

Registered Office

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Corporate Identity Number : L74950WB1984PLC038336

Sec/Share/ 178

Date: 20.10.2017

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

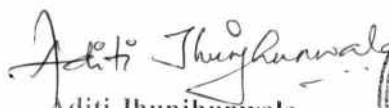
The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block "G"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051

Dear Madam/Sir,**Sub: 33rd AGM minutes of Manaksia Limited**

We enclose herewith copy of minutes of proceedings of the 33rd Annual General Meeting of the Company held on 22nd September, 2017.

The above is for your information and records.

Thanking You
Yours faithfully

For Manaksia Limited

Aditi Jhunjhunwala
(Company Secretary)

ACS: A26988
219, Chittaranjan Avenue
Kolkata- 700 006

*Encl: a/a*

MINUTES OF THE PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF MANAKSIA LIMITED HELD AT "BHASHA BHAWAN", NATIONAL LIBRARY AUDITORIUM, NEAR ALIPORE ZOO AT BELVEDERE ROAD, KOLKATA-700 027, ON FRIDAY THE 22ND DAY OF SEPTEMBER, 2017 COMMENCED AT 10.00 A.M. AND CONCLUDED AT 12.20 P.M.

PRESENT

Mr. Ajay Kumar Chakraborty	Chairman
Mr. Suresh Kumar Agrawal	Managing Director
Dr. Kali Kumar Chaudhuri	Independent Director
Mrs. Smita Khaitan	Independent Director
Mr. Sunil Kumar Agrawal	Non- Executive Director
Mr. Vineet Agrawal	Non- Executive Director

Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee were present at the meeting.

Ms. Aditi Jhunjunwala Company Secretary

Mr. Bisworanjan Sutar, Partner of M/s SRB & Associates, Statutory Auditors of the Company, Mr. Arun Kumar Maitra, Authorised Representative of M/s Vinod Kothari & Company and Mr. Rahul Bharpilania, Chief Financial Officer of the Company were also present.

Ms. Aditi Jhunjunwala welcomed the Members to the 33rd Annual General Meeting of the Company and thereafter requested the Directors as well as invitees to grace the dais. He thereafter, introduced the Directors and invitees on the dais.

366 Members representing 5,38,18,124 shares were present in person including Corporate Representatives and 34 members representing 8917902 shares were present through proxy.

The Chairman thereafter informed the Members that as per the confirmation received from the Company Secretary, the requisite quorum required under the Companies Act, 2013, was present at the Meeting and the Meeting was declared as open.

The Chairman informed the Members that all the Directors of the Company were present at the Annual General Meeting. The Chairman thereafter informed the Members that the Financial Statements for the financial year ended on 31st March, 2017 and the Reports of Board of Directors and the Auditors 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 and other Statutory Registers/documents as required under the Companies Act, 2013 remain open and accessible for inspection during the continuance of the Meeting.

The Chairman thereafter addressed the Members and delivered his speech.

The Chairman stated the highlights of the performance of the global economy as a whole and Indian economy specifically which included inflation, GDP, Demonetization and Goods and Services Tax amongst others.



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Aditi Jhunjunwala

The Chairman also stated that the Company is carrying on trading activities.

The Chairman further highlighted the performance of the Company and stated that the revenue of your Company increased to Rs. 53 crores from Rs. 58 crores during the previous year ended March 31, 2016. During the year, the Company earned a net profit of Rs. 8 crores as compared to a profit of Rs. 23 crores during previous year ended on March 31, 2016. The Chairman also touched upon the performance highlights of the subsidiary companies.

The Chairman also thanked the State and Central Governments, business associates, bankers and other stakeholders, for their continued support and to all the employees at all levels for making invaluable contributions to the overall growth of the Company, and also conveyed heartfelt thanks to the shareholders across the country for reposing faith and for extending unstinted support at all times.

The meeting applauded the Chairman's address.

Thereafter the Managing Director of the Company apprised the Members about the current economic scenario and performance of the foreign subsidiaries of the Company.

The Chairman informed the Members present that the Notice dated 17.07.2017 along with explanatory statement u/s 102 of the Companies Act, 2013, in respect of the resolutions set out in the Notice was despatched by e-mail at their registered email IDs and by Registered and Speed Post to the members whose email ID was not registered with the Company. The despatch of Notice was completed on 24.08.2017.

The Chairman further informed the Members that pursuant to the requirement of Companies (Management and Administration) Amendment Rule, 2015 the Company has provided the Remote e-voting facilities through NSDL to the Members and the facility of Polling Paper is provided to those Members who are present in the Meeting and have not casted their vote by Remote e-voting. The Company had appointed Mr. Arun Kumar Maitra, Partner of M/s Vinod Kothari & Company, as Scrutinizer to conduct the remote e-voting process and polling process in fair and transparent manner.

