

Sec/Share/030/FY 21-22

Date: 22.09.2021

The Secretary
BSE Limited
New Trading Wing,
Rotunda Building,
PJ Tower, Dalal Street,
Mumbai- 400001
Security code: 532932

The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051
Symbol: MANAKSIA

Sir,

Sub: Consolidated Scrutinizer Report on the 37th Annual General Meeting of the Company held on 21st September, 2021

As per the requirement of relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith Consolidated Report of Scrutinizer received from Vinod Kothari & Company, Practising Company Secretary for the 37th Annual General Meeting of shareholders of Manaksia Limited held through Video Conferencing/Other Audio Visual Means on 21st September, 2021.

This may be treated as compliance under relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully,

For Manaksia Limited



Pradip Kumar Kandar
Company Secretary

Encl: As above



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,
Chairman,
Manaksia Limited,
Turner Morrison Building,
6 Lyons Range, Mezzanine Floor,
Kolkata- 700 001
India

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 37th Annual General Meeting (the "AGM") of the Equity shareholders of Manaksia Limited ("Company") held on Tuesday, the 21st day of September, 2021 at 12:30 pm through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')

Dear Sir,

1. I, Pammy Jaiswal, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, (Membership No ACS 48046/ C.P. No 18059) have been appointed as the Scrutinizer by the Board of Directors of the Company in terms of the appointment letter dated 11th August, 2021 for the purpose of scrutinizing the remote e-voting and voting through electronic system during the AGM as per the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('MGT Rules') read with amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on the businesses contained in Notice of the 37th AGM of the Company.
2. In terms of Regulation 44 of the Listing Regulations and pursuant to section 108 of the Act read with Rule 20 of MGT Rules in connection with all resolutions proposed at the 37th AGM, the Company availed services of National Securities Depository Limited ('NSDL') and provided remote e-voting facility and facility of electronic voting at the time of AGM to the equity shareholders of the Company who could not vote earlier through remote e-voting facility provided by the Company.
3. The management of the Company is responsible to ensure the compliance of the requirements of the Act, rules, circulars and notifications issued by the Ministry of Corporate Affairs ('MCA') relating to voting through electronic means and Listing Regulations on the businesses set out in the Notice of the AGM. My responsibility as a Scrutinizer is restricted in making a consolidated Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the

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business set out in the Notice of AGM, based on the reports generated from the e-voting system of NSDL, the authorized agency engaged by the Company.

4. The remote e-voting period to facilitate e-voting by equity shareholders of the Company as at the “cut-off date” of September 14, 2021 commenced on September 17, 2021 at 09:00 a.m. and ended on September 20, 2021 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.
5. The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier. The shareholders of the Company holding shares as on the "cut-off" date of Tuesday, September 14, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM. The NSDL e-voting platform was re-opened during the AGM and kept open for 15 minutes after the AGM.
6. The votes cast under remote e-voting facility were unblocked thereafter. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
7. I now submit the Consolidated Report as under:

Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. **The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 including the Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2021 and the Reports of the Board of Directors and Auditors thereon; and**
- b. **The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 including the Consolidated Audited Balance Sheet and Statement of Profit & Loss for the year ended 31st March, 2021 and the Report of the Auditors thereon.**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
290	51956616	99.997

(ii) Voted **against** the resolution:

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Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	1683	0.003

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	121186

Resolution 2: Ordinary Resolution

To declare final dividend of Rs. 3.00/- per share (i.e. 150%) on the Equity Shares of the Company for the Financial Year ended 31st March, 2021.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
292	51957251	99.998

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1048	0.002

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	121186

Resolution 3: Ordinary Resolution

To appoint Mr. Sunil Kumar Agrawal, (DIN: 00091784) Non-Executive Director, who retires by rotation and being eligible offers himself for re-appointment to hold office from the date of this 37th Annual General Meeting till the date of 38th Annual General Meeting of the Company.

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(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
278	44535305	99.997

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	1319	0.003

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	121186

Resolution 4: Ordinary Resolution

Approval of Related Party Transactions with Sumo Steels Limited.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
262	2845060	99.744

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	7299	0.256

(iii) **Invalid** votes:

Number of members voted	Number of valid votes cast by them
1	121186

Resolution 5: Ordinary Resolution

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Approval of Related Party Transactions with MINL Limited.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
262	2845060	99.744

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	7299	0.256

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	121186

Resolution 6: Ordinary Resolution

Approval of Related Party Transactions with Manaksia Steels Limited.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
264	2850743	99.943

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	1616	0.057

(iii) **Invalid** votes:

Number of members voted	Number of votes cast by them
1	121186

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8. In pursuance of Section 188 of the Companies Act, 2013 and Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we have not considered votes casted 'in favour' of the related parties of the Company for the purpose of calculation of total votes cast in case of Resolution no. 4, 5 and 6 being material related party transactions.
9. While agenda item no. 5 is exempted from shareholders' approval by virtue of fourth proviso to Section 188 and Regulation 23(5) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, however, as the same has been voluntarily taken before the shareholders and since the same being a material related party transaction, we have not considered the votes casted 'in favour' of the related parties of the Company.
10. Figures have been taken upto three decimal points.
11. In view of the above scrutiny, I hereby certify all the above Resolutions have been passed with requisite majority on September 21, 2021.
12. The details of the remote e-voting and electronic voting at the meeting along with authorizations as have been received, will be sealed and handed over to the Director/Company Secretary/Authorised Representative, authorized by the Board for safe keeping.

**For M/s Vinod Kothari & Company
Practicing Company Secretaries**

PAMMY JAISWAL
Digitally signed by
PAMMY JAISWAL
Date: 2021.09.22
15:47:53 +05'30'

Date: September 22, 2021

Place: Kolkata

Pammy Jaiswal

Partner

Membership No.: A48046

COP:18059