



MANUGRAPH

Technology in Print

July 31, 2018

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

To
Listing Compliance,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra–(East).
Mumbai-400 051.

Security Code No.: 505324

Security Symbol : MANUGRAPH
Security Series : EQ

Dear Sirs,

Sub.: Consolidated Report (E-voting and Poll) by the Scrutiniser.

The 46th Annual General Meeting (AGM) of the Members of Manugraph India Limited (the Company) was held on Monday, July 31, 2018 at 4.00 p.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001.

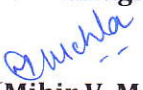
Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided an opportunity to all its Members to exercise their voting rights through electronic voting (remote e-voting) for the items of businesses to be transacted at the AGM. To facilitate the Members who could not cast their vote through remote-voting, the Company had extended the facility of voting through Ballot Paper at the AGM venue.

The Company had appointed Mr. Aashish K. Bhatt, Practicing Company Secretary as the scrutinizer for the purpose of scrutinizing the poll at the Meeting and remote e-voting process. Please find enclosed herewith the Consolidated Scrutiniser's Report on remote e-voting and Poll conducted at the AGM venue.

Kindly take the above report on your record.

Thanking you,

Yours faithfully,
For **Manugraph India Limited**


(Mihir V. Mehta)
Company Secretary

Encl.: As above

MANUGRAPH INDIA LTD.

Sidhwa House, N. A. Sawant Marg, Colaba, Mumbai - 400 005. India.

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Email: info@manugraph.com Website: www.manugraph.com



AASHISH K. BHATT & ASSOCIATES

Practising Company Secretaries

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

SCRUTINIZER'S CONSOLIDATED REPORT ON VOTING

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

To,

The Chairman

Manugraph India Limited

Sidhwa House, 1st Floor,

N.A. Sawant Marg,

Colaba, Mumbai- 400005

Subject: Consolidated Report on Members' voting through remote e-voting and poll at the 46th Annual General Meeting

Dear Sir,

I, Aashish K. Bhatt, Practicing Company Secretary, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of Manugraph India Limited (hereinafter referred as "the Company") vide resolution dated May 24, 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, to conduct the electronic voting process held between July 27, 2018 at 10.00 a.m. to July 29, 2018 at 5.00 p.m. (hereinafter referred to as "the e-voting period") and to scrutinize the voting by poll taken at 46th Annual General Meeting (AGM) of the Company under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the aforesaid Rules, on the Resolutions contained in the Notice of the Annual General Meeting of the members of the Company, held on July 30, 2018 at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 at 4.00 p.m.



Members of the Company were provided remote e-voting facility (through Link Intime India Private Limited) whereby they could cast their votes during the e-voting period and some members of the Company voted during the aforesaid period.

Members attending the AGM and who did not cast their votes through remote e-voting were invited by the Chairman to cast their votes at the Meeting through Poll on all resolutions set out in the Notice convening the AGM, in accordance with sub-rule 4(iii)(B) of Rule 20 of the aforesaid Rules. Accordingly, the Members present casted their votes through Poll conducted at AGM.

The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was July 23, 2018.

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 us.

Upon conclusion of the Poll conducted by the Chairman, the ballot box wherein the Members had dropped their Poll Papers were opened by me in presence of two witnesses not in employment of the Company. The Poll Papers were diligently scrutinized by us and reconciled with the records maintained by the Company and relevant authorizations / proxies lodged with the Company. In case of votes received through Poll at the AGM as well as through remote e-voting for the same shareholding from any Member, the votes received through remote e-voting from such Member were considered and the votes received through Poll were considered invalid.

In pursuance of sub-rule 4(xii) of Rule 20 of the aforesaid Rules; immediately after the conclusion of voting at the AGM, I first counted the votes casted through Poll and thereafter unblocked the votes casted through e-voting in the presence of two witnesses not in the employment of the Company. The witnesses' confirmation in this context is submitted herein next alongwith this Report.

The papers pertaining to e-voting and all other relevant records are kept in our safe custody.

The consolidated result of total votes cast, whether in favour or against, in accordance with rule 4(xii) of Rule 20 of the aforesaid Rules is annexed to this Report and based on which we confirmed that resolutions were passed with requisite majority.



You are requested to acknowledge receipt of this report.

Thanking you,



Aashish K. Bhatt

Practicing Company Secretary

(Membership No.: A19639 / COP No.: 7023)



Place: Mumbai

Date: July 31, 2018

WITNESSES' CONFIRMATION

In pursuance of Rule 20 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 all resolutions set out in the Notice convening the 46th AGM of Company, which was held on July 30, 2018 at 4.00 p.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001; We, Ms. Dhara Dalal (residing at B-11, Madhukar Terrace, Kastur Park, Borivali West, Mumbai-400092) and Ms. Bhavika Bhatt (residing at D/604, Lata Annexe, Above Axis Bank, W.E. Highway, Borivali East, Mumbai - 400066) hereby confirm our witnessing the following-

- a) After completion of the voting process through Poll at the above mentioned AGM, the Polling Box wherein the members of the Company have dropped their Poll Papers was opened by Mr. Aashish 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:



(Dhara Dalal)



