



MAN INFRA CONSTRUCTION LIMITED

12th Floor, Krushal Commercial Complex, G. M. Road, Chembur (West), Mumbai – 400 089
Website: www.maninfra.com; Investor Relation Contact: investors@maninfra.com
Corporate Identity Number: L70200MH2002PLC136849 Tel: +91 22 42463999 Fax: +91 22 25260589/91

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

Dear Member(s),

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

- Authorizing Board of Directors to borrow monies in excess of aggregate paid-up share capital and free reserves of the Company or Rs. 700 Crores, whichever is higher;
- Creation of Mortgage, charge, hypothecation, lien and other encumbrances
- Authorizing Board of Directors to invest or to provide loans and advances or give guarantees/ securities up to 100% of free reserves and securities premium account or Rs. 900 Crores, whichever is higher;
- Sub-division of each Equity Share of Rs. 10/- into 5 Equity Shares of Rs. 2/- each fully paid-up and consequent amendment of Clause V(a) of the Company's Memorandum of Association.

The Company proposes to seek the consent of the members for the aforesaid proposals through Ordinary or Special Resolution(s) as specified herein below. An Explanatory Statement providing brief description of the matters and explaining the reason 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 members along with a Postal Ballot Form accompanied by other relevant documents for member's consideration.

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

Members are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 p.m. on Friday, 8th August, 2014.

E-voting option:

The Company is pleased to offer e-voting facility as an alternate for its Members to exercise their vote on resolutions proposed to be passed by way of Postal Ballot which will enable the members to cast their votes electronically, instead of physical Postal Ballot Forms. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice. The Scrutinizer, after completion of scrutiny, will submit his report to the Managing Director of the Company. The results of the voting by Postal Ballot 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 Tuesday, 12th August, 2014 at the Registered Office of the Company. The results of Postal Ballot will be displayed on the Company's website www.maninfra.com and will be communicated to National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), where the Equity Shares of the Company are listed.

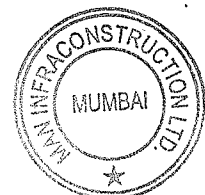
Draft Resolutions to be passed by way of Postal Ballot:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which shall include any Committee(s) thereof), to borrow from time to time all such sum(s) of money (including by way of External Commercial Borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by the guidelines in this regard) as the Board may deem requisite for the purpose of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company i.e. reserves not set apart for any specific purpose or Rs. 700,00,00,000/- (Rupees Seven Hundred Crores only), whichever is higher.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps and do all necessary things in this regard in order to comply with all the legal and procedural formalities and further to authorise 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."

Himanshu S. Kamdar



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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which shall include any Committee(s) thereof), to create mortgage(s), charge(s), hypothecation and/or floating charge(s) on all or any of the immovable and/or movable assets/ properties of the Company, present and future, of every nature and kind whatsoever, and the undertaking of the Company in certain events, to secure loans and/or borrowings of the Company including fund based and non-fund based facilities for working capital requirements and bank guarantees, etc. the aggregate of which shall not, at any time, exceed the limit of Rs. 700,00,00,000/- (Rupees Seven Hundred Crores only) from Financial Institutions/Banks and other agencies/parties with interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges already created or to be created in future by the Company in such manner and in such form as may be deemed prudent, desirable and necessary by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors 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 legal and procedural 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."

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

"RESOLVED THAT pursuant to the provisions of Section 186 read with the Companies (Meetings of Board of and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to authorize the Board of Directors to give loans or guarantee or provide any security in connection with a loan to any person or body corporate or to make investment in securities of other body corporate the aggregate of which shall not exceed 100% of Free Reserves and Securities Premium Account or Rs. 900,00,00,000/- (Rupees Nine Hundred Crores only), whichever is higher.

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

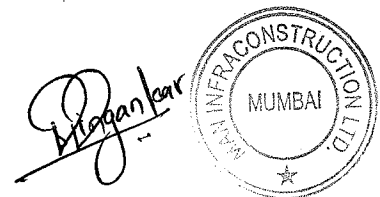
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any amendments thereto or re-enactment thereof) and in accordance with Article 11 of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall also include any committee thereof), consent of the Members be and is hereby accorded for sub-dividing each Equity Share of the Company having face value of Rs. 10/- (Rupees Ten Only) each into 5 (Five) Equity Shares having the face value of Rs. 2/- (Rupees Two Only) each fully paid up and consequently, the Authorised Share Capital of the Company of Rs. 63,00,00,000 (Rupees Sixty Three Crore) would comprise of 31,50,00,000 (Thirty one Crore Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two Only) each with effect from the Record date to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the Equity Shares of the Company, each Equity Share of the face value of Rs. 10/- (Rupees Ten) each as existing on the Record date shall stand sub-divided into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each fully paid up, with effect from the said date and that the said Equity Shares of the face value of Rs. 2/- (Rupees Two Only) shall rank pari passu in all respects with and carry the same rights as the existing fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record date and that no letter of allotment shall be issued to the allottees of the new equity shares of Rs. 2/- (Rupees Two Only) each on sub-division and the Company may without requiring the surrender of existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing Share Certificate(s), within the period prescribed or that may be prescribed in this behalf, from time to time and in the case of Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorised to fix a Record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time, such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution."



