

Sec/Share/157

Dated: 21st January 2014BY FAX/EMAIL/COURIER

The Secretary
Bombay Stock Exchange Limited
New Trading Wing
Rotunda Building
P J 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

Dear Sir,
Sub: Result of Postal Ballot

We refer to the Postal Ballot Notice dated 28th November 2013 ("Notice") sent to the Members of the Company for seeking their consent on the Scheme of Arrangement filed under provisions of Section 391 to 394 of the Companies Act, 1956 ("Act"), with Hon'ble High Court at Calcutta, through Postal Ballot mechanism under provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to comply with the requirement of SEBI circular no. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with SEBI circular no. CIR/CFD/DIL/8/2013 dated 21st May 2013 ("SEBI Circulars").

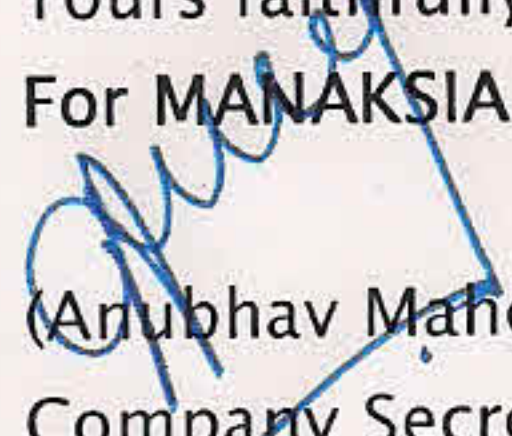
The Scrutinizer appointed by the Board, for conducting the Postal Ballot process in a fair and transparent manner in compliance with applicable laws and regulations, has submitted its Report dated 21st January 2014. On the basis of the said Report, the Company has also announced today the result of the Postal Ballot at its registered office.

We would like to inform you that in terms of the requirement of SEBI Circulars, the ordinary resolution has been passed with majority by the public shareholders today i.e. on 21st January 2014 through postal ballot and e-voting.

Please find enclosed a copy of the Report issued by the Scrutinizer, for your reference and records.

This is for your information and may be treated as compliance with the Listing Agreement.

Thanking you
Yours faithfully
For MANAKSIA LIMITED


(Anubhav Maheshwari)
Company Secretary
Encl:a/a



VINOD KOTHARI & COMPANY

Practising Company Secretaries

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Kolkata - 700 017, India

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email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

Date: January 21, 2014

To
The Managing Director
Manaksia Limited
8/1, Lal Bazar Street
Bikaner Building,
Kolkata - 700001

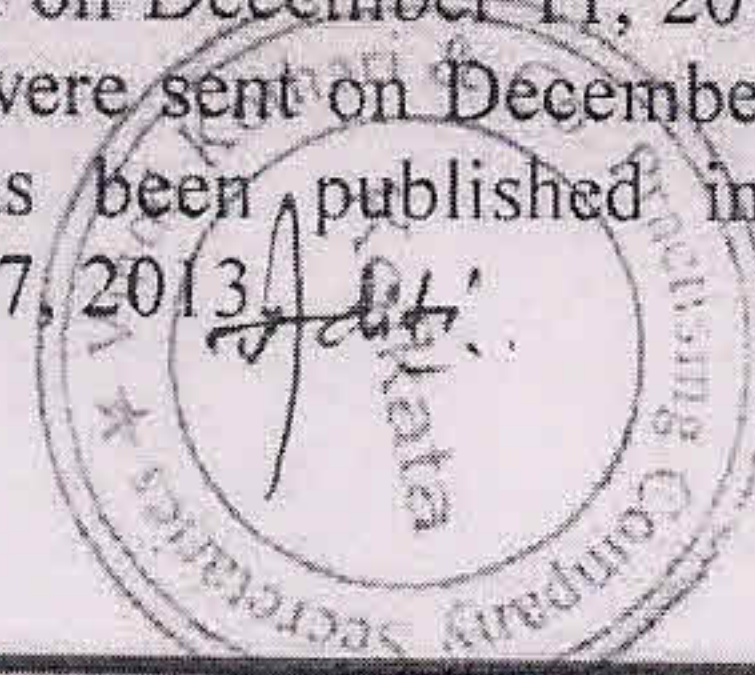
Sub: Result of Resolution proposed to be passed through Postal Ballot