(Bhavika Bhatt)



Date: July 31, 2018

Place: Mumbai

Annexure

1.	Resolution required : Ordinary	Consideration and Adoption of a) the audited financial statement of the Company for the financial year ended 31st March, 2018 and reports of the Board of Directors and Auditors thereon; b) the audited consolidated financial statement of the company for the financial year ended 31st March, 2018 and reports of the Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)*100	% of Votes against on votes voted (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17470578	100.0000	17470578	0	100.0000	0.0000
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000
	Poll		11641	0.0951	11641	0	100.0000	0.0000
	Total		13875	0.1133	13875	0	100.0000	0.0000
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000



2.		Resolution required : Ordinary		Declaration of Dividend on equity shares for the financial year ended March 31,2018				
Whether promoter/promoter group are interested in the agenda/resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)*100	% of Votes against on votes voted (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17470578	100.0000	17470578	0	100.0000	0.0000
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public.- Non Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000
	Poll		11641	0.0951	11641	0	100.0000	0.0000
	Total		13875	0.1133	13875	0	100.0000	0.0000
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000



3.	Resolution required : Ordinary	Appointment of Director in place of Mr. Sanjay S. Shah (DIN: 00248592) who retires by rotation and being eligible offers for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution: Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)*100	% of Votes against on votes voted (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17470578	100.0000	17470578	0	100.0000	0.0000
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000
	Poll		11641	0.0951	11641	0	100.0000	0.0000
	Total		13875	0.1133	13875	0	100.0000	0.0000
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000



4.	Resolution required : Ordinary	Appointment of Mrs. Basheera J. Indorewala (DIN: 07294515) as an Independent Director not liable to retire by rotation and to hold office for 5 (five) consecutive years in the Company						
Whether promoter/promoter group are interested in the agenda/resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)*100	% of Votes against on votes voted (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17470578	100.0000	17470578	0	100.0000	0.0000
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000
	Poll		11641	0.0951	11641	0	100.0000	0.0000
	Total		13875	0.1133	13875	0	100.0000	0.0000
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000



5.	Resolution required : Special	Re-appointment of Mr. Sanat M. Shah (DIN: 00248499) as a Non-Executive Director of the Company not liable to retire by rotation						
Whether promoter/promoter group are interested in the agenda/resolution: Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)*100	% of Votes against on votes voted (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17470578	100.0000	17470578	0	100.0000	0.0000
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Nor Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000
	Poll		11641	0.0951	11641	0	100.0000	0.0000
	Total		13875	0.1133	13875	0	100.0000	0.0000
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000

21



6.		Resolution required : Special	Re-appointment of Mr. Sanjay S. Shah (DIN: 00248592) as Vice Chairman & Managing Director for a period of 3 (Three) years and fixing of their remuneration.					
Whether promoter/promoter group are interested in the agenda/resolution: Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)*100	% of Votes against on votes voted (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17470578	100.0000	17470578	0	100.0000	0.0000
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000
	Poll		11641	0.0951	11641	0	100.0000	0.0000
	Total		13875	0.1133	13875	0	100.0000	0.0000
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000



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7.		Resolution required : Special	Re-appointment of Mr. Pradeep S. Shah (DIN: 00248692) as Managing Director for a period of 3 (Three) years and fixing of their remuneration.					
Whether promoter/promoter group are interested in the agenda/resolution: Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)]*100	% of Votes against on votes voted (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17470578	100.0000	17470578	0	100.0000	0.0000
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000
	Poll		11641	0.0951	11641	0	100.0000	0.0000
	Total		13875	0.1133	13875	0	100.0000	0.0000
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000

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8.		Resolution required : Special		Re-appointment of Mr. Bhupal B. Nandgave (DIN: 06447544) as Whole Time Director (Works) for a period of 3 (Three) years and fixing of their remuneration.				
Whether promoter/promoter group are interested in the agenda/resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)]*100	% of Votes against on votes voted (7)=[(5)/(2)]*100
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17470578	100.0000	17470578	0	100.0000	0.0000
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000
	Poll		11641	0.0951	11641	0	100.0000	0.0000
	Total		13875	0.1133	13875	0	100.0000	0.0000
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000



9.		Resolution required : Approval for remuneration of Cost Auditors of the Company for the Financial Year 2018-19		Ordinary		2018-19			
Whether promoter/promoter group are interested in the agenda/resolution: No									
Category	Mode of Voting	No. of shares held (1)	No. of votes voted (2)	% of Votes voted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes– against (5)	% of Votes in favour on votes voted (6)=[(4)/(2)*100	% of Votes against on votes voted (7)=[(5)/(2)]*100	
Promoter And Promoter Group	E-Voting	17470578	17470578	100.0000	17470578	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		17470578	100.0000	17470578	0	100.0000	0.0000	
Public Institutions	E-Voting	703336	0	0.0000	0	0	0.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public - Non Institutions	E-Voting	12241147	2234	0.0182	2234	0	100.0000	0.0000	
	Poll		11641	0.0951	11641	0	100.0000	0.0000	
	Total		13875	0.1133	13875	0	100.0000	0.0000	
Total		30415061	17484453	57.4862	17484453	0	100.0000	0.0000	