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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, including amendments thereto or re-enactment thereof, the existing Clause V (a) of the Memorandum of Association of the Company be and is hereby amended by deletion of existing Clause V (a) and by substitution thereof by the following clause:

V(a) The authorised share capital of the Company is Rs. 63,00,00,000/- (Rupees Sixty Three Crore only) divided into 31,50,00,000 (Thirty One Crore Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, matters, deeds and things as it may consider necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

Place: Mumbai
Date: 25th June, 2014

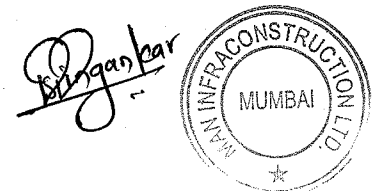
By Order of the Board of Directors
of Man Infraconstruction Limited

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

Durgesh Dingankar
Company Secretary
Membership No: F7007

NOTES

1. Voting Period commences on and from 10.00 a.m. on Thursday, 10th July, 2014 and ends at 5.00 PM on Friday, 8th August, 2014.
2. An Explanatory Statement for the proposed Resolutions mentioned above pursuant to Section 102 of the Companies Act, 2013 read with relevant Rules setting out material facts is annexed hereto.
3. The Notice is being sent to all members by speed post/registered post/courier service (and also electronically by email to those members who have registered their email-id with the Company/ Depositories), whose names appear in the Register of Members/Record of Depositories as on Monday, 7th July, 2014.
4. The members, whose name appears in the Register of Members/Record of Depositories as on Monday, 7th July, 2014 will be eligible for voting.
5. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed in the General Meeting of the members.
6. The Board of Directors of the Company, at its Meeting held on 25th June, 2014 has appointed Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Form and the Self-addressed postage prepaid envelope are enclosed for use by the members.
7. Members have option either to vote through e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email but wish to vote through Postal Ballot Form can download Postal Ballot Notice and Postal Ballot Form from the Company's website www.maninfra.com or seek duplicate Postal Ballot Notice and Postal Ballot Form from Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai- 400078, fill the requisite details and send the same to the scrutinizer at Link Intime India Private Limited, Mr. Himanshu S. Kamdar (Scrutinizer), Unit- Man Infraconstruction Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai-400078.
8. Members are requested to carefully read the instructions printed in the Postal Ballot Form duly completed with the Assent (For) and/or Dissent (Against) in the attached postage prepaid envelope so as to reach the Scrutinizer on or before 5.00 P.M. of Friday, 8th August, 2014, being the last date for receipt of Postal Ballot Form by the Scrutinizer, providing sufficient time for postal transit.
9. The result of the Postal Ballot will be announced on Tuesday, 12th August, 2014 and will also be informed to the National Stock exchange of India Limited (NSE) and BSE Limited (BSE) and will be posted on the Company's website www.maninfra.com. The date of declaration of results of the Postal Ballot will be taken as the date of passing of all the resolutions.
10. Members who are holding shares in electronic form are requested to notify any correction / change in their name/ address including Pin Code immediately to the Depository Participant. In the event of non- availability of Members' latest address either in Company's record or in Depository Participant's records, members are likely to miss notices and other valuable correspondences sent by the Company.
11. Members who holds shares in physical form are requested to notify any change in their particulars like change in address, bank particulars etc., to the Company's Registrars viz., Link Intime India Private Limited situated at C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai- 400078.



12. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Company's Registrar in order to obtain reply to their queries promptly.

INSTRUCTIONS FOR VOTING

Voting in Physical form:

1. Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed envelope. The self-addressed envelope bears the address of the Scrutinizer. Postage will be borne and paid by the Company. However, the envelope containing the Postal Ballot Form, if sent by courier at the expense of the member, will also be accepted.
2. Duly completed Postal Ballot Form should reach not later than 5.00 PM on Friday, 8th August, 2014. All Postal Ballot Forms received thereafter will be strictly treated as if the reply from the member has not been received.
3. Assent and/or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column.
4. This form is to be completed and signed by the member (as per signature registered with the Company). In case of joint holding, this form should be completed and signed by the first-named member and in his/her absence, by the next named member. There will be only one postal ballot form for every folio irrespective of the number of joint-holder(s).
5. In case the form is signed by the Power of Attorney holder for and on behalf of the member, it must be accompanied by a certified copy of the power of attorney. If such power of attorney is already registered with the Company, the Power of Attorney holder should quote the registration number beneath his/her signature. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority.
6. Unsigned and/or incomplete Postal Ballot Forms in any manner shall be rejected.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope since all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the members for sending any other correspondence to the Company.

