Company be and is hereby accorded to commence any or all the business as set out in Sub -Clause 14 and Sub-Clause 19 under Clause III C (Other objects) of Memorandum and Articles of Association of the Company as detailed in the explanatory statement attached to the notice at such time as may be deemed fit by the Board of Directors of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such actions as may be necessary, proper and expedient to give effect to the said Resolution."

Place : Kolkata
Date : 8th October 2013

Sd/-
B K Agrawal
CHAIRMAN

For MANAKSIA LIMITED

Company Secretary