

1st July, 2015

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Script code : 513269

National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai-400 051
Script code : MANINDS

Dear Sir/Madam,

Sub: Result of Postal Ballot (including e-voting)

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, for seeking approval of the Members of the Company for matters stated in the notice of Postal Ballot dated May 25, 2015 read with the explanatory statements attached thereto. Friday, June 26, 2015 up to 6.00 p.m. was fixed as the time for e-voting and receipt of duly completed Postal Ballot forms from the Members of the Company.

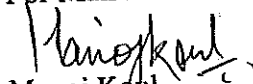
The Company had, on May 27, 2015, dispatched/e-mailed the Postal Ballot Notice dated May 25, 2015 to the Members of the Company as on May 22, 2015 (“the cut-off date”) for seeking their approval with respect to the businesses as mentioned in the postal ballot notice dated May 25, 2015. The voting rights were reckoned in proportion to the paid-up value of the equity shares (5,71,03,055 shares) registered in the name of 20,803 Members as on Friday, May 22, 2015. Notice to this effect was also published in the newspapers viz., Free Press Journal and Navshakti on Tuesday, June 02, 2015.

The Company had also offered e-voting facility through CDSL, to all the Members of the Company in compliance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement to enable them to cast their votes electronically.

The Board of Directors had appointed M/s. Rishikesh Vyas & Associates, Practising Company Secretary as Scrutinizer for Scrutinizing the Postal Ballot forms including votes casted through e-voting in a fair and transparent manner. He has submitted his Report on yesterday i.e. on June 30, 2015 to the undersigned.

Based on the said report of the Scrutinizer, results of Postal Ballot are declared as under:

For Man Industries (India) Limited


Manoj Koul
AVP - Legal & Secretarial

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an ISO 9001 / 14001 / 18001 accredited company



Resolution No:1

Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors to borrow money on behalf of the Company upto a sum not exceeding Rs. 3,000 Crores.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<u>Mode of Voting: (E-voting)</u>							
Promoter and Promoter Group	30953036	19146250	61.86	19146250	0	100.00	0
Public Institutional Holders	4580315	153662	3.35	153662	0	100.00	0
Public-Others	21569704	5143276	23.84	4842075	301201	94.14	5.86
Total(A)	57103055	24443188	42.81	24141987	301201	98.77	1.23
<u>Mode of Voting: (Poll)</u>							
Promoter and Promoter Group	30953036	0	0	0	0	0	0
Public Institutional Holders	4580315	0	0	0	0	0	0
Public-Others	21569704	299935	1.39	8895	291040	2.97	97.03
Total(B)	57103055	299935	0.53	8895	291040	2.97	97.03
Result (A+B)	57103055	24743123	43.33	24150882	592241	97.61	2.39

For Man Industries (India) Limited

Manoj Koul
Manoj Koul

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Resolution No:2

Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors to create mortgage / pledge / hypothecation / charge on all or any of the movable / immovable properties of the Company, present and future, for securing the borrowings of the Company.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<u>Mode of Voting: (E-voting)</u>							
Promoter and Promoter Group	30953036	30953036	100.00	19146250	11806786	61.86	38.14
Public Institutional Holders	4580315	153662	3.35	153662	0	100.00	0
Public-Others	21569704	5148728	23.87	4836070	312658	93.93	6.07
Total(A)	57103055	36255426	63.49	24135982	12119444	66.57	33.43
<u>Mode of Voting: (Poll)</u>							
Promoter and Promoter Group	30953036	0	0	0	0	0	0
Public Institutional Holders	4580315	0	0	0	0	0	0
Public-Others	21569704	299760	1.39	8420	291340	2.81	97.19
Total(B)	57103055	299760	0.52	8420	291340	2.81	97.19
Result (A+B)	57103055	36555186	64.02	24144402	12410784	66.05	33.95

For Man Industries (India) Limited

Manoj Kaul
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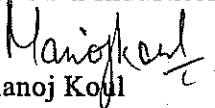


Resolution No:3

Special Resolution under Section 197 of the Companies Act, 2013 for seeking approval of members regarding waiver of the recovery of excess remuneration paid to Mr. R.C. Mansukhani.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<u>Mode of Voting: (E-voting)</u>							
Promoter and Promoter Group	30953036	19146250	61.86	19146250	0	100.00	0
Public Institutional Holders	4580315	153662	3.35	153662	0	100.00	0
Public-Others	21569704	5137272	23.82	4829451	307821	94.01	5.99
Total(A)	57103055	24437184	42.79	24129363	307821	98.74	1.26
<u>Mode of Voting: (Poll)</u>							
Promoter and Promoter Group	30953036	0	0	0	0	0	0
Public Institutional Holders	4580315	0	0	0	0	0	0
Public-Others	21569704	299760	1.39	7020	292740	2.34	97.66
Total(B)	57103055	299760	0.52	7020	292740	2.34	97.66
Result (A+B)	57103055	24736944	43.32	24136383	600561	97.57	2.43

