



MAN INFRACONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex, G. M. Road, Chembur (West), Mumbai – 400 089
Website: www.maninfra.com; Investor Relation Contact: 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 Board of Directors to invest or to provide loans and advances or give guarantees/ securities up to 60% of the paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account or Rs. 1800 Crores, whichever is higher pursuant to Section 186 of the Companies Act, 2013;
- 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; and
- Authorizing Manaj Infraconstruction Limited, a Material Subsidiary of the Company to sell, lease or dispose of its assets pursuant to clause 49(V) (G) of the Listing Agreement.

The Company proposes to seek the consent of the members for the aforesaid proposals through Special 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 members along with a Postal Ballot Form for members' 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.

Members 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 6.00 p.m. on Saturday, 20th December, 2014.

E-voting option:

The Company is pleased to offer e-voting facility as an alternate for its Members to exercise their vote on resolutions proposed to be passed by way of Postal Ballot which will enable the members 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 Wednesday, 24th December, 2014 at the Registered Office of the Company. The results of Postal Ballot will be displayed on the Company's website 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 186 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to authorize the Board of Directors to give loans or guarantee or provide any security in connection with a loan to any person or body corporate or to make investment in securities of other body corporate the aggregate of which shall not exceed 60% of the paid-up share capital, free reserves and securities premium account or 100% of Free Reserves and Securities Premium Account or **Rs. 18,00,00,00,000/- (Rupees One Thousand Eight Hundred Crores only)**, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps and do all necessary things in this regard in order to comply with all the formalities and further to authorize any of its Committee(s)/ Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution and matters related thereto.”

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 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 Listing Agreement entered into with the Stock Exchanges, the amendments to Clause 49-VII of the Listing Agreement effective October 1, 2014 governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the members be and is hereby accorded for the following arrangements/transactions hitherto entered or to be entered into by the Company including transfer of resource, service or obligation:

Value of Arrangements/Transactions for period up to 30 th September 2015				
(In Rs. Crores)				
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Man Realtors and Holdings Pvt. Ltd.	Manmantra Infracon LLP	Atmosphere Realty Pvt. Ltd.
	Nature of relationship	Wholly owned Subsidiary	Subsidiary	Jointly controlled entity
	Name of interested Director(s)/KMP(s)	Suketu Shah Ashok Mehta	-	Parag Shah
			(Related Party pursuant to Accounting Standard 18)	
1	Sale, purchase or supply of any goods or materials	10.00	10.00	10.00
2	Selling or otherwise disposing of, or buying property of any kind	10.00	5.00	50.00
3	Giving of Loans (Interest bearing)	100.00	25.00	50.00
4	Consultancy/Professional fees	1.00	5.00	5.00
5	Construction Contracts/PMC Agreements	100.00	25.00	50.00
6	Bank Guarantees/Corporate Guarantees to be issued on its behalf	100.00	-	500.00
7	Development Agreement/Permanent Alternate Accommodation Agreement/other Agreements w.r.t. immoveable properties	-	25.00	-
	Total	321.00	95.00	665.00

and to do all such acts, deeds, things, etc. as may be necessary 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 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 execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, 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 Clause 49 (V) (G) of the Listing Agreement entered into with the Stock Exchange(s) where shares of the Company are listed and any other law for the time being in force and in accordance with the policy on material subsidiaries adopted by Company, approval of members of the Company be and is hereby accorded to Manaj Infraconstruction Limited (CIN: U45202MH2009PLC191175), a Material Non Listed Indian Subsidiary of the Company to sell, lease or dispose of its assets i.e. plant and machineries, shuttering materials, furniture and fixtures, office equipment, software and vehicles in any financial year in excess of twenty percent of the total assets of the said material subsidiary and on such terms and conditions as the Board of Directors of Manaj Infraconstruction Limited thinks fit **AND THAT** any one of the Directors of Manaj Infraconstruction Limited be and is hereby severally authorized to negotiate and finalize the terms and conditions for such sale or lease or disposal of the said assets and to sign such documents, deeds, writings, letters and any other papers in connection thereto and to make modifications thereto as may be necessary or expedient and further to authorize any of its Director(s) and/or any Officer(s) to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable from time to time.

Place: Mumbai
Date: 12th November, 2014

By Order of the Board of Directors
of Man Infraconstruction Limited

Registered office:
12th 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 Friday, 21st November, 2014 and ends at 6.00 P.M. on Saturday, 20th December, 2014.
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 members by speed post/registered post/courier service (and also electronically by email to those members who have registered their email-id with the Company/ Depositories), whose names appear in the Register of Members/Record of Depositories as on Friday, 14th November, 2014.
4. The members, whose names appear in the Register of Members/Record of Depositories as on Friday, 14th November, 2014 will be eligible for voting.
5. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed in the General Meeting of the members.
6. The Board of Directors of the Company 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 members.
7. Members have option either to vote through e-voting process or through the Postal Ballot Form. Members 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 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. Members 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 6.00 P.M. of Saturday, 20th December, 2014, 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 Wednesday, 24th December, 2014 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. The date of declaration of results of the Postal Ballot will be taken as the date of passing of all the resolutions.
10. Members 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 Members' latest address either in Company's record or in Depository Participant's records, members are likely to miss notices and other valuable correspondences sent by the Company.
11. Members who holds 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. Members 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.

