

RISHIKESH VYAS & ASSOCIATES

COMPANY SECRETARIES

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To

The Chairman,

Appointed for Court Convened Meeting of Equity shareholders of Man Industries (India) Limited held on 12th day of July, 2014 at 10.30 a.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (W), Mumbai - 400 058,

Dear Sir,

I, Rishikesh Vyas, a Company Secretary in Practice appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Court Convened Meeting of Equity shareholders of Man Industries (India) Limited held on 12th day of July, 2014 at 10.30 a.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (W), Mumbai - 400 058, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Two (2) ballot boxes were kept for polling and the same was locked in our presence with due identification marks placed by me. The same was sealed by Mr. Prashant Kirtikar (Associate -Corporate Registry) Link Intime India Pvt. Ltd. in the presence of myself (Practicing Company Secretary) in the capacity as Scrutinizer and Mr. Nandkumar Krishnan (Member of the Company holding 1400 shares having Folio No G30214, G30003, G30002 and K06054) as Member Scrutinizer and Mr. Umashankar Hegde (Practicing Company Secretary).

2. (a) The locked ballot box was subsequently opened in the presence of -

S.No	Name	Remarks
A	Mr. Rishikesh Vyas	Scrutinizer Practicing Company Secretary
B	Mr. Nandkumar Krishnan	Member Scrutinizer
C	Mr. Prashant Kirtikar	Representative of Link Intime (India) Pvt Ltd
D	Mr. Umashankar Hegde	Independent Witness
E	Ms. Rachana Mahuvakar	Company Secretary & Compliance Officer of the Company.

801-802, Ahimsa Towers, Ahimsa Marg, Chinchol, off Link Road, Malad(W), Mumbai 64
Mobile No: 09819195689, Tel: 022-28413793
email: interact.vyas@gmail.com, rishikeshvyas@gmail.com, website : www.rishikeshvyas.in

2(b) The poll papers were diligently scrutinized and reconciled with the records maintained by M/s. Link Intime (India) Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.

3. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.
- 4.

Sr. No.	Description	No. of Persons	No. of Shares of Rs. 5/- Each	Value (Rs.)
1.	Total Number of Persons Attended	82	40,404,845	202,024,225
2.	Total Number of Members Attended in Person	63	14,849,004	74,245,020
3.	Total Number of Members attended through Proxy	9	11,534,342	57,671,710
4.	Total Number of Members attended u/s.187 of Companies Act, 1956 (corresponding section 113 of the Companies Act, 2013)	10	14,021,499	70,107,495

4. The details of the Poll is as under :

A. Motion for Amendment to the Scheme of Arrangement between Man Industries (India) Limited and Man Infraprojects Limited and their respective shareholders

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of members	% of total number of valid votes cast
70	40403671	92.11	99.99

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ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of members	% of total number of valid votes cast
6	759	7.89	0.01

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6 *	446,966
6(Did Not Vote)	415

* Out of total invalid votes of 446,976 held by 8 persons only 6 persons holding 446,966 voted

B- Resolution on the Notice

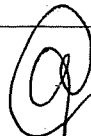
Resolution No.1: Ordinary Resolution

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of members	% of total number of valid votes cast
68	40,403,424	93.15	99.99

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of members	% of total number of valid votes cast
5	503	6.85	0.01



(iii) **Invalid Votes:**

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6*	446,936
9 (Did Not Vote)	918

*** Out of total invalid votes of 446,976 held by 8 persons only 6 persons holding 446,936 voted**

Resolution No.2: Special Resolution

(i) **Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of members	% of total number of valid votes cast
68	40,403,424	93.15	99.99

(ii) **Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of members	% of total number of valid votes cast
5	503	6.85	0.01

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
6*	446,936
9 (Did Not Vote)	918

*** Out of total invalid votes of 446,976 held by 8 persons only 6 persons holding 446,936 voted**

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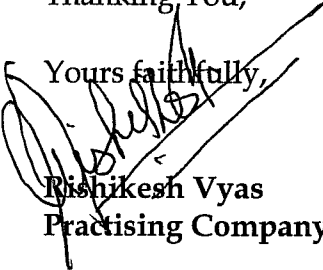
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* 5 Members holding 2,615 shares have voted through e-voting process in favor of the said resolution in addition to the votes cast through poll at the Court Convened Meeting. Members holding 51,986 voted through Postal Ballot wherein for the Resolution No. 1 members holding 46,026 Shares have given their assent and for Resolution No. 2 members holding 39,086 have given their assent.

5. Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, is enclosed.
6. The poll paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking You,

Yours faithfully,


Rishikesh Vyas
Practising Company Secretary

Place: Mumbai

Date: July 14, 2014

**MAN INDUSTRIES (INDIA) LIMITED
BALLOT REPORT
SUMMARY OF POLL RESULTS**

Result of the Poll conducted in the Court Convened Meeting of the Shareholders of the Company held on Saturday, the 12th day of July 2014 at 10.30 am at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (W), Mumbai - 400 058 as per the directions of the Hon'ble High Court of Bombay

CSD. No. 346 of 2014

Sr. No.	Description	No. of Persons	No. of Shares of Rs. 5/- Each	Value (Rs.)
1.	Total Number of Persons Attended	82	4,04,04,845	202,024,225
2.	Total Number of Members Attended in Person	63	14,849,004	74,245,020
3.	Total Number of Members attended through Proxy	9	11,534,342	57,671,710
4.	Total Number of Members attended u/s.187 of Companies Act, 1956 (corresponding section 113 of the Companies Act, 2013)	10	14,021,499	70,107,495

RESOLUTION: a				
Sr. No.	Description	No. of Votes	No. of Shares of Rs. 5/- Each	Value (Rs.)
1.	Number of Votes in Favour	70	40,403,671	202,018,355
2.	Number of Votes Against	6	759	3,795
3.	Number of persons abstained from voting	6	415	2,075
4.	*Number of Invalid Votes		446,966	2,234,830

RESOLUTION: b				
Sr. No.	Description	No. of Votes	No. of Shares of Rs. 5/- Each	Value (Rs.)
1.	Number of Votes in Favour	68	40,403,424	202,017,120
2.	Number of Votes Against	5	503	2,515
3.	Number of persons abstained from voting	9	918	4,590
4.	*Number of Invalid Votes		446,936	2,234,680

(9)

[Handwritten Signature]

SPECIAL RESOLUTION: c

Sr. No.	Description	No. of Votes	No. of Shares of Rs. 5/- Each	Value (Rs.)
1.	Number of Votes in Favour	68	40,403,424	202,017,120
2.	Number of Votes Against	5	503	2,515
3.	Number of persons abstained from voting	9	918	4,590
4.	*Number of Invalid Votes		446,936	2,234,680

*The Votes were considered invalid due to following reasons:

- Certain members voted twice
- Certain persons who were not shareholders casted vote
- Details mentioned on ballot paper were incorrect

Since the Number of votes cast in favour of Resolutions are more than the Number of Votes cast against the Resolutions and represents more than three fourths in value, the resolutions were passed / approved with the requisite majority.

Date: July 14, 2014

Place: Mumbai

Signature of Scrutinizer (1)

Name: Nandkumar Krishnan
Shareholder/ Member

Signature of Scrutinizer (2)

Name: Rishikesh Vyas
(Practicing Company Secretary)