

November 17, 2017

BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001.

National Stock Exchange of India Limited,
Exchange Plaza,
Banda Kurla Complex,
Bandra (E), Mumbai – 400 051

Security Code No. 505324

Security Symbol: MANUGRAPH;

Security Series: EQ

Dear Sirs,

Sub.: Result of Postal Ballot and E Voting

This is further to our letter dated October 13, 2017 relating to disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') providing Postal Ballot Notice.

Please find enclosed herewith:

1. Voting results as required under Regulation 44 of the Listing Regulations; and
2. Report of the Scrutinizer dated November 17, 2017.

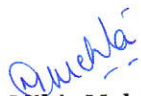
This is for your information and records.

The report will also be available on the website of the Company viz. www.manugraph.com.

Thanking you,

Yours faithfully

For **Manugraph India Limited**



Mihir Mehta
Company Secretary

Encl.: a/a

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 of the Company

Manugraph India Limited

Date of the Postal Ballot Notice

14-Sep-17

Voting Start Date

17-Oct-17

Voting End Date

16-Nov-17

Total No. of Shareholders on Record Date/Cut Off Date

12406

No. of shareholders present in the meeting either in person or through proxy

a) Promoters and Promoter group

Not Applicable

b) Public

Not Applicable

No. of shareholders attended the meeting through video conferencing

a) Promoters and Promoter group

Not Applicable

b) Public

Not Applicable

No. of resolution

1

Resolution Required: Special			For sale of assets and / or winding up of Manugraph Americas Inc., wholly owned Subsidiary Company of Manugraph India Limited.					
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	17,490,578	17,490,578	100.0000	17,490,578	0	100.0000	0.0000
	Poll		0	100.0000	0	0	0.0000	0.0000
	Postal Ballot		0	100.0000	0	0	0.0000	0.0000
	Total		17490578	100.0000	17,490,578	0	100.0000	0.0000
Public Institutions	E-Voting	732,387	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		732387	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	12,192,096	86,586	0.7102	86478	108	99.8753	0.1247
	Poll		35,439	0.2907	35289	150	99.5767	0.4233
	Postal Ballot		-	0.0000	0	0	0.0000	0.0000
	Total		12,192,096	1.0009	121,767	258	99.7886	0.2114
Total		30,415,061	17,612,603	57.9075	17,612,345	258	99.9985	0.0015





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]

November 17, 2017

To,
The Chairman
Manugraph India Ltd.
1st Floor, N.A. Sawant Marg, Colaba,
Mumbai – 400 005

Subject: Consolidated Report on Members' voting through remote e-voting and Postal Ballot

Dear Sir / Madam,

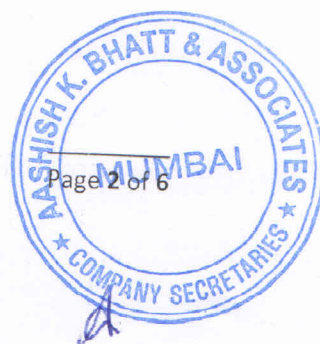
I, Aashish Bhatt, Proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretary, Mumbai, had been appointed as the Scrutinizer by the Board of Directors of Manugraph India Limited (hereinafter referred as "the Company") vide resolution dated September 14, 2017, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing postal ballot process in a fair and transparent manner in respect of the resolution as mentioned in the Notice of Postal Ballot dated 14th September 2017 proposed to be passed by the shareholders of the Company. The voting process was held between October 17, 2017 at 10.00 a.m. to November 16, 2017 at 5.00 p.m. (hereinafter referred to as "the e-voting period")

1. In accordance with the notice of postal ballot dated 14th September, 2017, dispatched to the shareholders by prescribed modes on 12th October, 2017 and the 'Advertisement' published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on 16th October, 2017, the voting commenced on October 17, 2017 at 10.00



a.m. and ended on November 16, 2017 at 5.00 p.m. for the physical ballots and e-voting. The e-voting facility was provided by Central Depository Services Limited ('CDSL'). The votes were unblocked at 5.50 p.m. on 16th November, 2017 in my presence together with Ms. Dhara Dalal & Ms. Bhavika Bhatt as witness not being employee of the Company for diligent scrutiny.

2. The equity shareholders holding shares as on 6th October, 2017, "cut off date", were entitled to vote on the resolutions stated 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. My report on the results of the voting is based on the data downloaded from CDSL and the votes casts through physical ballot forms received as processed and provided by the Registrar and Share Transfer Agents viz. Link Intime India Pvt. Ltd.
7. The consolidated result of total votes cast, whether in favour or against, in accordance with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 is annexed to this Report.
8. Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the postal ballot (physical) will remain in our custody until the Chairman considers, approves and signs the minutes of the Postal Ballot and the same shall be handed over thereafter to the Chairman / Person authorised by him for safe keeping.



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: November 17, 2017



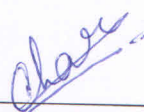
WITNESSES' CONFIRMATION

In pursuance of the Companies (Management and Administration) Rules, 2014 and with respect to the conduct of voting through Postal Ballot and e-voting by Members of Manugraph India Limited ("the Company") on the special resolution set out in the Postal Ballot Notice dated September 14, 2017; 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, Borivli East, Mumbai - 400066) hereby confirm our witnessing the following-

- a) After completion of the voting process through Postal ballot, the address wherein the members of the Company have posted their Ballot papers were checked by Mr. Aashish K. Bhatt in our presence; and
- b) 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:



(Dhara Dalal)

Witness 2:



(Bhavika Bhatt)

Date: November 17, 2017
Place: Mumbai



Annexure 1

1.	Resolution required : Special	To approve sale of assets and / or winding up of Manugraph Americas Inc., wholly owned Subsidiary Company of Manugraph India Limited.						
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	17490578	17490578	100	17490578	--	100	--
	Postal Ballot		--	--	--	--	--	
	Total	17490578	17490578	100	17490578	--	100	--
Public Institutions	E-Voting	732387	--	--	--	--	--	--
	Postal Ballot		--	--	--	--	--	
	Total	732387	--	--	--	--	--	
Public - Non Institutions	E-Voting	12192096	86586	0.7102	86478	108	99.8753	0.1247
	Postal Ballot		35439	0.2907	35289	150	99.5767	0.4233
	Total	12192096	122025	1.0009	121767	258	99.7886	0.2114
Total		30415061	17612603	57.9075	17612345	258	99.9985	0.0015



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