



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 25251589

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 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. 3000 Crores, whichever is higher;
- to approve contracts or arrangement to be entered, which are material in nature (as defined under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015), with the related parties pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- Payment of commission on annual basis to the Directors other than Managing/Whole time/ Executive Directors (hereinafter called the "Non-Executive Directors" or "NEDs") not exceeding in the aggregate, 1% (One percent) of the net profit of the Company subject to the provisions of Section 197, 198 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company proposes to seek the consent of the shareholders for the aforesaid proposals through Special and Ordinary Resolution as specified herein below by voting through Postal Ballot or through remote 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 and Regulation 23, 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for passing the resolutions under Item No. 1, 2 & 3 as set in this Notice

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 is being sent to shareholders along with the 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 and Remote e-voting 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, 19th September, 2017.

E-voting option:

The Company is pleased to offer Remote 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. Remote e-voting is optional. Please carefully read and follow the instructions on Remote 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, 20th September, 2017 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 an **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 all 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 members of the Company be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) 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. 3000,00,00,000/- (Rupees Three Thousand 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 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 the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders of the Company be and is hereby accorded to the following arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company:

(In Rs. Crores)

Related Party Transactions u/s 188 (1) of Companies Act, 2013/ Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	Man Projects Ltd.	Manaj Tollway Pvt. Ltd.	Atmosphere Realty Pvt. Ltd.	Man Vastucon LLP
Nature of Relationship	Subsidiary	Subsidiary	Jointly Controlled Entity	Subsidiary
Name of Interested Director(s)/KMP(s)	Parag Shah Suketu Shah	Parag Shah Suketu Shah Dharmesh Shah Ashok Mehta Durgesh Dingankar	Manan Shah	-
Sale, purchase of goods or materials or supply of services [@]	10.00	1.00	10.00	25.00
Selling or buying of fixed assets [@]	5.00	2.00	10.00	25.00
Capital contribution	-	75.00	10.00	25.00
Giving of Loans [#]	50.00	100.00	100.00	300.00
Consultancy/Professional/Management fees [@]	25.00	-	20.00	50.00
Construction Contracts/PMC Agreements [@]	200.00	-	200.00	400.00
Bank Guarantees/ Corporate Guarantees to be issued on behalf of ^{\$}	250.00	100.00	200.00	600.00
Performance Guarantee(s) w.r.t. Project execution to be issued on behalf of ^{\$}	Not Susceptible of monetary evaluation	-	-	-
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties [@]	-	-	15.00	25.00
Providing Securities on behalf of ^{\$}	50.00	100.00	-	600.00

(In Rs. Crores)

Related Party Transactions u/s 188 (1) of Companies Act, 2013/ Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	MICL Realty LLP	MICL Developers LLP	Man Realtors and Holdings Private Limited
Nature of Relationship	Subsidiary	Subsidiary	Subsidiary
Name of Interested Director(s)/KMP(s)	-	-	Manan P. Shah Suketu R. Shah Ashok Mehta
Sale, purchase of goods or materials or supply of services [@]	5.00	5.00	25.00
Selling or or buying of fixed assets [@]	5.00	5.00	25.00
Capital contribution	5.00	5.00	50.00
Giving of Loans [#]	75.00	50.00	150.00
Consultancy/Professional/Management fees [@]	5.00	5.00	50.00
Construction Contracts/PMC Agreements [@]	100.00	50.00	400.00
Bank Guarantees/Corporate Guarantees to be issued on behalf of ^{\$}	50.00	25.00	400.00
Performance Guarantee(s) w.r.t. Project execution to be issued on behalf of	-	-	-
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accomodation Agreements or other Agreements w.r.t. immoveable properties [@]	25.00	-	50.00
Providing Securities on behalf of ^{\$}	25.00	25.00	400.00

Terms and Conditions:

- * The approval sought for entering into related party transactions shall be valid for one year from the date of approval and shall be at arm's length basis
- @ At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- # Loans limit means maximum outstanding amount. 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 THAT the Board of Directors of the Company or Committee of the Board constituted thereof be authorised 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."