Dear Sir,

In terms of authority conferred on us by the Board of Directors of your Company in compliance with the provisions of Section 192A of the Companies Act, 1956 and all the Rules and clarifications issued thereunder, including in particular the Companies (Passing of Resolution by Postal Ballot) Rules 2011 (the Rules) and Clause 7 of SEBI Circular no. CIR/CFD/DIL/8/2013 dtd. May 21, 2013 (SEBI Circular) read with Clause 5.16 of SEBI Circular no. CIR/CFD/DIL/5/2013 dtd. February 04, 2013, we have scrutinized the Postal Ballot Forms received by us till the closure of working hours at 5.00 p.m. on January 15, 2014 (i.e. the last date and time fixed by the Company for receipt of the forms) for passing of the following agenda for consent of shareholders as required:

"Approval of the Scheme of Arrangement pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 in terms of requirement of SEBI Circular no. CIR/CFD/DIL/5/2013 dtd. February 04, 2013 read with SEBI Circular no. CIR/CFD/DIL/8/2013 dtd. May 21, 2013."

Based on the dispatch proof provided by the Company, duly stamped by the Ministry of Communications & Information Technology under signature of Deputy Manager, MBC, Yogayog Bhawan, Kolkata, the Postal Ballot Notice dated November 28, 2013 was sent to all members on December 10, 2013 under secured post, further by email on December 11, 2013 as part of "Green Initiative" and all the notices under electronic mode were sent on December 16, 2013 through NSDL, as applicable. Subsequently the notice has been published in the newspapers, Business Standard (All India) and Ek Din on December 17, 2013.



Mumbai Office: 601-C, Neelkanth, 98, marine Drive, Mumbai - 400 002 Phone: 022-22817427

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For MANAKSIA LIMITED

[Signature]
Company Secretary

In total, 720 (Seven Hundred Twenty) ballot forms were received, out of which 673 ballot pertain to physical ballots and 47 ballots are through electronic mode. Further, 3 envelopes received were without any ballot and/or were not pertaining to the Company, hence, the same have not been counted. The total of the physical and electronic ballot represents 56956963 (Five Crore Sixty Nine Lakh Fifty Six Thousand Nine Hundred Sixty Three) shares, out of which 20529687 (Two Crore Five Lakh Twenty Nine Thousand Six Hundred Eighty Seven) have been received through physical mode and 36427276 (Three Crore Sixty Four Lakh Twenty Seven Thousand Two Hundred Seventy Six) have been received vide electronic mode, till the closure of time specified for the receiving of such ballots, i.e. January 15, 2014. Of these, 139 (One Hundred Thirty Nine) ballot forms representing 877962 (Eight Lakh Seventy Seven Thousand Nine Hundred Sixty Two) shares are deemed defective/invalid as the same are not voted and/or are bearing the incorrect shareholding details and/or are blank ballots and/or there are no signature and/or there is mismatch in signature and/or there is mismatch in number of shares from the records as maintained by the Registrar and Share Transfer Agent ("RTA") of the Company. The records of number of shares and signatures of shareholders have been relied upon by the register/data maintained and provided by the RTA.

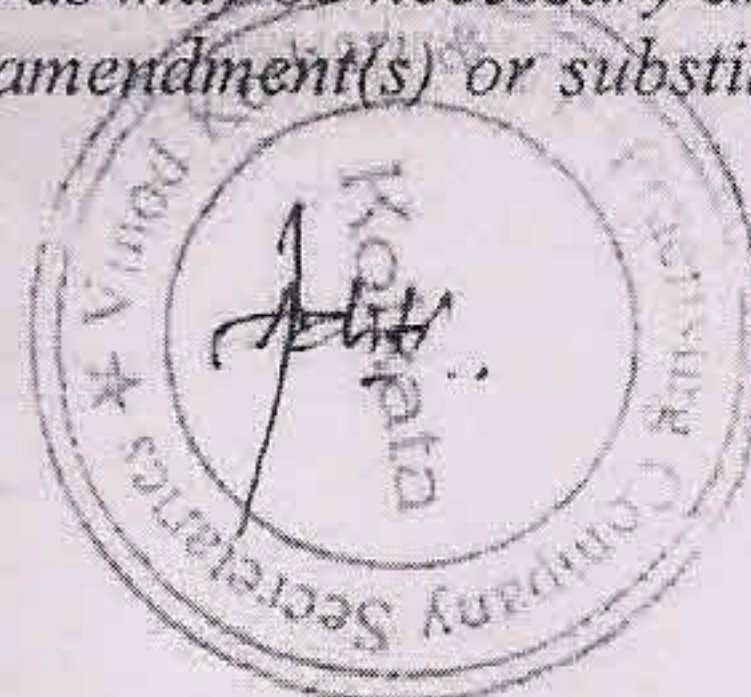
Out of the above valid ballots, shares representing 41255940 equity shares belong to the Promoter Group and 14823061 equity shares belong to the public shareholders.

