

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF MAN INFRACONSTRUCTION LIMITED (CIN: L70200MH2002PLC136849) WILL BE HELD ON THURSDAY, 18TH SEPTEMBER, 2014 AT LIONS CLUB OF GHATKOPAR, PLOT E-93, GARODIA NAGAR, GHATKOPAR (EAST), MUMBAI- 400 077 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint a Director in place of Mr. Parag Shah (DIN: 00063058), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 139 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, M/s G. M. Kapadia & Co, Chartered Accountants (Registration No. 104767W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for period of up to three financial years commencing from the conclusion of this Annual General Meeting for financial year 2013-14 up to the conclusion of Annual General Meeting for the financial year 2016-17; subject to ratification of such re-appointment by shareholders in each subsequent Annual General Meeting and on such other terms and conditions as may be fixed by the Board of Directors.”

SPECIAL BUSINESS:

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 provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Berjis Desai (DIN: 00153675), Non-Executive Director of the Company and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company

to hold office for a term of five years w.e.f. April 1, 2014 and that he shall not be liable to retire by rotation as stipulated under section 149(13) of the Companies Act, 2013.”

6. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sivaramakrishnan Iyer (DIN: 00503487), Non-Executive Director of the Company and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. April 1, 2014 and that he shall not be liable to retire by rotation as stipulated under section 149(13) of the Companies Act, 2013.”

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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dharmesh Shah (DIN: 01599899), Non-Executive Director of the Company and in respect of whom the Company has received notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. April 1, 2014 and that he shall not be liable to retire by rotation as stipulated under section 149(13) of the Companies Act, 2013.”

8. 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kamlesh Vikamsey (DIN: 00059620), Non-Executive Director of the Company and in respect of whom the Company has received notice in writing from a member proposing

his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. April 1, 2014 and that he shall not be liable to retire by rotation as stipulated under section 149(13) of the Companies Act, 2013.”

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

“**RESOLVED THAT** Mr. Namit Arora (DIN: 02577648), who was appointed as an Additional Director (Joint Nominee of Standard Chartered Private Equity (Mauritius) II Limited and Standard Chartered Private Equity (Mauritius) III Limited) of the company with effect from 10th February, 2014 in accordance with the provisions of Section 260 of the Companies Act, 1956 (corresponding to Section 161(1) of the Companies Act, 2013) and the provisions of Articles of Association of the Company to hold office till conclusion of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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

“**RESOLVED THAT** Mr. Dinesh Kumar Lal (DIN: 00037142), who was appointed as an Additional Director of the company with effect from 29th May, 2014 in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the provisions of Articles of Association of the Company to hold office till conclusion of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company as provided in Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement; to hold office for a term of five years w.e.f. April 1, 2014 and that he shall not be liable to retire by rotation as stipulated under section 149(13) of the Companies Act, 2013.”

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

“**RESOLVED THAT** Mrs. Shruti Udeshi (DIN: 06900182), who was appointed as an Additional Director of the company with effect from 13th August, 2014 in accordance with the provisions of Section 161 of the Companies Act, 2013 and the

provisions of Articles of Association of the Company to hold office till conclusion of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as a Director of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if required, Mr. Manan Shah (DIN: 06500239) be and is hereby appointed as the Whole-time Director of the Company for a period of five years w.e.f. May 29, 2014 upon such terms and conditions and remuneration as recommended by the Nomination and Remuneration Committee, the details whereof are furnished hereunder, 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 Shah; subject to the provisions of Schedule V of the Companies Act, 2013:

- **Salary:** Rs. 27,00,000/- per annum
- **Commission:** up to 0.1 % on consolidated profit after tax (PAT) as may be decided by the Board.
- **Reimbursements:** Car with driver for Company's business and reimbursement of expenses incurred in connection with the Company's business at actuals

RESOLVED FURTHER THAT Mr. Parag K. Shah, Managing Director or Mr. Suketu R. Shah, Whole-time Director 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.”

