

**Registered Office**

8/1 Lalbazar Street Kolkata 700 001 India

Phone : +91-33-2231 0050 / 51 / 52 / 2243 5054 / 6055

Fax : +91-33-2230 0336

E-mail : info@manaksia.com, Website : www.manaksia.com

Corporate Identity Number : L74950WB1984PLC038336

Date: 24th September, 2016

Sec/Share/90

The Secretary  
BSE Limited  
New Trading Wing  
Rotunda Building,  
PJ 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 Madam/Sir,

**Subject: Voting Results of 32nd Annual General Meeting of the Company under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

In Compliance with the Regulation 44(3) of the Listing Regulations, please find enclosed the details of voting results in prescribed format of the business transacted at the 32nd Annual General Meeting of the Company held on 23rd September, 2016 at Bhasha Bhawan, National Library Auditorium, at Belvedere Road, Kolkata- 700 027. We are enclosing herewith the Consolidated Scrutinizer Report on Remote E-voting and Poll for your information and records.

Date of AGM	23rd September, 2016
Total number of shareholders on record date i.e 16th September, 2016	24,806
Total No. of shareholders present in the meeting either in person or through proxy:	451
Promoters and Promoter Group:	20
Public:	431
No. of shareholders attended the meeting through video conferencing:	None
Promoters and Promoter Group	
Public	

Resolution No. 1: (a) Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.  
(b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 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	412,55,940	100.000	412,55,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		412,55,940	100.000	412,55,940	-	100.000	-
Public Institutions	E-voting	14784	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	24263326	9,03,548	3.724	9,03,548	-	100.000	-
	Poll		145,86,429	60.117	145,86,429	-	100.000	-
	Total		154,89,977	63.841	154,89,977	-	100.000	-
Total		65534050	567,45,917	86.590	567,45,917	-	100.000	-



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Resolution No. 2: To approve the interim dividend paid on equity shares of the Company for the financial year 2015-16, as final dividend, for the financial year 2015-16.

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	412,55,940	100.000	412,55,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		412,55,940	100.000	412,55,940	-	100.000	-
Public Institutions	E-voting	14784	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	24263326	9,03,548	3.724	9,03,548	-	100.000	-
	Poll		145,86,429	60.117	145,86,429	-	100.000	-
	Total		154,89,977	63.841	154,89,977	-	100.000	-
Total		65534050	567,45,917	86.590	567,45,917	-	100.000	-

Resolution No. 3: 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.

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	412,55,940	100.000	412,55,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		412,55,940	100.000	412,55,940	-	100.000	-
Public Institutions	E-voting	14784	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	24263326	9,03,548	3.724	9,03,233	315	99.965	0.035
	Poll		145,86,429	60.117	145,86,429	-	100.000	-
	Total		154,89,977	63.841	154,89,662	315	99.998	0.002
Total		65534050	567,45,917	86.590	567,45,602	315	99.999	0.001





Resolution No. 4: To ratify the appointment of 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 allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the 30th Annual General Meeting (AGM), the appointment of M/s. SRB & Associates, Chartered Accountants (Firm Registration No. 310009E), as the Statutory Auditors of the Company to hold office for a period of 3 (Three) years from the conclusion of the 30th AGM (FY- 2013-14) till the conclusion of the 33rd AGM (FY- 2016-17) of the Company, be and is hereby ratified, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company."

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	412,55,940	100.000	412,55,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		412,55,940	100.000	412,55,940	-	100.000	-
Public Institutions	E-voting	14784	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	24263326	9,03,448	3.724	9,01,801	1,647	99.818	0.182
	Poll		145,86,429	60.117	145,86,429	-	100.000	-
	Total		154,89,877	63.841	154,88,230	1,647	99.989	0.011
Total		65534050	567,45,817	86.590	567,44,170	1,647	99.997	0.003

Resolution 5: 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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to increase the remuneration of Mr. Suresh Kumar Agrawal (DIN: 00520769), Managing Director of the Company, liable to retire by rotation, 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 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 Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."



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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	412,55,940	100.000	412,55,940	-	100.000	-
	Poll		-	-	-	-	-	-
	Total		412,55,940	100.000	412,55,940	-	100.000	-
Public Institutions	E-voting	14784	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Non Institutions	E-voting	24263326	9,03,548	3.724	9,01,397	2,151	99.762	0.238
	Poll		145,86,429	60.117	145,86,429	-	100.000	-
	Total		154,89,977	63.841	154,87,826	2,151	99.986	0.014
Total		65534050	567,45,917	86.590	567,43,766	2,151	99.996	0.004

A copy of the Scrutinizer's Report is also attached for your information and record.

