

MAN INFRACONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex, Above Shoppers Stop, G. M. Road, Chembur (West), Mumbai - 400089. India 1: 91 22 42463999 | 1: 91 22 25251589 | 1: office@maninfra.com | 1: www.maninfra.com | 1: www.facebook.com/maninfra

5th February, 2019

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

To,
The Corporate Relationship Department **BSE Limited**P. J. Towers, Dalal Street,
Mumbai - 400 001

CM Quote: MANINFRA - EQ

Script Code: 533169 (MANINFRA)

Dear Sir(s)/Madam(s),

Sub: Declaration of voting result of the Postal Ballot as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Company Secretaries, appointed by the Board of Directors as Scrutinizer for scrutinizing the voting by Postal Ballot process in a fair and transparent manner, has submitted his report on voting by Postal Ballot on 5th February, 2019. Based on the Scrutinizer's Report, the results of the Postal Ballot has been declared on Tuesday, 5th February, 2019.

We enclose herewith the announcement of the result of voting in Postal Ballot exercise along with the Scrutinizer's report for your information and records.

Further in accordance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed details of voting results in the prescribed format for your information and records.

Kindly take the above on your record & oblige.

MUMBAI

Thanking You,
Yours faithfully,
For Man Infraconstruction Limited

Durgesh Dingankar Company Secretary Membership No. F7007

Encl: As above

CIN: L70200MH2002PLC136849



MAN INFRACONSTRUCTION LIMITED

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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") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, members approval was sought for the resolutions mentioned in the Postal Ballot Notice dated 28th December, 2018. The Postal Ballot Notice containing the Ordinary and Special Resolutions together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 4th January, 2019 and the last date for receipt of postal ballot forms duly completed, from the shareholders was on or before 5.00 P.M. of Monday, 4th February, 2019.

The Scrutinizer has submitted report dated 5th February, 2019 and on the basis the report of the scrutinizer on the voting done through postal ballot forms as well as through e-voting by the members, it is hereby declared that following resolutions as set out in the Postal ballot notice dated 28th December, 2018 has been duly passed by the members of the Company with the requisite majority:

Resolution No. 1 - Special Resolution

Re-appointment of Mr. Manan P. Shah as Whole-time Director;

Resolution No. 2 - Special Resolution

Re-appointment of Mr. Kamlesh Vikamsey as an Independent Director of the Company;

Resolution No. 3 - Special Resolution

Re-appointment of Mr. Dharmesh Shah as an Independent Director of the Company;

Resolution No. 4 – Ordinary Resolution

Approval of related party transactions including material related party transactions under Section 188 of Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Resolution No. 5 - Special Resolution

Advancing of loans including any loan represented by book debt, or giving any guarantee or providing any security in connection with any loans / debentures / bonds etc. raised by subsidiary company(ies) / body corporate(s) in whom any of the Director of the Company is interested under Section 185 of the Companies Act, 2013.

MUMBAI

Place: Mumbai

Date: 5th February, 2019

For Man Infraconstruction Limited

Durgesh Dingankar Company Secretary Membership No. F7007

CIN: L70200MH2002PLC136849

Rathi & Associates COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbal - 400 013. Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

February 5, 2019

To
The Chairman
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 the Companies (Management and Administration) Rules, 2014

Man Infraconstruction Limited ('the Company') has vide resolution passed by its Board of Directors at their meeting held on December 28, 2018, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated December 28, 2018 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 of Postal Ballot dated December 28, 2018 along with the Explanatory Statement under Section 102 of the Companies Act, 2013 was sent to the shareholders by courier and/or through electronic means along with postal ballot form and self-addressed postage pre-paid envelope returnable to the Scrutinizer, for passing of the **following resolutions**:

1. **Resolution No. 1** as a Special Resolution for re-appointment of Mr. Manan P. Shah as Whole-time Director.



