



# MAN INFRACONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex, Above Shoppers Stop, G. M. Road, Chembur (West), Mumbai - 400089. India  
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18<sup>th</sup> February, 2017

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

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: **Result of Postal Ballot**

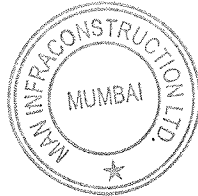
We wish to inform you that Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Company Secretaries, appointed by the Board of Directors as Scrutinizer for carrying out the voting in Postal Ballot process in a fair and transparent manner, has submitted his report of voting in Postal ballot on 18<sup>th</sup> February, 2017. Based on the Scrutinizer's Report, the results of the Postal Ballot has been declared on Saturday, 18<sup>th</sup> February, 2017.

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.

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"), members approval was sought for the resolutions mentioned in the Postal Ballot Notice dated 11<sup>th</sup> January, 2017. The Postal Ballot Notice containing the Ordinary Resolution together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 18<sup>th</sup> January, 2017 and the last date for receipt of postal ballot forms duly completed, from the shareholders was on or before 5.00 P.M. of Friday, 17<sup>th</sup> February, 2017.

Mr. Himanshu S. Kamdar, Partner, M/s. Rathi & Associates, Company Secretaries, was appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has submitted his report and the Postal Ballot results are as follows:

**Resolution No. 1 – Ordinary Resolution**

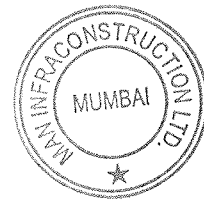
Authorization under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enter into contracts or arrangement with the related parties including material related party transactions was approved by the members with requisite majority.

**For Man Infraconstruction Limited**

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

**Place: Mumbai**

**Date: 18<sup>th</sup> February, 2017**



# 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

February 18, 2017

To,  
The Managing Director  
**MAN INFRACONSTRUCTION LIMITED**  
12<sup>th</sup> Floor, Krushal Commercial Complex,  
Above Shoppers Stop, G. M. Road,  
Chembur, Mumbai- 400 089

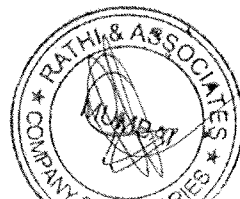
Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014**

Man Infraconstruction Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on 11<sup>th</sup> January, 2017, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot 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 Companies Act, 2013 read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice and explanatory statement under Section 102 of the Companies Act, 2013, along with postal ballot form and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by speed post/registered post and through electronic means, for passing the Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 for consent of shareholders of the Company for arrangements / transactions (including transfer of resources, service or obligation) with such related parties as mentioned in the said resolution.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited ("NSDL") for providing e-voting facility to the shareholders of the Company as required under Rule 20 of the Rules of Chapter VII and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.



The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to the Scrutinizer so as to reach not later than 5:00 p.m. on Friday, February 17, 2017 or cast their votes through remote e-voting on the basis of password provided to them by NSDL by 5:00 p.m. on Friday, February 17, 2017. Accordingly, the Postal Ballot Forms received and e-votes casted upto 5.00 p.m. on Friday, February 17, 2017 have been considered for my scrutiny. As required under Rule 22(10) of the Companies (Management and Administration) Rules, 2014, a register was maintained and particulars of all postal ballot forms received from the shareholders have been recorded therein.

A summary of the Postal Ballot Forms received and e-voting confirmations with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by shareholders through Postal Ballots and e-voting in respect of the above mentioned Resolution may accordingly be declared by the Company Secretary of the Company (who has been so authorized by the Managing Director in writing) and who also countersigned this report.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES



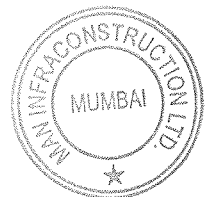
HIMANSHU S. KAMDAR  
PARTNER  
FCS No. 5171  
COP No. 3030



COUNTERSIGNED BY  
FOR MAN INFRACONSTRUCTION LIMITED



DURGESH DINGANKAR  
COMPANY SECRETARY  
MEMBERSHIP NO.: FCS 7007

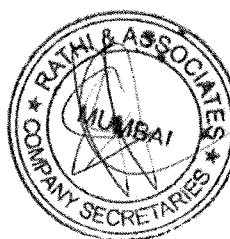


The summary of the Postal Ballot Forms (PBF) and e-voting confirmations received is given below:

**Resolution for approval for arrangements / contracts with Related Parties:**

Sr. No.	Particulars	No. of Postal Ballot Forms / E-Voting confirmations	No. of Shares voted
a.	Votes casted through Postal Ballot Forms	105	70,235
b.	E-voting confirmations received	123	1,28,37,671
	<b>Total Votes Casted</b>	<b>228</b>	<b>1,29,07,906</b>
c.	Less: Invalid Postal Ballot Forms	21	26,158
	<b>% of Invalid votes casted</b>		<b>*0.20%</b>
	<b>Net Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>207</b>	<b>1,28,81,748</b>
(i)	Postal Ballot Forms / e-Voting confirmations with assent	195	1,27,33,083
	<b>% of Assent</b>		<b>*98.65%</b>
(ii)	Postal Ballot Forms / e-Voting confirmations with dissent	12	1,48,665
	<b>% of Dissent</b>		<b>*1.15%</b>

\* Rounded off to nearest decimal.



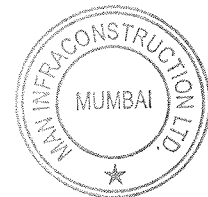
**DETAILS OF VOTING RESULTS**

<b>Date of Meeting (Last Date of receipt of Postal Ballot Forms/E-voting)</b> [As per SS 2- Secretarial Standards on General Meetings]	17.02.2017
<b>Total number of shareholders on record date (cutoff date): 13/01/2017</b>	22,709
<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 Thursday, 19<sup>th</sup> January, 2017 up to 5.00 PM on Friday, 17<sup>th</sup> February, 2017; and
2. Voting through Postal ballots was made available for those shareholders who did not avail e-voting facility.



## Man Infraconstruction Limited

**Resolution Required : (Ordinary)**  
**1 - Ordinary Resolution under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board of Directors of the Company to enter into contracts or arrangement with the related parties including material 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	Invalid Votes		
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[6]		
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0.0000	0.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	152910801	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		0	0.0000	0	0	0.0000	0.0000	0		
Public Institutions	E-Voting		143145	3.9533	0	143145	0.0000	100.0000	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	3620857	0	0.0000	0	0	0.0000	0.0000	0		
	<b>Total</b>		143145	3.9533	0	143145	0.0000	100.0000	0		
Public Non Institutions	E-Voting		12694526	13.9548	12689166	5360	99.9578	0.0422	0		
	Poll		0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot	90968612	70235	0.0772	43917	160	62.5287	0.2278	26158		
	<b>Total</b>		12764761	14.0320	12733083	5520	99.7518	0.0432	26158		
<b>Total</b>		247500270	12907906	5.2153	12733083	148665	98.6456	1.1517	26158		

\* As per the Secretarial Standard -2 issued by ICSI, the resolution as set out in the Notice of Postal Ballot dated 11th January, 2017 have taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting viz. 17th February, 2017

