



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 25260589/91 | E: office@maninfra.com | W: www.maninfra.com | FB: www.facebook.com/maninfra

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 25th June, 2014. The Postal Ballot Notice containing the Special and Ordinary Resolutions together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 10th July, 2014 and the last date for receipt of postal ballot forms duly completed, from the shareholders was 8th August, 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 for Borrowing under Section 180(1)(c) of the Companies Act, 2013, was approved by the members with a requisite majority.

Resolution No. 2 – Special Resolution

Creation of Security under Section 180(1)(a) of the Companies Act, 2013, was approved by the members with a requisite majority.

Resolution No. 3 – Special Resolution

Authorization under Section 186 of the Companies Act, 2013 for Investing or providing loans and advances or giving guarantees/securities in excess of the limits specified in the said Section, was approved by the members with a requisite majority.

Resolution No. 4 – Ordinary Resolution

Sub-division of each Equity Share of Rs. 10/- into 5 Equity Shares of Rs. 2/- each was approved by the members with a requisite majority.

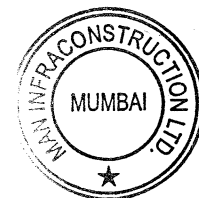
Resolution No. 5 – Special Resolution

Amendment to Clause V(a) of the Memorandum of Association of the Company consequent upon sub-division of Equity Shares as mentioned at sr. no. 4 above, was approved by the members with a requisite majority.

For Man Infraconstruction Limited


Parag K. Shah
Managing Director

Place: Mumbai
Date: 12th August, 2014



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, 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 25th June, 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 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 the Board of Directors to borrow monies in excess of aggregate of paid-up share capital and free reserves of the Company or Rs. 700 Crores, whichever is higher;
2. **Special Resolution** for creation of mortgage, charge, hypothecation, lien and other encumbrances not exceeding a limit of Rs. 700 Crores;
3. **Special Resolution** for authorizing the Board to invest or to provide loans and advances or to give guarantees/securities up to 100% of free reserves and securities premium account or Rs. 900 Crores, whichever is higher;



4. **Ordinary Resolution** for sub-division of Equity Shares of Rs. 10/- each into 5 Equity Shares of Rs. 2/- each fully paid-up; and
5. **Special Resolution** for alteration of existing Clause V(a) of Memorandum of Association of the Company consequent upon sub-division of Equity Shares of the Company.

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 5.00 p.m. on Friday, 8th August, 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 5.00 p.m. of Friday, 8th August, 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.

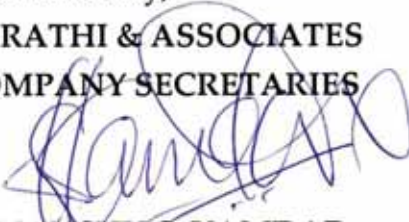
Based on the said Annexure, all the Ordinary/Special Resolutions as set out in the Notice are passed with requisite majority.

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 the Board of Directors to borrow monies in excess of aggregate of paid-up share capital and free reserves of the Company or Rs. 700 Crores, whichever is higher.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	Total	141	43690274
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	Valid Postal Ballot Forms / e-Voting confirmations	133	43687014
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 1	4	323
f.	Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution	129	43686691
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	118	43680932
Percentage (%) of Assent			99.99
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	11	5759
Percentage(%) of Dissent			0.01



Resolution No. 2:

Creation of mortgage, charge, hypothecation, lien and other encumbrances not exceeding a limit of Rs. 700 Crores.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	Total	141	43690274
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	Valid Postal Ballot Forms / e-Voting confirmations	133	43687014
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 2	5	373
f.	Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution	128	43686641
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	120	43680965
Percentage (%) of Assent			99.99
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	8	5676
Percentage(%) of Dissent			0.01



Resolution No. 3:

Authorizing the Board to invest or to provide loans and advances or to give guarantees/securities up to 100% of free reserves and securities premium account or Rs. 900 Crores, whichever is higher.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	Total	141	43690274
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	Valid Postal Ballot Forms / e-Voting confirmations	133	43687014
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 3	5	373
f.	Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution	128	43686641
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	114	43648180
Percentage (%) of Assent			99.91
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	14	38461
Percentage(%) of Dissent			0.09



Resolution No. 4:

Sub-division of Equity Shares of the Company of Rs. 10/- (Rupees Ten only) each into 5 Equity Shares of Rs. 2/- (Rupees Two only) each fully paid-up.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	Total	141	43690274
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	Valid Postal Ballot Forms / e-Voting confirmations	133	43687014
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 4	5	358
f.	Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution	128	43686656
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	124	43684284
Percentage (%) of Assent			99.99
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	4	2372
Percentage(%) of Dissent			0.01



Resolution No. 5:

Alteration of existing Clause V(a) of Memorandum of Association of the Company consequent upon sub-division of Equity Shares of the Company.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	Total	141	43690274
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	Valid Postal Ballot Forms / e-Voting confirmations	133	43687014
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 5	7	398
f.	Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution	126	43686616
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	121	43684144
Percentage (%) of Assent			99.99
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	5	2472
Percentage(%) of Dissent			0.01