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Joshi Apte & Associates, Cost

Accountants (Firm Registration Number 240) being the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of ₹ 1,00,000/- (Rupee One Lakh only) plus service tax as applicable and reimbursement of out of pocket expenses, if any.

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 12 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy 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.
3. The Register of Members and Transfer Books of the Company will be closed from Tuesday, 2nd September, 2014 to Friday, 5th September, 2014; both days inclusive.
4. If the Final Dividend as recommended by the Board of Directors is approved at the ensuing AGM, the same will be dispatched/ credited on Friday, 26th September, 2014 as under:
 - To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Monday, 1st September, 2014; and
 - To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Monday, 1st September, 2014.
5. 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.
6. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. 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.
9. 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.
10. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):**
Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 read with the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with the Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 13th August, 2013 (i.e. the date of last AGM) on the website of the Company (www.maninfra.com), as also on the website of the Ministry of Corporate Affairs.
11. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
13. 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.

E-voting

- i. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ('e-voting') to its members. The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide e-voting facilities and enabling the members to cast their vote in a secure manner. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of e-voting From 9.00 a.m. IST of Tuesday, 9th September, 2014

End of e-voting Up to 6.00 p.m. IST of Thursday, 11th September, 2014

During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The cut-off date for the purpose of e-voting was Friday, 8th August, 2014.

- ii. The login ID and password for e-voting along with process, manner and instructions for e-voting are being sent simultaneously to the members who have not registered their e-mail IDs with the Company. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail

by NSDL. The Communiqué of e-voting login ID & password containing process, manner and instructions forms integral part of the Notice.

- iii. Members should cast their votes either by remaining present at the Annual General Meeting or through e-voting facility. In case the Member votes through e-voting and also physically at the meeting, then votes casted through e-voting shall be only taken into consideration and treated valid.
- iv. The Company has appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, as scrutinizer (the 'Scrutinizer') for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
- v. The Results shall be declared on the date of Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.maninfra.com and on the website of NSDL within two (2) days of passing the resolutions at the Annual General Meeting of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.

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

Place: Mumbai
Date: 13th August, 2014

**Mr. 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 2526 0589

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

Items 5 to 8:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. Berjis Desai, Mr. Sivaramakrishnan Iyer, Mr. Kamlesh Vikamsey and Mr. Dharmesh Shah as Independent Directors at various times, in compliance with the requirements of the clause. Pursuant to the provisions of section 149 of the Act, which came in to effect from 1st April, 2014, every Listed Public Company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

The Nomination and remuneration Committee has recommended the appointment of these directors as Independent Directors. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

The Company has received Notices in writing from a member of the Company along with the deposit of ₹ 100,000/- per Notice, as per the provisions of Section 160 of the Companies Act, 2013, signifying their intention to propose the candidatures of Mr. Berjis Desai, Mr. Sivaramakrishnan Iyer, Mr. Kamlesh Vikamsey and Mr. Dharmesh Shah respectively, for the office of Directors of the Company.

The copies of Notices as aforesaid and a copy of draft letters of appointment of the aforesaid four Directors as Independent Directors, setting out the terms and conditions would be available for inspection at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting and the said documents shall also be placed at the meeting.

Profiles of Mr. Berjis Desai, Mr. Sivaramakrishnan Iyer, Mr. Kamlesh Vikamsey and Mr. Dharmesh Shah are given in the Annexure to this Notice. The Board recommends these resolutions to the Members for their approval. None of the Directors except respective appointees or any Key Managerial Persons or their relatives is interested, financial or otherwise in the resolutions set out at item nos. 5 to 8 of this Notice.

Item No.9:

Mr. Rahul Raisurana, nominee of Standard Chartered Private Equity (Mauritius) II Limited and Standard Chartered Private Equity (Mauritius) III Limited (hereinafter collectively referred to as SCPE) had resigned as Director w.e.f. 14th November, 2013 and SCPE has nominated Mr. Namit Arora as a Director on the Board of the Company in place of Mr. Rahul Raisurana.

