

MAN INFRACONSTRUCTION LIMITED

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

NOTICE TO THE MEMBERS

*Pursuant to Section 192A of the Companies Act, 1956 read with
Companies (Passing of the Resolution by Postal Ballot) Rules, 2001*

Dear Member(s),

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, Notice is hereby given for seeking approval of the members for the proposals contained in the draft resolutions appended below by way of Ordinary/Special Resolutions through Postal Ballot. The Explanatory Statement pertaining to the said Resolutions setting out material facts is annexed hereto along with a Postal Ballot Form for your consideration.

Item no. 1

To consider, and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 60, 61 and all other applicable provisions of the Companies Act, 1956 including any amendment thereto and re-enactment thereof, the Prospectus, the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and in accordance with the rules and regulations issued by the Securities and Exchange Board of India, Government of India or any other relevant authority as may be necessary, consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company to decide, alter, vary, revise & finalise the utilization of IPO proceeds apart from those mentioned in the Prospectus dated 25th February, 2010 filed by the Company with the Registrar of Companies, Maharashtra, Mumbai ("the prospectus") and to take up any new activity/ expense/ financial commitment including but not limited to purchase of Capital Equipments, investments in new projects, business development and towards working capital requirements.

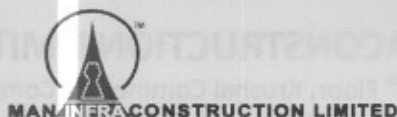
RESOLVED FURTHER THAT Mr. Parag K. Shah, Managing Director or Mr. Suketu R. Shah, Whole-time Director or Mr. Ashok Mehta, Chief Financial Officer or Mr. Durgesh S. Dingankar, Company Secretary of the Company be and are hereby jointly and/or severally, as the case may be, authorized to do all such acts, deeds, things and matters, submit information or statements to such statutory authorities including Registrar of Companies, Stock Exchanges, etc. and to sign forms, deeds, agreements, contracts, undertakings, declarations, confirmations, letters as may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

Item no. 2

To consider, and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act 1956 (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 grant loans or make investments or give guarantees or provide securities of such amount to bodies corporate from time to time on such terms and conditions as may be decided from time to time.

RESOLVED FURTHER THAT the aggregate of such loans, investments, guarantees and securities made in one or more tranches in excess of the limit prescribed under Section 372A of the Companies Act, 1956 as stated herein shall not exceed the amount of Rs. 900,00,00,000/- (Rupees Nine Hundred Crores).



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RESOLVED FURTHER THAT Mr. Parag K. Shah, Managing Director or Mr. Suketu R. Shah, Whole-time Director or Mr. Durgesh Dingankar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters, submit information or statements to such statutory authorities including Registrar of Companies, Stock Exchanges, etc. as may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

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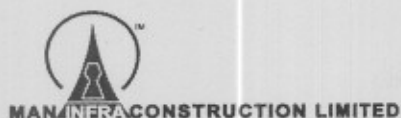
Mumbai, 10th August, 2011

By Order of the Board of Directors
For Man Infraconstruction Limited

Durgesh Dingankar
Company Secretary

NOTES:

1. The relative Explanatory Statement pursuant to Sections 173 (2) and 192A of the Companies Act 1956 setting out material facts is annexed hereto and forms part of the Notice.
2. The Board of Directors has appointed Mr. Himanshu S. Kamdar, Partner, Rathi & Associates, Practising Company Secretaries, Mumbai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed Ballot Papers from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.
3. Only a Member entitled to vote is entitled to fill in the Postal Ballot form and send it to the Scrutinizer.
4. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before **24th September, 2011** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Managing Director after completion of the scrutiny and the results of Postal Ballot will be announced at 5.00 PM on **Tuesday, 27th September, 2011** at the Registered Office of the Company at 12th Floor, Krushal Commercial Complex, G. M. Road, Chembur (W), Mumbai- 400 089. The results of the Postal Ballot will be communicated to the Stock Exchanges on which the shares of the Company are listed and shall also be placed on the Company's website **www.maninfra.com**. The results will thereafter be published in the newspapers for information of shareholders.
5. The documents referred to in this Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. except Saturdays and Sundays up to the last date for receipt of postal ballot forms as mentioned hereinabove.
6. The date of declaration of the Postal Ballot results will be taken to be the date of passing of the resolutions contained in this notice.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND SECTION 192A OF THE COMPANIES ACT, 1956:

Item No. 1

The Company has raised Rs. 141.76 Crores for the Objects stated and described under section titled "Objects of the Issue" of the Prospectus dated 25th February, 2010. Looking at the recent developments and business opportunities available to the Company, the management is of the view that in addition to the purchase of Capital Equipments as mentioned in the Prospectus, the IPO proceeds may be deployed more efficiently by way of investments in new projects, business development and towards working capital requirements and the same would be in the interest of the Company and its stakeholders. Accordingly the Company is proposing to seek flexibility with respect to the uses of fund. The Board of Directors, subject to the approval of Members, have at their meeting held on 10th August, 2011, on the basis of recommendations of the Audit Committee and after considering the quantum of unutilized IPO Proceeds, have approved to utilize the IPO Funds for the aforesaid purposes.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice.

None of the Directors of the Company is in anyway concerned or interested in the said resolution except to the extent of their shareholding.

Item No. 2

Pursuant to Section 372A of the Act, the Company can make loans, give guarantees, provide securities to and make investments in the securities of other bodies corporate to the extent of 60% of its paid-up share capital and free reserves or 100 % of its free reserves whichever is higher with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a special resolution.

The Company proposes to make substantial investments in the business areas of the Company. As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of various projects, it is proposed that the Board of Directors be authorized to make investment(s), grant loan(s), give guarantee(s) and/or provide security (ies) up to overall limit of Rs. 900 Crores from time to time.

The sources of funds will be met from surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice by way of Postal Ballot pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001.

None of the Directors of the Company shall be deemed to be concerned or interested in the said resolution except those; who may be Directors or shareholders in one or more bodies corporate as mentioned herein above.

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By Order of the Board of Directors
For Man Infraconstruction Limited

Mumbai, 10th August, 2011

Durgesh Dingankar
Company Secretary

