

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MAN INFRACONSTRUCTION LIMITED (CIN: L70200MH2002PLC136849) WILL BE HELD ON WEDNESDAY, 11TH SEPTEMBER, 2019 AT BALBHAWAN, GHATKOPAR BALKAN JI BARI MARG, OPPOSITE RAJAWADI GARDEN, GHATKOPAR EAST, MUMBAI - 400 077, AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- To receive, consider and adopt:
 - the audited standalone financial statements for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.
 - the audited consolidated financial statement for the year ended 31st March, 2019 and the Reports of the Auditors thereon.
- To confirm payment of Interim Dividend of Rs. 1.26 per equity share of Rs. 2/- each; paid during the Financial Year ended 31st March, 2019 as Final Dividend.

- To appoint a Director in place of Mr. Suketu R. Shah (DIN: 00063124), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

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 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:

(In Rs. Crores)

Related Party Transactions	Man Projects Ltd.	Manaj Tollway Pvt. Ltd.	Atmosphere Realty Pvt. Ltd.	Man Vastucon LLP	MICL Realty LLP	Manaj Infraconstruction Limited
Nature of Relationship	Subsidiary	Subsidiary	Associate	Subsidiary	Associate	Subsidiary
Name of interested Director/ KMP(s)	Suketu Shah Manan Shah	Suketu Shah Dharmesh Shah Ashok Mehta Durgesh Dingankar	Manan Shah	Manan Shah	Manan Shah	Manan Shah Suketu Shah Dharmesh Shah
Sale, purchase of goods or materials or supply of services [®]	10.00	5.00	10.00	25.00	5.00	10.00
Selling or buying of fixed assets [®]	10.00	5.00	10.00	25.00	5.00	10.00
Capital contribution	-	75.00	10.00	25.00	5.00	-
Giving of Loans [†]	50.00	100.00	100.00	300.00	50.00	50.00
Consultancy/Professional/Management fees [®]	25.00	-	20.00	50.00	15.00	10.00
Construction Contracts/PMC Agreements [®]	50.00	-	400.00	300.00	25.00	225.0
Bank Guarantees/ Corporate Guarantees to be issued on behalf of [‡]	250.00	400.00	300.00	500.00	25.00	50.00
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immovable properties [®]	-	-	25.00	25.00	25.00	-
Providing Securities on behalf of [‡]	50.00	400.00	300.00	500.00	25.00	50.00

(In Rs. Crores)

Related Party Transactions	MICL Developers LLP	Man Realtors and Holdings Private Limited	Man Chandak Realty LLP	Starcrete LLP
Nature of Relationship	Subsidiary	Subsidiary	JV Entity	JV Entity
Name of interested Director/ KMP(s)	Manan Shah	Manan Shah Suketu Shah Ashok Mehta	Manan Shah	Manan Shah
Sale, purchase of goods or materials or supply of services [®]	5.00	25.00	5.00	10.00
Selling or buying of fixed assets [®]	5.00	25.00	5.00	5.00
Capital contribution	5.00	50.00	10.00	1.00
Giving of Loans [†]	75.00	200.00	50.00	25.00
Consultancy/Professional/Management fees [®]	10.00	25.00	25.00	5.00
Construction Contracts/PMC Agreements [®]	5.00	200.00	150.00	-
Bank Guarantees/Corporate Guarantees to be issued on behalf of [‡]	50.00	400.00	100.00	20.00
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immovable properties [®]	25.00	25.00	25.00	-
Providing Securities on behalf of [‡]	50.00	200.00	200.00	20.00

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;

#In addition to existing outstanding Loans. 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."

5. 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 provision of 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 & Co., Cost Accountants (Firm Registration Number 100448) being the Cost Auditors 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 31st March, 2020, be paid the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, if any and that the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT in supersession of the special resolution passed through postal ballot the results of which were declared on 5th February, 2019, for the re-appointment of Mr. Manan P. Shah as the Whole-time Director of the Company and pursuant to the resolution passed by Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 13th February, 2019 and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for appointment of Mr. Manan P. Shah (DIN: 06500239) as the Joint Managing Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 14th February, 2019 up to 13th February, 2024 on terms and conditions including remuneration and commission as set out in the

explanatory statement annexed hereto, 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. Manan P. Shah.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, Mr. Manan P. Shah, Joint 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 Joint Managing Director.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and / or the Company Secretary of the Company, be and are hereby severally 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."