Pursuant to provisions of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) read with the Articles of Association of the Company, the Board of Directors has appointed Mr. Namit Arora as an Additional Director with effect from 10th February, 2014 who shall act as the nominee of SCPE. Mr. Namit Arora shall hold office up to the date of this Annual General Meeting. A notice has been received from a member along with deposit of ₹ 1,00,000/-, as per the provision of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Namit Arora for the office of Director of the Company.

The copy of the Notice as aforesaid would be available for inspection at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting.

Profile of Mr. Namit Arora is given in the Annexure to this notice. The Board considers that the appointment of Mr. Namit Arora as a Director would be beneficial to the Company. Accordingly the Board of Directors recommends his appointment as a Director of the Company. None of the Directors except Mr. Namit Arora or any Key Managerial Persons or their relatives is interested, financial or otherwise in the resolution set out at item no. 9 of this Notice.

Item No.10:

Pursuant to provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, the Board of Directors has appointed Mr. Dinesh Lal as an Additional Director (Independent) with effect from 29th May, 2014. Mr. Dinesh Lal shall hold office up to the date of this Annual General Meeting. A notice has been received from a member along with deposit of ₹ 1,00,000/-, as per the provision of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Dinesh Lal for the office of Director of the Company.

The Nomination and remuneration Committee has recommended appointment of Mr. Dinesh Lal as an Independent Director and in the opinion of the Board, Mr. Dinesh Lal fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for his appointment as Independent Director and he is independent of the management.

The copy of the Notice as aforesaid and a copy of draft letter of appointment of Mr. Dinesh Lal, setting out the terms and conditions of his appointment would be available for inspection at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting and the said documents shall also be placed at the meeting.

Profile of Mr. Dinesh Lal is given in the Annexure to this notice. The Board of Directors recommends his appointment as an Independent Director of the Company. None of the Directors except Mr. Dinesh Lal or any Key Managerial Persons or their relatives is interested, financial or otherwise in the resolution set out at item no. 10 of this Notice.

Item No.11:

As provided under Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have at least one woman Director. Pursuant to provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, the Board of Directors has appointed Mrs. Shruti Udeshi as an Additional Director (non-executive) with effect from 13th August, 2014. Mrs. Shruti Udeshi shall hold office up to the date of this Annual General Meeting. A notice has been received from a member along with deposit of ₹ 1,00,000/-, as per the provision of Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Shruti Udeshi for the office of Director of the Company.

The copy of the Notice as aforesaid would be available for inspection at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting.

Profile of Mrs. Shruti Udeshi is given in the Annexure to this notice. The Board of Directors recommends her appointment as a non-executive Director of the Company; whose period of office is liable to determination by retirement of directors by rotation. None of the Directors except Mrs. Shruti Udeshi or any Key Managerial Persons or their relatives is interested, financial or otherwise in the resolution set out at item no. 11 of this Notice.

Item No.12:

Pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to approval of members of the Company, the Board of Directors has appointed Mr. Manan Shah as a Whole-time Director of the Company with effect from 29th May, 2014. Mr. Manan Shah shall hold office up to the date of this Annual General Meeting. A notice has been received from a member along with deposit of ₹ 1,00,000/-, as per the provision of Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Manan Shah for the office of Whole-time Director of the Company.

The copy of the Notice as aforesaid would be available for inspection at the Registered Office of the Company on all working days during the business hours till the date of the Annual General Meeting.

Profile of Mr. Manan Shah is given in the Annexure to this notice. The Board considers that the appointment of Mr. Manan Shah as a Whole-time Director would be of immense benefit to the Company. Accordingly the Board of Directors recommends his appointment as a Whole-time Director of the Company; whose period of office is liable to determination by retirement of directors by rotation.

Mr. Manan Shah may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as Whole-time Director. Mr. Parag Shah, who is his relative 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 Shah as Whole-time 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 set out at Item No.12 of the Notice.

