



MAN INFRACONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex, Above Shoppers Stop, G. M. Road, Chembur (West), Mumbai - 400089. India
☎: 91 22 42463999 | 📠: 91 22 25260589/91 | ✉: office@maninfra.com | 🌐: www.maninfra.com | 📘: www.facebook.com/maninfra

Date: 12th August, 2015

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051
SYMBOL: MANINFRA

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
SCRIPT CODE: 533169

Subject: Details of Voting Results at 13th Annual General Meeting held on 12th August, 2015

Dear Sir/Madam,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 13th Annual General Meeting (AGM) of the Company was convened on 12th August, 2015 at Lions Club of Ghatkopar, Plot E-93, Garodia Nagar, Ghatkopar (East), Mumbai- 400 077 at 10.00 A.M. to seek the approval of members of the Company on the resolutions set out in the Notice dated 3rd July, 2015.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically and also by physical ballot on aforesaid resolutions. The Company had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the remote e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

| Sr. No | Particulars | % of shares voted in favor of the resolution | % of shares voted against the resolution |
|--------|--|--|--|
| 1. | To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon. | 100.00 | 0* |
| 2. | To appoint a Director in place of Mr. Suketu Shah (DIN 00063124), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. | 100.00 | 0* |
| 3. | To ratify appointment of M/s G. M. Kapadia & Co, Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company | 100.00 | 0* |
| 4. | To approve related party transactions | 100.00 | 0* |

* Less than 0.01%



Accordingly, we declare that all 4 (Four) resolutions as set out in the Notice of AGM, have been passed with requisite majority by the Members of the Company.

Further, in accordance with the provisions of Clause 35A of the Listing Agreement, please find enclosed the details of the voting results in the prescribed format for your information and records.

Thanking You,

For Man Infraconstruction Limited


Durgesh Dingankar
Company Secretary

Encl: As above



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

12th August, 2015

To,
The Managing Director
Man Infraconstruction Limited
12th Floor, Krushal Commercial Complex,
Above Shoppers Stop, G. M. Road,
Chembur (West), Mumbai – 400 089

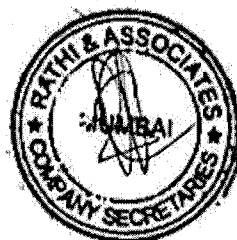
Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 13th Annual General Meeting of the members of Man Infraconstruction Limited

Man Infraconstruction Limited ("the Company") at their Board meeting held on 27th May, 2015 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Clause 35B of the Listing Agreement, at the 13th Annual General Meeting ("13th AGM") on the resolutions contained in the Notice dated 3rd July, 2015 for 13th AGM, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballots on the resolutions as contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited and of voting through ballots as provided by Link Intime India Private Limited, the agencies engaged by the Company to provide remote e-voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 13th AGM was sent to the Members by permitted means, for seeking approval of members on following resolutions:

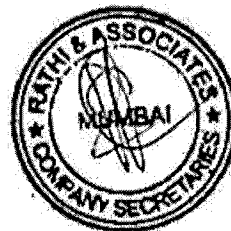


1. Resolution No. 1 as an Ordinary Resolution for consideration and adoption of the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon;
2. Resolution No. 2 as an Ordinary Resolution to appoint Mr. Suketu R. Shah (DIN: 00063124), who retired by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment;
3. Resolution No. 3 as an Ordinary Resolution for ratification of appointment of M/s G.M. Kapadia & Co, Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors of the Company, which had been approved at the 12th Annual General Meeting of the Company held on September 18, 2014 for a term of three financial years i.e upto the conclusion of 15th Annual General Meeting.
4. Resolution No. 4 as a Special Resolution for approval under Section 188 of the Companies Act, 2013 read with Clause 49(VII)(E) of the Listing Agreement for transactions with Man Vastucon LLP ('Related Party') in terms of Clause 49 of the Listing Agreement for the financial year 2015-16 and for every financial year thereafter.

The Company provided the remote e-Voting facility offered by National Securities Depository Limited to cast votes on aforesaid resolutions by the members of the Company.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Sunday, 9th August, 2015 upto 5.00 p.m. of Tuesday, 11th August, 2015. Accordingly, e-votes casted upto 5.00 p.m. of Tuesday, 11th August, 2015 have been considered for my scrutiny.

After the conclusion of the 13th AGM, first the voting conducted through physical ballots at the meeting, and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Rishit Shah and Mr. Ganapati Haligouda. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.




