



MAN INFRACONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex, Above Shoppers Stop, G. M. Road, Chembur (West), Mumbai - 400089. India
T: 91 22 42463999 | F: 91 22 25251589 | E: office@maninfra.com | W: www.maninfra.com | FB: www.facebook.com/maninfra

20th September, 2017

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

To,
The Corporate Relationship Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400 001

CM Quote: MANINFRA - EQ

Script Code: 533169 (MANINFRA)

Dear Sir(s)/Madam(s),

Sub: **Result of Postal Ballot**

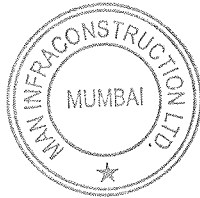
We wish to inform you that Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Company Secretaries, appointed by the Board of Directors as Scrutinizer for carrying out the voting in Postal Ballot process in a fair and transparent manner, has submitted his report of voting in Postal ballot on 20th September, 2017. Based on the Scrutinizer's Report, the results of the Postal Ballot has been declared on Wednesday, 20th September, 2017.

We enclose herewith the announcement of the result of voting in postal ballot exercise along with the Scrutinizer's report for your information and records.

Further in accordance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed details of voting results in the prescribed format for your information and records.

Thanking You,
Yours faithfully,
For Man Infraconstruction Limited


Durgesh Dingankar
Company Secretary
Membership No. F7007



Encl: As above



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RESULT OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), members approval was sought for the resolutions mentioned in the Postal Ballot Notice dated 9th August, 2017. The Postal Ballot Notice containing the Ordinary and Special Resolutions together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 19th August, 2017 and the last date for receipt of postal ballot forms duly completed, from the shareholders was on or before 5.00 P.M. of Tuesday, 19th September, 2017.

Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Company Secretaries, was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report and the Postal Ballot results are as follows:

Resolution No. 1 – Special Resolution

Authorizing the Board of Directors of the Company to invest or to provide loans and advances or give guarantees/ securities up to 60% of the paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account or Rs. 3000 Crores, whichever is higher;

Resolution No. 2 – Ordinary Resolution

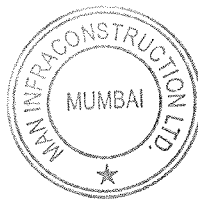
Approving contracts or arrangement to be entered, which are material in nature (as defined under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015), with the related parties pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;

Resolution No. 3 – Special Resolution

Payment of commission on annual basis to the Directors other than Managing/Whole time/ Executive Directors (hereinafter called the "Non-Executive Directors" or "NEDs") not exceeding in the aggregate, 1% (One percent) of the net profit of the Company subject to the provisions of Section 197,198 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

All the Resolutions were approved by the members with requisite majority.

For Man Infraconstruction Limited



Place: Mumbai

Date: 20th September, 2017

Durgesh Dingankar
Company Secretary
Membership No. F7007

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

September 20, 2017

To

The Chairman

MAN INFRACONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex,

Above Shoppers Stop, G. M. Road,

Chembur,

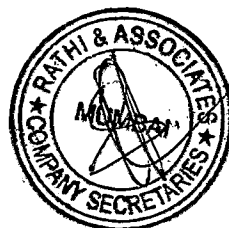
Mumbai – 400 089

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Man Infraconstruction Limited ('the Company') has vide resolution passed by its Board of Directors at their meeting held on August 9, 2017, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated August 9, 2017 is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Notice of Postal Ballot dated August 9, 2017 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 was sent to the shareholders by courier and/or through electronic means along with postal ballot form and self-addressed postage pre-paid envelope returnable to the Scrutinizer, for passing of the **following resolutions:**



1. **Resolution No. 1** as a Special Resolution for consent under Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 for authorizing the Board of Directors of the Company to give loans or guarantee or provide any security in connection with a loan to any person or body corporate or to make investment in securities of other body corporate the aggregate of which shall not exceed 60% of the paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account or Rs. 3000 Crores, whichever is higher.
2. **Resolution No. 2** as an Ordinary Resolution under Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governing the related party transactions, consent for arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company with related parties as per the names of related parties, nature of relationship, names of interested Director(s)/KMP(s), nature and maximum value of transactions and terms and conditions governing the transactions as furnished in the resolution and granting of authority to the Board of Directors of the Company to deal with matters related thereto.
3. **Resolution No. 3** as a Special Resolution under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent for payment of commission on annual basis with effect from Financial Year 2017-18 to Non-Executive Directors including Independent Directors ("NEDs") not exceeding in the aggregate, 1% (one percent) of the net profit of the Company in such proportions and in such manner as per the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company subject to a maximum of Rs. 12,50,000/- per annum to each such Non-Executive Director and granting of authority to the Board of Directors of the Company to deal with matters related thereto.