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

"RESOLVED THAT subject to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and any other law for the time being in force and in accordance with Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the payment of commission on annual basis with effect from 2017-18 to Non-Executive Directors including Independent Directors (hereinafter called the "Non-Executive Directors" or "NEDs"), not exceeding in the aggregate, 1% (one per cent) of the net profit of the Company in such proportions and in such manner as per the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), subject to a maximum of Rs. 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand Only) per annum, to each such Non-Executive Director.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard."

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

Place: Mumbai

Date: 9th August, 2017

CIN: L70200MH2002PLC136849

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

Tel. No.: 022 42463999 **Fax No.:** 022 25251589 **Website:** www.maninfra.com

Email Id: investors@maninfra.com

Durgesh Dingankar

Company Secretary

Membership No.: F7007

NOTES

1. Voting Period commences on and from 9.00 A.M. on Monday, 21st August, 2017 and ends at 5.00 P.M. on Tuesday, 19th September, 2017. Voting shall not be allowed beyond the said date and time.
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. Relevant documents / agreements / contracts specifying the nature of contract, principle terms and conditions and indicative value of contracts in respect of the proposed related party transactions referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the last day of the Postal Ballot.
4. 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, 11th August, 2017.
5. Shareholders, whose names appear in the Register of Members/Record of Depositories as on Friday, 11th August, 2017 will be eligible for voting. Person who is not a member as on the said record date should treat this notice for information purpose only.
6. 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.
7. The Board of Directors, at their meeting held on 9th August, 2017, has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing 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.
8. Shareholders have option either to vote through remote 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 or seek duplicate Postal Ballot Notice and Postal Ballot Form from Link Intime India Private Limited, C 101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400 083, 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 101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400 083.
9. 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. on Tuesday, 19th September, 2017, being the last date for receipt of Postal Ballot Form by the Scrutinizer, providing sufficient time for postal transit.
10. The result of the Postal Ballot will be announced on Wednesday, 20th September, 2017 at the Registered Office of the Company 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.
11. 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.
12. 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 101, 247 Park, L.B.S Marg, Vikhroli West, Mumbai - 400 083.
13. 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.
14. A Member(s) can opt for only one mode of voting i.e. either by remote e-voting or through ballot. In case you are opting to vote by remote e-voting, then please do not cast your vote by ballot and vice-versa. In case a Member(s) cast his/her/their vote both by remote e-voting and a ballot, the vote(s) cast through remote e-voting shall prevail and the vote(s) cast through ballot form shall be considered invalid.

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, 19th September, 2017. 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 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 (Remote 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 Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to offer remote e-voting facility for the shareholders to enable them to cast their votes electronically. Shareholders have option to vote either through remote e-voting or through the Postal Ballot. If a member has opted for remote e-voting, then he/she should not vote by Postal Ballot also and vice-versa. For the purpose of remote e-voting, the Company has signed an agreement with the National Securities Depository Limited ("NSDL") for facilitating remote e-voting.

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

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

- a. Open the attached pdf file MICTL 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.nsdl.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. If you are already registered with NSDL for **remote** e-voting then you can use your existing user ID and password. In case Members are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID). In case Members are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No). If you forgot the User Details/Password, you can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com
- 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 resolution of any other Company on which they are eligible to vote, provided that the Company opts for remote 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. Upon confirmation, the message "Vote cast successfully" will be displayed. 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@rathindassociates.com with a copy marked to 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 remote e-voting user manual for shareholders available at the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in.
- (D)** If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

General Instructions:

- a. Voting by Postal Ballot, both in physical form and remote 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. The remote e-voting period commences on and from **9.00 A.M on Monday, 21st August, 2017 and ends on Tuesday, 19th September, 2017 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 11th August, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- c. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting i.e. Tuesday, 19th September 2017.

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

Place: Mumbai

Date: 9th August, 2017

CIN: L70200MH2002PLC136849

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

Tel. No.: 022 42463999 **Fax No.:** 022 25251589 **Website:** www.maninfra.com

Email Id: investors@maninfra.com

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:

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.

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. 3000 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. 3000 Crores, whichever is higher.