The results of the voting by members through remote e-voting and physical ballots at the 13th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Company Secretary of the Company (who has been so authorized by the Chairman in writing) and who has also countersigned this report.

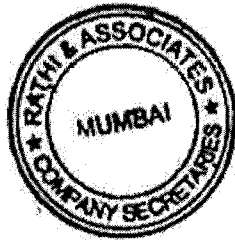
Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



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



COUNTERSIGNED BY
FOR MAN INFRACONSTRUCTION LIMITED



DURGESH SUHAS DINGANKAR
COMPANY SECRETARY
Membership Number FCS 7007

ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

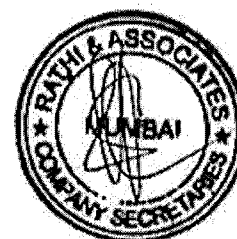
| Sr. No. | Particulars | Resolution 1 | |
|---------------------|--|----------------------------------|---------------------|
| | | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a. | Votes cast through physical ballot | 20 | 87,670 |
| b. | Remote e-Voting Confirmations received | 90 | 196,510,298 |
| | Total | 110 | 196,597,968 |
| c. | Less: Invalid Ballot / Remote e-Voting confirmations | 1 | 600 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting | 109 | 196,597,368 |
| | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution | 108 | 196,597,343 |
| % of Assent | | | 100% |
| | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | 1 | 25 |
| % of Dissent | | | 0% |

* Rounded off to the nearest number

For Resolution No.2:

| Sr. No. | Particulars | Resolution 2 | |
|---------------------|--|----------------------------------|---------------------|
| | | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a. | Votes cast through physical ballot | 20 | 87,670 |
| b. | Remote e-Voting Confirmations received | 88 | 190,742,658 |
| | Total | 108 | 190,830,328 |
| c. | Less: Invalid Ballot / Remote e-Voting confirmations | 1 | 600 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting | 107 | 190,829,728 |
| | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution | 101 | 190,829,268 |
| % of Assent | | | 100% |
| | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | 6 | 460 |
| % of Dissent | | | 0% |

* Rounded off to the nearest number



For Resolution No. 3:

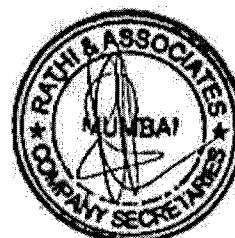
| Sr. No. | Particulars | Resolution 3 | |
|---------------------|--|----------------------------------|---------------------|
| | | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a. | Votes cast through physical ballot | 20 | 87,670 |
| b. | Remote e-Voting Confirmations received | 90 | 196,510,298 |
| | Total | 110 | 196,597,968 |
| c. | Less: Invalid Ballot / Remote e-Voting confirmations | 1 | 600 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting | 109 | 196,597,368 |
| | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution | 106 | 196,597,288 |
| % of Assent | | | 100% |
| | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | 3 | 80 |
| % of Dissent | | | 0% |

* Rounded off to the nearest number

For Resolution No. 4:

| Sr. No. | Particulars | Resolution 4 | |
|---------------------|--|----------------------------------|---------------------|
| | | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a. | Votes cast through physical ballot | 20 | 87,670 |
| b. | Remote e-Voting Confirmations received | 76 | 27,010,083 |
| | Total | 96 | 27,097,753 |
| c. | Less: Invalid Ballot / Remote e-Voting confirmations | 1 | 600 |
| d. | Net Valid Physical Ballot Forms / Remote e-Voting | 95 | 27,097,153 |
| | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution | 87 | 27,096,491 |
| % of Assent | | | 100% |
| | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | 8 | 662 |
| % of Dissent | | | 0% |

* Rounded off to the nearest number





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DETAILS OF VOTING RESULTS

| | |
|--|--------------|
| Date of AGM | 12.08.2015 |
| Total number of shareholders on record date (cutoff date): 05.08.2015 | 18010 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | 5 |
| Public | 55 |
| No. of shareholders attended the meeting through Video Conferencing | Not arranged |
| Promoters and Promoter Group: | |
| Public: | |

AGENDA-WISE

The mode of voting on all the resolutions:

1. Remote E-voting facility was made available from 9.00 AM on Sunday, 9th August, 2015 up to 5.00 PM on Tuesday, 11th August, 2015; and
2. Voting through physical ballots was made available at the Annual General Meeting for those shareholders who did not avail remote e-voting facility.