Thanking you,  
Yours faithfully,  
For Manaksia Limited

*Raj K Banthia*  
Raj Kumar Banthia  
Company Secretary  
Membership No. : A17190  
38A/1, Sultan Alam Road  
Kolkata - 700 033







## 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](mailto:vinod@vinodkothari.com)  
Web: [www.vinodkothari.com](http://www.vinodkothari.com)  
[www.india-financing.com](http://www.india-financing.com)  
Unique Code - P1996WB042300  
PAN No - AAMFV6726E  
Service Tax Registration No. - AAMFV6726ESD001  
Udyog Adhar Number - WB10D0000448

Date: September 24, 2016

To,  
The Chairman,  
Manaksia Limited,  
Bikaner Building, 3rd Floor,  
8/1 Lal Bazar Street,  
Kolkata - 700 001,  
India

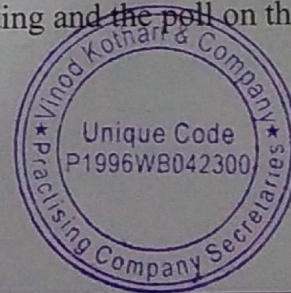
Re: Consolidated Report of Scrutinizer for 32nd Annual General Meeting of the Shareholders of Manaksia Limited (hereinafter referred to as "Company") held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027, on Friday, 23rd of September, 2016 at 10.00 A.M.

Dear Sir,

In terms of authority of the Board Resolution dated July 20, 2016, the Company has appointed the undersigned, Ms. Aditi Jhunjhunwala, Partner at Vinod Kothari & Company, Practising Company Secretaries, having registered office at 1006-1009 Krishna Building, 224 A.J.C. Bose Road, Kolkata-700 017, as the scrutinizer for the purpose of the voting process on the below mentioned Resolution (s) at the 32nd Annual General Meeting of the Company, held at Bhasha Bhawan, National Library Auditorium, Near Alipore Zoo at Belvedere Road, Kolkata - 700 027, on Friday, the 23rd of September, 2016 at 10.00 A.M.

We have separately, on even date, given our report for the results of the polling process carried at the meeting, as required by Section 109 of the Companies Act, 2013, the same represents only the physical voting conducted at the 15<sup>th</sup> Annual General Meeting.

We hereby submit our Consolidated Report of the remote e-voting and the poll on the matters put to vote at the 32<sup>nd</sup> Annual General Meeting is as under:



Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai - 400002, Ph - 022-22817427  
Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016





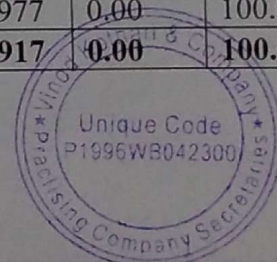
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 Unique Code – P1996WB042300  
 PAN No - AAMFV6726E  
 Service Tax Registration No. - AAMFV6726ESD001  
 Udyog Adhar Number – WB10D0000448

## Resolution No. 1: To receive, consider and adopt:

the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon;  
 the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Auditors thereon.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	41255940	41255940	100.00	41255940	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		41255940	100.00	41255940	0.00	100.00	0.00
Public Institutions	E-Voting	14784	0	0.00	0	0.00	0.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		0	0.00	0	0.00	0.00	0.00
Public Non Institutions	E-Voting	24263326	903548	3.72	903548	0.00	100.00	0.00
	Poll		14586429	60.12	14586429	0.00	100.00	0.00
	Total		15489977	63.84	15489977	0.00	100.00	0.00
Total		65534050	56745917	86.59	56745917	0.00	100.00	0.00



Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai – 400002, Ph - 022-22817427  
 Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016





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Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number - WB10D0000448

**Resolution No. 2: To approve the interim dividend paid on equity shares of the Company for the financial year 2015-16, as final dividend, for the financial year 2015-16.**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]} * 100	[4]	[5]	[6] = {[4]/[2]} * 100	[7] = {[5]/[2]} * 100
Promoter and Promoter Group	E-Voting	41255940	41255940	100.00	41255940	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		41255940	100.00	41255940	0	100.00	0.00
Public Institutions	E-Voting	14784	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	24263326	903548	3.72	903548	0	100.00	0.00
	Poll		14586429	60.12	14586429	0	100.00	0.00
	Total		15489977	63.84	15489977	0	100.00	0.00
<b>Total</b>		<b>65534050</b>	<b>56745917</b>	<b>86.59</b>	<b>56745917</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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Unique Code - P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number - WB10D0000448

