



# 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 25251589 | E: office@maninfra.com | W: www.maninfra.com | FB: www.facebook.com/maninfra

1<sup>st</sup> November, 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 1<sup>st</sup> November, 2019. Based on the Scrutinizer's Report, the results of the Postal Ballot has been declared on Friday, 1<sup>st</sup> November, 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.

Thanking You,  
Yours faithfully,

For **Man Infraconstruction Limited**

**Durgesh Dingankar**  
Company Secretary  
Membership No. F7007



*Encl: As above*



## 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 11<sup>th</sup> September, 2019. The Postal Ballot Notice containing the Special Resolutions together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 30<sup>th</sup> September, 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 Thursday, 31<sup>st</sup> October, 2019.

The Scrutinizer has submitted report dated 1<sup>st</sup> November, 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 11<sup>th</sup> September, 2019 has been duly passed by the members of the Company with the requisite majority:

### **Resolution No. 1 – Special Resolution**

Appointment of Mr. Manan P. Shah (DIN: 06500239) as the Managing Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 11<sup>th</sup> September, 2019 up to 10<sup>th</sup> September, 2024 on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.

### **Resolution No. 2 – Special Resolution**

Appointment of Mr. Suketu R. Shah (DIN: 00063124) as the Joint Managing Director of the Company; being liable to retire by rotation; for a period of 5 (five) years commencing from 11<sup>th</sup> September, 2019 to 10<sup>th</sup> September, 2024 and on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.

### **Resolution No. 3 – Special Resolution**

Appointment of Mr. Ashok Mehta (DIN: 03099844) as the Whole-time Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 11<sup>th</sup> September, 2019 up to 10<sup>th</sup> September, 2024 on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.

Place: Mumbai

Date: 1<sup>st</sup> November, 2019



For Man Infraconstruction Limited

  
Durgesh Dingankar  
Company Secretary

Membership No. F7007



# 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

November 1, 2019

To

The Chairman / Company Secretary

**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') vide resolution passed by its Board of Directors at their meeting held on September 11, 2019, appointed the undersigned as the Scrutinizer to ensure that the process of voting by Postal Ballot vide Notice of Postal Ballot dated September 11, 2019 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 September 11, 2019 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 appointment of Mr. Manan P. Shah (DIN: 06500239) as the Managing Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 11th September, 2019 up to 10th September, 2024 on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.
2. **Resolution No. 2** as a Special Resolution for appointment of Mr. Suketu R. Shah (DIN: 00063124) as the Joint Managing Director of the Company; being liable to retire by rotation; for a period of 5 (five) years commencing from 11th September, 2019 to 10th September, 2024 and on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.
3. **Resolution No. 3** as a Special Resolution for appointment of Mr. Ashok Mehta (DIN: 03099844) as the Whole-time Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 11th September, 2019 up to 10th September, 2024 on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.

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 Thursday, 31st October, 2019 or cast their votes online through remote e-voting by 5.00 P.M. on Thursday, 31st October, 2019. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 P.M. on Thursday, 31st October, 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 Mr. Durgesh Suhas Dingankar, Company Secretary of the Company who has been so authorised by the Chairman in writing and who has also countersigned this Report

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



HIMANSHU S. KAMDAR  
PARTNER  
M. No. FCS 5171  
COP No. 3030



COUNTERSIGNED BY  
FOR MAN INFRACONSTRUCTION LIMITED



DURGESH SUHAS DINGANKAR  
COMPANY SECRETARY  
Membership Number FCS 7007

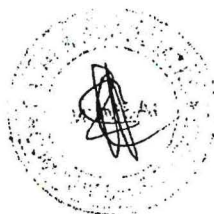


**Annexure**

**Resolution No. 1** as a Special Resolution for appointment of Mr. Manan P. Shah (DIN: 06500239) as the Managing Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 11th September, 2019 up to 10th September, 2024 on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e- voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	39	24,336
b.	Remote e-voting confirmations received	137	184,706,582
	<b>Total</b>	<b>176</b>	<b>184,730,918</b>
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	3	1,114
d.	<b>Valid Postal Ballot Forms/Remote e-voting confirmations</b>	<b>173</b>	<b>184,729,804</b>
(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	158	184,726,845
	<b>Percentage (%) of Assent</b>		<b>*100</b>
(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	15	2,959
	<b>Percentage (%) of Dissent</b>		<b>0</b>