Item no. 13:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, on recommendation of the Audit Committee, has approved the appointment of M/s Joshi Apte & Associates (Firm Registration Number 240) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on March 31, 2015 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus service tax as applicable and reimbursement of out of pocket expenses, if any. The remuneration payable to the Cost Auditors shall be ratified by the shareholders of the Company.

Accordingly, consent of Members is sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors for the financial year ending on March 31, 2015 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. 13 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their relative(s) is, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

Place: Mumbai

Date: 13th August, 2014

**Mr. 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 2526 0589

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

| Name of the Director | Mr. Parag Shah | Mr. Berjis Desai | Mr. Sivaramakrishnan S. Iyer |
|--|---|---|--|
| Director Identification Number | 00063058 | 00153675 | 00503487 |
| Date of Birth | 16 th August 1969 | 2 nd August, 1956 | 28 th January, 1967 |
| Date of Appointment | 1 st September, 2002 | 28 th May, 2012 | 3 rd January, 2007 |
| Qualification | <ul style="list-style-type: none"> ➤ Bachelor of Commerce | <ul style="list-style-type: none"> ➤ Law graduate from Mumbai University ➤ Post-graduate in Law from Cambridge University, U.K. | <ul style="list-style-type: none"> ➤ Bachelor of Commerce ➤ Chartered Accountant |
| Experience (specific functional area) | He has worked with P. D. Construction from 1991 to 1996. He was appointed on the Board of Pathare Real Estate and Developers Ltd. from 1997 to 2006. He was also appointed on the Board of Govinda Harbour Engineers Ltd. from 2001 to 2005. He has over 24 years of experience in construction industry. | He is the Managing Partner of J. Sagar Associates, a national Law Firm having offices in Mumbai, Delhi, Gurgaon, Bangalore and Hyderabad. He specializes in mergers and acquisitions, derivatives, corporate and financial laws, International business laws and international commercial arbitration | He has worked with J. M. Finance and Investment Consultancy from 1990 to 1991. He thereafter started his Independent Practice as a Chartered Accountant in 1991. He has over 22 years of experience in Accounts and Finance. He is currently a Partner of Patel, Rajeev, Siva & Associates specialized in Corporate Finance and advising Companies on their Equity/Debt, Fund Raising, Mergers, Amalgamations and Capital Structuring for new/expansion projects and has been associated with them since 1998. |
| Directorship in other Companies | <ul style="list-style-type: none"> ➤ Manaj Infraconstruction Ltd. | <ul style="list-style-type: none"> ➤ The Great Eastern Shipping Company Ltd. ➤ Praj Industries Ltd. ➤ Edelweiss Financial Services Ltd. ➤ Himatsingka Seide Ltd. ➤ Adani Enterprises Ltd. ➤ Greatship (India) Ltd. ➤ Emcure Pharmaceuticals Ltd. ➤ Inventurus Knowledge Solutions Pvt. Ltd. ➤ Centrum Fiscal Pvt. Ltd. ➤ Capricorn Studfarm Pvt. Ltd. ➤ Capricorn Agrifarms and Developers Pvt. Ltd. ➤ Equine Bloodstock Pvt. Ltd. ➤ JSA Lex Holdings Ltd. (Mauritius) ➤ Divatex Home Fashions INC. (New York, USA) | <ul style="list-style-type: none"> ➤ Edelweiss Trustee Services Ltd. ➤ Phoenix Mills Ltd. ➤ Praj Industries Ltd. ➤ Praj Hi Purity Systems Ltd. ➤ Fusiontech Ventures Pvt. Ltd. ➤ Cinline India Ltd. ➤ Vini Cosmetics Pvt. Ltd. |
| Membership of the committees of other companies [includes Audit and Shareholders/ Investors Grievance Committee] | NIL | <ul style="list-style-type: none"> ➤ Audit Committee: Praj Industries Ltd.- Chairman The Great Eastern Shipping Company Ltd.- Member Edelweiss Financial Services Ltd.- Member Greatship (India) Ltd.- Member Emcure Pharmaceuticals Ltd.- Member ➤ Shareholders/Investors Grievance Committee: The Great Eastern Shipping Company Ltd.- Member Edelweiss Financial Services Ltd.- Member | <ul style="list-style-type: none"> ➤ Audit Committee: Praj Industries Ltd.- Member Phoenix Mills Ltd.- Chairman Praj Hi Purity Systems Ltd.-Member Cinline India Ltd.-Member ➤ Shareholders/Investors Grievance Committee: Praj Industries Ltd.- Chairman |
| No. of Shares/ options held in the Company | 163,54,161 Equity Shares | 8,370 Equity Shares | 1,500 Equity Shares |