**Resolution 3:** To appoint a Director in place of Mr. Suresh Kumar Agrawal (DIN:00520769), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	41255940	41255940	100.00	41255940	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		41255940	100.00	41255940	0	100.00	0.00
Public Institutions	E-Voting	14784	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	24263326	903548	3.72	903233	315	99.96	0.04
	Poll		14586429	60.12	14586429	0	100.00	0.00
	Total		15489977	63.84	15489662	315	99.99	0.01
<b>Total</b>		<b>65534050</b>	<b>56745917</b>	<b>86.59</b>	<b>56745602</b>	<b>315</b>	<b>99.99</b>	<b>0.01</b>



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[www.india-financing.com](http://www.india-financing.com)  
 Unique Code - P1996WB042300  
 PAN No - AAMFV6726E  
 Service Tax Registration No. - AAMFV6726ESD001  
 Udyog Adhar Number - WB10D0000448

**Resolution No. 4: To ratify the appointment of 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 allied rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the 30th Annual General Meeting (AGM), the appointment of M/s. SRB & Associates, Chartered Accountants (Firm Registration No. 310009E), as the Statutory Auditors of the Company to hold office for a period of 3 (Three) years from the conclusion of the 30th AGM (FY- 2013-14) till the conclusion of the 33rd AGM (FY- 2016-17) of the Company, be and is hereby ratified, on such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to the reimbursement of all out-of-pocket expenses in connection with the audit of the financial statements of the Company.”

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={ $\frac{[2]}{[1]}}$ *100	[4]	[5]	[6]={ $\frac{[4]}{[2]}}$ *100	[7]={ $\frac{[5]}{[2]}}$ *100
Promoter and Promoter Group	E-Voting	41255940	41255940	100.00	41255940	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		41255940	100.00	41255940	0	100.00	0.00
Public Institutions	E-Voting	14784	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.0
	Total		0	0.00	0	0	0.00	0.00

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Unique Code – P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Public Non Institutions	E-Voting	24263326	903448	3.72	901801	1647	99.82	0.18
	Poll		14586429	60.12	14586429	0	100.00	0.00
	Total		15489877	63.84	15488230	1647	99.99	0.01
<b>Total</b>		<b>65534050</b>	<b>56745817</b>	<b>86.59</b>	<b>56744170</b>	<b>1647</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 5: 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 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V 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 to increase the remuneration of Mr. Suresh Kumar Agrawal (DIN: 00520769), Managing Director of the Company, liable to retire by rotation, 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 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 Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and is hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”



Mumbai Office: 601-C, Neelkanth, 98, Marine Drive, Mumbai – 400002, Ph - 022-22817427

Delhi Office: A/11, Hauz Khas (Opposite Vatika Medicare), New Delhi- 110 016





# 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](mailto:vinod@vinodkothari.com)  
 Web: [www.vinodkothari.com](http://www.vinodkothari.com)  
[www.india-financing.com](http://www.india-financing.com)  
 Unique Code - P1996WB042300  
 PAN No - AAMFV6726E  
 Service Tax Registration No. - AAMFV6726ESD001  
 Udyog Adhar Number - WB10D0000448

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	41255940	41255940	100.00	41255940	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		41255940	100.00	41255940	0	100.00	0.00
Public Institutions	E-Voting	14784	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non Institutions	E-Voting	24263326	903548	3.72	901397	2151	99.76	0.24
	Poll		14586429	60.12	14586429	0	100.00	0.00
	Total		15489977	63.84	15487826	2151	99.98	0.01
<b>Total</b>		<b>65534050</b>	<b>56745917</b>	<b>86.59</b>	<b>56743766</b>	<b>2151</b>	<b>99.99</b>	<b>0.01</b>



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## VINOD KOTHARI & COMPANY

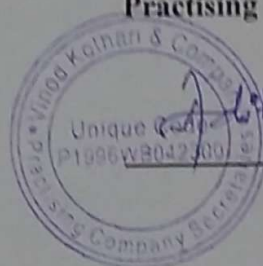
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Udyog Adhar Number - WB10D0000448

All the above Resolutions are passed with requisite majority.

The details of the remote e-voting, polling process and all other relevant records such as authorizations and proxy papers will be sealed and handed over to the Director/Company Secretary/Authorised Representative authorized by the Board for safe keeping.

Place: Kolkata

For Vinod Kothari & Company  
Practising Company Secretaries



Aditi Jhunjhunwala  
Partner  
CP No.: 10144

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