

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MAN INFRACONSTRUCTION LIMITED (CIN: L70200MH2002PLC136849) WILL BE HELD ON THURSDAY 11<sup>TH</sup> AUGUST 2016 AT BALBHAWAN, GHATKOPAR BALKAN JI BARI MARG, OPPOSITE RAJAWADI GARDEN, GHATKOPAR EAST, MUMBAI - 400077, AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited financial statements, including audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
- To confirm first Interim Dividend and second Interim Dividend of ₹ 0.54 and ₹ 0.99 respectively per equity share of ₹ 2/- each; paid during the Financial Year ended March 31, 2016 as Final Dividend.
- To appoint a Director in place of Mr. Manan P. Shah (DIN 06500239), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
- To ratify the appointment of the Statutory Auditors of the Company.

### SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Shekhar Joshi & Company, Cost Accountants (Firm Registration Number 100448) being the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2017 be paid the remuneration of ₹ 75,000/- plus service tax as applicable and reimbursement of out of pocket expenses, if any.

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rules made thereunder, Regulation 23 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 ("SEBI Regulations") governing the Related Party

Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders be and is hereby accorded for the following arrangements/ transactions (including transfer of resource, service or obligation) to be entered into by the Company:

Value of Related Party Transactions/ Arrangements		(In Rs. Crores)
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 <sup>1</sup>	Man Realtors and Holdings Private Limited
	Nature of relationship	Subsidiary
	Name of interested Director(s)/KMP(s)	Manan Shah Suketu Shah Ashok Mehta
1.	Sale, purchase of goods or materials or supply of services <sup>@</sup>	25.00
2.	Selling or buying of fixed assets <sup>@</sup>	25.00
3.	Capital contribution	50.00
4.	Giving of Loans <sup>#</sup>	150.00
5.	Consultancy/Professional/Management fees <sup>@</sup>	50.00
6.	Construction Contracts/PMC Agreements <sup>@</sup>	400.00
7.	Bank Guarantees/ Corporate Guarantees to be issued on behalf of <sup>§</sup>	250.00
8.	Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties <sup>@</sup>	50.00
9.	Providing Securities on behalf of <sup>§</sup>	250.00

### Terms and conditions:

- \* The approval sought for entering into related party transactions shall be at arm's length basis;
- @ At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- # Loans with a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the Loan;
- § As per requirement of Banks/financial institutions/ Employers as a tender conditions/ suppliers

AND to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions.

**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/ or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be

necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

#### NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Agreement and Disclosure Requirement) Regulations, 2015, of person seeking re-appointment as Director is also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from Friday, 5<sup>th</sup> August 2016 to Thursday, 11<sup>th</sup> August 2016; both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes either to the Company or to RTA.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**  
Pursuant to sections 205A and other applicable provisions, if any, of the Companies Act, 1956 read with the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 12<sup>th</sup> August, 2015 (i.e. the date of last AGM) on the website of the Company [www.maninfra.com](http://www.maninfra.com) and also on the website of the Ministry of Corporate Affairs.
10. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited on all resolutions set forth in this Notice.
13. Members holding shares of the Company as on Thursday, 4<sup>th</sup> August, 2016, shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

#### E-voting

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and

Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on Monday, 8<sup>th</sup> August 2016 at 9:00 AM and ends on Wednesday, 10<sup>th</sup> August 2016 at 5:00 PM. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 4<sup>th</sup> August 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "Maninfra remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your

choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "REVEN" of "Man Infraconstruction Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [associates.rathi8@gmail.com](mailto:associates.rathi8@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
**REVEN (Remote e-voting Event Number)**  
**USER ID PASSWORD/PIN**
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- vi. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
  - vii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - viii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- ix. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, 4<sup>th</sup> August 2016.
  - x. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 4<sup>th</sup> August 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - xii. The Company has appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, as scrutinizer (the 'Scrutinizer') for conducting the voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.
  - xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - xiv. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - xv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.maninfra.com](http://www.maninfra.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited and BSE Limited.
14. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules, 2015.

By **Order of the Board of Directors of  
Man Infraconstruction Ltd**

**Durgesh S. Dingankar  
Company Secretary**

**Place:** Mumbai  
**Date:** 6<sup>th</sup> July 2016

**Registered office:**

12<sup>th</sup> Floor, Krushal Commercial Complex,  
Above Shoppers Stop, G. M. Road,  
Chembur (West), Mumbai – 400 089  
**CIN :** L70200MH2002PLC136849  
**Web-site:** [www.maninfra.com](http://www.maninfra.com)  
**E-mail:** [investors@maninfra.com](mailto:investors@maninfra.com)  
**Tel :** 022 4246 3999 **Fax :** 022 2525 1589

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 5:**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, on recommendation of the Audit Committee, has approved the appointment of M/s Shekhar Joshi & Company (Firm Registration Number 100448) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on 31<sup>st</sup> March 2017 at a remuneration of ₹ 75,000/- plus service tax as applicable and reimbursement of out of pocket expenses, if any. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors shall be ratified by the shareholders of the Company.

