

April 16, 2019

To  
**Dept. of Corporate Services,**  
BSE Limited,  
Phiroze Jeejebhoy Tower,  
Dalal Street, Fort,  
Mumbai – 400 001.

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

**Security Code No. : 505324**

**Security Symbol : MANUGRAPH**  
**Security Series : EQ**

Dear Sir/ Madam,

**Sub: Outcome of Hon'ble National Company Law Tribunal, Mumbai bench (NCLT) convened meetings of Equity Shareholders of Manugraph India Limited.**

With reference to the Captioned subject, and in furtherance to our letter dated 13th day of March, 2019, this is to inform that the meetings of Equity Shareholders of Manugraph India Limited was convened on Tuesday, April 16, 2019 at 12.00 noon, pursuant to the order of the Hon'ble National Company Law Tribunal dated 15<sup>th</sup> February, 2019. In that regard, we are submitting the following for your information and records:

1. Summary of proceedings of the meeting of the Equity shareholders pursuant to Regulation 30, Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting results in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Scrutinizer's report for the meeting of the Equity shareholders.

The aforementioned documents have been made available on the Company's website <http://www.manugraph.com/>

Thanking You,

For **Manugraph India Limited**



**Mihir Mehta**  
**Company Secretary**



Encl.: As above

**MANUGRAPH INDIA LTD.**

Sidhwa House, N.A.Sawant Marg, Colaba, Mumbai - 400 005.India.  
Tel: 91-22-2287 4815 Fax: 91-22-2287 0702 CIN: L29290MH1972PLC015772  
Email: info@manugraph.com Website: www.manugraph.com

**NAME: MANUGRAPH INDIA LIMITED**

Sr. No.	DESCRIPTION				
<b>A</b>	Date of the NCLT convened Shareholders Meeting				16-04-2019
<b>B</b>	Cut off date				<b>10-03-2019</b>
<b>C</b>	Total number of shareholders on cut off date				<b>10470</b>
<b>D</b>	No of shareholders present in the Meeting either in Person or through Proxy				
	<b>Shareholders</b>	<b>Present in person</b>	<b>Present through Proxy</b>	<b>Total</b>	<b>Shares</b>
	Promoter and Promoter group	10	-	10	17457078
	Public	26	-	26	7428
	<b>Total</b>	<b>36</b>	<b>-</b>	<b>36</b>	<b>17464506</b>
<b>E</b>	No. of shareholders attended the meeting through Video conferencing: <b>N.A.</b>				

*Arushi*



**SUMMARY OF PROCEEDINGS OF THE MEETING OF EQUITY SHAREHOLDERS OF MANUGRAPH INDIA LIMITED CONVENED PURSUANT TO THE ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

Pursuant to the Order passed by Hon'ble National Company Law Tribunal ("NCLT"), Mumbai Bench, dated 15<sup>th</sup> day of February, 2019 vide Company Scheme Application No. 1629 of 2018, a meeting of Equity Shareholders of **Manugraph India Limited** was held on 16<sup>th</sup> day of April, 2019 at 12.00 noon at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001, India. The meeting concluded at 12.35 p.m.

The following were in attendance:

1. Mr. Hiten C. Timbadia, Chairman appointed by the NCLT
2. Mr. Aashish K. Bhatt, Scrutinizer

Members Present:

1. In Person - 36
2. By Proxy - Nil

Mr. Hiten Timbadia, who was appointed as the Chairman of the meeting pursuant to the Order of Hon'ble NCLT, Mumbai Bench, dated 15<sup>th</sup> day of February, 2019, took the Chair. With the requisite quorum being present, the Chairman called the meeting to order and conducted the proceedings of the Meeting.

The Chairman informed the Equity Shareholders of the Company that in compliance with the directions issued by NCLT vide its order dated 15<sup>th</sup> day of February, 2019, the notice of this meeting was dispatched on March 12, 2019 to all the Members of the Company as on the cut off date i.e. March 8, 2019

With the permission of the members, the notice of the meeting was considered as read by the Chairman.

The Chairman briefed the Members about the background of the agenda of the meeting and informed that the meeting is being held to consider the Scheme of Merger By Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company) AND Manu Enterprises Limited (Second Transferor Company) AND Santsu Finance And Investment Private Limited (Third Transferor Company) With Manugraph India Limited (Transferee Company) And their respective shareholders, under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder. The Chairman also briefly explained rationale of the scheme of absorption.