| Name of the Director | Mr. Kamlesh Vikamsey | Mr. Dharmesh Shah | Mr. Namit Arora |
|--|--|--|--|
| Director Identification Number | 00059620 | 01599899 | 02577648 |
| Date of Birth | 6 th December 1960 | 1 st December, 1963 | 19 th November 1971 |
| Date of Appointment | 5 th October 2009 | 7 th July, 2007 | 10 th February, 2014 |
| Qualification | <ul style="list-style-type: none"> ➤ Bachelor of Commerce ➤ Chartered Accountant | <ul style="list-style-type: none"> ➤ B.E.(Mech.) ➤ Insurance surveyor and loss assessor | <ul style="list-style-type: none"> ➤ B-Tech ➤ MBA ➤ Chartered Financial Analyst (CFA). |
| Experience (specific functional area) | <ul style="list-style-type: none"> ➤ Experience of over 31 years in accounting, finance, taxation, corporate and personal advisory services ➤ Associated with M/s Khimji Kunverji & Co., Chartered Accountants as Senior Partner since 1982. ➤ President, ICAI during 2005-2006 and President, Confederation of Asian and Pacific Accountants (CAPA) from 2007 till 2009. ➤ Appointed as a Member of Audit Advisory Committee of United Nations Development Program (UNDP), New York. | <ul style="list-style-type: none"> ➤ He is member of the Institution of Engineers (India) and fellow member of the Institution of Valuers. He has over 28 years of experience as an Insurance surveyor and loss assessor. He was awarded Chartered Engineer status by the Institution of Engineers (India) and Approved Valuer status by the Institution of Valuers. He is authorized to verify records on behalf of various government agencies. | <ul style="list-style-type: none"> ➤ Director at Standard Chartered Pvt. Equity ("SCPE") since early 2008. He has over 18 years of experience in financial services including 14 years of experience in Pvt. Equity and Investment Management. ➤ Director on the Board of the Indian Association of Investment Professionals ("IAIP"), the India Society of CFA Institute, USA. He currently also serves as the Vice President of IAIP and as a member of the global Capital Markets Policy Council (CMPC) of CFA Institute. |
| Directorship in other Companies | <ul style="list-style-type: none"> ➤ Navneet Education Ltd. ➤ Ramky Infrastructure Ltd. ➤ Aditya Birla Retail Ltd. ➤ Fabmall (India) Pvt. Ltd. ➤ H.A.S. Two Holdings Pvt. Ltd. ➤ Trinethra Superretail Pvt. Ltd. ➤ Terrafirma Agroprocessing (India) Pvt. Ltd. ➤ Tribhovandas Bhimji Zaveri Ltd. ➤ HLB Offices & Services Pvt. Ltd. ➤ Chekam Properties Pvt. Ltd. ➤ Varash Properties Pvt. Ltd. ➤ Palace Solar Energy Pvt. Ltd. ➤ Electrotherm Renewables Pvt. Ltd. ➤ Deposit Insurance and Credit Guarantee Corporation of India ➤ Apcotex Industries Ltd. ➤ GIC Housing Finance Ltd. | <ul style="list-style-type: none"> ➤ Manaj Infraconstruction Ltd. | <ul style="list-style-type: none"> ➤ Indian Association of Investment Professionals ➤ Craftsman Automation Pvt. Ltd. ➤ Karaikal Port Pvt. Ltd. ➤ Ocean Sparkle Ltd. ➤ Privi Organics Ltd. |
| Membership of the committees of other companies [includes Audit and Shareholders/ Investors Grievance Committee] | <ul style="list-style-type: none"> ➤ Audit Committee: Aditya Birla Retail Ltd.- Member Trinethra Superretail Pvt. Ltd.- Member Tribhovandas Bhimji Zaveri Ltd.- Chairman Deposit Insurance and Credit Guarantee Corporation of India- Chairman Apcotex Industries Ltd.-Member GIC Housing Finance Ltd.-Member | NIL | NIL |
| No. of Shares/ options held in the Company | NIL | 4,582 Equity Shares | NIL |