7. 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 149, 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article 122 of the Article of Association, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. Kavita Upadhyay (DIN: 08333952) who was appointed as an Additional Director of the Company w.e.f. 13th February, 2019 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company, and being eligible, offered herself for appointment and has consented to act as an Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose candidature of Ms. Kavita Upadhyay for the office of the Director of the Company, be and is hereby appointed as a Non-executive, Independent Woman Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 13th February, 2019 up to 12th February, 2024".

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, subject to the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Berjis Desai (DIN: 00153675), who holds office of Independent Director up to 31st March, 2019 and has consented to act as an Independent Director of the Company and who has

submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose candidature of Mr. Berjis Desai for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 1st April, 2019 up to 31st March, 2024.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

NOTES:

1. The relative Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (Act) in respect of the business under item No. 4 to 8 of the Notice, is annexed hereto. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government, person seeking appointment/re-appointment as Director at this Annual General Meeting is also annexed.
2. The requirement to place the matter relating to the appointment of Auditors for ratification by members at every Annual General Meeting has been done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 15th Annual General Meeting, held on 30th August, 2017.
3. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint one or more proxies 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.
4. 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.
5. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting pursuant to the provisions of section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) duly attested and authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. The Register of Members and Share Transfer Books of the Company will be closed from Thursday 5th September, 2019 to Wednesday, 11th September, 2019; both days inclusive.
7. The Register of Directors and Key Managerial personnel (KMPs) and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be available for inspection by the Members at the venue of ensuing Annual General Meeting (AGM).
8. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed/ claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer such shares of Members of whom dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash/ claim their respective dividends during the prescribed period. The details of the unpaid/ unclaimed amounts lying with the Company as on 14th August, 2018 (date of last AGM) are available on the website of the Company and on Ministry of Corporate Affairs' website. The Members whose dividend/ shares are transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
9. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA/ Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
10. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address: LINK INTIME INDIA PVT. LTD. (Unit: Man Infraconstruction Limited Ltd.) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel. No. (022) 4918 6000 Fax No. (022) 4918 6060.
If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).
11. Regulation 12 and Schedule I of SEBI Listing Regulation requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars. 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.
12. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019.

In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to consider dematerialize shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

13. 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.
14. Pursuant to Section 101 and 136 of the Act read with the relevant Rules made thereunder, Regulation 36 of Listing Regulations and SS-2, the copy of the Annual Report including Financial statements, Board's report and Annexures thereto etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to investors@maninfra.com mentioning your Folio/DP ID & Client ID. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2019 will also be available on the Company's website www.maninfra.com for their download. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
16. Route Map showing directions to reach to the venue of the 17th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings."
17. 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.
18. All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Wednesday, 4th September, 2019 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

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 Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing 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 Saturday, 7th September, 2019 at 9:00 AM and ends on Tuesday, 10th September, 2019 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 Wednesday, 4th September, 2019 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. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The

password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hsk@rathindassociates.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.

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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- vi. 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).

- vii. 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 Wednesday, 4th September, 2019.

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 Wednesday, 4th September, 2019, may obtain the login ID and password by sending a request at 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.

- viii. 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.
- ix. 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.
- x. 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.
- xi. 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 48 hours 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. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.
19. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules, 2015. All the documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 10.00 a.m and 1.00 p.m. up to the date of Annual General Meeting.
20. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and by Ballot Paper shall be treated as invalid.

By Order of the Board of Directors of
Man Infraconstruction Ltd

Place: Mumbai
Date: 22nd May, 2019

Durgesh S. Dingankar
Company Secretary

Registered office:
12th Floor, Krushal Commercial Complex,
Above Shoppers Stop, G. M. Road,
Chembur (West), Mumbai – 400 089
CIN : L70200MH2002PLC136849
Web-site: www.maninfra.com
E-mail: investors@maninfra.com
Tel : 022 4246 3999
Fax : 022 2525 1589

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

Item no. 4:

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section requires a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary 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 Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under Regulation 23 (5) of the said Regulations shall require approval of the shareholders through an Ordinary Resolution.