A summary of Postal Ballot Forms received and details of voting with respect to the proposed resolution is given below:

RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 ("Act") and Company Court Rules, 1959 ("Rules") and other applicable provisions of the Act and Rules (including any statutory modifications, amendments to or re-enactment thereof) and subject to sanction by Hon'ble High Court at Calcutta and other requisite approvals, sanctions and concerns, if any, being obtained and subject to such terms and conditions and modification(s) as may be prescribed, directed or suggested by Hon'ble High Court at Calcutta or other appropriate authorities, the Scheme of Arrangement between Manaksia Limited (herein after "Company") and Manaksia Aluminium Company Ltd., Manaksia Coated Metals & Industries Ltd., Manaksia Industries Ltd. and Manaksia Steels Ltd, as enclosed and circulated along with Notice dated 25th November, 2013 for the Court Convened Meeting scheduled on Tuesday, 7th January 2014 at Bhasha Bhavan, National Library Auditorium at Belvedere Road, Kolkata-700027, for demerger of the Aluminium, Coated Metals & Mosquito Coil, Packaging and Steel Undertakings of Company respectively on a going concern basis w.e.f. 1st October 2013, with/without any modification(s) and/or conditions if any, which may be required and/or imposed by the equity share holders of the Company in the aforesaid Court Convened Meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of Company or Committee thereof be and are hereby authorised to do and execute all such acts, deeds and things as may be necessary and desirable to give effect to the said resolution including any modification(s) or amendment(s) or substitution(s) to the



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For MANAKSIA LIMITED**

[Signature]
Company Secretary

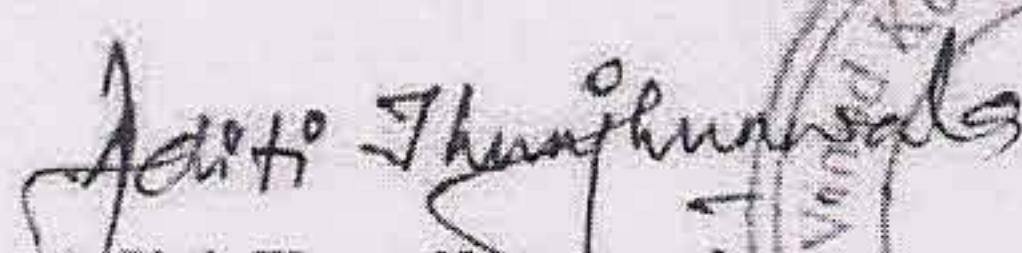
said Scheme or any conditions or limitations as may be prescribed/ directed by Hon'ble High Court at Calcutta and/or any authorities under law".

Votes received as	Total shares representing promoter group	Percentage of total votes casted (%)	Total shares representing public shareholders	Percentage of total votes casted (%)
Assent to the resolution	41255940	NA*	14792652	99.79
Dissent to the resolution	NIL	NA*	30409	00.21
Total	41255940	NA*	14823061	100

*Pursuant to the SEBI Circular no. CIR/CFD/DIL/5/2013 dtd. February 04, 2013 read with SEBI Circular no. CIR/CFD/DIL/8/2013 dtd. May 21, 2013, votes casted by promoter group have not been taken into consideration.

It is to be noted that the Resolution was proposed to be passed as an Ordinary Resolution wherein votes casted in favor are to exceed the voted casted against the proposed resolution, by the *public shareholders* in terms of SEBI Circular. Accordingly, the votes casted by the Promoter Group have not been counted for the purpose of passing the said resolution.

Hence, in terms of requirement of SEBI Circular No. CIR/CFD/DIL/5/2013 dated 4th February 2013 read with SEBI Circular No. CIR/CFD/DIL/5/2013 dated 21st May 2013, the ordinary resolution has been passed with majority by the public shareholders, through postal ballot and e-voting.


Aditi Jhunjhunwala
 Senior Associate
 Vinod Kothari & Company
 Practising Company Secretaries
 CP No. 10144
 Scrutinizer for the Postal Ballot



Date: January 21, 2014
 Place: Kolkata

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For MANAKSIA LIMITED


 Company Secretary