| Name of the Director | Mr. Dinesh Lal | Mr. Manan Shah | Mrs. Shruti Udeshi |
|--|--|--|--|
| Director Identification Number | 00037142 | 06500239 | 06900182 |
| Date of Birth | 15 th January 1952 | 2 nd July, 1992 | 6 th November, 1983 |
| Date of Appointment | 29 th May, 2014 | 29 th May, 2014 | 13 th August, 2014 |
| Qualification | Bachelor of Commerce (Hons.) | <ul style="list-style-type: none"> ➤ International baccalaureate diploma from RBK International Academy ➤ Bachelor of Business Administration from Kingston University, London | Bachelor of Management Studies |
| Experience (specific functional area) | <ul style="list-style-type: none"> ➤ Dinesh Lal is a stalwart from the Shipping Industry and is well-known and respected in industry circles for his knowledge in this domain. He started his career in shipping as Sr. Executive Trainee in Mackinnon Mackenzie in 1974. In the 40 years that he has been in this industry, he has held various positions and earned experience in the Shipping industry. He was a Trustee at the Mumbai Port Trust for 6 years and Jawaharlal Nehru Port Trust for 8 years. He also held the post of Chairman of Shipping Sub Committee-Bombay Chamber of Commerce and Industry. He has also been a key member of the Steering Committee for Council of EEC Chamber of Commerce. He has also been a key member of the Steering Committee for Council Chamber of Commerce. He was also a member of the Mumbai Dock Labour Board. | <ul style="list-style-type: none"> ➤ He has been associated with the Company since November 2012 and was handling Real Estate wing as Vice President-Real Estate. | <ul style="list-style-type: none"> ➤ She has been associated with the Company since April 2010 and has been handling the Group's Investor Relations including forming and executing company's investor relations program and establishing and maintaining the company's relation with the investment and analyst community. ➤ Prior to joining Man Group, she has worked with brokerage houses namely Almondz Global, Finquest Securities, etc. as Institutional Equity Research Analyst. She has over 4 years of experience in equity analysis of construction and infrastructure sector. |
| Directorship in other Companies | <ul style="list-style-type: none"> ➤ Pipavav Railway Corporation Ltd. ➤ Lotus Court Ltd. ➤ Santusht Credit Capital & Investment Pvt. Ltd. ➤ Shefali Farms Pvt. Ltd. ➤ AMI India Logistics Pvt. Ltd. ➤ Alert Agencies & Investments Pvt. Ltd. ➤ Hitos Liner Agency Pvt. Ltd. ➤ Chirimba Container Terminals ➤ Indo Belgian Luxembourg Chamber of Commerce and Industries ➤ The Council of EU Chambers of Commerce India ➤ Chembur Golf Welfare Foundation | <ul style="list-style-type: none"> ➤ Man Realtors and Holding Pvt. Ltd. ➤ AM Realtors private Ltd. ➤ Man Chandak Developers Pvt. Ltd. ➤ Comfort (Mumbai) Pvt. Ltd. | NIL |
| Membership of the committees of other companies (includes Audit and Shareholders/ Investors Grievance Committee) | NIL | NIL | NIL |
| No. of Shares/ options held in the Company | NIL | 20,00,000 Equity Shares | NIL |