The Company, in ordinary course of its business, regularly does the transactions with the related parties including those mentioned in the Notice on an arm's length basis. On basis of the same, the Company hereby proposes to seek shareholders' approval for the said transactions by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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:

(In Rs. Crores)

Related Party Transactions	Man Projects Ltd.	Manaj Tollway Pvt. Ltd.	Atmosphere Realty Pvt. Ltd.	Man Vastucon LLP	MICL Realty LLP	Manaj Infraconstruction Limited
Nature of Relationship	Subsidiary	Subsidiary	Associate	Subsidiary	Associate	Subsidiary
Name of interested Director/ KMP(s)	Suketu Shah Manan Shah	Suketu Shah Dharmesh Shah Ashok Mehta Durgesh Dingankar	Manan Shah	Manan Shah	Manan Shah	Manan Shah Suketu Shah Dharmesh Shah
Sale, purchase of goods or materials or supply of services [®]	10.00	5.00	10.00	25.00	5.00	10.00
Selling or buying of fixed assets [®]	10.00	5.00	10.00	25.00	5.00	10.00
Capital contribution	-	75.00	10.00	25.00	5.00	-
Giving of Loans [*]	50.00	100.00	100.00	300.00	50.00	50.00
Consultancy/Professional/Management fees [®]	25.00	-	20.00	50.00	15.00	10.00
Construction Contracts/PMC Agreements [®]	50.00	-	400.00	300.00	25.00	225.0
Bank Guarantees/ Corporate Guarantees to be issued on behalf of [§]	250.00	400.00	300.00	500.00	25.00	50.00
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accomodation Agreements or other Agreements w.r.t. immoveable properties [®]	-	-	25.00	25.00	25.00	-
Providing Securities on behalf of [§]	50.00	400.00	300.00	500.00	25.00	50.00

(In Rs. Crores)

Related Party Transactions	MICL Developers LLP	Man Realtors and Holdings Private Limited	Man Chandak Realty LLP	Starcrete LLP
Nature of Relationship	Subsidiary	Subsidiary	JV Entity	JV Entity
Name of interested Director/ KMP(s)	Manan Shah	Manan Shah Suketu Shah Ashok Mehta	Manan Shah	Manan Shah
Sale, purchase of goods or materials or supply of services [®]	5.00	25.00	5.00	10.00
Selling or buying of fixed assets [®]	5.00	25.00	5.00	5.00
Capital contribution	5.00	50.00	10.00	1.00
Giving of Loans [*]	75.00	200.00	50.00	25.00
Consultancy/Professional/Management fees [®]	10.00	25.00	25.00	5.00
Construction Contracts/PMC Agreements [®]	5.00	200.00	150.00	-
Bank Guarantees/Corporate Guarantees to be issued on behalf of [§]	50.00	400.00	100.00	20.00
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accomodation Agreements or other Agreements w.r.t. immoveable properties [®]	25.00	25.00	25.00	-
Providing Securities on behalf of [§]	50.00	200.00	200.00	20.00

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;

#In addition to existing outstanding Loans. 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. 4 for approval of the Shareholders as an Ordinary 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.

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 & Co. (Firm Registration Number 100448) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on March 31, 2020 at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, if any. The remuneration payable to the Cost Auditors is required to 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 31st March, 2020 in terms of section 148 of the Companies Act, 2013.

The Board of Directors recommends the appointment of 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:

Mr. Manan P. Shah (DIN: 06500239) was serving the Company in capacity as Whole-time Director of the Company since past 5 years. Considering his contribution in overall growth and management of the Company, the Nomination and Remuneration Committee of the Company at its meeting held on 13th February, 2019, recommended to designate Mr. Manan P. Shah as the Joint Managing Director of the Company and accordingly, the Board of Directors of the Company at their meeting held on 13th February, 2019, considered the above recommendation and subject to the approval of the shareholders and the Central Government and other authorities, if any, approved the appointment of Mr. Manan P. Shah (DIN: 06500239) as the Joint Managing Director for a period of five years commencing from 14th February, 2019 to 13th February, 2024, 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.

The remuneration and commission payable to Mr. Manan P. Shah up to 31st March 2019 shall be the same as approved for Financial Year 2018-19 and the same was revised w.e.f. 1st April 2019 as under:

- **Salary:** Rs. 81,00,000/- per annum;
- **Commission:** Up to 1.10% on consolidated profit after tax (PAT) as decided by the Board; and
- The Joint 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 Joint Managing Director in connection with the Company's business.

The explanatory statement and the Resolution No. 6 of the Notice shall be treated as an abstract of the terms of appointment of Mr. Manan P. Shah as Joint Managing Director of the Company as required under Section 102 of the Companies Act, 2013. Brief Profile of Mr. Manan P. Shah is set out as given in "Annexure-A" to this Notice and the disclosure required under Schedule V of the Companies Act, 2013, is set out as the "Annexure-B" to this Notice. The Board considers that his appointment would be of immense benefit to the Company. His period of office shall be liable to determination by retirement of directors by rotation.