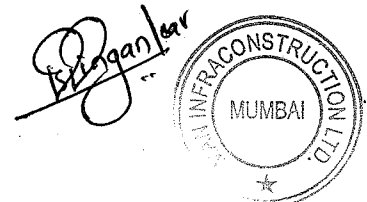
Voting in Electronic Form (E-voting):

In compliance with provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement with the Stock Exchanges, the Company proposes to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through E-voting or through the postal Ballot. If a member has opted for E-voting, then he/she should not vote by Postal Ballot also and vice-versa. For the purpose of E-voting, the Company has signed an agreement with the National Securities Depository Limited ("NSDL") for facilitating E-voting.

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

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

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



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

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

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

General Instructions:

- a) Voting by Postal Ballot, both in physical form and e-voting can be exercised only by the member or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on the cut-off date, which shall be announced through an advertisement.
- c) Voting period commences on and from Thursday 10th July, 2014 at 10.00 a.m. and ends on Friday, 8th August, 2014 at 5.00 p.m.
- d) The date of declaration of results of the postal ballot i.e. 12th August, 2014 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Place: Mumbai
Date: 25th June, 2014

By Order of the Board of Directors
of Man Infraconstruction Limited

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

Durgesh Dingankar
Company Secretary
Membership No: F7007

ANNEXURE TO THE NOTICE

Explanatory Statement as required under Section 102 of the Companies Act, 2013 read with Rule 22(1) of Companies (Management and Administration) Rules, 2014

Item No. 1 & 2:

The Company had earlier sought the approval of its Members at their Extra-ordinary General Meeting convened on 5th October, 2009 for borrowing money from any bank or banks or any financial institutions, Central Government or State Government, body corporate, other person or persons in excess of the aggregate of paid-up share capital of the Company and its free reserves and for creation of mortgage, charge, hypothecation, lien and other encumbrances, if any, by the Company, as the Board may deem fit, on the assets of the Company, both present and future, for securing the sum of moneys aggregating to Rs. 700 Crores (Rupees Seven Hundred Crores only) by way of passing Ordinary Resolutions under the provisions of Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 respectively.

With the enactment of Companies Act, 2013 and rules framed thereunder and as per provisions of the Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013 (corresponding to Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956) read with General Circular No. 04/2014 dated 25th March, 2014, the Company has decided to obtain the approval of its members by way of passing of Special Resolution through Postal Ballot for the above mentioned respective purposes. Accordingly, the approval of the members by way of Special Resolution is sought pursuant to the provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 respectively.

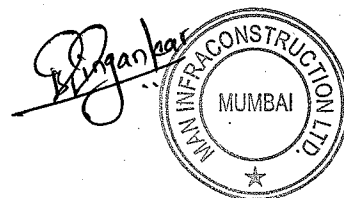
Your Directors recommend the resolutions as set out at Item Nos. 1 & 2 in this Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested in the said resolutions. 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 nos. 1 and 2 as set in this Notice.

Item No. 3:

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

In view of the existing investments made, loans and advances and guarantees/securities given in connection with loans to other bodies corporate and considering the future plans of the Company, it is deemed necessary to authorize the Board of Directors to invest and/or to provide loans and advances and/or give guarantees/securities up to 100% of free reserves and securities premium account or Rs. 900 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 100% of free reserves and securities premium account or Rs. 900 Crores, whichever is higher.

Your Directors recommend the resolutions as set out at Item No. 3 in this Notice for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolution. Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 3 as set in this Notice.

Item No. 4 and 5:

The Equity Shares of the Company are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). With a view to broad base the investor base by encouraging the participation of the small investors and also to increase the liquidity of Equity Shares of the Company, the Board of Directors at their Meeting held on 25th June, 2014 have approved the sub-division of each Equity Share of face value of Rs. 10/- (Rupees Ten Only) of the Company into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each subject to approval of members. Accordingly, each issued Equity Share of face value of Rs. 10/- (Rupees Ten Only) of the Company existing on the Record date shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each. The Record date for the aforesaid sub-division of the Equity Shares will be fixed by the Board of Directors after seeking the approval of members.

