

September 28, 2017

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 29<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 27, 2017.**

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the 29<sup>th</sup> Annual General Meeting ("meeting") of the Members of Man Industries (India) Limited (the 'Company') was held on Wednesday, September 27, 2017 at 12.00 Noon at Juhu Vile Parle Gymkhana Club, Plot No U/13, J.V.P.D. Scheme, 13<sup>th</sup> Road, Juhu, Opposite Juhu Bus Depot, Juhu Mumbai, Maharashtra - 400049 and based on the Consolidated Scrutinizer's Report for voting at AGM venue and remote E-voting, following resolutions have been passed with requisite majority:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017 including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss account for the year ended on that date and the report of the Board of Directors and Auditors thereon. (Ordinary Resolution);
2. To declare dividend of Rs. 1.50 (i.e. 30%) per equity share of face value of Rs. 5.00 each for the year ended March 31, 2017. (Ordinary Resolution);
3. To appoint a Director in place of Mr. Rameshchandra Mansukhani (DIN 00012033), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution);
4. To appoint M/s M. H. Dalal & Associates, Chartered Accountants (Firm registration no. : 112449W) as the statutory auditors of the Company, to hold office for a period of five consecutive years from the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 34<sup>th</sup> Annual

Mumbai Office Add : MAN HOUSE, 101, S.V. Road, Opp. Pawan Hans, Vile Parle (West), Mumbai – 400056  
Tel: 91-22-6647 7500 • Fax: 91-22-6647 7600 • E-mail: enquiry@maninds.org

Anjar Plant : Pipe & Coating Complex, Plot No.485/2, Anjar - Mundra Highway, Village - Khedoi, Tal - Anjar, Dist - Kutch, Gujarat.  
Tel : +91 - 02836-275751 - 60 • Fax :- +91 2836-275750 • Email : mananjar@maninds.org

Pithampur Plant : Pipe & Coating Complex, Plot No.257 - B, 258 - B, Sector 1, Pithampur - 454775, Dist - Dhar (M.P.)  
Tel : +91 - 7292-253291/253875/253666 • Fax : +91-7292-253257 • Email : mansaw@maninds.org



General Meeting of the Company on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditors. (Ordinary Resolution);

5. To ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018. (Ordinary Resolution);
6. To approve reclassification of equity shares held by Mr. Jagdishchandra Mansukhani, his relatives (JCM) and entities controlled by JCM from the category of promoter group to the category of public with BSE Limited and National Stock Exchange of India Limited. (Ordinary Resolution);
7. To approve waiver of excess remuneration paid to Mr. R C Mansukhani, Whole time director of the Company for the financial year ended March 31, 2017. (Special Resolution);
8. To approve waiver of excess remuneration paid to Mr. Nikhil Mansukhani, Executive Director of the Company for financial year ended March 31, 2017. (Special 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**  
Group Head – Legal & Secretarial



Encl: a/a

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Pithampur Plant : Pipe & Coating Complex, Plot No.257 - B, 258 - B, Sector 1, Pithampur - 454775, Dist - Dhar (M.P)  
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## Man Industries (India) Limited

VOTING RESULTS	
Date of AGM	27.09.2017
Total Number of Shareholders as on Record Date/Cut-off Date	31411
<b>No. of Shareholders present on the meeting either in person or through proxy</b>	
(i) Promoter & Promoters' Group	6
(ii) Public	29
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
(i) Promoter & Promoters' Group	Not Arranged
(ii) Public	Not Arranged



## Man Industries (India) Limited

1 - To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 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.

Resolution Required : (Ordinary)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
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		21616269	84.6598	21616269	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	25533102	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>21616269</b>	<b>84.6598</b>	<b>21616269</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>		
Public Institutions	E-Voting		316952	16.2420	153662	163290	48.4812	51.5188			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	1951440	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>316952</b>	<b>16.2420</b>	<b>153662</b>	<b>163290</b>	<b>48.4812</b>	<b>51.5188</b>	<b>0.0000</b>		
Public Non Institutions	E-Voting		2364852	7.9844	2364852	0	100.0000	0.0000			
	Poll		9017	0.0304	9017	0	100.0000	0.0000			
	Postal Ballot	29618513	0	0.0000	0	0	0.0000	0.0000			
	<b>Total</b>		<b>2373869</b>	<b>8.0148</b>	<b>2373869</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>		
<b>Total</b>		<b>57103055</b>	<b>24307090</b>	<b>42.5671</b>	<b>24143800</b>	<b>163290</b>	<b>99.3282</b>	<b>0.6718</b>			



