



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

Date: 19th September, 2014

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

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

SYMBOL: MANINFRA

SCRIPT CODE: 533169

Subject: Details of Voting Results at 12th Annual General Meeting

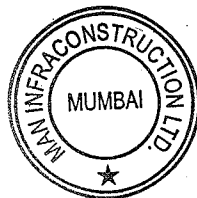
Dear Sir/Madam,

In accordance with the provisions of Listing Agreement, please find enclosed the details of the voting results at the 12th Annual General Meeting of the Company held on 18th September, 2014 in the prescribed format for your information and records.

Thanking You,

For Man Infraconstruction Limited


Durgesh Dingankar
Company Secretary



Encl: As above



MAN INFRACONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex, Above Shoppers Stop, G. M. Road, Chembur (West), Mumbai - 400089. India
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DETAILS OF VOTING RESULTS

Date of AGM	18.09.2014
Total number of shareholders on record date (cutoff date): 08.08.2014	7,216
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public	47
No. of shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	
Public:	

AGENDA-WISE

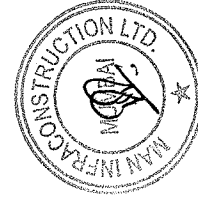
The mode of voting on all the resolutions:

1. E-voting conducted from 9th September, 2014 to 11th September, 2014; and
2. Voting through physical ballots conducted at the Annual General Meeting.



MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 1 : To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 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.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742975	0	100.00	0.00
Total (A)	49500054	43731610	88.35	43731610	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764092	88.41	43764092	0	100.00	0.00



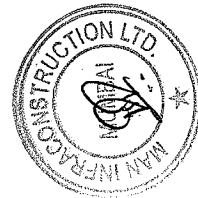
MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 2 : To declare dividend on Equity Shares.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742975	0	100.00	0.00
Total (A)	49500054	43731610	88.35	43731610	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764092	88.41	43764092	0	100.00	0.00



MAN INFRACONSTRUCTION LIMITED

Promoter / Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 3 : To appoint a Director in place of Mr. Parag Shah (DIN 00063058), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	16110630	47.40	16110630	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742948	73.06	9742948	0	100.00	0.00
Total (A)	49500054	25853578	52.23	25853578	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	25886060	52.30	25886060	0	100.00	0.00



MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 4 : Appointment of M/s. G.M.Kapadia & Co, Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors for a period of three financial years i.e upto the conclusion of Annual General Meeting for the Financial Year 2016-17, subject to ratification by Shareholders at each subsequent Annual General Meeting.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742975	0	100.00	0.00
Total (A)	49500054	43731610	88.35	43731610	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764092	88.41	43764092	0	100.00	0.00



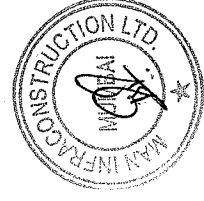
MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 5 : Appointment of Mr. Berjis Desai as an Independent Director.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742928	73.06	9742901	27	100.00	0.00
Total (A)	49500054	43731563	88.35	43731536	27	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764045	88.41	43764018	27	100.00	0.00



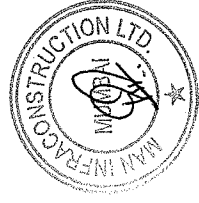
MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 6 : Appointment of Mr. Sivaramakrishnan S. Iyer as an Independent Director.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742950	73.06	9742923	27	100.00	0.00
Total (A)	49500054	43731585	88.35	43731558	27	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764067	88.41	43764040	27	100.00	0.00



MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 7 : Appointment of Mr. Dharmesh Shah as an Independent Director.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742948	27	100.00	0.00
Total (A)	49500054	43731610	88.35	43731583	27	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764092	88.41	43764065	27	100.00	0.00



MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 8 : Appointment of Mr. Kamlesh Vikamsey as an Independent Director.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742948	27	100.00	0.00
Total (A)	49500054	43731610	88.35	43731583	27	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764092	88.41	43764065	27	100.00	0.00



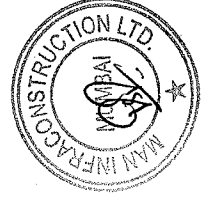
MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 9 : Appointment of Mr. Namit Arora as Nominee Director.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742948	27	100.00	0.00
Total (A)	49500054	43731610	88.35	43731583	27	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764092	88.41	43764065	27	100.00	0.00



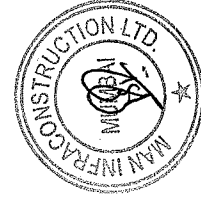
MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 10 : Appointment of Mr. Dinesh Lal as an Independent Director.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742948	27	100.00	0.00
Total (A)	49500054	43731610	88.35	43731583	27	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764092	88.41	43764065	27	100.00	0.00