The Company availed facility offered by National Securities Depository Limited (NSDL) for providing remote e-voting facility to the members of the Company.



The Shareholders were required to complete the postal ballot form and return the same in self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. on Tuesday, 19th September, 2017 or cast their votes online through remote e-voting by 5.00 P.M. on Tuesday, 19th September, 2017. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 P.M. on Tuesday, 19th September, 2017 have been considered for my scrutiny. As required under Rule 22(10) of the Rules of Chapter VII, a register has been maintained and particulars of all postal ballot forms received from the members have been recorded therein.

A summary of voting through postal ballot forms and remote e-voting with their pattern of voting is as per Annexure annexed to this Report. -


The results of the voting by shareholders through postal ballot forms and remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
COP No. 3030



Countersigned by
For Man Infraconstruction Limited


Company Secretary

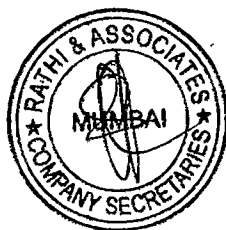
Durgesh Dingankar

Membership no. FCS 7007

Annexure

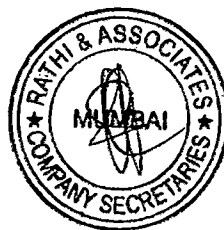
Resolution No. 1 as a Special Resolution for consent under Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 for authorizing the Board of Directors of the Company to give loans or guarantee or provide any security in connection with a loan to any person or body corporate or to make investment in securities of other body corporate the aggregate of which shall not exceed 60% of the paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account or Rs. 3000 Crores, whichever is higher

Sr. No.	Particulars	No. of Postal Ballot Forms / Remote e-Voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	77	36,437
b.	Remote e-voting confirmations received	181	176,565,330
	Total	258	176,601,767
c.	Less: Invalid Postal Ballot forms / Remote e-voting confirmations/ Voting not carried	8	4,016
d.	Valid Postal Ballot forms/ Remote e-voting confirmations	250	176,597,751
(i)	Postal Ballot forms / Remote e-voting with assent for the Resolution	215	175,620,399
	Percentage (%) of Assent		99.45
(ii)	Postal Ballot forms / Remote e-voting with dissent for the Resolution	35	977,352
	Percentage (%) of Dissent		0.55



Resolution No. 2 as an Ordinary Resolution under Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governing the related party transactions, consent for arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company with related parties as per the names of related parties, nature of relationship, names of interested Director(s)/KMP(s), nature and maximum value of transactions and terms and conditions governing the transactions as furnished in the resolution and granting of authority to the Board of Directors of the Company to deal with matters related thereto.

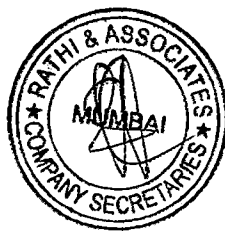
Sr. No.	Particulars	No. of Postal Ballot Forms / Remote e-Voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	77	36,437
b.	Remote e-voting confirmations received	165	13,699,883
	Total	242	13,736,320
c.	Less: Invalid Postal Ballot forms / Remote e-voting confirmations/ Voting not carried .	9	4,363
d.	Valid Postal Ballot forms/ Remote e-voting confirmations	233	13,731,957
(i)	Postal Ballot forms / Remote e-voting with assent for the Resolution	198	12,753,625
	Percentage (%) of Assent		92.88
(ii)	Postal Ballot forms / Remote e-voting with dissent for the Resolution	35	978,332
	Percentage (%) of Dissent		7.12



Resolution No. 3 as a Special Resolution under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent for payment of commission on annual basis with effect from Financial Year 2017-18 to Non-Executive Directors including Independent Directors ("NEDs") not exceeding in the aggregate, 1% (one percent) of the net profit of the Company in such proportions and in such manner as per the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company subject to a maximum of Rs. 12,50,000/- per annum to each such Non-Executive Director and granting of authority to the Board of Directors of the Company to deal with matters related thereto.