## Man Industries (India) Limited

2 - To declare dividend of Rs. 1.50 (i.e. 30%) per equity share of face value of Rs. 5.00 each for the year ended March 31, 2017

Resolution Required : (Ordinary)		NO						
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		21616269	84.6598	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	25533102	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21616269</b>	<b>84.6598</b>	<b>21616269</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		316952	16.2420	316952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1951440	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316952</b>	<b>16.2420</b>	<b>316952</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2364852	7.9844	2364852	0	100.0000	0.0000
	Poll		9017	0.0304	9017	0	100.0000	0.0000
	Postal Ballot	29618513	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2373869</b>	<b>8.0148</b>	<b>2373869</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>57103055</b>	<b>24307090</b>	<b>42.5671</b>	<b>24307090</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Man Industries (India) Limited

3 - To appoint a Director in place of Mr. R. C. Mansukhani (DIN 00012033), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required : (Ordinary)		Whether promoter/ promoter group are interested in the agenda/resolution?						
		YES						
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		21616269	84.6598	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	25533102	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21616269</b>	<b>84.6598</b>	<b>21616269</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		316952	16.2420	316952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1951440	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316952</b>	<b>16.2420</b>	<b>316952</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2364852	7.9844	2364852	0	100.0000	0.0000
	Poll		8817	0.0298	8817	0	100.0000	0.0000
	Postal Ballot	29618513	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2373669</b>	<b>8.0142</b>	<b>2373669</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>57103055</b>	<b>24306890</b>	<b>42.5667</b>	<b>24306890</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Man Industries (India) Limited

4. To appoint the auditors of the Company and to fix their remuneration.

Resolution Required : (Ordinary)		NO						
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		21616269	84.6598	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	25533102	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21616269</b>	<b>84.6598</b>	<b>21616269</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		316952	16.2420	316952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1951440	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316952</b>	<b>16.2420</b>	<b>316952</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2364852	7.9844	2364852	0	100.0000	0.0000
	Poll		9017	0.0304	9017	0	100.0000	0.0000
	Postal Ballot	29618513	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2373869</b>	<b>8.0148</b>	<b>2373869</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>57103055</b>	<b>24307090</b>	<b>42.5671</b>	<b>24307090</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Man Industries (India) Limited

5 - To ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

Resolution Required : (Ordinary)		NO						
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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		21616269	84.6598	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	25533102	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21616269</b>	<b>84.6598</b>	<b>21616269</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		316952	16.2420	316952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1951440	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316952</b>	<b>16.2420</b>	<b>316952</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2364852	7.9844	2364852	0	100.0000	0.0000
	Poll		9007	0.0304	9007	0	100.0000	0.0000
	Postal Ballot	29618513	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2373859</b>	<b>8.0148</b>	<b>2373859</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>57103055</b>	<b>24307080</b>	<b>42.5670</b>	<b>24307080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





## Man Industries (India) Limited

6 - Re-classification of Promoter Group.

Resolution Required : (Ordinary)		YES						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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		21616269	84.6598	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	25533102	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21616269</b>	<b>84.6598</b>	<b>21616269</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		316952	16.2420	316952	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1951440	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316952</b>	<b>16.2420</b>	<b>316952</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting		2364852	7.9844	2364852	0	100.0000	0.0000
	Poll		9007	0.0304	9007	0	100.0000	0.0000
	Postal Ballot	29618513	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2373859</b>	<b>8.0148</b>	<b>2373859</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>57103055</b>	<b>24307080</b>	<b>42.5670</b>	<b>24307080</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Man Industries (India) Limited

7 - Approval seeking waiver of excess remuneration paid to Mr. R.C. Mansukhani.