The Chairman thereafter informed that 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, 2017. There were no qualifications in the Secretarial Audit Report for the year ended 31st March, 2017. The Financial Statement and the Auditors' Report thereon, Notice dated 17th July, 2017 along with Explanatory Statement of the Company were taken as read with the consent of the Members.

The Chairman informed the Members that though the Company had not received any observations of shareholders on the accounts of the Company, he would request the Members to raise queries, comments, observations, suggestions, if any, on the Annual Report for the year ended 31st March, 2017 and question & answer session was thrown open to the shareholders.

One of the shareholders of the Company present in the meeting made his observation and sought clarifications on the Annual Report covering operations and overall performance of the Company and matters related thereto.



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Aditi Singh

The queries/observations were duly addressed by the Managing Director to the satisfaction of the shareholder. The Chairman thanked the Members for taking keen interest in the affairs of the Company. The Chairman informed the Members that for any further information on their queries, they might contact at the Registered Office of the Company during business hours on any working day of the Company.

Thereafter the Chairman proceeded to transact the business as set out in the Notice dated 17th July, 2017.

ORDINARY BUSINESS

Item no. 1 (Ordinary Resolution): To consider and adopt:

- a) **the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon;**

“RESOLVED THAT the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, and the Reports of Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

The Chairman thereafter requested any one of the Members present to propose the Resolution and any one of the Members present to second the Resolution.

Mr. Abhijit Bhattacharya proposed the resolution and Mr. Shekhar Chakrabarty seconded the resolution.

- b) **the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.**

“RESOLVED THAT the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017, and the Report of Auditors thereon be and are hereby considered and adopted.”

The Chairman thereafter requested any one of the Members present to propose the Resolution and any one of the Members present to second the Resolution.

Mr. Meghnath Banerjee proposed the resolution and Mr. Jayanta Mondal seconded the resolution.

Item no. 2 (Ordinary Resolution): To appoint a Director in place of Mr. Vineet Agarwal (DIN: 00441223), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

“RESOLVED THAT Mr. Vineet Agarwal (DIN: 00441223) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Director of the Company.”

The Chairman thereafter requested any one of the Members present to propose the Resolution and any one of the Members present to second the Resolution.

Mr. Abhijit Bhattacharya proposed the resolution and Mr. Samir Pal seconded the resolution.

Item no. 3 (Ordinary Resolution): To appoint statutory auditors and fix their remuneration and in this connection to consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:



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“RESOLVED THAT pursuant to the provisions of sections 139, 141, 142 and all other applicable provisions 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 pursuant to the recommendation of the Audit Committee and Board of Directors, M/s S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s SRB & Associates, Chartered Accountants, the retiring Statutory Auditors) to hold office for a term of 5 (Five) consecutive years for the financial year 2017-18 commencing from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the 38th AGM of the Company to be held for the Financial Year 2021-22, subject to the ratification by the members of the Company at every subsequent AGM, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Statutory Auditors, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.

RESOLVED FURTHER THAT any Director and Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

The Chairman thereafter requested any one of the Members present to propose the Resolution and any one of the Members present to second the Resolution.

Mr. Meghnath Banerjee proposed the resolution and Mr. Gopal Mondal seconded the resolution.

SPECIAL BUSINESS

Item no. 4 (Special Resolution): 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 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the “Act, 2013”) 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 for the re-appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 23rd November, 2017 on such terms and conditions 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 mutually agreed between the Board and Mr. Suresh 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 Act, 2013.

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Suresh Kumar Agarwal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject to the necessary approvals/ceilings as specified under Schedule V of the Act, 2013.

RESOLVED FURTHER THAT any Director and Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts and take all such



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steps as may be considered necessary, proper and expedient to give effect to this resolution.”

The Chairman thereafter requested any one of the Members present to propose the Resolution and any one of the Members present to second the Resolution.

Mr. Pinaki Bhattacharya proposed the resolution and Mr. Indranil Banerjee seconded the resolution.

After considering all the items mentioned in the Notice convening the 33rd Annual General Meeting, the Chairman directed that the poll on all the resolutions be conducted and requested the Scrutinizer to start the polling process. 2 (Two) Nos. empty polling boxes were shown to the Members before the same were sealed and kept on the dais by the Scrutinizer. The ballot papers were distributed to the Members for taking poll. After the Members have casted their votes, the polling boxes (duly locked) were handed over to the Scrutinizer. The Chairman thereafter informed the Members that the consolidated Scrutinizers Report on remote e-voting and ballot paper would be made available on the website of the Company as well as NSDL and the same shall also be submitted to the Stock Exchanges where the Company is listed within the stipulated time.