- 2. **Resolution No. 2** as a Special Resolution for re-appointment of Mr. Kamlesh Vikamsey as an Independent Director of the Company.
- 3. **Resolution No. 3** as a Special Resolution for re-appointment of Mr. Dharmesh Shah as an Independent Director of the Company.
- 4. Resolution No. 4 as an Ordinary Resolution under Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governing the related party transactions, consent for contracts, arrangements and transactions (including transfer of resource, service or obligation), material in nature, hitherto entered or to be entered into by the Company with related parties as per the names of related parties, nature of relationship, names of interested Director(s)/KMP(s), nature and maximum value of transactions and terms and conditions governing the transactions as furnished in the resolution and granting of authority to the Board of Directors of the Company to deal with matters related thereto.
- 5. Resolution No. 5 as a Special Resolution for advancing of loans including any loan represented by book debt to, or give any guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by subsidiary company(ies)/ body(ies) corporate in whom any of the Directors of the Company is interested under Section 185 of the Companies Act, 2013.

The Company availed facility offered by National Securities Depository Limited (NSDL) for providing remote e-voting facility to the members of the Company.

The Shareholders were required to complete the postal ballot form and return the same in self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. on Monday, 4th February, 2019 or cast their votes online through remote e-voting by 5.00 P.M. on Monday, 4th February, 2019. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 P.M. on Monday, 4th February, 2019 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 voting through postal ballot forms and remote e-voting with their pattern of voting is as per **Annexure** annexed to this Report.



The results of the voting by shareholders through postal ballot forms and remote e-voting in respect of the above mentioned resolutions may accordingly be declared by the Chairman.

MUMBAI

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES

HIMANSHUS, KAMDAR

PARTNER

M. No. FCS 5171

COP No. 3030

COUNTERSIGNED BY FOR MAN INFRACONSTRUCTION LIMITED

DURGESH SUHAS DINGANKAR COMPANY SECRETARY Membership Number FCS 7007

Annexure Resolution No. 1 as a Special Resolution for re-appointment of Mr. Manan P. Shah as Whole-time Director.

Sr. No.		Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted		
a.	Vote	es casted through postal ballot forms	65	27,691		
b.	Rem	note e-voting confirmations received	161	184,153,770		
	Tota	1	226	184,181,461		
c.	1400	: Invalid Postal Ballot forms/Remote e-voting	11			
d.	Vali conf	d Postal Ballot Forms/Remote e-voting irmations	215	184,177,844		
,	(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	199	183,064,025		
	Perc	entage (%) of Assent		99.40		
	(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	16	1,113,819		
	Perce	entage (%) of Dissent		0.60		



Resolution No. 2 as a Special Resolution for re-appointment of Mr. Kamlesh Vikamsey as an Independent Director of the Company.

Sr. No.		Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares		
a.	Vote	es casted through postal ballot forms	65	27,691		
b.	Rem	note e-voting confirmations received	162	184,153,970		
	Tota	1	227	184,181,661		
C.		: Invalid Postal Ballot forms/Remote e-voting	g 11 3,6			
d.	Vali conf	d Postal Ballot Forms/Remote e-voting	216	184,178,044		
	(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	198	183,047,785		
	Perc	entage (%) of Assent		99.39		
	(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	18	1,130,259		
	Perc	entage (%) of Dissent		0.61		



Resolution No. 3 as a Special Resolution for re-appointment of Mr. Dharmesh Shah as an Independent Director of the Company.

Sr. No.		Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares		
a.	Vote	es casted through postal ballot forms	64	27,631		
b.	Ren	note e-voting confirmations received	162	184,153,970		
	Tota	al	226	184,181,601		
C.		: Invalid Postal Ballot forms/Remote e-voting	11			
d.	Vali conf	d Postal Ballot Forms/Remote e-voting	215	184,177,984		
	(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	204	184,166,069		
	Perc	entage (%) of Assent		99.99		
	(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	11	11,915		
	Perc	entage (%) of Dissent		0.01		



Resolution No. 4 as an Ordinary Resolution under Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governing the related party transactions, consent for contracts, arrangements and transactions (including transfer of resource, service or obligation), material in nature, hitherto entered or to be entered into by the Company with related parties as per the names of related parties, nature of relationship, names of interested Director(s)/KMP(s), nature and maximum value of transactions and terms and conditions governing the transactions as furnished in the resolution and granting of authority to the Board of Directors of the Company to deal with matters related thereto.