Resolution Required : (Special)		YES						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		21616269	84.6598	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	25533102	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21616269</b>	<b>84.6598</b>	<b>21616269</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		316952	16.2420	153662	163290	48.4812	51.5188
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1951440	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316952</b>	<b>16.2420</b>	<b>153662</b>	<b>163290</b>	<b>48.4812</b>	<b>51.5188</b>
Public Non Institutions	E-Voting		2364852	7.9844	2364632	220	99.9907	0.0093
	Poll		9007	0.0304	8807	200	97.7795	2.2205
	Postal Ballot	29618513	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2373859</b>	<b>8.0148</b>	<b>2373439</b>	<b>420</b>	<b>99.9823</b>	<b>0.0177</b>
<b>Total</b>		<b>57103055</b>	<b>24307080</b>	<b>42.5670</b>	<b>24143370</b>	<b>163710</b>	<b>99.3265</b>	<b>0.6735</b>



## Man Industries (India) Limited

Resolution Required : (Special)

8 - Approval seeking waiver of excess remuneration paid to Mr. Nikhil Mansukhani.

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

YES

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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		21616269	84.6598	21616269	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	25533102	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>21616269</b>	<b>84.6598</b>	<b>21616269</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting		316952	16.2420	153662	163290	48.4812	51.5188
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	1951440	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>316952</b>	<b>16.2420</b>	<b>153662</b>	<b>163290</b>	<b>48.4812</b>	<b>51.5188</b>
Public Non Institutions	E-Voting		2364852	7.9844	2364632	220	99.9907	0.0093
	Poll		9007	0.0304	8807	200	97.7795	2.2205
	Postal Ballot	29618513	0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>2373859</b>	<b>8.0148</b>	<b>2373439</b>	<b>420</b>	<b>99.9823</b>	<b>0.0177</b>
<b>Total</b>		<b>57103055</b>	<b>24307080</b>	<b>42.5670</b>	<b>24143370</b>	<b>163710</b>	<b>99.3265</b>	<b>0.6735</b>



**CS Bhavika Bhagat**  
(Practising Company Secretary)

**Consolidated Scrutinizer report**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the  
Companies (Management and Administration) Rules, 2014)

To,  
The Chairman  
Man Industries (India) Limited  
MAN House, 101, Opp. Pavan Hans,  
S.V. Road, Vile Parle West, Mumbai: 400056, Maharashtra

Dear Sir,

I, Bhavika Bhagat, a Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of Man Industries (India) Limited ("the Company") for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules); and
- (ii) Poll through electronic voting system under the provisions of Section 109 of the of the Act read with Rule 21 of the Rules, on the resolutions contained in the Notice calling the 29<sup>th</sup> Annual General Meeting held on Wednesday, 27<sup>th</sup> day of September, 2017 at 12.00 Noon 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.

**Management's responsibility:**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of 29<sup>th</sup> Annual General Meeting of the Equity shareholders of the Company.



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B-602, New Gokul Heights CHS., Thakur Complex, Kandivali (East), Mumbai: 400 101  
Email ID: [sanghvi.bhavu@gmail.com](mailto:sanghvi.bhavu@gmail.com), mobile: 9821720590

# CS Bhavika Bhagat

Practising Company Secretary

## Scrutinizer's responsibility:

My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's report of votes cast "In favour" or "against" the resolutions state below based on the reports generated from the e-voting system provided by the M/s. Link Intime India Private Limited, the Authorised Agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:

- 1) The Company had provided the remote e-voting facility offered by Central Depository Services Limited (CDSL), to the shareholders of the Company.
- 2) In accordance with the Notice of the 29<sup>th</sup> AGM dated August 11, 2017 sent to the shareholders and the advertisement published pursuant to the Rule [20](3)(v) of the Companies (Management and Administration) Rules, 2014 and amendment thereof in The Freepress Journal in English and Navshakti in Marathi on September 4, 2017.
- 3) The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. September 20, 2017 were entitled to vote on the proposed resolution(s) item no. 1 to 8 as set out in the Notice of AGM of the Company by remote e-voting or voting through polling paper at AGM.
- 4) The remote e-voting period remained open from 9.00 a.m. on September 24, 2017 upto 5.00 p.m. on September 26, 2017.
- 5) After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of Link Intime for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 29<sup>th</sup> AGM.