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 6.00 P.M. on Saturday, 20th December, 2014. 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 (✓) in the appropriate column.
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. Members 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 members 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 members to enable them to cast their votes electronically. Members 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.

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

- (A) In case of members receiving an e-mail from NSDL:
- a. Open the attached pdf file MICLE 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 members 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 members (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 with a copy marked to evoting@nsdl.co.in.
- (B) In case of members 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 members and e-voting user manual for members available at the "downloads" section of <https://www.evoting.nsd.com> or contact NSDL by email at 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, 14th November, 2014.
- c) Voting period commences on and from 9.00 A.M on Friday, 21st November, 2014 and ends on Saturday, 20th December, 2014 at 6.00 P.M.
- d) The date of declaration of results of the postal ballot i.e. 24th December, 2014 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Place: Mumbai
Date: 12th November, 2014

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

Registered office:
12th Floor, Krushal Commercial Complex,
G. M. Road, Chembur (W),
Mumbai- 400 089

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

ANNEXURE TO THE NOTICE

Item No. 1:

Your Company has made investments, provided loans and advances and also given guarantees/securities in connection with loans to Subsidiaries, Joint Venture Companies and other bodies corporate. Pursuant to the provisions of Section 186 of the Companies Act, 2013, aggregate of such investments/loans and advances/guarantees/securities should not exceed 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is more unless it is approved by the members by way of passing a Special Resolution through Postal Ballot.

In view of the existing investments made, loans and advances and guarantees/securities given in connection with loans to other bodies corporate and considering the future plans of the Company, it is deemed necessary to authorize the Board of Directors to invest and/or to provide loans and advances and/or give guarantees/securities up to 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account or Rs. 1800 Crores, whichever is higher. Accordingly, the approval of the members by way of Special Resolution is sought under Section 186 of the Companies Act, 2013 to enable the Board of Directors to provide loans and advances, make investments or give guarantees/securities up to 60% of paid-up share capital, free reserves and securities premium account or 100% of free reserves and securities premium account or Rs. 1800 Crores, whichever is higher.

The Board of Directors recommends the resolution set forth in item No. 1 for approval of the Members as a Special Resolution.

None of the Directors and/or any Key Managerial Personnel of the Company 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:

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 and 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 in case the paid-up share capital of a company is Rs. 10 Crores or more, prior approval of shareholders by way of a Special Resolution. Pursuant to provisions of Clause 49 (VII) (D) of the Listing Agreement, all Related Party Transactions shall require prior approval of the Audit Committee. Further as required under Clause 49 (VII) (E) of the Listing Agreement, all material related party transactions shall require approval of shareholders through special resolution. Accordingly, the approval of the members 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 revised Clause 49 of the Listing Agreement, to enable the Company to enter into related Party Transactions. 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. 2 for approval of the Members as a Special Resolution.

Except for the Director(s) and Key Managerial Person(s) whose names are mentioned below 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. 2 as set in this Notice.

Value of Arrangements/Transactions for period up to 30 th September 2015				
(In Rs. Crores)				
Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ Clause 49 of the Listing Agreement	Man Realtors and Holdings Pvt. Ltd.	Manmantra Infracon LLP	Atmosphere Realty Pvt. Ltd.
	Nature of relationship	Wholly owned Subsidiary	Subsidiary	Jointly controlled entity
	Name of interested Director(s)/KMP(s)	Suketu Shah Ashok Mehta	-	Parag Shah
			(Related Party pursuant to Accounting Standard 18)	
1	Sale, purchase or supply of any goods or materials	10.00	10.00	10.00
2	Selling or otherwise disposing of, or buying property of any kind	10.00	5.00	50.00
3	Giving of Loans (Interest bearing)	100.00	25.00	50.00
4	Consultancy/Professional fees	1.00	5.00	5.00
5	Construction Contracts/PMC Agreements	100.00	25.00	50.00
6	Bank Guarantees/Corporate Guarantees to be issued on its behalf	100.00	-	500.00
7	Development Agreement/Permanent Alternate Accommodation Agreement/other Agreements w.r.t. immoveable properties	-	25.00	-
	Total	321.00	95.00	665.00

Item No. 3:

Pursuant to provisions of clause 49 (V) of Listing Agreement, Manaj Infraconstruction Limited qualifies to be a material non-listed subsidiary of the Company. In view of the provisions of Clause 49(V) (G) of the Listing Agreement any selling, disposing or leasing of assets in excess of twenty percent of the assets of the material subsidiary shall require prior approval of shareholders of the Company.

Accordingly, the approval of the members by way of Special Resolution is sought under Clause 49(V) (G) of the Listing Agreement to enable the Board of Directors of Manaj Infraconstruction Limited to sell, lease or dispose of its assets in any financial year in excess of twenty percent of the assets and on such terms and conditions as they think fit.

The Board of Directors recommends the resolution set forth in item No. 3 for approval of the Members as a Special Resolution.

Except Mr. Parag Shah and Mr. Suketu Shah 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 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. 3 as set in this Notice.

Place: Mumbai

Date: 12th November, 2014

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

Registered office:

12th 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