Sr. No.		Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted		
а.	Vote	es casted through postal ballot forms	65	27,636		
b.	Rem	ote e-voting confirmations received	143	19,549,883		
	Tota	1	208	19,577,519		
c.		: Invalid Postal Ballot forms/Remote e-voting irmations	12 25			
d.	Vali conf	d Postal Ballot Forms/Remote e-voting irmations	196	1,95,52,212		
	(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	174	18400515		
	Perc	entage (%) of Assent		94.11		
	(ii)	Postal Ballot Forms/remote e-voting confirmations with dissent for the Resolution	22	1,151,697		
	Perce	entage (%) of Dissent	4.	5.89		



Resolution No. 5 as a Special Resolution for advancing of loans including any loan represented by book debt to, or give any guarantee or provide any security in connection with any loans/debentures/bonds etc. raised by subsidiary company(ies)/ body(ies) corporate in whom any of the Directors of the Company is interested under Section 185 of the Companies Act, 2013.

Sr. No.		Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted		
a.	Vote	es casted through postal ballot forms	64	27,624		
b.	Rem	note e-voting confirmations received	161	184,131,200		
	Tota	al	225	184,158,824		
c.		: Invalid Postal Ballot forms/Remote e-voting	ting 11			
d.	Vali	d Postal Ballot Forms/Remote e-voting	214	184,155,207		
	(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	186	183,015,595		
	Perc	entage (%) of Assent		99.38		
	(ii)	Postal Ballot Forms/remote e-voting confirmations with dissent for the Resolution	28	1,139,612		
	Perc	entage (%) of Dissent		0.62		





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DETAILS OF VOTING RESULTS

Date of Meeting (Last Date of receipt of Postal Ballot Forms/E-voting) [As per SS 2- Secretarial Standards on General Meetings]	04.02.2019
Total number of shareholders on record date (cutoff date): 28/12/2018	31,086
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

AGENDA-WISE

The mode of voting on all the resolutions:

- 1. E-voting facility was made available from 9.00 AM on Sunday, $6^{\rm th}$ January, 2019 up to 5.00 PM on Monday, $4^{\rm th}$ February, 2019; and
- 2. Voting through Postal ballots was made available for those shareholders who did not avail e-voting facility.



CIN: L70200MH2002PLC136849

		Λ	/lan Infra	construction L	imited					
Resolution Required : (Spec	1 - Re-appointment of Mr. Manan P. Shah as Whole-time Director									
Whether promoter/ promo agenda/resolution?	ter group are interes	ted in the	Yes							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100		
	E-Voting	158425387	158425387	100.0000	158425387	0	100.0000	0.0000		
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000		
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		158425387	100.0000	158425387	0	100.0000	0.0000		
	E-Voting		1124276	24.2617	11241	1113035	0.9998	99.0002		
Public Institutions	Poll	4633055	0	0.0000	0	0	0.0000	0.0000		
Public institutions	Postal Ballot	4633955	0	0.0000	0	0	0.0000	0.0000		
	Total		1124276	24.2617	11241	1113035	0.9998	99.0002		
	E-Voting		24604107	29.1377	24603784	323	99.9987	0.0013		
Dublic Non Institutions	Poll	04440000	0	0.0000	0	0	0.0000	0.0000		
Public Non Institutions	Postal Ballot	84440928	24074	0.0285	23613	461	98.0851	1.9149		
	Total		24628181	29.1662	24627397	784	99.9968	0.0032		
Total		247500270	184177844	74.4152	183064025	1113819	99.3952	0.6048		