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Resolution No:4

Special Resolution under Section 197 of the Companies Act, 2013 for seeking approval of members regarding waiver of the recovery of excess remuneration paid to Mr. Nikhil Mansukhani.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
<u>Mode of Voting: (E-voting)</u>							
Promoter and Promoter Group	30953036	19146250	61.86	19146250	0	100.00	0
Public Institutional Holders	4580315	153662	3.35	153662	0	100.00	0
Public-Others	21569704	5137272	23.82	4829451	307821	94.01	5.99
Total(A)	57103055	24437184	42.79	24129363	307821	98.74	1.26
<u>Mode of Voting: (Poll)</u>							
Promoter and Promoter Group	30953036	0	0	0	0	0	0
Public Institutional Holders	4580315	0	0	0	0	0	0
Public-Others	21569704	299760	1.39	7020	292740	2.34	97.66
Total(B)	57103055	299760	0.52	7020	292740	2.34	97.66
Result (A+B)	57103055	24736944	43.32	24136383	600561	97.57	2.43

For Man Industries (India) Limited
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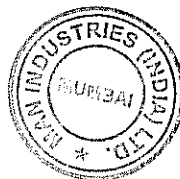
Resolution No:5

Special Resolution under Section 186 of the Companies Act, 2013 for seeking approval for making investments, giving loans and providing securities to any person/s and/or Bodies Corporate/s.

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	30953036	30953036	100.00	19146250	11806786	61.86	38.14
Public Institutional Holders	4580315	153662	3.35	153662	0	100.00	0
Public-Others	21569704	5154732	23.90	4837051	317681	93.84	6.16
Total(A)	57103055	36261430	63.50	24136963	12124467	66.56	33.44
Mode of Voting: (Poll)							
Promoter and Promoter Group	30953036	0	0	0	0	0	0
Public Institutional Holders	4580315	0	0	0	0	0	0
Public-Others	21569704	299760	1.39	7720	292040	2.58	97.42
Total(B)	57103055	299760	0.52	7720	292040	2.58	97.42
Result (A+B)	57103055	36561190	64.03	24144683	12416507	66.04	33.96

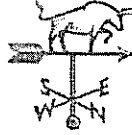
I, Manoj Koul, Company Secretary of Man Industries (India) Limited, on the basis of the aforesaid results as submitted by M/s. Rishikesh Vyas & Associates, the Practicing Company Secretaries, the scrutinizer, declared the special resolutions under item No. 1, 3 and 4 of the Notice of Postal Ballot dated May 25, 2015 as passed by requisite majority on June 30, 2015 at the Registered Office of the Company.

This is for your information and record.



Thanking you.
Yours faithfully,
For Man Industries (India) Limited
Manoj Koul
Manoj Koul
AVP-Legal & Secretarial

Encl: Scrutinizer's Report



Rishikesh Vyas & Associates
Company Secretaries

SCRUTINER'S REPORT FOR POSTAL BALLOT
(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management & Administration) Rules, 2014)

To
The Chairman
Board of Directors
MAN INDUSTRIES (INDIA) LIMITED
101, MAN House, Near Pawan Hans,
S.V Road ,Vile Parle (W), Mumbai

Dear Sir,

I CS Rishikesh Vyas was appointed as a Scrutinizer for the purpose of overseeing the e-voting and Postal Ballot process in fair and transparent manner in respect of the resolutions as stated in the notice of the postal ballot dated May 26, 2015 proposed to be passed by the Equity Shareholders of the Company.

I submit my report hereunder:

- 1) In accordance with Notice of postal ballot dated May 26, 2015 dispatched to shareholders on May 27, 2015 by prescribed modes and advertisement published pursuant to Rule 22 of the Companies (Management & Administration) Rules, 2014 on June 02, 2015, voting commenced on May 28, 2015 (9.00 a.m.) & ended on June 26, 2015 (6.00 p.m.) for physical ballots as well as e-voting. The e-voting facility was provided by the Company on the platform of CDSL (Central Depository Securities Limited). The votes were unblocked on June 26, 2015, after 6 p.m. and e-voting summary statement was downloaded from e-voting website of CDSL.
- 2) The Equity shareholder holding shares as on May 22, 2015, cut-off date as prescribed in the Notice and issued by the Company, were entitled to vote on the resolutions stated in the Notice.
- 3) The ballot papers were scrutinized and reconciled with the records maintained by the Company and its RTA.
- 4) The poll papers which were found to be incomplete, invalid and defective, if any, have been kept separately.
- 5) I did not find any mutilated or defaced ballot paper.

