

Details of Results of postal ballot and e-voting by public shareholders as per Clause 35A of the Listing Agreement: Total no. of shareholders as on May 30, 2014 (cut-off date for reckoning the voting rights of the members) – 17,773

Sr. No.	Details of Agenda	Resolution required	Mode of voting
1	Scheme of Arrangement between Man Industries (India) Limited and Man Infraprojects Limited and their shareholders and creditors as circulated to the shareholders along with the notice of CCM.	Votes cast for the resolution should be more than the votes cast against it by public shareholders	Voting by Postal Ballot / E-voting  Resolution was passed with requisite majority*
2	Utilizing Securities Premium Account, to the extent available, of the Company as per the Scheme of Arrangement between Man Industries (India) Limited and Man Infraprojects Limited and their respective shareholders and creditors.	Votes cast for the resolution should be more than the votes cast against it by public shareholders	Voting by Postal Ballot / E-voting  Resolution was passed with requisite majority*

\* Votes cast for the resolution are more than the votes cast against it by public shareholders. Hence the resolutions are passed in terms of para 5.16 of Circular Number (CIR/CFD/DIL/5/2013 dated February 4, 2013 read with para 7 of and Circular No. CIR/CFD/DIL/8/2013 issued by SEBI and conditions laid down in observation letters dated February 18, 2014 and February 19, 2014 issued by BSE and NSE respectively.

The complete details of voting are given in Annexure A.

Thanking You,

Yours Faithfully,

For Man Industries (India) Limited

*Rachana Mahuvakar*  
Rachana Mahuvakar

Company Secretary & Compliance Officer

**Annexure A**

**Resolution No. 1:**

Category of shareholders	No of Shares held	No of votes polled	% of Votes polled on outstanding shares $3 = \frac{(2/1)}{1} * 100$	No of votes in favour	No of Votes against	% of Votes in favour $= \frac{(4/2)}{1} * 100$	% of Votes in against $= \frac{(5/2)}{1} * 100$
	1	2	3	4	5	6	7
Promoter & Promoter Group	32209331	0	0.00	0	0	0.00	0.00
Public – Institutional Shareholders	6058261	0	0.00	0	0	0.00	0.00
Public - Others	18835463	51491	0.27	48641	2850	94.47	5.53
<b>Total</b>	<b>57103055</b>	<b>51491</b>	<b>0.27</b>	<b>48641</b>	<b>2850</b>	<b>94.47</b>	<b>5.53</b>

**Resolution No. 2:**

Category of shareholders	No of Shares held	No of votes polled	% of Votes polled on outstanding shares $3 = \frac{(2/1)}{1} * 100$	No of votes in favour	No of Votes against	% of Votes in favour $= \frac{(4/2)}{1} * 100$	% of Votes in against $= \frac{(5/2)}{1} * 100$
	1	2	3	4	5	6	7
Promoter and Promoter Group	32209331	0	0.00	0	0	0.00	0.00
Public – Institutional Shareholders	6058261	0	0.00	0	0	0.00	0.00
Public - Others	18835463	44161	0.23	41701	2460	94.43	5.57
<b>Total</b>	<b>57103055</b>	<b>44161</b>	<b>0.23</b>	<b>41701</b>	<b>2460</b>	<b>94.43</b>	<b>5.57</b>

Thanking You,

Yours Faithfully,

For Man Industries (India) Limited

*Rachana Mahuvakar*  
Rachana Mahuvakar

Company Secretary & Compliance Officer

**CERTIFIED TRUE COPY OF RESOLUTION PASSED THROUGH POSTAL BALLOT BY THE EQUITY SHAREHOLDERS (PUBLIC) OF MAN INDUSTRIES (INDIA) LIMITED ON JULY 14, 2014.**

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“RESOLVED THAT pursuant to provisions of Sections 391 to 394 and any other applicable provisions of the Companies Act, 1956 (or any corresponding provisions of the Companies Act, 2013 as may be notified), the applicable provisions of Companies Act, 2013, the enabling provisions in the Company's Memorandum and Articles of Association, and subject to the requisite approval of the Hon'ble High Court of Judicature at Bombay or such other competent authority, as the case may be, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the Scheme of Arrangement between Man Industries (India) Limited (“Man Industries”) and Man Infraprojects Limited (“Man Infraprojects”) and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) for the transfer of “Demerged Undertaking 1” (as defined in Scheme) of Man Infraprojects to Man Industries and for transfer of “Demerged Undertaking 2” (as defined in Scheme) of Man Industries to Man Infraprojects be and is hereby approved.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, a committee of the Board of Directors known as the “Restructuring Committee” comprising of Mr. R.C. Mansukhani, Chairman, Mr. Kirit N. Damania, Director, Mr. P.K. Tandon, Director, and Mr. Ashok Gupta, Director & CFO, be and is hereby authorised to do all such acts, deeds, matters and things as may be otherwise carried out by the Board of Directors as are considered requisite or necessary to effectively implement the Scheme and to accept such modification and / or conditions, if any, which may be required and / or imposed by the

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Hon'ble High Court of Judicature at Bombay while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in carrying out the Scheme and any three of them present shall constitute the Quorum for the purpose of this Committee."

**Certified True Copy**  
**For Man Industries (India) Limited**

*Rachana Mahuvakar*

**Rachana Mahuvakar**  
**Company Secretary & Compliance Officer**

**CERTIFIED TRUE COPY OF RESOLUTION PASSED THROUGH POSTAL BALLOT  
BY THE EQUITY SHAREHOLDERS (PUBLIC) OF MAN INDUSTRIES (INDIA)  
LIMITED ON JULY 14, 2014.**

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**"RESOLVED THAT** pursuant to the provisions of Sections 78 (corresponding provisions u/s 52 of the Companies Act, 2013), 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013 as may be notified and of the Articles of Association of the Company and subject to the approval of the Scheme of Arrangement between Man Industries (India) Limited ("Man Industries" or "the Company") and Man Infraprojects Limited ("ManInfraprojects") and their respective shareholders and creditors (hereinafter referred to as the "Scheme") by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 read with Section 78 (corresponding provisions u/s 52 of the Companies Act, 2013) and Sections 100 to 103 and other applicable provisions of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013 as may be notified, the balance in the Securities Premium Account of the Company shall be utilized in a manner specified in the Scheme and consequently the Company is not required to add words "And Reduced" as suffix to its name.

**RESOLVED FURTHER THAT** any of the Directors and / or the Company Secretary be and are/is hereby jointly and severally authorized by the Company to undertake such acts, deeds and matters, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in this regard, including but not limited to making requisite filings with the Registrar of Companies, that may be required to give effect to the aforesaid resolution."

**Certified True Copy  
For Man Industries (India) Limited**

  
**Rachana Mahuvakar**

**Company Secretary & Compliance Officer**