



## MAN INFRACONSTRUCTION LIMITED

12<sup>th</sup> Floor, Krushal Commercial Complex, G. M. Road, Chembur (West), Mumbai – 400 089

Website: [www.maninfra.com](http://www.maninfra.com); Investor Relation Contact: [investors@maninfra.com](mailto:investors@maninfra.com)

Corporate Identity Number: L70200MH2002PLC136849 Tel: +91 22 42463999 Fax: +91 22 25260589/91

### POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the resolutions appended herein below are proposed to be passed by way of Postal Ballot for the purpose of:

- Authorizing the Board of Directors of the Company to enter into contracts or arrangement with the related parties including material related party transactions pursuant to Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and clause 49(VII) of the Listing Agreement;
- Re-appointment of Mr. Parag K. Shah as Managing Director;
- Re-appointment of Mr. Suketu R. Shah as Whole-time Director; and
- Ratification of remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year ending March 31, 2016.

The Company proposes to seek the consent of the shareholders for the aforesaid proposals through Special/Ordinary Resolution(s) as specified herein below. An Explanatory Statement providing brief description of the matter and explaining the reasons for passing of the said resolutions is annexed hereto. Accordingly, draft of the proposed resolutions together with the Explanatory Statement setting out the material facts and reasons for the resolutions are being sent to shareholders along with a Postal Ballot Form for shareholders' consideration.

The Board has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Shareholders are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Tuesday, 14<sup>th</sup> July, 2015.

#### E-voting option:

The Company is pleased to offer e-voting facility as an alternate for its Shareholders to exercise their vote on resolutions proposed to be passed by way of Postal Ballot which will enable the shareholders to cast their votes electronically, instead of physical Postal Ballot Forms. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice. The Scrutinizer, after completion of scrutiny of the votes received through physical Ballot Forms and electronic mode, will submit his report to the Managing Director of the Company. The results of the said voting will be declared in accordance with the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 on Friday, 17<sup>th</sup> July, 2015 at the Registered Office of the Company. The results of Postal Ballot will be displayed on the Company's website [www.maninfra.com](http://www.maninfra.com) and will be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

#### Draft Resolutions to be passed by way of Postal Ballot:

1. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014, the Equity Listing Agreement entered into with the Stock Exchanges, Clause 49(VII) of the Equity Listing Agreement 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) hitherto entered or to be entered into by the Company for the financial year commencing on April 1, 2015 and for every financial year thereafter:

**Value of Related Party Transactions/ Arrangements per financial year**

(In Rs. Crores)

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Manmantra Infracon LLP	Man Aaradhya Infraconstruction LLP	Atmosphere Realty Pvt. Ltd.	Manaj Tollway Pvt. Ltd.
	Nature of relationship	Subsidiary	Subsidiary	Jointly controlled Entity	Subsidiary
	Name of interested Director(s)/KMP(s)	-	-	Parag Shah	Suketu Shah Dharmesh Shah Ashok Mehta
1	Sale, purchase of goods or materials or supply of services*	10.00	10.00	10.00	1.00
2	Selling or buying of fixed assets*	10.00	10.00	10.00	2.00
3	Capital contribution	10.00	10.00	10.00	75.00
4	Giving of Loans <sup>#</sup>	25.00	25.00	100.00	25.00
5	Consultancy/Professional/Management fees per annum*	7.50	5.00	10.00	-
6	Construction Contracts/PMC Agreements*	25.00	25.00	300.00	-
7	Bank Guarantees/Corporate Guarantees to be issued on behalf of <sup>§</sup>	35.00	35.00	100.00	50.00
8	Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties*	50.00	10.00	25.00	-
9	Providing Securities on behalf of <sup>§</sup>	50.00	25.00	-	-
	<b>Total</b>	<b>222.50</b>	<b>155.00</b>	<b>565.00</b>	<b>153.00</b>

**Terms and conditions:**

- \* 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/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.”