Mr. Manan P. Shah may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment. Mr. Parag K. Shah, father of Mr. Manan P. Shah and the Managing 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 appointment of Mr. Manan P. Shah as Joint 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 no. 6 of the Notice. The Board of Directors recommends resolution as set out in item no. 6 for approval of the members of the Company by way of a Special Resolution.

Item no. 7:

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Ms. Kavita Upadhyay (DIN: 08333952) as an Additional Director from 13th February, 2019. In terms of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, Ms. Kavita Upadhyay holds office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company. The Nomination and Remuneration Committee further recommended her appointment as the Non-executive, Independent Woman Director of the Company for a term of five consecutive years commencing from 13th February, 2019 up to 12th February, 2024 and the Board approved the same, subject to approval of the Members at the ensuing Annual General Meeting. Ms. Kavita Upadhyay, being eligible has offered herself for appointment as a Director. The Company has received her consent to act as an Independent Director of the Company and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Company has also received a notice u/s 160 of the Companies Act, 2013, from the members of the Company, signifying their intention to propose the candidature of Ms. Kavita Upadhyay for the office of Director of the Company.

Copy of the draft Letter of appointment setting out the terms and conditions of the appointment of Ms. Kavita Upadhyay as Non-executive, Independent Woman Director of the Company and all the relevant documents referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday up to the date of the Annual General Meeting (AGM)

The explanatory statement and the Resolution No. 7 of the Notice shall be treated as an abstract of the terms of appointment of Ms. Kavita Upadhyay as an Independent Woman Director of the Company as required under Section 102 of the Companies Act, 2013. Brief Profile of Ms. Kavita Upadhyay is given in the Annexure to this notice. The Board considers that her appointment would be of immense benefit to the Company. She shall not be liable to retire by rotation.

Other than Ms. Kavita Upadhyay and her relatives; if any to the extent of their respective shareholding interest in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution no. 7 of the Notice. The Board of Directors recommends resolution as set out in item no. 7 for approval of the members of the Company by way of a Ordinary Resolution.

Item no. 8:

Mr. Berjis Desai was appointed as a Non-Executive Independent Director of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 and clause 49 of the erstwhile Listing Agreement entered with the Stock Exchanges, for the period of five years from 01.04.2014 to 31.03.2019 by the Members of the Company at its Annual General Meeting held on 18th September, 2014 ("first term").

Accordingly, pursuant to the provisions of Section 149 of the Companies Act, 2013 and rules made thereunder the first term of Mr. Berjis Desai as an Independent Director of the Company concluded on March 31, 2019.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Further, Section 149(11) of the Act provides that an independent director may hold office for up to two consecutive terms.

Mr. Berjis Desai, Non-Executive and Independent Director of the Company, have given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

("Listing Regulations"). In the opinion of the Board, Mr. Berjis Desai, Non-Executive and Independent Director of the Company fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and Listing Regulations for appointment as Independent Director and is independent of the management. Accordingly, based on the performance evaluation of the Independent Director, the Nomination & Remuneration Committee at its meeting held on Wednesday, 13th February, 2019, recommended the re-appointment of Mr. Berjis Desai as an Independent Director and Board of Directors of the Company at its meeting held on Wednesday, 13th February, 2019, re-appointed Mr. Berjis Desai as an Independent Director, for a second consecutive term for the period of five years, commencing from April 1, 2019 to March 31, 2024, subject to the approval of the Members at the ensuing General Meeting, by way of passing special resolution.

Brief resume, the nature of his expertise in specific functional areas, names of companies in which he holds directorships, committee memberships/ chairmanships, his shareholding etc., are separately annexed hereto.

Copy of the draft Letter of appointment setting out the terms and conditions of the appointment of Mr. Berjis Desai as Independent Director of the Company and all the relevant documents referred to in this Notice and Explanatory Statement, shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday up to the date of the Annual General Meeting (AGM)

The Board of Directors recommends the special resolutions set out in item nos. 8 for your approval. Other than Mr. Berjis Desai and his relatives to the extent of their respective shareholding interest in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives; are considered to be interested in the resolution.