The Chairman informed the Members that pursuant to the provisions of Companies Act, 2013 and Order of the Hon'ble NCLT, all Members had been provided the facility to vote by remote e-voting. He further mentioned that those Members who could not vote by remote e-voting, were



*Ashish*

allowed to cast their vote by way of poll through the physical poll paper made available at the venue of the meeting.

The Chairman informed that the Hon'ble NCLT had appointed Mr. Aashish K. Bhatt, Practising Company Secretary, holding Membership Number: 19639, having their office situated at D/101, Lata Annexe, Above Axis Bank, W.E. Highway, Borivli East, Mumbai - 400 066 as the Scrutinizer for scrutinizing the entire voting process in a fair and transparent manner.

The Chairman then invited the Equity Shareholders to express their views, queries and seek clarifications regarding the Scheme of Merger by Absorption.

The Chairman then responded to the queries raised and acknowledged the same.

The Chairman then put forth the following resolution to vote.

Sr. No	Agenda
1.	To approve the Scheme of Merger By Absorption of Constrad Agencies (Bombay) Private Limited (First Transferor Company) AND Manu Enterprises Limited (Second Transferor Company) AND Santsu Finance And Investment Private Limited (Third Transferor Company) With Manugraph India Limited (Transferee Company) And their respective shareholders, under Section 230-232 and other applicable provisions of the Companies Act, 2013

Thereafter, the Chairman thanked the Members for participating in the meeting and informed that combined voting results would be announced and displayed on the website of the Company and will also be submitted to the Stock Exchanges as per the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subsequently, the scrutinizers' report was received and accordingly the resolution as set out in the notice was declared as approved with requisite majority.

For **Manugraph India Limited**

  
**Mihir Mehta**  
Company Secretary

April 16, 2019

Encl.:a/a





# AASHISH K. BHATT & ASSOCIATES

## Practicing Company Secretaries

**Aashish K. Bhatt**  
B.Com., A.C.S., PGDSL

### Consolidated Scrutinizers Report

Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date: 16<sup>th</sup> April, 2019

To,

**Mr. Hiten C. Timbadia**

**The Chairman,**

Appointed by Hon'ble National Company Law Tribunal, Mumbai

**Manugraph India Limited,**

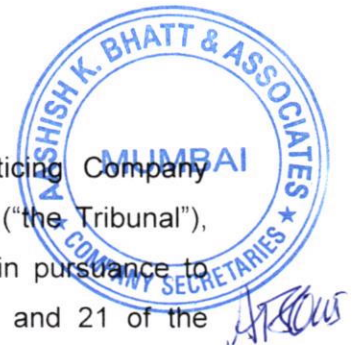
Sidhwa House, 1st Floor, N A Sawant Marg,

Colaba, Mumbai -400005, Maharashtra.

**Sub: Consolidated Report of Scrutinizer on the results of voting by way of remote e-voting and voting at the National Company Law Tribunal ("the Tribunal") convened meeting of Equity Shareholders of Manugraph India Limited for Approval of Scheme of Merger by Absorption between Constrad Agencies (Bombay) Private Limited (First Transferor Company) And Manu Enterprises Limited (Second Transferor Company) And Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) and their respective shareholders.**

Dear Sir,

I, Aashish Bhatt, Proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretaries, appointed by The Hon'ble National Company Law Tribunal ("the Tribunal"), Mumbai Bench vide its order dated 15<sup>th</sup> February, 2019 as Scrutinizer in pursuance to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the



D / 101, Lata Annexe, Above Axis Bank, W. E. Highway, Borivali (East), Mumbai - 400 066.

Mob. : 98671 51081, 80979 85754 • Telefax : 022 2846 1715

Email : mail@aashishbhatt.in • W. : www.aashishbhatt.in

After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in our presence with due identification marks placed by me.

In pursuance of sub-rule 4(xii) of Rule 20 of the aforesaid rules, immediately after the conclusion of voting at the Tribunal convened meeting, I first counted the votes casted at the meeting, thereafter unblocked the votes through remote e-voting in presence of Mr. Darshit Jhaveri and Ms. Bhavika Bhatt, who acted as witnesses not being in the employment of the Company.

The papers pertaining to e-voting, poll and all other relevant records are kept in our safe custody which shall be handed over to the Chairman who in turn handed over the same to the Company for safe keeping.

