



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 27th May, 2015. The Postal Ballot Notice containing the Special/Ordinary Resolution(s) together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 12th June, 2015 and the last date for receipt of postal ballot forms duly completed, from the shareholders was 14th July, 2015.

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 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. 2 – Special Resolution

Re-appointment of Mr. Parag K. Shah as Managing Director, under Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) was approved by the members with requisite majority.

Resolution No. 3 – Special Resolution

Re-appointment of Mr. Suketu R. Shah as Whole-time Director, under Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force); was approved by the members with requisite majority.

Resolution No. 4 – Ordinary Resolution

Authorization under section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for ratification of remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016, was approved by the members with requisite majority.

Place: Mumbai
Date: 17th July, 2015



For Man Infraconstruction Limited

Suketu R. Shah
Whole-time 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

July 17, 2015

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 May 27, 2015, 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 of the Company to enter into contracts or arrangements 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;
2. **Special Resolution** for re-appointment of Mr. Parag K. Shah as Managing Director pursuant to section 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013;



3. **Special Resolution** for re-appointment of Mr. Suketu R. Shah as Whole-time Director pursuant to section 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013 and;
4. **Ordinary Resolution** for ratification of remuneration payable to M/s Joshi Apte & Associates, Cost Auditors for the financial year ending March 31, 2016 pursuant to section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

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 Tuesday, July 14, 2015 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. on Tuesday, July 14, 2015 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 confirmations with their pattern of voting is as per Annexure annexed to this Report.

Based on the said Annexure, all the Special/ Ordinary Resolution(s) 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 of the Company to enter into contracts or arrangements 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	41,382
b.	e-Voting Confirmations	134	2,71,33,589
	Total	229	2,71,74,971
c.	<u>Less: Invalid Postal Ballot Forms /e-Voting confirmations /Voting not carried</u>	11	16,000
d.	Valid Postal Ballot Forms / e-Voting confirmations	218	2,71,58,971
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	200	2,71,45,006
Percentage (%) of Assent			99.95%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	18	13,965
Percentage(%) of Dissent			0.05%



Resolution No. 2:

Re-appointment of Mr. Parag K. Shah as Managing Director of the Company pursuant to section 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	95	41,382
b.	e-Voting Confirmations	131	2,71,32,039
	Total	226	2,71,73,421
c.	<u>Less: Invalid Postal Ballot Forms / e-Voting confirmations/Voting not carried</u>	14	16,600
d.	Valid Postal Ballot Forms / e-Voting confirmations	212	2,71,56,821
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	197	2,71,47,988
Percentage (%) of Assent			99.97
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	15	8,833
Percentage(%) of Dissent			0.03%



Resolution No. 3:

Re-appointment of Mr. Suketu R. Shah as Whole-time Director of the Company pursuant to section 196, 197, 198, 203 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Companies Act, 2013

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	95	41,382
b.	e-Voting Confirmations	134	2,71,33,590
	Total	229	2,71,74,972
c.	<u>Less: Invalid Postal Ballot Forms / e-Voting confirmations/ Voting not carried</u>	14	16,600
d.	Valid Postal Ballot Forms / e-Voting confirmations	215	2,71,58,372
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	200	2,71,46,434
Percentage (%) of Assent			99.96%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	15	11,938
Percentage(%) of Dissent			0.04%



Resolution No. 4:

Ratification of the remuneration payable to M/s Joshi Apte & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016 pursuant to section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	95	41,382
b.	e-Voting Confirmations	153	19,63,31,804
	Total	248	19,63,73,186
c.	<u>Less: Invalid Postal Ballot Forms / e-Voting confirmations/Voting not carried</u>	14	16,600
d.	Valid Postal Ballot Forms / e-Voting confirmations	234	19,63,56,586
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	223	19,63,49,496
Percentage (%) of Assent			*100%
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	11	7,090
Percentage(%) of Dissent			0.00%

*Rounded off to 100

