



## 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 25260589/91 | E: office@maninfra.com | W: www.maninfra.com | F: www.facebook.com/maninfra

Date: 12<sup>th</sup> August, 2014

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 Sirs,

**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 Postal Ballot process in a fair and transparent manner, have submitted his report on the Postal ballot/e-voting. Based on the Scrutinizer's Report, the results of the Postal Ballot were declared on Tuesday, 12<sup>th</sup> August, 2014 by the Managing Director of the Company.

We enclose herewith the announcement of the result of postal ballot declared by the Managing Director along with the Scrutinizer's report for your information and records.

Thanking You,  
Yours faithfully,  
For Man Infraconstruction Limited

  
Company Secretary

Encl: As above





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### 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 appended to the Postal Ballot Notice dated 25<sup>th</sup> June, 2014. The Postal Ballot Notice containing the Special and Ordinary Resolutions together with the Statement to be annexed to the Postal Ballot Notice was sent to all the shareholders on 10<sup>th</sup> July, 2014 and the last date for receipt of postal ballot forms duly completed, from the shareholders was 8<sup>th</sup> August, 2014.

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 – Special Resolution**

Authorization for Borrowing under Section 180(1)(c) of the Companies Act, 2013, was approved by the members with a requisite majority.

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

Creation of Security under Section 180(1)(a) of the Companies Act, 2013, was approved by the members with a requisite majority.

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

Authorization under Section 186 of the Companies Act, 2013 for Investing or providing loans and advances or giving guarantees/securities in excess of the limits specified in the said Section, was approved by the members with a requisite majority.

#### **Resolution No. 4 – Ordinary Resolution**

Sub-division of each Equity Share of Rs. 10/- into 5 Equity Shares of Rs. 2/- each was approved by the members with a requisite majority.

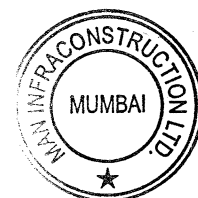
#### **Resolution No. 5 – Special Resolution**

Amendment to Clause V(a) of the Memorandum of Association of the Company consequent upon sub-division of Equity Shares as mentioned at sr. no. 4 above, was approved by the members with a requisite majority.

For Man Infraconstruction Limited

  
Parag K. Shah  
Managing Director

Place: Mumbai  
Date: 12<sup>th</sup> August, 2014



# *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

12<sup>th</sup> August, 2014

To,

**Mr. Parag Shah - Managing Director**

**Man Infraconstruction Limited**

12th Floor, Krushal Commercial Complex,

G. M. Road, Chembur (West),

Mumbai – 400089

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") has vide resolution passed by its Board of Directors at its meeting held on 25<sup>th</sup> June, 2014, 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 Act read with Rule 22 of the Rules of Chapter VII, a Notice along with explanatory statement under Section 102 of the Companies Act, 2013, was sent to the Shareholders by Registered Post and / or through electronic means along with postal ballot forms and pre-paid postal envelope returnable to the Scrutinizer, for passing of the resolutions as mentioned below:

1. **Special Resolution** for authorizing the Board of Directors to borrow monies in excess of aggregate of paid-up share capital and free reserves of the Company or Rs. 700 Crores, whichever is higher;
2. **Special Resolution** for creation of mortgage, charge, hypothecation, lien and other encumbrances not exceeding a limit of Rs. 700 Crores;
3. **Special Resolution** for authorizing the Board to invest or to provide loans and advances or to give guarantees/securities up to 100% of free reserves and securities premium account or Rs. 900 Crores, whichever is higher;



4. **Ordinary Resolution** for sub-division of Equity Shares of Rs. 10/- each into 5 Equity Shares of Rs. 2/- each fully paid-up; and
5. **Special Resolution** for alteration of existing Clause V(a) of Memorandum of Association of the Company consequent upon sub-division of Equity Shares of the Company.

The Company availed the e-Voting facility offered by National Securities Depository Limited (NSDL) for providing e-Voting facility to the members of the Company.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer not later than 5.00 p.m. on Friday, 8<sup>th</sup> August, 2014 or cast their votes online on the basis of the User ID and password provided to them by NSDL. Accordingly, the Postal Ballot Forms received and e-votes casted upto 5.00 p.m. of Friday, 8<sup>th</sup> August, 2014 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 the ballot papers received and E-Voting with their pattern of voting is as per Annexure annexed to this Report.