I have scrutinized and reviewed the remote E-Voting and votes tendered therein based on the data downloaded from the LIPL E-Voting system.

The voting done through remote E-Voting was reconciled with the records maintained by the LIPL and the authorizations lodged with the Company.

The votes casted through poll (ballot process) at the Tribunal convened meeting, which were incomplete and/or which were otherwise found defective have been treated as invalid.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Chairman appointed for the meeting who in turn handed over the same to the Company for safe keeping.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote E-Voting and the voting conducted at the venue of the tribunal convened meeting through poll (ballot process) on the resolution contained in the Notice of the Tribunal convened meeting.

My responsibility as scrutinizer for the remote E-Voting and the voting conducted at the venue of the tribunal convened meeting through poll (ballot process) is restricted to making a Scrutinizers Report of the votes cast in favour or against the Resolution.

Information with respect to the Tribunal convened meeting along with Members participation is provided in Annexure1 and the consolidated result of total votes casted.



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whether in favour or against, in accordance with the aforesaid rules is annexed as Annexure 2 to this report and based on which we confirm that the said special resolution was passed with requisite majority.

You are requested to acknowledge receipt of this report.

Thanking you,

Yours faithfully,

**For Aashish K. Bhatt & Associates**  
Practicing Company Secretaries



**Aashish K. Bhatt**  
Proprietor

Membership No. A19639  
CP No. 7023

Place: Mumbai  
Dated: 16<sup>th</sup> April, 2019



### WITNESSES' CONFIRMATION

In pursuance of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through poll and e-voting by Members of Manugraph India Limited ("the Company") on the special resolution set out in the Notice dated 8<sup>th</sup> March, 2019 convening the Tribunal convened meeting held on 16th April, 2019 at 12.00 noon at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001; we, Mr. Darshit Jhaveri (working at D/101, Lata Annexe, Above Axis Bank, W.E. Highway, Borivali East, Mumbai - 400066) and Ms. Bhavika Bhatt (residing at D/604, Lata Annexe, Above Axis Bank, W.E. Highway, Borivli East, Mumbai - 400066) hereby confirm our witnessing the following-

- a) After completion of the voting process through Poll at the abovementioned meeting, the polling box wherein the members of the Company have dropped their Ballot papers was opened by Mr. Aashish K. Bhatt in our presence; and
- b) After completion of voting by Members through Poll, Mr. Aashish K. Bhatt un-blocked the votes that the members of the Company have casted through e-voting.

We further state that we are not in the employment of the Company.

Witness 1:

Witness 2:



\_\_\_\_\_  
(Darshit Jhaveri)



\_\_\_\_\_  
(Bhavika Bhatt)

**Date:** April 16, 2019

**Place:** Mumbai



**Annexure 1**

Date of the Tribunal Convened meeting	April 16, 2019
Total number of shareholders on record date	10470
No. of shareholders present in the meeting either in person or through proxy	36
Promoters and promoter Group:	10
Public:	26
No. of shareholders attended the meeting through Video Conferencing	
Promoters and promoter Group:	-
Public:	-



## Annexure 2

Resolution No.	1								
Resolution Required : (Ordinary/Special)	SPECIAL- Approval of the Scheme of Merger by Absorption between Constrad Agencies (Bombay) Private Limited (First Transferor Company), Manu Enterprises Limited (Second Transferor Company) and Santsu Finance and Investment Private Limited (Third Transferor Company) with Manugraph India Limited (Transferee Company) and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.								
Whether Promoter / Promoter Group are interested in the agenda / resolution?	No								
Category	Mode of Voting	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	No. of Votes Invalid (8)
Promoter and Promoter Group	E-Voting	17470578	17470578	100.00	17470578	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>17470578</b>	<b>100.00</b>	<b>17470578</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
Public- Institutions	E-Voting	703336	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>
Public- Non Institutions	E-Voting	12241147	2734	0.022	2734	0	100.00	0.00	0
	Poll		4510	0.037	4507	3	99.93	0.067	0
	<b>Total</b>		<b>7244</b>	<b>0.059</b>	<b>7241</b>	<b>3</b>	<b>99.96</b>	<b>0.041</b>	<b>0</b>
<b>Total</b>		<b>30415061</b>	<b>17477822</b>	<b>57.46</b>	<b>17477819</b>	<b>3</b>	<b>100.00</b>	<b>0.000</b>	<b>0</b>

