



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 mentioned in the Postal Ballot Notice dated 12th April, 2016. The Postal Ballot Notice containing the Ordinary Resolution together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 21st April, 2016 and the last date for receipt of postal ballot forms duly completed, from the shareholders was 21st May, 2016

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 – Ordinary Resolution

Authorization 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, to enter into contracts or arrangement with the related parties including material related party transactions was approved by the members with requisite majority.

For Man Infraconstruction Limited



Place: Mumbai
Date: 23rd May, 2016


Durgesh Dingankar
Company Secretary

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

May 23, 2016

To,
The Managing Director
MAN INFRACONSTRUCTION LIMITED
12th Floor, Krushal Commercial Complex,
Above Shoppers Stop, G. M. Road,
Chembur, Mumbai- 400 089

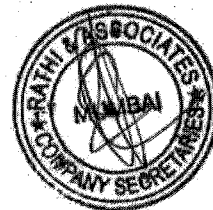
Dear Sir,

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

Man Infraconstruction Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on April 12, 2016, 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 Postal Ballot Notice and explanatory statement under Section 102 of the Companies Act, 2013, along with postal ballot form and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by speed post/registered post and through electronic means, for passing the Ordinary Resolution 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 Requirement) Regulation, 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 as set out in the resolution proposed for seeking approval of shareholders.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for providing e-voting facility to the shareholders of the Company as required under Rule 20 of the Rules of Chapter VII and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.



The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to the Scrutinizer so as to reach not later than 5:00 p.m. on Saturday, May 21, 2016 or cast their votes through e-voting on the basis of password provided to them by NSDL by 5:00 p.m. on Saturday, May 21, 2016. Accordingly, the Postal Ballot Forms received and e-votes casted upto 5.00 p.m. on Saturday, May 21, 2016 have been considered for my scrutiny. As required under Rule 22(10) of the Companies (Management and Administration) Rules, 2014, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

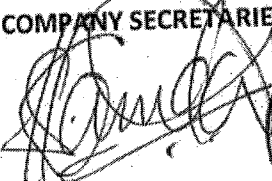
A summary of the Postal Ballot Forms received and e-voting confirmations with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by shareholders through Postal Ballots and e-voting in respect of the above mentioned Resolution may accordingly be declared by the Managing Director.

Thanking you,

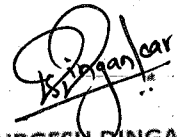
Yours sincerely,

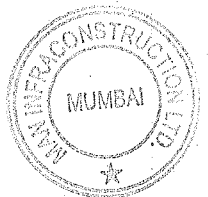
For RATHI & ASSOCIATES
COMPANY SECRETARIES


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



COUNTERSIGNED BY
FOR MAN INFRACONSTRUCTION LIMITED


DURGESH DINGANKAR
COMPANY SECRETARY
Membership No.: FCS 7007



Annexure

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

Resolution No.1:

Sr. No.	Particulars	Resolution No. 1	
		No. of Postal Ballot Forms / E-Voting	No. of Shares voted
a.	Votes cast through Postal Ballot Forms	99	55,521
b.	E-voting confirmations received	109	3,87,25,722
	Total	208	3,87,81,243
c.	Less: Invalid Postal Ballot Forms	11	9,690
	Net Valid Postal Ballot Forms / e-Voting for the Resolution	197	3,87,71,553
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	182	3,87,42,231
	% of Assent		*99.92%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	15	29,322
	% of Dissent		*0.08%

* Rounded off to nearest decimal.