Rishikesh Vyas & Associates
Company Secretaries

- 6) No duplicate postal ballot forms were issued by the Company as the Company had provided the facility of downloading postal ballot forms itself from the website of the Company, hence no need for issuance of postal ballot forms.
- 7) A summary of Postal ballot form received & e-voting done is given herein below

Resolution No.1: Special Resolution: Increase in Borrowing limits from Rs2,500 crores to Rs 3,000 crores or the aggregate paid up share capital and free reserves of the Company whichever is higher.

(i) Voted in favour of the resolution:

Number of members voted		Number of votes cast in favour of Resolution	% of total number of valid votes cast
Through Physical Ballot	32	8,895	0.04
Through e-voting	35	24,141,987	97.57
Total	67	24,150,882	97.61

(ii) Voted against the resolution:

Number of members voted		Number of votes cast against the Resolution	% of total number of valid votes cast
Through Physical Ballot	3	291,040	1.18
Through e-voting	4	301,201	1.21
Total	7	592,241	2.39

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	290,645

Rishikesh Vyas & Associates
Company Secretaries

Resolution No.2: Special Resolution: Creation of charge on moveable and immoveable properties of the Company, both present and future in respect of company's borrowing.

(i) Voted in favour of the resolution:

Number of members voted		Number of votes cast in favour of Resolution	% of total number of valid votes cast
Through Physical Ballot	31	8,420	0.02
Through e-voting	32	24,135,982	66.03
Total	63	24,144,402	66.05

(ii) Voted against the resolution:

Number of members voted		Number of votes cast against the Resolution	% of total number of valid votes cast
Through Physical Ballot	4	291,340	0.80
Through e-voting	19	12,119,444	33.15
Total	23	12,410,784	33.95

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	290,820

Resolution No.3: Special Resolution: Approval seeking waiver of recovery of excess remuneration paid to Shri R.C. Mansukhani during financial year 2013-14.

(i) Voted in favour of the resolution:

Number of members voted		Number of votes cast in favour of Resolution	% of total number of valid votes cast
Through Physical Ballot	27	7,020	0.03
Through e-voting	29	24,129,363	97.54
Total	56	24,136,383	97.57

Rishikesh Vyas & Associates
Company Secretaries

(ii) Voted against the resolution:

Number of members voted		Number of votes cast against the Resolution	% of total number of valid votes cast
Through Physical Ballot	8	292,740	1.19
Through e-voting	9	307,821	1.24
Total	17	600,561	2.43

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	290,820

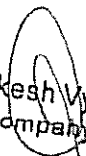
Resolution No.4: Special Resolution: Approval seeking waiver of recovery of excess remuneration paid to Shri Nikhil. Mansukhani during financial year 2013-14.

(i) Voted in favour of the resolution:

Number of members voted		Number of votes cast in favour of Resolution	% of total number of valid votes cast
Through Physical Ballot	27	7,020	0.03
Through e-voting	29	24,129,363	97.54
Total	56	24,136,383	97.57

(ii) Voted against the resolution:

Number of members voted		Number of votes cast against the Resolution	% of total number of valid votes cast
Through Physical Ballot	8	292,740	1.19


Rishikesh Vyas & Associates
Company Secretaries

Through e-voting	9	307,821	1.24
Total	17	600,561	2.43

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	290,820

Resolution No.5: Special Resolution: Making Investments, giving loans/guarantees or providing securities for and on behalf of any person and/or body corporate including Subsidiary Companies.

(i) Voted in favour of the resolution:

Number of members voted		Number of votes cast in favour of Resolution	% of total number of valid votes cast
Through Physical Ballot	30	7,720	0.02
Through e-voting	33	24,136,963	66.02
Total	63	24,144,683	66.04

(ii) Voted against the resolution:

Number of members voted		Number of votes cast against the Resolution	% of total number of valid votes cast
Through Physical Ballot	5	292,040	0.80
Through e-voting	19	12,124,467	33.16
Total	24	12,416,507	33.96

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
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Rishikesh Vyas & Associates
Company Secretaries

were declared invalid	them
2	290,820

- 8) I hereby inform that the Resolution No.1, No 3 & No.4 have been accordingly passed with requisite majority and Resolution No. 2 & 5 have not been passed with required majority.
- 9) Register of Postal Ballot and all other relevant records of the Voting process given/provided maintained in the electronic mode and physical postal ballot will remain in my custody until the report is approved and taken note by the Chairman and the same shall be handed over thereafter to the Chairman/Company Secretary /Company for the safe custody.
- 11) You may accordingly declare the result of postal ballot.

Thanking you

Yours Faithfully

For RISHIKESH VYAS & ASSOCIATES

Company Secretaries


Rishikesh Vyas & Associates
Company Secretaries

Rishikesh Vyas
Proprietor

FCS No- 7424

COP No- 13110

Place :Mumbai

Date : 30/06/2015.