Sr. No.	Particulars	No. of Postal Ballot Forms / Remote e-Voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	77	36,437
b.	Remote e-voting confirmations received	182	176,565,360
	Total	259	176,601,797
c.	Less: Invalid Postal Ballot forms / Remote e-voting confirmations/ Voting not carried	10	4,963
d.	Valid Postal Ballot forms/ Remote e-voting confirmations	249	176,596,834
(i)	Postal Ballot forms / Remote e-voting with assent for the Resolution	221	176,589,771
	Percentage (%) of Assent		99.99*
(ii)	Postal Ballot forms / Remote e-voting with dissent for the Resolution	28	7,063
	Percentage (%) of Dissent		0.01

*Rounded off to nearest percentage





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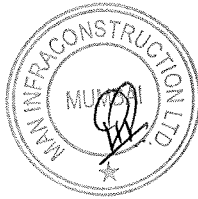
DETAILS OF VOTING RESULTS

Date of Meeting (Last Date of receipt of Postal Ballot Forms/E-voting) [As per SS 2- Secretarial Standards on General Meetings]	19.09.2017
Total number of shareholders on record date (cutoff date): 11/08/2017	21,660
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public	N.A.
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

AGENDA-WISE

The mode of voting on all the resolutions:

1. E-voting facility was made available from 9.00 AM on Monday, 21st August, 2017 up to 5.00 PM on Tuesday, 19th September, 2017; and
2. Voting through Postal ballots was made available for those shareholders who did not avail e-voting facility.



Man Infraconstruction Limited

1 - Under Section 186 of the Companies Act, 2013 for Authorizing Board of Directors to invest or to provide loans and advances or give guarantees/ securities up to 60% of the paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account or Rs. 3000 Crores, whichever is higher									
Resolution Required : (Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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	No
Promoter and Promoter Group	E-Voting		155134422	100.0000	155134422	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	155134422	0	0.0000	0	0	0.0000	0.0000	
	Total		155134422	100.0000	155134422	0	100.0000	0.0000	
Public Institutions	E-Voting		963316	24.9364	0	963316	0.0000	100.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	3863092	0	0.0000	0	0	0.0000	0.0000	
	Total		963316	24.9364	0	963316	0.0000	100.0000	
Public Non Institutions	E-Voting		20467592	23.1265	20455777	11815	99.9423	0.0577	
	Poll		32421	0.0366	30200	2221	93.1495	6.8505	
	Postal Ballot	88502756	0	0.0000	0	0	0.0000	0.0000	
	Total		20500013	23.1631	20485977	14036	99.9315	0.0685	
Total		247500270	176597751	71.3525	175620399	977352	99.4466	0.5534	



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Resolution Required : (Ordinary)		2 - Under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board of Directors of the Company to enter into contracts or arrangement with the related parties including material related party transactions						
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							
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	155134422	0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		963316	24.9364	0	963316	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	3863092	0	0.0000	0	0	0.0000	0.0000
	Total		963316	24.9364	0	963316	0.0000	100.0000
Public Non Institutions	E-Voting		12736567	14.3912	12723772	12795	99.8995	0.1005
	Poll	88502756	32074	0.0362	29853	2221	93.0754	6.9246
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Total		247500270	13731957	5.5483	12753625	978332	92.8755	7.1245



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Resolution Required : (Special)										
3 - Under Section 197 and, 198 of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for payment of commission to the Non-executive Directors.										
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	No	
Promoter and Promoter Group	E-Voting		155134422	100.0000	155134422	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	155134422	0	0.0000	0	0	0.0000	0.0000		
	Total			100.0000	155134422	0	100.0000	0.0000	0.0000	
Public Institutions	E-Voting		963316	24.9364	963316	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	3863092	0	0.0000	0	0	0.0000	0.0000		
	Total			24.9364	963316	0	100.0000	0.0000	0.0000	
Public Non Institutions	E-Voting		20467622	23.1265	20462780	4842	99.9763	0.0237		
	Poll		31474	0.0356	29253	2221	92.9434	7.0566		
	Postal Ballot	88502756	0	0.0000	0	0	0.0000	0.0000		
	Total			23.1621	20492033	7063	99.9655	0.0345	0.0040	
Total		247500270	176596834	71.3522	176589771	7063	99.9960	0.0040		