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Practicing Company Secretary

- 6) After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
- 7) The locked ballot box was subsequently unblocked on September 27, 2017 in my presence along with 2 (two) witnesses who are not in the employment of the Company and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- 8) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 9) After counting, the votes casted by the members and proxy holders present at the AGM, through polling paper, the votes casted through remote e-voting were unblocked on September 27, 2017 in the presence of 2 witnesses.
- 10) Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "against" were downloaded from the e-voting website of Central Depository Services Limited (CDSL).
- 11) I submit herewith my Consolidated Scrutinizer's Report on the results of remote e-voting and voting through polling paper on each resolution are given hereunder:



# CS Bhavika Bhagat

Practising Company Secretary

## Resolution No. 1- (Ordinary Resolution)

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2017 including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss account for the year ended on that date and the report of the Board of Directors and Auditors thereon:

Total Votes cast	24307090	Total Valid votes	24307090	Invalid votes	--
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
24134783	99.33%	1632920	0.67%	9017	0.0003%	--	--	24143800	99.33%	163920	0.67%
Invalid votes		--		Invalid votes		--		Invalid votes		--	

## Resolution no. 2: (Ordinary Resolution)

To declare dividend of Rs. 1.50 (i.e. 30%) per equity share of face value of Rs. 5.00 each for the year ended March 31, 2017.

Total Votes cast	24307090	Total Valid votes	24307090	Invalid votes	--
------------------	----------	-------------------	----------	---------------	----

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
24298073	99.0097%	--	--	9017	0.0003%	--	--	24307090	100.00%		
Invalid votes		--		Invalid votes		--		Invalid votes		--	



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# CS Bhavika Bhagat

Practising Company Secretary

### Resolution no. 3: (Ordinary Resolution)

To appoint a Director in place of Mr. Rameshchandra Mansukhani (DIN 00012033), who retires by rotation and being eligible, offers himself for re-appointment.

Total Votes cast	24307090	Total Valid votes	24306890	Invalid votes	200
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
24298073	99.0097%	--	--	8817	0.0003%	--	--	24306890	100%	--	--
Invalid votes		--		Invalid votes		200		Invalid votes		200	

### Resolution 4: (Ordinary Resolution)

To appoint M/s M. H. Dalal & Associates, Chartered Accountants (Firm registration no. : 112449W) as the statutory auditors of the Company, to hold office for a period of five consecutive years from the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company till the conclusion of the 34<sup>th</sup> Annual General Meeting of the Company on a remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.

Total Votes cast	24307090	Total Valid votes	24307090	Invalid votes	--
------------------	----------	-------------------	----------	---------------	----

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
24298073	99.0097%	--	--	9017	0.0003%	--	--	24307090	100%	--	--
Invalid votes		--		Invalid votes		--		Invalid votes		--	

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## Resolution 5: (Ordinary Resolution)

To ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2018.

Total Votes cast	242307090	Total Valid votes	242307080	Invalid votes	10
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
24298073	99.0097%	--	--	9007	0.0003%	--	--	242307080	100%	--	--
Invalid votes		--		Invalid votes		10		Invalid votes		10	

## Resolution 6: (Ordinary Resolution)

To approve reclassification of equity shares held by Mr. Jagdishchandra Mansukhani, his relatives (JCM) and entities controlled by JCM from the category of promoter group to the category of public with BSE Limited and National Stock Exchange of India Limited.

Total Votes cast	242307090	Total Valid votes	242307080	Invalid votes	10
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
24298073	99.0097%	--	--	9007	0.0003%	--	--	242307080	100%	--	--
Invalid votes		--		Invalid votes		10		Invalid votes		10	



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## Resolution 7: (Special Resolution)

To approve waiver of excess remuneration paid to Mr. R C Mansukhani, Whole time director of the Company for the financial year ended March 31, 2017

Total Votes cast	24307090	Total Valid votes	24307080	Invalid votes	10
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
24134563	99.33%	163510	0.67%	8807	0.0003%	200	--	24143370	99.33%	163710	0.67%
Invalid votes		--		Invalid votes		10		Invalid votes		10	

## Resolution 8: (Special Resolution)

To approve waiver of excess remuneration paid to Mr. Nikhil Mansukhani, Executive Director of the Company for financial year ended March 31, 2017.

Total Votes cast	24307090	Total Valid votes	24307080	Invalid votes	10
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
24134563	99.33%	163510	0.67%	8807	0.0003%	200	0.000%	24143370	99.33%	163710	0.67%
Invalid votes		--		Invalid votes		10		Invalid votes		10	



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Practising Company Secretary

12) The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 29<sup>th</sup> AGM were handed over to the Company Secretary of the Company for safe keeping.

Yours faithfully,

B.M. Bhagat

Bhavika Bhagat  
ACS: 21352  
CP No.: 15046

For MAN Industries (India) Limited



Countersigned by

Date - September 28, 2017