\*Rounded off to nearest decimal



**Resolution No. 2** as a Special Resolution for appointment of Mr. Suketu R. Shah (DIN: 00063124) as the Joint Managing Director of the Company; being liable to retire by rotation; for a period of 5 (five) years commencing from 11th September, 2019 to 10th September, 2024 and on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	39	24,336
b.	Remote e-voting confirmations received	137	184,706,582
	<b>Total</b>	<b>176</b>	<b>184,730,918</b>
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	3	1,114
d.	<b>Valid Postal Ballot Forms/Remote e-voting confirmations</b>	<b>173</b>	<b>184,729,804</b>
(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	159	184,726,847
	<b>Percentage (%) of Assent</b>		<b>*100</b>
(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	14	2,957
	<b>Percentage (%) of Dissent</b>		<b>0</b>

\*Rounded off to nearest decimal



**Resolution No. 3** as a Special Resolution for appointment of Mr. Ashok Mehta (DIN: 03099844) as the Whole-time Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 11th September, 2019 up to 10th September, 2024 on terms and conditions including remuneration and commission as set out in the explanatory statement annexed with the Postal Ballot Notice.

Sr. No.	Particulars	No. of Postal Ballot Forms/ remote e-voting confirmations	No. of Shares voted
a.	Votes casted through postal ballot forms	40	24,361
b.	Remote e-voting confirmations received	136	184,705,582
	<b>Total</b>	<b>176</b>	<b>184,729,943</b>
c.	Less: Invalid Postal Ballot forms/Remote e-voting confirmations	3	1114
d.	<b>Valid Postal Ballot Forms/Remote e-voting confirmations</b>	<b>173</b>	<b>184,728,829</b>
(i)	Postal Ballot Forms/remote e-voting confirmations with assent for the Resolution	159	184,725,872
	<b>Percentage (%) of Assent</b>		<b>*100</b>
(ii)	Postal Ballot Forms/remote e-voting confirmation with dissent for the Resolution	14	2,957
	<b>Percentage (%) of Dissent</b>		<b>0</b>

\*Rounded off to nearest decimal







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## DETAILS OF VOTING RESULTS

<b>Date of Meeting (Last Date of receipt of Postal Ballot Forms/E-voting)</b> [As per SS 2- Secretarial Standards on General Meetings]	31.10.2019
<b>Total number of shareholders on record date (cutoff date): 13/09/2019</b>	30,099
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	N.A.
<b>No. of shareholders attended the meeting through Video Conferencing</b> 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 Wednesday, 2<sup>nd</sup> October, 2019 up to 5.00 PM on Thursday, 31<sup>st</sup> October, 2019; and
2. Voting through Postal ballots was made available for those shareholders who did not avail e-voting facility.



Man Infraconstruction Limited								
Resolution Required : (Special)				1 - Appointment of Mr. Manan P. Shah as Managing Director				
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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	159186651	159186651	100.00	159186651	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>159186651</b>	<b>100.00</b>	<b>159186651</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	4428075	920949	20.80	920949	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>920949</b>	<b>20.80</b>	<b>920949</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	83885544	24598982	29.32	24596024	2958	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		23222	0.03	23221	1	100.00	0.00
	<b>Total</b>		<b>24622204</b>	<b>29.35</b>	<b>24619245</b>	<b>2959</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>247500270</b>	<b>184729804</b>	<b>74.64</b>	<b>184726845</b>	<b>2959</b>	<b>100.00</b>	<b>0.00</b>



Man Infraconstruction Limited								
Resolution Required : (Special)				2 - Appointment of Mr. Suketu R. Shah as Joint Managing Director				
Whether promoter/ promoter group are interested in the agenda/ resolution?				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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	159186651	159186651	100.00	159186651	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>159186651</b>	<b>100.00</b>	<b>159186651</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	4428075	920949	20.80	920949	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>920949</b>	<b>20.80</b>	<b>920949</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	83885544	24598982	29.32	24596026	2956	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		23222	0.03	23221	1	100.00	0.00
	<b>Total</b>		<b>24622204</b>	<b>29.35</b>	<b>24619247</b>	<b>2957</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>247500270</b>	<b>184729804</b>	<b>74.64</b>	<b>184726847</b>	<b>2957</b>	<b>100.00</b>	<b>0.00</b>





Man Infraconstruction Limited								
Resolution Required : (Special)				3 - Appointment of Mr. Ashok Mehta as Whole-time Director				
Whether promoter/ promoter group are interested in the agenda/ resolution?				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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	159186651	159186651	100.00	159186651	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>159186651</b>	<b>100.00</b>	<b>159186651</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	4428075	920949	20.80	920949	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>920949</b>	<b>20.80</b>	<b>920949</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	83885544	24597982	29.32	24595026	2956	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		23247	0.03	23246	1	100.00	0.00
	<b>Total</b>		<b>24621229</b>	<b>29.35</b>	<b>24618272</b>	<b>2957</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>247500270</b>	<b>184728829</b>	<b>74.64</b>	<b>184725872</b>	<b>2957</b>	<b>100.00</b>	<b>0.00</b>