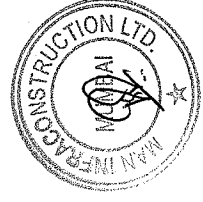
MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 11 : Appointment of Mrs. Shruti Udeshi as Non-Executive Director.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742675	73.05	9742648	27	100.00	0.00
Total (A)	49500054	43731310	88.35	43731283	27	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43763792	88.41	43763765	27	100.00	0.00



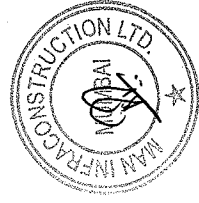
MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 12 : Appointment of Mr. Manan Shah as a Whole-time Director of the Company for a term of five years.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	31988635	94.12	31988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742948	27	100.00	0.00
Total (A)	49500054	41731610	84.31	41731583	27	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	41764092	84.37	41764065	27	100.00	0.00



MAN INFRACONSTRUCTION LIMITED

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 13 : Ratification of remuneration payable to, M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33988635	33988635	100.00	33988635	0	100.00	0.00
Public Institutional Holders	2175198	0	0.00	0	0	0.00	0.00
Public-Others	13336221	9742975	73.06	9742975	0	100.00	0.00
Total (A)	49500054	43731610	88.35	43731610	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	33988635	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2175198	29505	1.36	29505	0	100.00	0.00
Public-Others	13336221	2977	0.02	2977	0	100.00	0.00
Total (B)	49500054	32482	0.07	32482	0	100.00	0.00
Result (A+B)	49500054	43764092	88.41	43764092	0	100.00	0.00





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Date: 19th September, 2014

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

National Securities Depository Limited
Trade World, 4th Floor,
Kamla Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai-400 013

Sub: Declaration of Results of the voting on resolutions set out in the Notice of 12th Annual General Meeting held on 18th September, 2014

Dear Sir/s,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 12th Annual General Meeting (AGM) of the Company was convened on 18th September, 2014 at Lions Club of Ghatkopar, Plot E-93, Garodia Nagar, Ghatkopar (East), Mumbai- 400 077 at 11.00 A.M. to seek the approval of members of the Company on the resolutions set out in the Notice dated 13th August, 2014.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, 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 and 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 e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:

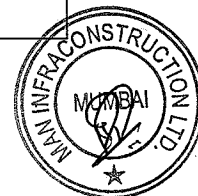




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Sr. No	Particulars	% of shares voted in favor of the resolution	% of shares voted against the resolution
1.	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.	100.00	0
2.	To declare dividend on Equity Shares.	100.00	0
3.	To appoint a Director in place of Mr. Parag Shah (DIN 00063058), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	100.00	0
4.	Appointment of M/s G. M. Kapadia & Co, Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors for a period of three financial years i.e upto the conclusion of Annual General Meeting for the Financial Year 2016-17, subject to ratification by Shareholders at each subsequent Annual General Meeting.	100.00	0
5.	Appointment of Mr. Berjis Desai as an Independent Director.	100.00	0
6.	Appointment of Mr. Sivaramakrishnan Iyer as an Independent Director.	100.00	0
7.	Appointment of Mr. Dharmesh Shah as an Independent Director.	100.00	0
8.	Appointment of Mr. Kamlesh Vikamsey as an Independent Director.	100.00	0
9.	Appointment of Mr. Namit Arora as a Nominee Director.	100.00	0
10.	Appointment of Mr. Dinesh Lal as Independent Director.	100.00	0
11.	Appointment of Mrs. Shruti Udeshi as a Non-executive Director.	100.00	0
12.	Appointment of Mr. Manan Shah as a Whole-time Director of the Company for a term of five years.	100.00	0
13.	Ratification of remuneration payable to, M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015.	100.00	0





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

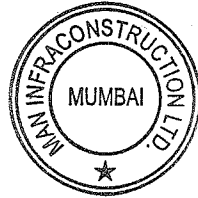
Accordingly, the Managing Director has on 19th September, 2014 declared that all 13 (thirteen) resolutions as set out in the Notice of the 12th AGM of the Company, have been passed with requisite majority by the Members of the Company.

Kindly take the above on record and oblige.

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

18th September, 2014

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 voting process conducted at 12th Annual General Meeting of Equity Shareholders of Man Infraconstruction Limited:**

Man Infraconstruction Limited ("the Company"), has appointed the undersigned as the Scrutinizer to ensure that the process of e-voting and physical voting through ballot on the resolutions, as prescribed under Clause 35B of the Listing Agreement read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated 13th August, 2014 be carried out in the 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 relating to e-voting and ballot on the resolutions contained in the Notice to the 12th Annual General Meeting ("AGM") of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities.

Notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Post and through e-mail, for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 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 declare Dividend on Equity Shares of the Company;
3. **Resolution No. 3** as an Ordinary Resolution to appoint a Director in place of Mr. Parag Shah (DIN: 00063058), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment;
4. **Resolution No. 4** as an Ordinary Resolution to appoint M/s G. M. Kapadia & Co, Chartered Accountants (Firm Registration No. 104767W) as the Statutory Auditors for a period of three financial years i.e upto the conclusion of Annual General Meeting for the Financial Year 2016-17, subject to ratification by Shareholders at each subsequent Annual General Meeting;
5. **Resolution No. 5** as an Ordinary Resolution to appoint Mr. Berjis Desai (DIN: 00153675) as an Independent Director;
6. **Resolution No. 6** as an Ordinary Resolution to appoint Mr. Sivaramakrishnan Iyer (DIN: 00503487) as an Independent Director;
7. **Resolution No. 7** as an Ordinary Resolution to appoint Mr. Dharmesh Shah (DIN: 01599899) as an Independent Director;
8. **Resolution No. 8** as an Ordinary Resolution to appoint Mr. Kamlesh Vikamsey (DIN: 00059620) as an Independent Director;
9. **Resolution No. 9** as an Ordinary Resolution to appoint Mr. Namit Arora (DIN: 02577648) as a Nominee Director;
10. **Resolution No. 10** as an Ordinary Resolution to appoint Mr. Dinesh Lal (DIN: 00037142) as an Independent Director;
11. **Resolution No. 11** as an Ordinary Resolution to appoint Mrs. Shruti Udeshi (DIN: 06900182) as a Non-executive Director;



12. **Resolution No. 12** as a Special Resolution to appoint Mr. Manan Shah (DIN: 06500239) as a Whole-time Director of the Company for a term of five years;
13. **Resolution No. 13** as an Ordinary Resolution to ratify the remuneration payable to, M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015.

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

E-Voting facilities were made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Tuesday, 9th September, 2014 upto 6.00 p.m. of Thursday, 11th September, 2014. Accordingly, e-votes casted upto 6.00 p.m. of Thursday, 11th September, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to the members present at the 12th Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

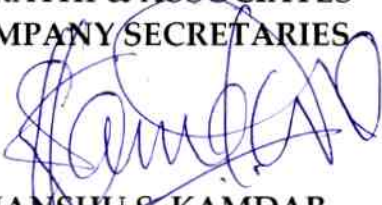
A summary of the votes cast by shareholders through e-Voting and physical ballots at the 12th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through e-Voting and physical ballots at the 12th Annual General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



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



Annexure

The summary of the votes casted 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 / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	59	43731610
	Total	72	43764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	68	43764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	68	43764092
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
% of Dissent			0%

For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	59	43731610
	Total	72	43764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	68	43764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	68	43764092
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	54	25853578
	Total	67	25886725
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	63	25886060
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	63	25886060
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
% of Dissent			0%

For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	59	43731610
	Total	72	43764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	68	43764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	68	43764092
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
% of Dissent			0%



For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	57	43731563
	Total	70	43764710
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	66	43764045
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	65	43764018
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	27
% of Dissent			0%

For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	58	43731585
	Total	71	43764732
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	67	43764067
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	66	43764040
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	27
% of Dissent			0%



For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	59	43731610
	Total	72	43764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	68	43764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	67	43764065
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	27
% of Dissent			0%

For Resolution No. 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	59	43731610
	Total	72	43764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	68	43764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	67	43764065
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	27
% of Dissent			0%



For Resolution No. 9:

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	59	43731610
	Total	72	43764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	68	43764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	67	43764065
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	27
% of Dissent			0 %

For Resolution No. 10:

Sr. No.	Particulars	Resolution 10	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	59	43731610
	Total	72	43764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	68	43764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	67	43764065
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	27
% of Dissent			0 %



For Resolution No. 11:

Sr. No.	Particulars	Resolution 11	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	58	43731310
	Total	71	43764457
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	67	43763792
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	66	43763765
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	27
% of Dissent			0 %

For Resolution No. 12:

Sr. No.	Particulars	Resolution 12	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	58	41731610
	Total	71	41764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	67	41764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	66	41764065
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	27
% of Dissent			0 %



For Resolution No. 13:

Sr. No.	Particulars	Resolution 13	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	13	33147
b.	e-Voting Confirmations received	59	43731610
	Total	72	43764757
c.	Less: Invalid Ballot / e-Voting confirmations	4	665
d.	Net Valid Physical Ballot Forms / e-Voting	68	43764092
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	68	43764092
% of Assent			100%
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	0	0
% of Dissent			0%