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

Place: Mumbai
Date: 22nd May, 2019

**Durgesh S. Dingankar
Company Secretary**

Registered office:
12th Floor, Krushal Commercial Complex,
Above Shoppers Stop, G. M. Road,
Chembur (West), Mumbai – 400 089
CIN : L70200MH2002PLC136849
Web-site: www.maninfra.com
E-mail: investors@maninfra.com
Tel : 022 4246 3999
Fax : 022 2525 1589

ANNEXURE-A:

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	Suketu R. Shah (Whole time Director)	Manan P. Shah (Joint Managing Director)	Kavita Upadhyay (Independent Woman Director)	Berjis Desai (Independent Director)
Director Identification Number	00063124	06500239	08333952	00153675
Date of Birth	11.10.1971	02.07.1992	11.07.1988	02.08.1956
Age	48	27	31	63
Date of Appointment in current designation	01.04.2015	14.02.2019	13.02.2019	01.04.2019
Qualification and Experience (specific functional area)	Licentiate in Civil Engineering, VJTI, Mumbai. Executed various projects and has over 28 years of experience of working in the construction industry.	<ul style="list-style-type: none"> ➤ International baccalaureate diploma from RBK International Academy; ➤ Bachelor of Business Administration from Kingston University, London <p>He has been associated with the Company since November 2012. He is spearheading Real Estate Development and Marketing division. With his originality in the architecture of the buildings, proficiency of the industry and headship knacks, the company targets to accomplish new altitudes in the real estate.</p>	CA Kavita Upadhyay, M. Com., ACA is a Practicing Chartered Accountant, practicing in the name and style of Kavita B Upadhyay and Associates. She has over a decade of experience in the field of Accounting, Direct and Indirect Taxation, Transfer Pricing and Tax Compliance. Over the last decade she has helped a lot of startups with their accounting, taxation and needs by acting a "Virtual CFO" and lending her expertise to various companies.	Having practiced transactional and dispute resolution laws, for the last 38 years, Mr. Berjis Desai, upon reaching 60, retired as Managing Partner of J. Sagar Associates, a national law firm across seven locations in India. A Master of Law from the University of Cambridge, Mr. Berjis Desai is now an independent legal counsel engaged in Private Client Practice, that is, succession and estate planning for HNIs and promoter families, insolvency and asset reconstruction advisory.
Terms and conditions of appointment or re-appointment	Annual remuneration of Rs. 198 Lakhs and commission of 1.10% on consolidated PAT as recommended by the Nomination and remuneration Committee and approved by Board of Directors at their respective meetings held on 22.05.2019	Re-appointment for 5 years from 14.02.2019 to 13.02.2024 Annual remuneration of Rs. 81 Lakhs and commission of 1.10% on consolidated PAT as recommended by the Nomination and remuneration Committee and approved by Board of Directors at their respective meetings held on 22.05.2019		
Details of remuneration sought to be paid				
Remuneration last drawn				
Inter-se relationship between Directors and other Key Managerial Personnel		Son of Mr. Parag K. Shah, Managing Director	-	-

Name of the Director	Suketu R. Shah (Whole time Director)	Manan P. Shah (Joint Managing Director)	Kavita Upadhyay (Independent Woman Director)	Berjis Desai (Independent Director)
Directorship in other Companies	<ul style="list-style-type: none"> ➤ Man Projects Limited ➤ Man Realtors And Holdings Private Limited ➤ Manaj Infraconstruction Limited ➤ Enigma Realtors Private Limited ➤ Manaj Tollway Private Limited ➤ Winsome Properties Limited 	<ul style="list-style-type: none"> ➤ Atmosphere Realty Private Limited; ➤ AM Realtors Private Limited; ➤ Man Realtors and Holdings Private Limited; ➤ Winsome Properties Limited; ➤ Manaj Infraconstruction Limited. ➤ Man Projects Limited 	NIL	<ul style="list-style-type: none"> ➤ Deepak Fertilisers And Petrochemicals Corporation Ltd ➤ Praj Industries Limited ➤ The Great Eastern Shipping Company Limited ➤ Jubilant Foodworks Limited ➤ Edelweiss Financial Services Limited ➤ Capricorn Agrifarms And Developers Private Limited ➤ Capricon Studfarm Private Limited ➤ Emcure Pharmaceuticals Limited ➤ Nuvoco Vistas Corporation Limited ➤ Macrotech Developers Limited (formerly known as Lodha Developers Limited) ➤ Inventurus Knowledge Solutions Private Limited ➤ Equine Bloodstock Private Limited
Membership of the committees of other companies [includes Audit and Shareholders/ Investors Grievance Committee]	<ul style="list-style-type: none"> ➤ Man Projects Limited 	NIL	NIL	<ul style="list-style-type: none"> ➤ Deepak Fertilisers And Petrochemicals Corporation Ltd ➤ Praj Industries Limited ➤ The Great Eastern Shipping Company Limited ➤ Edelweiss Financial Services Limited ➤ Nuvoco Vistas Corporation Limited ➤ Macrotech Developers Limited (formerly known as Lodha Developers Limited) ➤ Emcure Pharmaceuticals Limited
No. of Shares/ options held in the Company	49,77,185 (2.01%) Equity shares of Rs.2/- each	1,34,28,135 (5.42%) Equity Shares of Rs. 2/- each	-	41,850 (0.02%) Equity shares of Rs.2/- each
Number of Board meetings held/ attended during the year	6/6	6/6	-	6/6