Accordingly, consent of Members is sought to ratify the remuneration payable to the Cost Auditors by passing an Ordinary Resolution for the financial year ending on 31<sup>st</sup> March 2017.

The Board of Directors recommends payment of aforesaid remuneration to Cost Auditors as set out at item no. 5 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their relative(s) is, in any way, concerned or interested, financially or otherwise, in the said resolution.

**Item no. 6:**

Pursuant to provisions of Section 188 of the Companies Act, 2013, read with the Rules made thereunder and SEBI Regulations, all material related party transactions (other than as specified under Regulation 23 of SEBI Regulations) shall require approval of the shareholders through an ordinary resolution.

The Company has, on June 30, 2016, has diluted equity stake in Man Realtors and Holdings Private Limited (MRHPL); a wholly owned subsidiary of the Company. MRHPL is engaged in the business of real estate and is currently undertaking a real estate development Project at Ghatkopar (E), Mumbai (Project). The Company may enter into transaction(s) with MRHPL in connection with its Project. On dilution of equity as aforesaid, MRHPL has ceased to be a wholly owned subsidiary of the Company and consequently the related party transaction(s) with MRHPL shall require approval of shareholders pursuant to Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI Regulations).

Accordingly, the approval of the shareholders by way of an Ordinary Regulations is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI Regulations, to enable the Company to enter into related Party Transactions in one or more tranches. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

<b>Value of Related Party Transactions/ Arrangements</b>		
<b>(In Rs. Crores)</b>		
<b>Sr. No.</b>	<b>Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</b>	<b>Man Realtors and Holdings Private Limited</b>
	Nature of relationship	Subsidiary
	Name of interested Director(s)/KMP(s)	Manan Shah Suketu Shah Ashok Mehta
1.	Sale, purchase of goods or materials or supply of services <sup>@</sup>	25.00
2.	Selling or buying of fixed assets <sup>@</sup>	25.00
3.	Capital contribution	50.00
4.	Giving of Loans <sup>#</sup>	150.00
5.	Consultancy/Professional/Management fees <sup>@</sup>	50.00
6.	Construction Contracts/PMC Agreements <sup>@</sup>	400.00
7.	Bank Guarantees/ Corporate Guarantees to be issued on behalf of <sup>\$</sup>	250.00
8.	Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accomodation Agreements or other Agreements w.r.t. immoveable properties <sup>@</sup>	50.00
9.	Providing Securities on behalf of <sup>\$</sup>	250.00

**Terms and conditions:**

- \* The approval sought for entering into related party transactions shall be at arm's length basis;
- @ At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- # Loans with a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenure of the Loan;
- \$ As per requirement of Banks/financial institutions/ Employers as a tender conditions/ suppliers

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in item No. 6 of this Notice for approval of the Shareholders as an Ordinary Resolution. Except for the Director(s) and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding interest in the Company), none of the other person is concerned or interested, financially or otherwise, in this resolution.

By **Order of the Board of Directors of  
Man Infraconstruction Ltd**

**Place:** Mumbai  
**Date:** 6<sup>th</sup> July 2016

**Durgesh S. Dingankar  
Company Secretary**

**Registered office:**

12<sup>th</sup> Floor, Krushal Commercial Complex,  
Above Shoppers Stop, G. M. Road,  
Chembur (West), Mumbai – 400 089  
**CIN :** L70200MH2002PLC136849  
**Web-site:** [www.maninfra.com](http://www.maninfra.com)  
**E-mail:** [investors@maninfra.com](mailto:investors@maninfra.com)  
**Tel :** 022 4246 3999 **Fax :** 022 2525 1589

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (PURSUANT TO REGULATION 36 (3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015, ARE AS UNDER:**

<b>Name of the Director</b>	<b>Manan P. Shah</b>
<b>Director Identification Number</b>	06500239
<b>Date of Birth</b>	02/07/1992
<b>Date of Appointment</b>	29/05/2014
<b>Qualification</b>	BBA (Hons) degree from Kingston University, London
<b>Experience (specific functional area)</b>	Heading the Real Estate division of the Company with over 5 years of experience.
<b>Directorship in other Companies</b>	<ul style="list-style-type: none"> <li>➤ MAN REALTORS AND HOLDINGS PRIVATE LIMITED</li> <li>➤ AM REALTORS PRIVATE LIMITED</li> </ul>
<b>Chairmanship/ membership of Committees of the Board of the other Companies as on 31<sup>st</sup> March, 2016</b>	N.A.
<b>Equity Shares held in the Company</b>	1,18,33,126

**DETAILS OF VENUE OF THE ANNUAL GENERAL MEETING**

**Address:** Balbhawan, Ghatkopar Balkan Ji Bari Marg, Opposite Rajawadi Garden, Ghatkopar East, Mumbai - 400077

**Landmark:** Opposite Rajawadi Garden