Based on the said Annexure, all the Ordinary/Special Resolutions as set out in the Notice are passed with requisite majority.

The results of the voting by members through Postal Ballots and e-Voting in respect of the above mentioned Resolutions may accordingly be declared.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES  
COMPANY SECRETARIES

HIMANSHU S. KAMDAR  
PARTNER

FCS No. 5171

COP No. 3030





## ANNEXURE TO SCRUTINIZER'S REPORT FOR THE POSTAL BALLOT OF MAN INFRACONSTRUCTION LIMITED

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

### Resolution No. 1:

Authorizing the Board of Directors to borrow monies in excess of aggregate of paid-up share capital and free reserves of the Company or Rs. 700 Crores, whichever is higher.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	<b>Total</b>	<b>141</b>	<b>43690274</b>
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	<b>Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>133</b>	<b>43687014</b>
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 1	4	323
f.	<b>Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution</b>	<b>129</b>	<b>43686691</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	118	43680932
<b>Percentage (%) of Assent</b>			<b>99.99</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	11	5759
<b>Percentage(%) of Dissent</b>			<b>0.01</b>



**Resolution No. 2:**

Creation of mortgage, charge, hypothecation, lien and other encumbrances not exceeding a limit of Rs. 700 Crores.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	<b>Total</b>	<b>141</b>	<b>43690274</b>
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	<b>Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>133</b>	<b>43687014</b>
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 2	5	373
f.	<b>Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution</b>	<b>128</b>	<b>43686641</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	120	43680965
<b>Percentage (%) of Assent</b>			<b>99.99</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	8	5676
<b>Percentage(%) of Dissent</b>			<b>0.01</b>



**Resolution No. 3:**

Authorizing the Board to invest or to provide loans and advances or to give guarantees/securities up to 100% of free reserves and securities premium account or Rs. 900 Crores, whichever is higher.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	<b>Total</b>	<b>141</b>	<b>43690274</b>
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	<b>Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>133</b>	<b>43687014</b>
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 3	5	373
f.	<b>Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution</b>	<b>128</b>	<b>43686641</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	114	43648180
<b>Percentage (%) of Assent</b>			<b>99.91</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	14	38461
<b>Percentage(%) of Dissent</b>			<b>0.09</b>



**Resolution No. 4:**

Sub-division of Equity Shares of the Company of Rs. 10/- (Rupees Ten only) each into 5 Equity Shares of Rs. 2/- (Rupees Two only) each fully paid-up.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	<b>Total</b>	<b>141</b>	<b>43690274</b>
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	<b>Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>133</b>	<b>43687014</b>
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 4	5	358
f.	<b>Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution</b>	<b>128</b>	<b>43686656</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	124	43684284
<b>Percentage (%) of Assent</b>			<b>99.99</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	4	2372
<b>Percentage(%) of Dissent</b>			<b>0.01</b>





**Resolution No. 5:**

Alteration of existing Clause V(a) of Memorandum of Association of the Company consequent upon sub-division of Equity Shares of the Company.

Sr. No.	Particulars	No. of PBF / e-Voting confirmations	No. of Shares voted
a.	Postal Ballot Forms received	84	28499
b.	e-Voting Confirmations	57	43661775
	<b>Total</b>	<b>141</b>	<b>43690274</b>
c.	<u>Less:</u> Invalid Postal Ballot Forms / e-Voting confirmations	8	3260
d.	<b>Valid Postal Ballot Forms / e-Voting confirmations</b>	<b>133</b>	<b>43687014</b>
e.	<u>Less:</u> Number of Postal Ballot Forms not cast for /against Resolution No. 5	7	398
f.	<b>Valid Postal Ballot Forms / e-Voting with assent / dissent for the Resolution</b>	<b>126</b>	<b>43686616</b>
(i)	Postal Ballot Forms / e-Voting with assent for the Resolution	121	43684144
<b>Percentage (%) of Assent</b>			<b>99.99</b>
(ii)	Postal Ballot Forms / e-Voting with dissent for the Resolution	5	2472
<b>Percentage(%) of Dissent</b>			<b>0.01</b>

