

July 28, 2017

Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Security Code : 505324

The Manager,
Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051
Security Symbol: MANUGRAPH
Security Series : EQ

Dear Sirs,

Sub.: Consolidated Report (E-Voting and Poll) issued by the Scrutinizer

The 45th Annual General Meeting (AGM) of the Members of Manugraph India Limited (the Company) was held on Thursday, July 27, 2017 at 12.00 Noon at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI-LODR), the Company had provided an opportunity to all its Members to exercise their voting rights through electronic voting (remote e-voting) for the items of business to be transacted at the AGM. To facilitate the Members who could not cast their vote through remote e-voting, the Company had extended the facility of voting through Ballot Paper at the AGM venue.

The Company had appointed Mr. Aashish K. Bhatt, Practicing Company Secretary as the scrutinizer for the purpose of scrutinizing the poll at the Meeting and remote e-voting process. Please find enclosed herewith the Consolidated Scrutinizer's Report on remote e-voting and Poll conducted at the AGM venue.

Kindly take the above report on your record.

Thanking you,
Yours faithfully,
For **Manugraph India Limited**


(Mihir V. Mehta)
Company Secretary

Encl.: As above

MANUGRAPH INDIA LTD.

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Email: info@manugraph.com Website: www.manugraph.com



AASHISH K. BHATT & ASSOCIATES

Practising Company Secretaries

Aashish K. Bhatt
B.Com., A.C.S., PGDSL

Manugraph India Limited

Consolidated Results on E-voting and Poll at the 45th Annual General Meeting (AGM)
held on Thursday, 27th July 2017

Dear Sir,

I, Aashish Bhatt, Proprietor of Aashish K. Bhatt & Associates, Practicing Company Secretaries, Mumbai, has been appointed by the Board of Directors of the Company being as a Scrutinizer for the remote E-voting process as well as poll (Ballot process) taken on the below mentioned resolution(s) pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the rules made thereunder, at the 45th Annual General Meeting of the Members of Manugraph India Limited (hereinafter referred to as "the Company"), held on Thursday, 27th July, 2017 at 12.00 P.M. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai- 400001. I hereby submit my report as under:

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited (NSDL) as the Service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- Link Intime India Private Limited are the Registrar and Share Transfer Agents ('RTA') of the Company
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business sought to be transacted at the 45th Annual General Meeting ('AGM') which was held on Thursday, 27th July, 2017
- The Service Provider had set up electronic voting facility on their website, www.evoting.nsdl.com.
- The Notices sent (both through email and physical form) 'contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.



- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was July 20, 2017.
- As prescribed in the aforesaid Rules, the Remote E-Voting facility was kept open for three days from Monday, July 24, 2017(10.00a.m.) to Wednesday, July 26, 2017 (05.00 p.m.)
- The Company completed the dispatch of the notices to the members by July 1, 2017
- As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in Asian Age newspaper having country-wide circulation dated July 5, 2017 and in Marathi in the Mumbai Lakshadeep newspaper dated July 5, 2017. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on the voting portal of the Service Provider was blocked forthwith Wednesday, July 26, 2017.
- At the venue of the 45th AGM of the Company held on Thursday, July 27, 2017, the facility to vote via Poll has been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.
- On July 27, 2017, after tabulating the votes conducted at the venue of the AGM electronically, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms.Dhara Dalal and Ms. Bhavika Bhatt who acted as the witnesses.
- After the voting by electronic means at the AGM was concluded, the ballot papers were tabulated for the purpose of considering the total votes cast by the shareholders at the venue of the meeting.



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Thereafter, I as Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the poll conducted at the venue of the AGM, the details of which are as follows:

- (a) **Resolution 1(a) – Adoption of the audited financial statement for year ended 31st March, 2017 and Board's report and auditor's report thereon.**

Resolution 1(b) – Adoption of the audited consolidated financial statement for year ended 31st March, 2017 and the reports of the Auditors thereon.

Particulars	Number of Members Voted through			Number of votes contained in			Percentage
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	45	16	61	17495775	1312	17497087	100
Dissent	-	-	-	-	-	-	-
Total	45	16	61	17495775	1312	17497087	100

Accordingly, out of 17497087 votes through poll and e-voting 17497087 votes were casted assenting to the Ordinary resolution constituting 100 % and Nil votes were casted dissenting to the Ordinary resolution constituting 0.0%.

Thus, the Ordinary resolution as contained in Resolution No.1 is passed with requisite majority.

- (b) **Resolution2 – Declaration of Dividend**

Particulars	Number of Members Voted through			Number of votes contained in			Percentage
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	45	16	61	17495775	1312	17497087	100
Dissent	-	-	-	-	-	-	-
Total	45	16	61	17495775	1312	17497087	100

Accordingly, out of 17497087 votes through poll and e-voting 17497087 votes were casted assenting to the Ordinary resolution constituting 100 % and Nil votes were casted dissenting to the Ordinary resolution constituting 0.0%.

Thus, the Ordinary resolution as contained in Resolution No.2 is passed with requisite majority.



- (c) Resolution 3 – Re-appointment of Mr. Sanat M. Shah (DIN: 00248499), Director liable to retire by rotation

Particulars	Number of Members Voted through			Number of votes contained in			Percentage
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	42	16	58	17495475	1312	17496787	99.999
Dissent	3	-	3	300	-	300	0.001
Total	45	16	61	17495775	1312	17497087	100

Accordingly, out of 17497087 votes through poll and e-voting 17496787 votes were casted assenting to the Ordinary resolution constituting 99.999% and 300 votes were casted dissenting to the Ordinary resolution constituting 0.001%.

Thus, the Ordinary resolution as contained in Resolution No.3 is passed with requisite majority

- (d) Resolution 4 – Ratification of Appointment of M/s. Natvarlal Vepari & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration

Particulars	Number of Members Voted through			Number of votes contained in			Percentage
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	43	16	59	17495363	1312	17496675	99.999
Dissent	1	-	1	262	-	262	0.001
Total	44	16	60	17495625	1312	17496937	100

Accordingly, out of 17496937 votes through poll and e-voting 17496675 votes were casted assenting to the Ordinary resolution constituting 99.999% and 262 votes were casted dissenting to the Ordinary resolution constituting 0.001%.

Thus, the Ordinary resolution as contained in Resolution No.4 is passed with requisite majority



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(e) Resolution 5 – Appointment of the Cost Auditor of the Company

Particulars	Number of Members Voted through			Number of votes contained in			Percentage
	E-voting	Poll	Total	E-voting	Poll	Total	
Assent	44	16	60	17495513	1312	17496825	99.999
Dissent	1	-	1	262	-	262	0.001
Total	45	16	61	17495775	1312	17497087	100

Accordingly, out of 17497087 votes through poll and e-voting 17496825 votes were casted assenting to the Ordinary resolution constituting 99.999% and 262 votes were casted dissenting to the Ordinary resolution constituting 0.001%.

Thus, the Ordinary resolution as contained in Resolution No.5 is passed with requisite majority

Thanking You,
Yours faithfully,

Place: Mumbai

Date: 28/7/17



For Aashish K. Bhatt & Associates
Company Secretaries

(ICSI Unique Code S2008MH100200)

ACS No.: 19639, COP No.: 7023

Aashish Bhatt