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if required, the approval of shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Parag K. Shah (DIN: 00063058) as the Managing Director of the Company; being liable to retire by rotation; for a period of five years with effect from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2020 and on following terms and conditions including remuneration and commission as may be recommended by the Nomination and Remuneration Committee from time to time with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Parag K. Shah subject to the provisions contained in Schedule V to the Companies Act, 2013.

**Terms and conditions of re-appointment:**

- a. **Salary:** Rs. 1,80,00,000/- per annum
- b. **Commission:** Up to 0.90% on consolidated profit after tax (PAT) as decided by the Board.
- c. The Managing Director shall be provided with a car and driver for Company’s business. The Company shall reimburse actual entertainment and traveling expenses incurred by Managing Director in connection with the Company’s business.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any financial year, Mr. Parag K. Shah, Managing Director, shall be paid remuneration at the same substantive levels as specified hereinabove and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if required, the approval of shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Suketu R. Shah (DIN: 00063124) as the Whole-time Director of the Company; being liable to retire by rotation; for a period of five years with effect from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2020 and on following terms and conditions including remuneration and commission as may be recommended by the Nomination and Remuneration Committee from time to time with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Suketu R. Shah subject to the provisions contained in Schedule V to the Companies Act, 2013.

**Terms and conditions of re-appointment:**

- a. **Salary:** Rs. 1,44,00,000/- per annum
- b. **Commission:** Up to 0.40% on consolidated profit after tax (PAT) as decided by the Board.
- c. The Whole-time Director shall be provided with a car and driver for Company's business. The Company shall reimburse actual entertainment and traveling expenses incurred by Whole-time Director in connection with the Company's business.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profits in any financial year, Mr. Suketu R. Shah, Whole-time Director, shall be paid remuneration at the same substantive levels as specified hereinabove and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

4. 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. Joshi Apte & Associates, Cost Accountants (Firm Registration Number 240) 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 March 31, 2016, be paid the remuneration of Rs. 75,000 plus service tax as applicable and reimbursement of out of pocket expenses, if any."

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

**Place:** Mumbai  
**Date:** 27<sup>th</sup> May, 2015  
**Registered Officer:**  
12<sup>th</sup> Floor, Krushal Commercial Complex,  
G. M. Road, Chembur (W),  
Mumbai- 400 089

**Durgesh Dingankar  
Company Secretary  
Membership No.: F7007**

**NOTES**

1. Voting Period commences on and from 9.00 A.M. on Monday, 15<sup>th</sup> June, 2015 and ends at 5.00 P.M. on Tuesday, 14<sup>th</sup> July, 2015.
2. An Explanatory Statement for the proposed Resolutions mentioned above pursuant to Section 102 of the Companies Act, 2013 read with relevant Rules setting out material facts is annexed hereto.
3. The Notice is being sent to all the shareholders by speed post/registered post/courier service (and also electronically by email to those shareholders who have registered their email-id with the Company/ Depositories), whose names appear in the Register of Members/Record of Depositories as on Friday, 29<sup>th</sup> May, 2015.