The Board of Directors recommends the resolution as set out at Item No. 1 in this Notice for approval of 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 read with 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 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 (Meeting 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 u/s 188 (1) of Companies Act, 2013/ Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	Man Projects Ltd.	Manaj Tollway Pvt. Ltd.	Atmosphere Realty Pvt. Ltd.	Man Vastucon LLP
Nature of Relationship	Subsidiary	Subsidiary	Jointly Controlled Entity	Subsidiary
Name of Interested Director(s)/KMP(s)	Parag Shah Suketu Shah	Parag Shah Suketu Shah Dharmesh Shah Ashok Mehta Durgesh Dingankar	Manan Shah	-
Sale, purchase of goods or materials or supply of services [@]	10.00	1.00	10.00	25.00
Selling or buying of fixed assets [@]	5.00	2.00	10.00	25.00
Capital contribution	-	75.00	10.00	25.00
Giving of Loans [#]	50.00	100.00	100.00	300.00
Consultancy/Professional/Management fees [@]	25.00	-	20.00	50.00
Construction Contracts/PMC Agreements [@]	200.00	-	200.00	400.00
Bank Guarantees/ Corporate Guarantees to be issued on behalf of ^{\$}	250.00	100.00	200.00	600.00
Performance Guarantee(s) w.r.t. Project execution to be issued on behalf of ^{\$}	Not Susceptible of monetary evaluation	-	-	-
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties [@]	-	-	15.00	25.00
Providing Securities on behalf of ^{\$}	50.00	100.00	-	600.00

(In Rs. Crores)

Related Party Transactions u/s 188 (1) of Companies Act, 2013/ Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	MICL Realty LLP	MICL Developers LLP	Man Realtors and Holdings Private Limited
Nature of Relationship	Subsidiary	Subsidiary	Subsidiary
Name of Interested Director(s)/KMP(s)	-	-	Manan P. Shah Suketu R. Shah Ashok Mehta
Sale, purchase of goods or materials or supply of services [@]	5.00	5.00	25.00
Selling or or buying of fixed assets [@]	5.00	5.00	25.00
Capital contribution	5.00	5.00	50.00
Giving of Loans [#]	75.00	50.00	150.00

Consultancy/Professional/Management fees [@]	5.00	5.00	50.00
Construction Contracts/PMC Agreements [@]	100.00	50.00	400.00
Bank Guarantees/Corporate Guarantees to be issued on behalf of ^{\$}	50.00	25.00	400.00
Performance Guarantee(s) w.r.t. Project execution to be issued on behalf of	-	-	-
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immovable properties [@]	25.00	-	50.00
Providing Securities on behalf of ^{\$}	25.00	25.00	400.00

Terms and Conditions:

- * The approval sought for entering into related party transactions shall be valid for one year from the date of approval and shall be at arm's length basis
- @ At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- # Loans limit means maximum outstanding amount. 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. 2 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. 3:

The Board of Directors has been entrusted with enhanced responsibilities requiring greater time commitments, attention and higher level of oversight under the provisions of the Companies Act, 2013, SEBI Regulations and such other acts, rules, regulations as applicable to the Company. In view of the same and to partially compensate for the strategic inputs provided by them and responsibilities shouldered by the Non-executive Directors for the growth of the business, it is considered appropriate that the remuneration be paid to the Non-Executive Directors of the Company commensurate with their increased role, responsibilities and duties.

The Commission proposed to be paid in aggregate to all the Non-Executive Directors of the Company shall not exceed 1% (one per cent) of net profits of the Company computed in accordance with Section 198 of the Act and subject to maximum limit of Rs.12,50,000/- (Rupees Twelve Lakhs Fifty Thousand Only) per annum to each Non-Executive Director. The payment of commission will be subject to the availability of sufficient profit and compliance with the applicable statutory requirements and shall be over and above the sitting fees payable to them. In terms of provisions of Section 197, 198 read with Companies (Management and Administration) Rules, 2014 and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of any fee (excluding sitting fee) or compensation to the Non- Executive Directors, including Independent Directors of the Company would require approval of members.

None of the Directors and/or any Key Managerial Personnel of the Company or their relatives; except Non-Executive Directors to the extent of the commission that may be received by each of them; is concerned or interested, financially or otherwise, in this resolution. The Board of Directors of the Company recommends resolution set out at item no. 3 for your consideration and approval by way of Special Resolution.

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

Place: Mumbai

Date: 9th August, 2017

CIN: L70200MH2002PLC136849

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

Tel. No.: 022 42463999 **Fax No.:** 022 25251589 **Website:** www.maninfra.com

Email Id: investors@maninfra.com

Durgesh Dingankar
Company Secretary
Membership No.: F7007

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