ANNEXURE-B:**Further disclosures in pursuant to the provisions of Schedule V of the Companies Act, 2013:**

I		GENERAL INFORMATION										
1.	Nature of Industry	Civil Construction										
2.	Date or expected date of commencement of Commercial production	Not Applicable- The Company has been engaged in the business of Civil Construction since 2002-03										
3.	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable										
4.	Financial performance based on the given indicators	Consolidated Financial performance based on the Audited Accounts for the year ended March 31, 2019 is as under: <table border="1"> <tr> <td>Total Income</td> <td>Rs. 402.78 Cr.</td> </tr> <tr> <td>Net Profit</td> <td>Rs. 41.79 Cr.</td> </tr> <tr> <td>Paid up capital</td> <td>Rs. 49.50 Cr.</td> </tr> <tr> <td>Reserves and surplus</td> <td>Rs. 644.49 Cr.</td> </tr> <tr> <td>PAT Margin</td> <td>10.38%</td> </tr> </table>	Total Income	Rs. 402.78 Cr.	Net Profit	Rs. 41.79 Cr.	Paid up capital	Rs. 49.50 Cr.	Reserves and surplus	Rs. 644.49 Cr.	PAT Margin	10.38%
Total Income	Rs. 402.78 Cr.											
Net Profit	Rs. 41.79 Cr.											
Paid up capital	Rs. 49.50 Cr.											
Reserves and surplus	Rs. 644.49 Cr.											
PAT Margin	10.38%											
5.	Export performance and net foreign exchange collaborations	Not Applicable										
5.	Foreign investments or collaborations, if any	There is no foreign investment in the Company except minor shares held by Foreign Institutional Investors (FII) and Non-resident Indians. There is no foreign collaboration in the Company.										
II		INFORMATION ABOUT THE APPOINTEE										
1.	Background details	Mr. Manan Shah has completed his International baccalaureate diploma from RBK International Academy. He also pursued his BBA (HONS) degree from Kingston University London. After completing his Graduation, he joined the Company and spearheaded the real estate and marketing division. Mr. Manan Shah was serving the Company in capacity as Whole-time Director of the Company since past 5 years. Considering his contribution in overall growth and management of the Company, he was re-designated as the Joint Managing Director of the Company. He has deep exposure in real estate business and Marketing.										
2.	Recognition or awards	-										
3.	Job profile and his suitability	Mr. Manan P. Shah is Young and dynamic; drives the Real Estate Business Development & Marketing. With passion for design, he is deeply involved in various design and interior aspects of the projects. With his originality in the architecture of the buildings, proficiency of the industry and headship knacks the company targets to accomplish new altitudes in the real estate.										
4.	Comparative remuneration profile with respect of industry, size of the company, profile with the position and person.	The proposed remuneration is comparable with the other companies in the Industries										
5.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from receiving managerial remuneration and equity shares held as described herein, he does not have any other pecuniary relationship with the Company. Mr. Manan P. Shah is son of Mr. Parag Shah, Managing Director.										
III		OTHER INFORMATION										
1.	Reasons of loss of inadequacy of profits	The Company is maintaining adequate profits during the current financial year. However, during the term of the Joint Managing Director, in case if the company has inadequate profits or incurs any losses, the reasons for the same shall be disclosed in the Annual Report of the respective years.										
2.	Steps taken or proposed to be taken for improvement											
3.	Expected increase in productivity and profits in measurable items											
IV	Other Disclosure	The other disclosures as required on all elements of remuneration package such as salary, performance linked commission and other benefits along with performance criteria have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for Financial Year 2018-19.										

ROUTE MAP TO AGM HALL