4. Shareholders, whose names appear in the Register of Members/Record of Depositories as on Friday, 29<sup>th</sup> May, 2015 will be eligible for voting.
5. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if the same has been passed in the General Meeting of the shareholders.
6. The Board of Directors, at their meeting convened on 27<sup>th</sup> May 2015, has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the Self-addressed postage prepaid envelope are enclosed for use by the shareholders.
7. Shareholders have option either to vote through e-voting process or through the Postal Ballot Form. Shareholders who have received the Postal Ballot Notice by email but wish to vote through Postal Ballot Form can download Postal Ballot Notice and Postal Ballot Form from the Company's website [www.maninfra.com](http://www.maninfra.com) or seek duplicate Postal Ballot Notice and Postal Ballot Form from Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai- 400078, fill the requisite details and send the same to the scrutinizer at Link Intime India Private Limited, Mr. Himanshu S. Kamdar (Scrutinizer), Unit- Man Infraconstruction Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai- 400078.
8. Shareholders are requested to carefully read the instructions printed in the Postal Ballot Form duly completed with the Assent (For) and/or Dissent (Against) in the attached postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 P.M. of Tuesday, 14<sup>th</sup> July, 2015, being the last date for receipt of Postal Ballot Form by the Scrutinizer, providing sufficient time for postal transit.
9. The result of the Postal Ballot will be announced on Friday, 17<sup>th</sup> July, 2015 and will also be informed to the National Stock exchange of India Limited (NSE) and BSE Limited (BSE) and will be posted on the Company's website [www.maninfra.com](http://www.maninfra.com). The date of declaration of results of the Postal Ballot will be taken as the date of passing of all the resolutions.
10. Shareholders who are holding shares in electronic form are requested to notify any correction / change in their name/ address including Pin Code immediately to the Depository Participant. In the event of non- availability of Shareholders' latest address either in Company's record or in Depository Participant's records, shareholders are likely to miss notices and other valuable correspondences sent by the Company.
11. Shareholders who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars etc., to the Company's Registrars viz., Link Intime India Private Limited situated at C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai- 400078.
12. Shareholders are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to obtain reply to their queries promptly.
13. Shareholders can choose to exercise their votes only by a single mode i.e. either physically or electronically.

## **INSTRUCTIONS FOR VOTING**

### **Voting in Physical form:**

1. Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the member, will also be accepted.
2. Duly completed Postal Ballot Form should reach not later than 5.00 P.M. on Tuesday, 14<sup>th</sup> July, 2015. All Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
3. Assent and/or dissent to the proposed resolutions may be recorded by placing a tick mark (v) in the appropriate column or by writing number of Shares accorded for in the appropriate column(s).
4. This form is to be completed and signed by the member (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named member and in his/her absence, by the next named member. There will be only one postal ballot form for every folio irrespective of the number of joint- holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the member, it must be accompanied by a certified copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority.
6. Unsigned and/or incomplete Postal Ballot Forms in any manner shall be rejected.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.

### **Voting in Electronic Form (E-voting):**

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement with the Stock Exchanges, the Company proposes to offer e-voting facility for the shareholders to enable them to cast their votes electronically. Shareholders have option to vote either through E-voting or through the postal Ballot. If a member has opted for E-voting, then he/she should not vote by Postal Ballot also

and vice-versa. For the purpose of E-voting, the Company has signed an agreement with the National Securities Depository Limited (“NSDL”) for facilitating E-voting.

Shareholders are requested to follow the instructions below to cast their vote through e-voting. The instructions are as under:

**(A) In case of shareholders receiving an e-mail from NSDL:**

- a. Open the attached pdf file MICL e-voting.pdf giving your client id (in case you are holding shares in demat mode) or folio no. (in case you are holding shares in physical mode) as password. The said pdf file contains your “User Id and Password”. Please note that the Password is an Initial Password.
- b. Open your web browser during the voting period and log on to the E-voting website <https://www.evoting.nsd.com>.
- c. Click on “Shareholder” tab to cast your vote.
- d. Enter your user ID and Password as the initial password noted in step (a) above and click login.
- e. Password change menu appears. Change the initial password with new password of your choice. The new password has to be minimum 8 digits/characters or combination thereof. Note new password. Kindly note that this password is to be used by the shareholders for voting on resolutions of any other Company on which they are eligible to vote, provided that the Company opts for E-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of “E-voting” opens. Click on “e-voting”: Active Voting Cycles.
- g. Select “EVEN” of Man Infraconstruction Limited (i.e. the Electronic Voting Event Number), from the drop down menu.
- h. Now you are ready for “e-voting” as “Cast Vote” Page opens.
- i. Then cast your vote by selecting appropriate option and click on “SUBMIT” and also “CONFIRM” when prompted. Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
- j. Institutional shareholders (i.e. other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution/ authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(B) In case of shareholders receiving Postal Ballot Form by Post:**

- a. User ID and Initial password is provided at the bottom of Postal Ballot Form
- b. Please follow all steps from Sl. no. b to j above, to cast vote.

