



MAN INFRACONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex, Above Shoppers Stop, G. M. Road, Chembur (West), Mumbai - 400089. India
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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 appended to the Postal Ballot Notice dated 12th November, 2014. The Postal Ballot Notice containing the Special Resolutions together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 21st November, 2014 and the last date for receipt of postal ballot forms duly completed, from the shareholders was 20th December, 2014.

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

Authorization under Section 186 of the Companies Act, 2013 for investing or providing loans and advances or giving 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. 1800 Crores, whichever is higher, was approved by the members with a requisite majority.

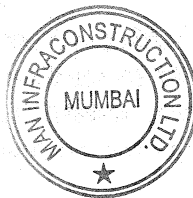
Resolution No. 2 – Special Resolution

Authorization under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49(VII) of the Listing Agreement to enter into contracts or arrangement with the related parties including material related party transactions, was approved by the members with requisite majority.

Resolution No. 3 – Special Resolution

Authorization pursuant to provisions of clause 49(V)(G) of the Listing Agreement to Manaj Infraconstruction Limited, a Material Subsidiary of the Company to sell, lease or dispose of its assets, was approved by the members with requisite majority.

For Man Infraconstruction Limited



Place: Mumbai

Date: 24th December, 2014

Parag K. Shah
Managing Director

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

December 24, 2014

To,
Mr. Parag Shah - Managing Director
Man Infraconstruction Limited
12th Floor, Krushal Commercial Complex,
G. M. Road, Chembur (West),
Mumbai - 400089

Dear Sir,

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

Man Infraconstruction Limited ("the Company") has vide resolution passed by its Board of Directors at its meeting held on November 12, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot 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 along with explanatory statement under Section 102 of the Companies Act, 2013, was sent to the Shareholders by Registered Post and / or Speed Post and /or through electronic means along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of the resolutions as mentioned below:

1. **Special Resolution** 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. 1800 Crores, whichever is higher pursuant to Section 186 of the Companies Act, 2013;
2. **Special Resolution** for authorizing Board of Directors of the Company to enter into contracts or arrangement with the related parties including material related party transactions pursuant to Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and clause 49(VII) of the Listing Agreement; and



3. **Special Resolution** for authorizing Manaj Infraconstruction Limited, a Material Subsidiary of the Company to sell, lease or dispose of its assets pursuant to clause 49(V) (G) of the Listing Agreement.

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

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer not later than 6.00 p.m. on Saturday, December 20, 2014 or cast their votes online on the basis of the User ID and password provided to them by NSDL. Accordingly, the Postal Ballot Forms received and e-votes casted upto 6.00 p.m. on Saturday, December 20, 2014 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 the ballot papers received and e-Voting with their pattern of voting is as per Annexure annexed to this Report.

Based on the said Annexure, all the Special Resolutions as set out in the Notice are passed with requisite majority.

The results of the voting by members through Postal Ballots and e-Voting in respect of the above mentioned Resolutions may accordingly be declared.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



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



**ANNEXURE TO SCRUTINIZER'S REPORT FOR THE POSTAL BALLOT OF MAN
INFRACONSTRUCTION LIMITED**

The summary of the Postal Ballot Forms (PBF) and e-Voting confirmations received is given below:

Resolution No. 1:

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. 1800 Crores, whichever is higher pursuant to Section 186 of the Companies Act, 2013.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	95	76,355
b.	e-Voting Confirmations	93	20,65,23,029
	Total	188	20,65,99,384
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations / Voting not carried	15	17,580
d.	Valid Postal Ballot Forms / e-Voting confirmations	173	20,65,81,804
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	159	20,65,76,739
	Percentage (%) of Assent		*100%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	14	5,065
	Percentage(%) of Dissent		0.00%

*Rounded off to 100



Resolution No. 2:

Authorizing Board of Directors of the Company to enter into contracts or arrangement with the related parties including material related party transactions pursuant to Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49(VII) of the Listing Agreement.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	95	76,355
b.	e-Voting Confirmations	79	3,17,86,649
	Total	174	3,18,63,004
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations/ Voting not carried	18	20,780
d.	Valid Postal Ballot Forms / e-Voting confirmations	156	3,18,42,224
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	142	3,18,37,344
Percentage (%) of Assent			99.98%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	14	4,880
Percentage(%) of Dissent			0.02%



Resolution No. 3:

Authorizing Manaj Infraconstruction Limited, a Material Subsidiary of the Company to sell, lease or dispose of its assets pursuant to clause 49(V) (G) of the Listing Agreement.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	95	75,455
b.	e-Voting Confirmations	95	20,65,26,734
	Total	190	20,66,02,189
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations/ Voting not carried	17	18,030
d.	Valid Postal Ballot Forms / e-Voting confirmations	173	20,65,84,159
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	155	20,65,78,259
Percentage (%) of Assent			*100%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	18	5,900
Percentage(%) of Dissent			0.00%

*Rounded off to 100

