

March 3, 2015

Corporate Relationship Department,
Bombay Stock Exchange Limited,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai – 400 001.

Security Code No. 505324

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

Security Symbol : MANUGRAPH
Security Series : EQ

Dear Sir,

Sub.: Result of Postal Ballot and Scrutinizers Report

Pursuant to Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has sent Notice along with postal ballot Form to all the shareholders seeking their assent/dissent through Postal Ballot/E-voting on Ordinary / Special Resolutions (as may be applicable) viz.

1. Authority to Board to Borrow under Section 180(1)(c) of the Companies Act, 2013.
2. Authority to Board to create Charge / Mortgage / Hypothecate the properties of the Companies under Section 180(1)(a) of the Companies Act, 2013.
3. Appointment of Mr. Hiten Timbadia as an Independent Director of the Company under Section 149 of the Companies Act, 2013.
4. Appointment of Mr. Amit Dalal as an Independent Director of the Company under Section 149 of the Companies Act, 2013.

Quetta



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 URL: www.manugraph.com

5. Appointment of Mr. Perses Bilimoria as an Independent Director of the Company under Section 149 of the Companies Act, 2013
6. Appointment of Mr. Abhay Mehrotra as an Independent Director of the Company under Section 149 of the Companies Act, 2013
7. Appointment of Mr. Jai Diwanji as an Independent Director of the Company under Section 149 of the Companies Act, 2013

For the purpose of conducting postal ballot / E-voting process, M/s. Aashish Bhatt & Associates, Company Secretary in Practice was appointed as scrutinizer who has submitted his report dated March 3, 2015, which is attached herewith for your records.

Based on the said Report of the scrutinizer, the results of voting by postal ballot/e-voting were declared at the Registered office of the Company on March 3, 2015 and the details of results of postal ballot pursuant to Clause 35 A of the Listing Agreement is also attached herewith, Accordingly, the aforesaid resolutions have been carried with majority as per the ballots received by the Scrutinizer. This is for your information and records.

You are requested to take note of the above.

For Manugraph India Limited



Mihir Mehta
Company Secretary



Encl.: a/a

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Tel: 91-22-2287 4815 Fax : 91-22-2287 0702 **CIN : L29290MH1972PLC015772**

Email: Info@manugraph.com URL: www.manugraph.com

**Details of voting results of Postal Ballot:
Mode of Voting: E Voting and Physical**

Resolution No. 1: Authority to Board to Borrow under Section 180(1)(c) of the Companies Act, 2013

Promoter/Public	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	17385792	17385792	100.00	17385792	0	100.00	0.00
Public – Institutional holders	2934780	2088538	71.17	2088538	0	100.00	0.00
Public-Others	10094489	94236	0.93	68880	7841	73.09	8.32
Total	30415061	19568566	64.34	19543210	7841	99.87	0.00

Invalid Votes: 17516

Resolution No. 2: Authority to Board to create Charge / Mortgage / Hypothecate the properties of the Companies under Section 180(1)(a) of the Companies Act, 2013

Promoter/Public	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	17385792	17385792	100.00	17385792	0	100.00	0.00
Public – Institutional holders	2934780	2088538	71.17	2088538	0	100.00	0.00
Public-Others	10094489	94236	0.93	68570	8571	72.76	9.10
Total	30415061	19568566	64.34	19542900	8571	99.87	0.00

Invalid votes: 17096

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Mihir V. Mehta
Company Secretary

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Resolution No. 3: Appointment of Mr. Hiten Timbadia as an Independent Director of the Company under Section 149 of the Companies Act, 2013

Promoter/Public	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	17385792	17385792	100.00	17385792	0	100.00	0.00
Public – Institutional holders	2934780	2088538	71.17	2088538	0	100.00	0.00
Public-Others	10094489	94236	0.93	75035	2626	79.62	2.79
Total	30415061	19568566	64.34	19549365	2626	99.90	0.00

Invalid votes: 16576

Resolution No. 4: Appointment of Mr. Amit Dalal as an Independent Director of the Company under Section 149 of the Companies Act, 2013

Promoter/Public	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	17385792	17385792	100.00	17385792	0	100.00	0.00
Public – Institutional holders	2934780	2088538	71.17	2088539	0	100.00	0.00
Public-Others	10094489	94236	0.93	76135	1525	80.79	1.62
Total	30415061	19568566	64.34	19550466	1525	99.91	0.00

Invalid votes: 16576

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Mihir V. Mehta
 Company Secretary