The Capital Structure of the Company before and after the proposed sub-division of face value of each equity share shall be as under:

Particulars	Before proposed Sub-division			After proposed Sub-division		
	No. of Shares	Face Value (In Rs.)	Amount (In Rs.)	No. of Shares	Face Value (In Rs.)	Amount (In Rs.)
Authorized Share Capital	6,30,00,000	10	63,00,00,000	31,50,00,000	2	63,00,00,000
Issued, Subscribed and Paid-up Capital	4,95,00,054	10	49,50,00,540	24,75,00,270	2	49,50,00,540

The proposed sub-division of Equity Share of the Company shall require amendment to the Memorandum of Association of the Company. Accordingly, Clause V (a) of the Memorandum of Association is proposed to be altered in the manner set out in Resolution at Item No. 5, in order to reflect the alteration in the Authorised Share Capital of the Company, i.e. from Rs. 63,00,00,000 (Rupees Sixty Three Crores Only) comprising of 6,30,00,000 (Six Crore Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to 31,50,00,000 (Thirty One Crore Fifty Lacs only) Equity Shares of Rs. 2/- (Rupees Two Only) each.

A copy of the Memorandum of Association of the Company containing the proposed amendment shall be available for inspection by the Members at the Registered Office of the Company during working hours between 11.00 AM to 1.00 PM on all days except Saturdays, Sundays and public holidays till the conclusion of the Postal Ballot.

Your Directors recommend the resolutions as set out at Item No. 4 and 5 in this Notice, for your approval, by way of passing of Ordinary and Special Resolution respectively.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the said resolutions. 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 nos. 4 and 5 as set in this Notice.

Place: Mumbai
Date: 25th June, 2014

By Order of the Board of Directors
of Man Infraconstruction Limited

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

Durgesh Dingankar
Company Secretary
Membership No: F7007

Encl:

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

D. Dingankar





MAN INFRACONSTRUCTION LIMITED

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

Website: www.maninfra.com; Investor Relation Contact: investors@maninfra.com

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

Sr. No.

POSTAL BALLOT FORM

(PL. READ CAREFULLY THE INSTRUCTIONS PRINTED OVERLEAF BEFORE COMPLETING THIS FORM)

- Name(s) of Shareholder(s)(including Joint-holders, if any) :
- Registered Address of the Sole / First named Shareholder :
- Registered Folio No. / DP ID No.* / Client ID No.>(*Applicable to Investors holding Shares in Demat form) :
- Number of Shares held :
- I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company, dated 25th June, 2014, by conveying my/our assent and/or dissent to the said Resolutions by placing the tick (v) mark in the appropriate box below:

Item No.	Brief particulars of the resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for authorizing the Board of Directors of the Company to borrow monies in excess of Paid up Capital and Free reserves of the Company or Rs. 700 Crores,, whichever is higher			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for authorizing the Board of Directors for creation of Charge / Hypothecation / Mortgage on the movable / immovable properties of the Company for securing the borrowings of the Company			
3.	Special Resolution under Section 186 of the Companies Act, 2013 for authorizing the Board of Directors to invest or to provide loans and advances or give guarantees/ securities up to 100% of free reserves and securities premium account or Rs. 900 Crores, whichever is higher			
4.	Ordinary Resolution under Section Sections 61 of the Companies Act, 2013 for sub-division of each Equity Share having face value of Rs. 10/- (Rupees Ten Only) each into 5(Five) Equity Shares having face value of Rs. 2/- (Rupees Two Only) each			
5.	Special Resolution under Section 13, 61 and 64 of the Companies Act, 2013 for alteration of Capital Clause [Clause V(a)] of the Memorandum of Association of the Company			

Place:

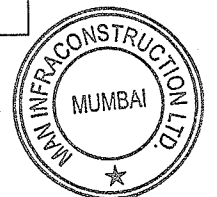
Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS (Applicable for Individual Members only)

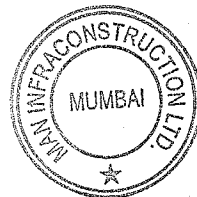
EVEN (Electronic Voting Event Number)	USER ID	Password

Note: Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Friday, 8th August, 2014.



INSTRUCTIONS

1. A Member(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company or Depository Participants). 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.
4. In the 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/ Authorization together with the specimen signature(s) of the duly authorised signatories.
5. Please convey your assent or dissent in this Postal Ballot Form by placing a tick ($\sqrt{\quad}$) mark in the appropriate box. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 PM on Friday, 8th August, 2014. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
9. The exercise of vote through Postal Ballot is not permitted through a proxy.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction 7 above.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
12. Voting rights shall be reckoned on the fully paid-up number of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. Monday, 7th July, 2014.
13. A Member need not use all his votes nor cast all his votes in the same way.
14. The Company is pleased to offer e-voting facility as an alternate to all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes of the Postal Ballot Notice.



[Handwritten signature]