		N	/lan Infra	construction L	imited			
Resolution Required : (Spec	2 - re-appointment of Mr. Kamlesh Vikamsey as an Independent Director							
Whether promoter/ promo agenda/resolution?	ter group are interes	ted in the	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	158425387	158425387	100.0000	158425387	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158425387	100.0000	158425387	0	100.0000	0.0000
	E-Voting		1124276	24.2617	0	1124276	0.0000	100.0000
Public Institutions	Poll	4633055	0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot	4633955	0	0.0000	0	0	0.0000	0.0000
	Total		1124276	24.2617	0	1124276	0.0000	100.0000
	E-Voting		24604307	29.1379	24598832	5475	99.9777	0.0223
Public Non Institutions	Poll	94440020	0	0.0000	0	0	0.0000	0.0000
Public Non institutions	Postal Ballot	84440928	24074	0.0285	23566	508	97.8898	2.1102
	Total		24628381	29.1664	24622398	5983	99.9757	0.0243
Total		247500270	184178044	74.4153	183047785	1130259	99.3863	0.6137



		ł\	/lan Infra	construction L	imited				
Resolution Required : (Spec		3 - re-appointment of Mr. Dharmesh Shah as an Independent Director							
Whether promoter/ promo agenda/resolution?	ter group are interes	ted in the	No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting	158425387	158425387	100.0000	158425387	0	100.0000	0.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		158425387	100.0000	158425387	0	100.0000	0.0000	
	E-Voting		1124276	24.2617	1113035	11241	99.0002	0.9998	
Dublic Institutions	Poll	4633055	0	0.0000	0	0	0.0000	0.0000	
Public Institutions	Postal Ballot	4633955	0	0.0000	0	0	0.0000	0.0000	
	Total		1124276	24.2617	1113035	11241	99.0002	0.9998	
	E-Voting		24604307	29.1379	24604094	213	99.9991	0.0009	
Dublic Non Institutions	Poll	04440000	0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	Postal Ballot	84440928	24014	0.0284	23553	461	98.0803	1.9197	
	Total		24628321	29.1663	24627647	674	99.9973	0.0027	
Total		247500270	184177984	74.4153	184166069	11915	99.9935	0.0065	



		N	lan Infrac	onstruction L	imited				
Resolution Required : (Spec		4 - approval of related party transactions							
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting	- 158425387 -	0	0.0000	0	0	0.0000	0.0000	
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000	
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
	E-Voting		1124276	24.2617	0	1124276	0.0000	100.0000	
Dublic Institutions	Poll	4622055	0	0.0000	0	0	0.0000	0.0000	
Public Institutions	Postal Ballot	4633955	0	0.0000	0	0	0.0000	0.0000	
	Total		1124276	24.2617	0	1124276	0.0000	100.0000	
	E-Voting		18403917	21.7950	18377057	26860	99.8541	0.1459	
Public Non Institutions	Poll	04440020	0	0.0000	0	0	0.0000	0.0000	
Public Non institutions	Postal Ballot	84440928	24019	0.0284	23458	561	97.6643	2.3357	
	Total		18427936	21.8234	18400515	27421	99.8512	0.1488	
Total		247500270	19552212	7.8998	18400515	1151697	94.1096	5.8838	



		N	/lan Infrac	onstruction L	imited			
Resolution Required : (Spec	5 - advancing of loans including any loan represented by book debt, or giving any guarantee or providing any security in connection with any loans/ debentures/ bonds etc. raised by subsidiary company(ies)/ body corporate(s) in whom any of the Director of the Company is interested							
Whether promoter/ promo agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	158425387	158425387	100.0000	158425387	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		158425387	100.0000	158425387	0	100.0000	0.0000
	E-Voting		1124276	24.2617	0	1124276	0.0000	100.0000
Public Institutions	Poll	4633955	0	0.0000	0	0	0.0000	0.0000
r ablic histitations	Postal Ballot	4033933	0	0.0000	0	0	0.0000	0.0000
	Total		1124276	24.2617	0	1124276	0.0000	100.0000
	E-Voting		24581537	29.1109	24569367	12170	99.9505	0.0495
Public Non Institutions	Poll	84440928	. 0	0.0000	0	0	0.0000	0.0000
L apire Mou Histitations	Postal Ballot] 04440928	24007	0.0284	20841	3166	86.8122	13.1878
	Total		24605544	29.1393	24590208	15336	99.9377	0.0623
Total		247500270	184155207	74.4061	183015595	1139612	99.3812	0.6188