MANUGRAPH

Resolution No. 5: Appointment of Mr. Perses Bilimoria as an Independent Director of the Company under Section 149 of the Companies Act, 2013

Promoter/Public	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	17385792	17385792	100.00	17385792	0	100.00	0.00
Public - Institutional holders	2934780	2088538	71.17	2088538	0	100.00	0.00
Public-Others	10094489	94236	0.93	75905	1726	80.55	1.83
Total	30415061	19568566	64.34	19550235	1726	99.91	0.00

Invalid votes: 16606

Resolution No. 6: Appointment of Mr. Abhay Mehrotra as an Independent Director of the Company under Section 149 of the Companies Act, 2013

Promoter/Public	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	17385792	17385792	100.00	17385792	0	100.00	0.00
Public - Institutional holders	2934780	2088538	71.17	2088538	0	100.00	0.00
Public-Others	10094489	94236	0.93	76006	1625	80.65	1.72
Total	30415061	19568566	64.34	19550336	1625	99.91	0.00

Invalid votes: 16606

For MANUGRAPH INDIA LIMITED

Mihir V. Mehta
Mihir V. Mehta
 Company Secretary

MANUGRAPH

Resolution No. 7: Appointment of Mr. Jai Diwanji as an Independent Director of the Company under Section 149 of the Companies Act, 2013

Promoter/Public	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	17385792	17385792	100.00	17385792	0	100.00	0.00
Public – Institutional holders	2934780	2088538	71.17	2088538	0	100.00	0.00
Public-Others	10094489	94236	0.93	76036	1625	80.69	1.72
Total	30415061	19568566	64.34	19550366	1625	99.91	0.00

Invalid votes: 16576

For Manugraph India Limited

Mihir Mehta

Mihir Mehta
Company Secretary



MANUGRAPH



AASHISH K. BHATT & ASSOCIATES

Practising Company Secretaries

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

Date: 3rd March, 2015

To,

The Vice Chairman and Managing Director,

Manugraph India Limited.

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

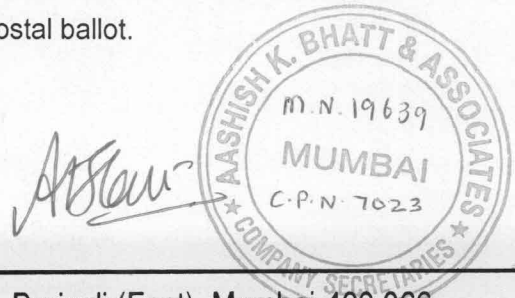
Colaba, Mumbai – 400 005.

Sub: Scrutinizer's report pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Aashish Bhatt, Proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretaries, Mumbai, appointed as the Scrutinizer by the Board of Directors of **Manugraph India Limited** (hereinafter referred as "the Company") vide their resolution dated 19th January, 2015 pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of the e-voting and Postal Ballot on the resolution(s) as mentioned in the Notice of Postal Ballot dated 19th January, 2015.

1. In accordance with the notice of postal ballot dated 19th January, 2015, dispatched to the shareholders by prescribed modes on 23rd January, 2015 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on 28th January, 2015, the voting commenced on 28th January, 2015 (10.00 am) and ended on 2nd March, 2015 (5.00 pm) for the physical ballots and e-voting. The e-voting facility was provided by CDSL. The votes were unblocked at 5.15 p.m on 2nd March, 2015 in my presence together with Ms. Dhara Dalal & Ms. Khushboo Bhatt as witness not being employee of the Company for diligent scrutiny.
2. The equity shareholders holding shares as on 16th January, 2015, "cut off date", were entitled to vote on the resolutions sated in the notice of postal ballot.



3. The postal ballot forms and papers pertaining to e-voting were kept in the safe custody under our supervision at the aforesaid address.
4. Particulars of all the postal ballot forms received from the members and e-voting have been entered in a register separately maintained for the purpose.
5. The Postal ballot forms were scrutinized by us and the shareholdings were verified with the records maintained by the Company / R&TA and the authorization / proxies lodged with the Company. Invalid ballots were marked and segregated and the summary results were prepared.
6. The result of the voting is as under:-

(a) Resolution 1 – Borrowing limits of the company. (Special Resolution).

