

September 26, 2016

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

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

Script code: 513269

Script code: MANINDS

Sub: Voting results of 28th Annual General Meeting of the Company held on Friday, September 23, 2016.

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the 28th Annual General Meeting (“AGM”) of the Company was held on Friday, September 23, 2016 at Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13th Road, Juhu, Opposite Juhu Bus Depot, Juhu Mumbai, Maharashtra 400049 at 11.00 a.m. and based on the Consolidated Scrutinizer’s Report for voting at AGM venue and remote E-voting dated September 26, 2016, following resolutions have been passed with requisite majority:

1. Adoption of the audited financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended March 31, 2016 (Ordinary Resolution);
2. To declare dividend on equity shares (Ordinary Resolution);
3. To appoint a Director in place of Mr. Nikhil Rameshchandra Mansukhani (DIN 02257522), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution);
4. Ratification of the appointment of the Statutory Auditors of the Company. (Ordinary Resolution);
5. Appointment of Mr. Annavarapu Venkat Rammurthy (DIN : 00050455) as an Independent Director of the Company (Ordinary Resolution);



6. Ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17 (Ordinary Resolution);


Pursuant to the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the details of voting results in the prescribed format along with the Consolidated Scrutinizer's Report.

Kindly acknowledge the receipt and take the same on your records.

Thanking you,

Yours faithfully,

For Man Industries (India) Limited



Shashank Belkhede
VP - Legal & Company Secretary

Encl: a/a

Man Industries (India) Limited

VOTING RESULTS	
Date of AGM	23.09.2016
Total Number of Shareholders as on Record Date/Cut-off Date	28367
No. of Shareholders present on the meeting either in person or through proxy	
(i) Promoter & Promoters' Group	6
(ii) Public	32
No. of Shareholders attended the meeting through Video Conferencing	
(i) Promoter & Promoters' Group	Not Arranged
(ii) Public	Not Arranged



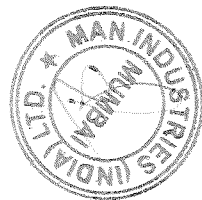
Man Industries (India) Limited

Resolution Required : (Ordinary)		1 - To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.						
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
Promoter and Promoter Group	E-Voting	30243149	21616269	71.4749	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21616269	71.4749	21616269	0	100.0000	0.0000
Public Institutions	E-Voting	3695211	253523	6.8609	0	253523	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		253523	6.8609	0	253523	0.0000	100.0000
Public Non Institutions	E-Voting	23164695	2378942	10.2697	2373252	5690	99.7608	0.2392
	Poll		5303	0.0229	5303	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2384245	10.2697	2378555	5690	99.7614	0.2386
TOTAL		57103055	24254037	42.4741	23994824	259213	98.9313	1.0687



Man Industries (India) Limited

Resolution Required : (Ordinary)		2 - To declare a dividend on equity shares.						
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
Promoter and Promoter Group	E-Voting	30243149	21616269	71.4749	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21616269	71.4749	21616269	0	100.0000	0.0000
Public Institutions	E-Voting	3695211	253523	6.8609	253523	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		253523	6.8609	253523	0	100.0000	0.0000
Public Non Institutions	E-Voting	23164695	2378942	10.2697	2367781	11161	99.5308	0.4692
	Poll		5303	0.0229	5303	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2384245	10.2697	2373084	11161	50.9061	49.0939
TOTAL		57103055	24254037	42.4741	24242876	11161	99.9540	0.0460



Man Industries (India) Limited

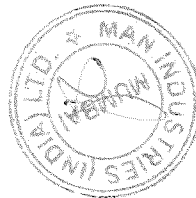
Resolution Required : (Ordinary)

3 - To appoint a Director in place of Mr. Nikhil Rameshchandra Mansukhani (DIN02257522), who retires by rotation and being eligible, offers himself for reappointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

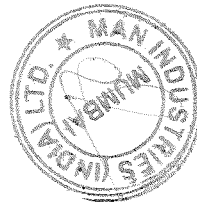
Yes

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	30243149	21616269	71.4749	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21616269	71.4749	21616269	0	100.0000	0.0000
Public Institutions	E-Voting	3695211	253523	6.8609	0	253523	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		253523	6.8609	0	253523	0.0000	100.0000
Public Non Institutions	E-Voting	23164695	2378942	10.2697	2367381	11561	99.5140	0.4860
	Poll		5303	0.0229	5303	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2384245	10.2697	2372684	11561	49.1467	50.8533
TOTAL		57103055	24254037	42.4741	23988953	265084	98.9071	1.0929



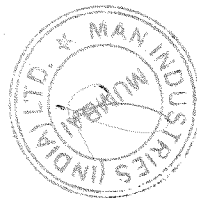
Man Industries (India) Limited

Resolution Required : (Ordinary)			4 - To ratify the appointment of Statutory Auditors					
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	30243149	21616269	71.4749	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21616269	71.4749	21616269	0	100.0000	0.0000
Public Institutions	E-Voting	3695211	253523	6.8609	253523	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		253523	6.8609	253523	0	100.0000	0.0000
Public Non Institutions	E-Voting	23164695	2378942	10.2697	2367781	11161	99.5308	0.4692
	Poll		5303	0.0229	5303	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2384245	10.2697	2373084	11161	50.9061	49.0939
TOTAL		53407844	24254037	45.4129	24242876	11161	99.9540	0.0460



Man Industries (India) Limited

Resolution Required : (Special)		5 - To appoint Mr. Annavarapu Venkat Rammurty as Independent Director .						
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
Promoter and Promoter Group	E-Voting	30243149	21616269	71.4749	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21616269	71.4749	21616269	0	100.0000	0.0000
Public Institutions	E-Voting	3695211	253523	6.8609	253523	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		253523	6.8609	253523	0	100.0000	0.0000
Public Non Institutions	E-Voting	23164695	2378942	10.2697	2367381	11561	99.5140	0.4860
	Poll		5303	0.0229	5303	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2384245	10.2697	2372684	11561	49.1467	50.8533
TOTAL		57103055	24254037	42.4741	24242476	11561	99.9523	0.0477



Man Industries (India) Limited

Resolution Required : (Special)

6 - To ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017.