**(C)** In case of any queries you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the “downloads” section of <https://www.evoting.nsd.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**General Instructions:**

- a. Voting by Postal Ballot, both in physical form and e-voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.
- b. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the cut-off date i.e. Friday, 29<sup>th</sup> May, 2015.
- c. **Voting period commences on and from 9.00 A.M on Monday, 15<sup>th</sup> June, 2015 and ends on Tuesday, 14<sup>th</sup> July, 2015 at 5.00 P.M.**
- d. The date of declaration of results of the postal ballot i.e. Friday, 17<sup>th</sup> July, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

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

**Place:** Mumbai  
**Date:** 27<sup>th</sup> May, 2015  
**Registered Officer:**  
12<sup>th</sup> Floor, Krushal Commercial Complex,  
G. M. Road, Chembur (W),  
Mumbai- 400 089

**Durgesh Dingankar  
Company Secretary  
Membership No.: F7007**

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE**

**Item No. 1:**

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further as required under Clause 49 (VII)(E) of the Equity Listing Agreement, all material related party transactions (other than as specified under Clause 49 (VII)(E) of the Equity Listing Agreement) shall require approval of the shareholders through special resolution. Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Equity Listing Agreement, 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:

**Value of Related Party Transactions/ Arrangements per financial year**

(In Rs. Crores)

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Manmantra Infracon LLP	Man Aaradhya Infraconstruction LLP	Atmosphere Realty Pvt. Ltd.	Manaj Tollway Pvt. Ltd.
	Nature of relationship	Subsidiary	Subsidiary	Jointly controlled Entity	Subsidiary
	Name of interested Director(s)/KMP(s)	-	-	Parag Shah	Suketu Shah Dharmesh Shah Ashok Mehta
1	Sale, purchase of goods or materials or supply of services*	10.00	10.00	10.00	1.00
2	Selling or buying of fixed assets*	10.00	10.00	10.00	2.00
3	Capital contribution	10.00	10.00	10.00	75.00
4	Giving of Loans <sup>#</sup>	25.00	25.00	100.00	25.00
5	Consultancy/Professional/Management fees per annum*	7.50	5.00	10.00	-
6	Construction Contracts/PMC Agreements*	25.00	25.00	300.00	-
7	Bank Guarantees/Corporate Guarantees to be issued on behalf of <sup>§</sup>	35.00	35.00	100.00	50.00
8	Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immovable properties*	50.00	10.00	25.00	-
9	Providing Securities on behalf of <sup>§</sup>	50.00	25.00	-	-
	<b>Total</b>	<b>222.50</b>	<b>155.00</b>	<b>565.00</b>	<b>153.00</b>

**Terms and conditions:**

\* 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/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. 1 for approval of the Shareholders as a Special Resolution. Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution. Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 1 as set in this Notice.

**Item No. 2 & 3:**

Mr. Parag K. Shah (DIN: 00063058) and Mr. Suketu R. Shah (DIN: 00063124) were appointed by the Shareholders as Managing Director and Whole-time Director respectively at their meeting held on 8<sup>th</sup> August, 2012 for a period of three years i.e. from 1<sup>st</sup> April, 2012 to 31<sup>st</sup> March 2015. Their respective term as Managing Director and Whole-time Director expired on 31<sup>st</sup> March, 2015. Considering their contribution in overall growth and performance of the Company, it is proposed to re-appoint them for further period of five years from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2020. The re-appointment of Mr. Parag K. Shah (DIN: 00063058) as the Managing Director and Mr. Suketu R. Shah (DIN: 00063124) as Whole-time Director of the Company shall require the approval of the shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the approvals of the Central Government and other authorities, if any.