(i) Voted in favour of the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	167	9,883,456	50.51
b) Voted by electronic means	20	9,659,754	49.36
Total	187	19,543,210	99.87

(ii) Voted against the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	17	5,615	0.029
b) Voted by electronic means	5	2,226	0.011
Total	22	7,841	0.040

(iii) Invalid Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
40	17,516

(b) Resolution 2 – Creation of charge / security / mortgage on assets of the Company (Special Resolution).

(i) Voted in favour of the resolution:



Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	167	9,883,146	50.51
b) Voted by electronic means	20	9,659,754	49.36
Total	187	19,542,900	99.87

(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	17	6,345	0.033
b) Voted by electronic means	5	2,226	0.011
Total	22	8,571	0.044

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
40	17096

(c) **Resolution 3 – Appointment Mr. Hiten C.Timbadia as an Independent Director of the Company (Ordinary Resolution).**

(i) Voted **in favour** of the resolution:

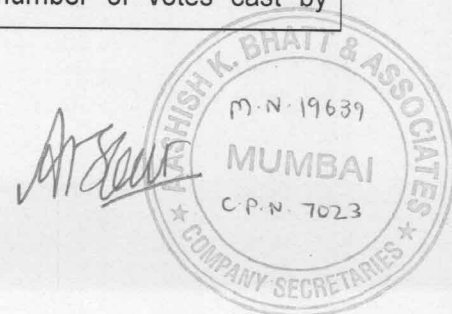
Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	180	9,887,411	50.53
b) Voted by electronic means	22	9,661,954	49.37
Total	202	19,549,365	99.90

(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	5	2,600	0.013
b) Voted by electronic means	3	26	0.00
Total	8	2,626	0.013

(iii) **Invalid** Votes:

Total number of members whose votes declared	Total number of votes cast by



invalid	them
39	16,576

(d) **Resolution 4 – Appointment of Mr. Amit N. Dalal as an Independent Director of the Company (Ordinary Resolution).**

(i) Voted in favour of the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	182	9,888,511	50.54
b) Voted by electronic means	23	9,661,955	49.37
Total	205	19,550,466	99.91

(ii) Voted against the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	3	1,500	0.01
b) Voted by electronic means	2	25	0.00
Total	5	1,525	0.01

(iii) Invalid Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
39	16,576

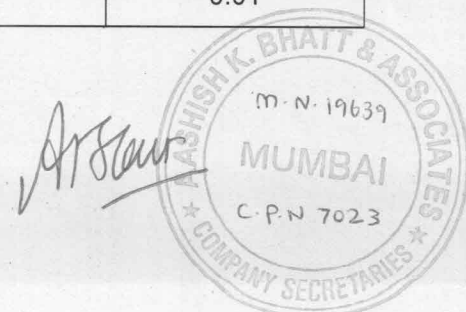
(e) **Resolution 5 – Appointment of Mr. Perses M. Bilimoria as an Independent Director of the Company (Ordinary Resolution).**

(i) Voted in favour of the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	180	9,888,381	50.53
b) Voted by electronic means	21	9,661,854	49.37
Total	201	19,550,235	99.90

(ii) Voted against the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	4	1600	0.01



b) Voted by electronic means	4	126	0.00
Total	8	1726	0.01

(iii) Invalid Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
40	16,606

(f) **Resolution 6 – Appointment of Mr. Abhay J. Mehrotra as an Independent Director of the Company (Ordinary Resolution).**

(i) Voted in favour of the resolution:

Number of Members		Number of votes cast in favour of resolution	% of total number of valid votes cast
a) Voted by physical ballot	180	9,888,381	50.53
b) Voted by electronic means	23	9,661,955	49.38
Total	203	19,550,336	99.91

(ii) Voted against the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	4	1,600	0.01
b) Voted by electronic means	2	25	0.00
Total	6	1,625	0.01

(iii) Invalid Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
40	16,606

(g) **Resolution 7 – Appointment of Mr. Jai S. Diwanji as an Independent Director of the Company. (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of Members	Number of votes cast in favour of resolution	% of total number of valid votes cast
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a) Voted by physical ballot	181	9,888,411	50.53
b) Voted by electronic means	23	9,661,955	49.38
Total	204	19,550,366	99.91

(ii) Voted **against** the resolution:

Number of Members		Number of votes cast against the resolution	% of total number of valid votes cast
a) Voted by physical ballot	4	1,600	0.01
b) Voted by electronic means	2	25	0.00
Total	6	1,625	0.01

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
39	16,576

Thanking You,

Yours faithfully,

For Aashish K. Bhatt & Associates
Company Secretary in Practise



Aashish Bhatt