The Chairman thanked the Members for their participation in the proceedings. The Meeting concluded at 12.20 P.M. with a vote of thanks to the Chair by Dr. Kali Kumar Chaudhuri, Independent Director of the Company. The Chairman thereafter concluded the meeting with National Anthem.

Further on the basis of Consolidated Scrutinizer's Report dated 23rd September, 2017 on remote e-voting and ballot paper, all the resolutions as set out in Notice dated 17th July, 2017 have been passed with requisite majority. The details of voting results are as under:

AGENDA-WISE RESULT

Resolution No. 1:								
To consider and adopt:								
a) the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of Board of Directors and Auditors thereon;								
Resolution required- Ordinary/Special					Ordinary			
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



Handwritten signature of Jai Singh

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Promoter and Promoter Group	E-Voting	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41255940	100.0000	41255940	0	100.0000	0.0000
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	24194796	156411	0.6465	156162	249	99.8408	0.1592
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		12706099	52.5159	12705850	249	99.9980	0.0020
Total		65534050	53962039	82.3420	53961790	249	99.9995	0.0005

Resolution No. 1:

To consider and adopt:

b) the Annual Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the Report of the Auditors thereon.

Resolution required- Ordinary/Special				Ordinary				
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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41255940	100.0000	41255940	0	100.0000	0.0000
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000



Aditi Thangaraj

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	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	24194796	156262	0.6458	156013	249	99.8407	0.1593
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		12705950	52.5152	12705701	249	99.9980	0.0020
Total		65534050	53961890	82.3418	53961641	249	99.9995	0.0005

Resolution No. 2: To appoint a Director in place of Mr. Vineet Agarwal (DIN : 00441223), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Resolution required- Ordinary/Special				Ordinary				
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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41255940	100.0000	41255940	0	100.0000	0.0000
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	24194796	156412	0.6465	156012	400	99.7443	0.2557
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		12706100	52.5159	12705700	400	99.9969	0.0031
Total		65534050	53962040	82.3420	53961640	400	99.9993	0.0007



Asst. Secretary
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Resolution 3: To appoint statutory auditors and fix their remuneration and in this connection 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 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and Board of Directors, M/s S K Agrawal & Co., Chartered Accountants (Firm Registration No. 306033E), be and are hereby appointed as the Statutory Auditor of the Company (in place of M/s SRB & Associates, Chartered Accountants, the retiring Statutory Auditors) to hold office for a period of 5 (Five) consecutive years for the financial year 2017-18 commencing from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the 38th AGM of the Company, to be held for the financial year 2021-22, subject to the ratification by the members of the company at every subsequent AGM, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee and mutually agreed by the Statutory Auditor, in addition to the reimbursement of all out-of-pocket expenses in connection thereto.”

RESOLVED FURTHER THAT any director and Chief Financial Officer of the Company be and are hereby authorized severally to do all such acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution.”

Resolution required- Ordinary/Special				Ordinary				
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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41255940	100.0000	41255940	0	100.0000	0.0000
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	24194796	156412	0.6465	156062	350	99.7762	0.2238
	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		12706100	52.5159	12705750	350	99.9972	0.0028



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Total	65534050	53962040	82.3420	53961690	350	99.9994	0.0006
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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 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013(the "Act" and the Rules made thereunder (including any statutory modification(s) or re-enactments 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 for the re-appointment of Mr. Suresh Kumar Agrawal (DIN: 00520769), as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 23rd November, 2017 on such terms and conditions 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 mutually agreed between the Board and Mr. Suresh 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 Act, 2013."

RESOLVED FURTHER THAT in absence or inadequacy of the profits in any financial year, Mr. Suresh Agarwal shall be entitled to receive and be paid such remuneration as minimum remuneration as stated in the Explanatory Statement, subject however, to the necessary approvals/ceilings as specified under Schedule V of the Act, 2013.

RESOLVED FURTHER THAT any Director and Chief Financial Officer of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

Resolution required- Ordinary/Special					Special			
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	41255940	41255940	100.0000	41255940	0	100.0000	0.0000
	Poll		0	0.0000				
	Total		41255940	100.0000				
Public-Institutions	E-Voting	83314	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000				
	Total		0	0.0000				
Public-Non Institutions	E-Voting	24194796	156412	0.6465	155962	450	99.7123	0.2877



Handwritten signature of Mr. Suresh Kumar Agrawal

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	Poll		12549688	51.8694	12549688	0	100.0000	0.0000
	Total		12706100	52.5159	12705650	450	99.9965	0.0035
Total		65534050	53962040	82.3420	53961590	450	99.9992	0.0008

Kolkata
20/10/17

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MANAKSIA LIMITED

Ajay Kumar Chakraborty
Chairman

Aditi Shukhwal
Company Secretary