The proposed re-appointment of and payment of remuneration to Mr. Parag K. Shah and Mr. Suketu R. Shah as the Managing Director and Whole-time Director respectively, has been considered and recommended by the Nomination and Remuneration Committee at its respective meetings held on 4<sup>th</sup> February, 2015 and 27<sup>th</sup> May, 2015. The broad particulars of remuneration payable to Mr. Parag K. Shah and Mr. Suketu R. Shah are given in the Resolution Nos. 2 and 3.

The explanatory statement and the Resolution Nos. 2 and 3 of the Notice shall be treated as an abstract of the terms of appointment of Mr. Parag K. Shah and Mr. Suketu R. Shah as the Managing Director and Whole-time Director of the Company respectively as required under Section 102 of the Companies Act, 2013.

Profile of Mr. Parag Shah and Mr. Suketu Shah is given in the Annexure to this notice. The Board considers that their re-appointment would be of immense benefit to the Company. Accordingly the Board of Directors recommends their re-appointment. Their period of office shall be liable to determination by retirement of directors by rotation.

Mr. Parag Shah and Mr. Suketu Shah may be deemed to be concerned or interested, financially or otherwise, to the extent of their respective shareholding in respect of their re-appointment. Mr. Manan Shah, son of Mr. Parag K. Shah and the Whole-time Director of the Company and his other relative(s) to the extent of their shareholding interest in the Company; may be deemed to be concerned or interested in the re-appointment of Mr. Parag Shah as Managing Director of the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution nos. 2 and 3 of the Notice.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution Nos. 2 and 3 of the Notice.

**Item no. 4:**

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 Joshi Apte & Associates (Firm Registration Number 240) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on March 31, 2016 at a remuneration of Rs. 75,000/- plus service tax as applicable and reimbursement of out of pocket expenses, if any. The remuneration payable to the Cost Auditors shall be ratified by the shareholders of the Company.

Accordingly, consent of Members is sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors for the financial year ending on March 31, 2016 in terms of section 148 of the Companies Act, 2013.

The Board of Directors recommends the ratification of remuneration payable to Cost Auditors as set out at item no. 4 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.

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

**Place:** Mumbai  
**Date:** 27<sup>th</sup> May, 2015  
**Registered Officer:**  
12<sup>th</sup> Floor, Krushal Commercial Complex,  
G. M. Road, Chembur (W),  
Mumbai- 400 089

**Durgesh Dingankar  
Company Secretary  
Membership No.: F7007**

**Encl:**

1. Postal Ballot Form; and
2. Postage pre-paid self-addressed Envelope

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT  
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)**

<b>Name of the Director</b>	<b>Mr. Parag Shah</b>	<b>Mr. Suketu R. Shah</b>
Director Identification Number (DIN)	00063058	00063124
Date of Birth	16 <sup>th</sup> August 1969	11 <sup>th</sup> October 1971
Date of Appointment	1 <sup>st</sup> September, 2002	1 <sup>st</sup> June, 2003
Qualification	Bachelor of Commerce	Licentiate in Civil Engineering, VJTI, Mumbai
Experience (specific functional area)	He has worked with P. D. Construction from 1991 to 1996. He was appointed on the Board of Pathare Real Estate and Developers Limited from 1997 to 2006. He was also appointed on the Board of Govinda Harbour Engineers Limited from 2001 to 2005. He has over 24 years of experience in construction industry.	Executed various projects and has over 21 years of experience of working in the construction industry.
Directorship in other Companies	Manaj Infraconstruction Ltd. Atmosphere Realty Private Limited Winsome Properties Limited Royal Netra Constructions Private Limited	Enigma Realtors Private Limited Man Projects Limited Man Realtors and Holdings Private Limited Manaj Infraconstruction Limited Manaj Tollway Private Limited
Membership of the committees of other companies [includes Audit and Shareholders/ Investors Grievance Committee]	NIL	NIL
No. of Shares/ options held in the Company	8,07,70,805 Equity Shares (32.63%)	48,77,185 Equity Shares (1.97%)