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
Promoter and Promoter Group	E-Voting	30243149	21616269	71.4749	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21616269	71.4749	21616269	0	100.0000	0.0000
Public Institutions	E-Voting	3695211	253523	6.8609	253523	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		253523	6.8609	253523	0	100.0000	0.0000
Public Non Institutions	E-Voting	23164695	2378942	10.2697	2373252	5690	99.7608	0.2392
	Poll		5303	0.0229	5303	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2384245	10.2697	2378555	5690	74.9714	25.0286
TOTAL		57103055	24254037	42.4741	24248347	5690	99.9765	0.0235





**Rishikesh Vyas & Associates
Company Secretaries**

**Report of Scrutinizer on E-Voting and ballot Process
[Pursuant to Section 108 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
MAN INDUSTRIES (INDIA) LIMITED
101, Man House, Opp. Pawan Hans, S.V.Road, 3,
Vile Parle (West), Mumbai
Mumbai City 400056

Dear Sir,

Sub: Scrutinizer's Report on Voting Process [including E-voting, Voting by Physical Postal Ballot and Voting by Ballot at AGM] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

The Board of Directors of **Man Industries (India) Limited** ('the Company') have vide resolution passed on 25th August, 2016, decided to provide to the members of the Company, facility to exercise their right on the resolutions as set out in the notice of Seventeenth Annual General Meeting ('AGM') held on September 23, 2016; by way of Voting by electronic means (Remote E-voting), and voting by Poll at AGM; as required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

I, Rishikesh Vyas, Company Secretary in Whole time Practice having membership No. FCS: 7424 CP: 13110 and proprietor of Rishikesh Vyas & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 25th August, 2016, as required under Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Remote e- voting process and Voting by Ballot process at AGM; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the 28th Annual General Meeting of the Company held on September 23, 2016 and reproduced herein below:

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

6. The consolidated result of the Voting Process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %) #
1	Adoption of Audited Financial Statements, Directors Report and Auditors Report for the year ended March 31, 2016.	Ordinary	2,39,94,824	98.9313	2,59,213	1.0687
2	Declaration of dividend on equity shares of the Company.	Ordinary	2,42,42,876	99.9540	11,161	0.0460
3	Re-appointment of Mr. NIKHIL RAMESHCHANDRA MANSUKHANI (DIN: 02257522), who retires by rotation.	Ordinary	2,39,88,953	98.9071	2,65,084	1.0929
4	Ratification of appointment of M/s Rohira Mehta & Associates Chartered Accountant as Auditor and to fix their remuneration.	Ordinary	2,42,42,876	99.9540	11,161	0.0460
5	Appointment of Mr. ANNAVARAPU VENKAT RAMMURTY (DIN: 00050455) as an Independent Director of the Company.	Ordinary	2,42,42,476	99.9523	11,561	0.0477
6	Ratification of remuneration M/s. ABK & Associates and Associates, Cost Accountants for Financial Year 2016-17.	Ordinary	2,42,48,347	99.9765	5,690	0.0235

Rounded off upto 4 decimal points.

ORDINARY BUSINESS:

1. To receive, consider and adopt the statement of Profit & Loss for the year ended March 31, 2016 and the Balance Sheet as at that date together with the reports of the Board of Directors and auditors thereon.
2. To declare a dividend on equity shares for the year ended March 31, 2016.
3. To appoint a Director in place of Mr. NIKHIL RAMESHCHANDRA MANSUKHANI (DIN: 02257522), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s Rohira Mehta & Associates, Chartered Accountant as Auditor and to fix their remuneration.

SPECIAL BUSINESS

5. To appoint Mr. ANNAVARAPU VENKAT RAMMURTY (DIN: 00050455) as an Independent Director of the Company.
6. To ratify the remuneration of M/s. ABK & Associates and Associates, Cost Accountants for Financial Year 2016-17.

In this regard, I submit my report as under:

1. The Remote e-voting period remained open from September 20, 2016 (9:00 A.M.) to September 22, 2016 (5:00 P.M.)
2. After the closure of AGM on September 23, 2016 and after the end of the Remote e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of CDSL (www.evotingindia.com)
4. I have scrutinized, downloaded and counted the Votes casted through Remote E-voting facility and Votes casted by Ballot at the venue of AGM; for the purpose of this report.
5. The particulars of votes casted through Remote E-voting and Votes casted by Ballot process at the venue of AGM have been recorded in a register separately maintained for the purpose in accordance with the Companies (Management and Administration) Rules, 2014.

7. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to Mr. Rameshchandra Mansukhani, Executive Chairman of the Company.

Result:

All the resolutions bearing number 1 to 6 having secured requisite majority of votes, the respective resolutions may be considered to have been passed as Ordinary Resolutions.

The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You,
Yours faithfully,

**FOR RISHIKESH VYAS & ASSOCIATES
COMPANY SECRETARIES**



RISHIKESH VYAS

Proprietor

FCS: 7424 CP: 13110

Scrutinizer appointed for the
Voting process

Date: September 26, 2016

Place: MUMBAI