



MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

Date: August 25, 2025

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
Symbol: MANINFRA

To,
The Corporate Relationship Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400 001

Scrip Code: 533169

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

In continuation to our letter dated August 13, 2025 regarding outcome of Board Meeting and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), please find enclosed the Postal Ballot Notice dated August 13, 2025 for seeking approval of Shareholders of the Company by way of Ordinary Resolution for the business as set out in the Postal Ballot Notice.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., MUFG Intime India Private Limited/ Depositories/ Depository Participants (DPs) and whose names appear in the Register of Members/ list of Beneficial Owners as on the **cut-off date, i.e., Tuesday, August 19, 2025**. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address.

As per the provisions of the MCA circulars, shareholders can vote only through e-voting process. The Notice containing e-voting instructions and other necessary details is being made available on the website of the Company at <https://www.maninfra.com/postal-ballot-e-voting/#ir>.



L I V E B E T T E R





MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

The Company is pleased to provide Remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for Remote e-voting are mentioned in the Postal Ballot Notice dated August 13, 2025. The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	Wednesday, August 27, 2025 at 9:00 A.M. (IST)
End of e-Voting	Thursday, September 25, 2025 at 5:00 P.M. (IST)

The results of the remote e-Voting will be communicated to the Stock Exchanges along with the Scrutinizer's report within the prescribed time.

You are requested to take the same on records.

Thanking You,

Yours faithfully,

For **Man Infraconstruction Limited**



Durgesh Dingankar
Company Secretary and Compliance Officer
Membership No.: F7007

Encl: As above

L I V E B E T T E R



Handwritten signature

MAN INFRACONSTRUCTION LIMITED

Corporate Identity Number: L70200MH2002PLC136849

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

Tel: +91 22 42463999; **Website:** www.maninfra.com;

Investor Relation Contact: investors@maninfra.com

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

To the Members of the Company,

NOTICE is hereby given pursuant to Section 110 and 108 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), including any statutory modification(s), substitution(s) or re-enactment(s) thereof for the time being in force and General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA**”) read with other connected circulars issued from time to time in this regard (“**MCA Circulars**”) and any other applicable law, rules and regulations as amended from time to time, that the approval of the Members of Man Infraconstruction Limited (“**Company**”) is sought for the resolution appended below which is proposed to be passed by means of Postal Ballot through Remote e-voting only.

Special Business: Approval of Related Party Transactions

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 read with Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), including such terms and conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, the Company’s Policy on Related Party Transactions, and basis the approval of Audit Committee and recommendation of Board of Directors of the Company, approval of Members of the Company be and is hereby accorded for entering into the arrangements/transactions (material related party transactions) with related parties, as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein.

RESOLVED FURTHER THAT Board of Directors of the Company (hereinafter referred to as ‘**Board**’ which term shall be deemed to include the Audit Committee of the Board be and is hereby authorised to approve material modifications, as defined under Regulation 23 of the SEBI Listing Regulation, by altering and/or varying the terms and conditions of such arrangements/transactions; without further reference to the Members of the Company, in such manner as may be decided by the Board/ Audit Committee from time to time and to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

Place: Mumbai

Date: August 13, 2025

CIN: L70200MH2002PLC136849

**Durgesh Dingankar
Company Secretary
Membership No: F7007**

Regd office:

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

Tel No.: 022 42463999

Website: www.maninfra.com

e-mail Id: investors@maninfra.com

NOTES

1. A Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only through electronic mode to all those Members, whose names appear on the register of members / register of beneficial owners as on the Cut-off date i.e., **Tuesday, August 19, 2025**; as received from the Depositories and whose e-mail address is registered with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
3. All the Members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the Cut-off date shall treat this Notice for information purpose only. In this Notice, the term Member(s) or shareholder(s) are used interchangeably.

The Notice is available on the Company's website at www.maninfra.com, website of the Stock Exchange viz. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of the National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com

4. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.maninfra.com under Investor Relations section) duly filled and signed along with requisite supporting documents to MUFG Intime India Private Limited ("RTA") at C-101, Embassy 24/7, LBS Marg, Vikhroli (West), Mumbai - 400 083.
5. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hsrk@rathindassociates.com with a copy marked to investors@maninfra.com or evoting@nsdl.com.
6. All documents referred to in this Postal Ballot Notice will be available for inspection electronically by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investors@maninfra.com mentioning his/ her/ its folio number/ DP ID and Client ID.
7. The Board of Directors, at their meeting held on August 13, 2025 have appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171, COP No. 3030) Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Remote e-voting and ballot process in a fair and transparent manner and he has communicated his consent to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.
8. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.
9. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/ PoD2/CIR/P/0155 dated November 11, 2024, as amended ("SEBI Master Circular") and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
10. The Remote e-voting shall commence on **Wednesday, August 27, 2025 at 9.00 A.M. (IST)** and shall end on **Thursday, September 25, 2025 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter and voting shall not be allowed beyond the specified date and time. During this period, Members of the Company holding shares as on **cut-off date, i.e. Tuesday, August 19, 2025** may cast their vote by electronic means. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

11. The Scrutinizer shall, after conclusion of the e-voting period, submit his report, within prescribed timelines, to the Chairman or any person so authorized by him, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website at www.maninfra.com and on the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the stock exchanges within two working days from last date of voting. Further, resolution passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
12. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., **Thursday, September 25, 2025.**

The instructions for Remote e-voting by Members are as under:

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





Step 1: Access to NSDL e-voting system

A. Login method for e-voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon Confirmation, the message "Vote Cast Successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hsk@rathiandassociates.com with a copy marked to evoting@nsdl.com and investors@maninfra.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@maninfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@maninfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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

Place: Mumbai
Date: August 13, 2025
CIN: L70200MH2002PLC136849

**Durgesh Dingankar
Company Secretary
Membership No: F7007**

Regd office:
12th Floor, Krushal Commercial Complex,
G. M. Road, Chembur (W), Mumbai – 400 089
Tel No.: 022 42463999
Website: www.maninfra.com
e-mail Id: investors@maninfra.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The Company and its group entities are engaged in the business of civil construction and real estate; where each project is generally executed under Special Purpose Vehicle (SPV). The Company, in ordinary course and in furtherance of its main business activities, regularly enters into transactions with group entities for the purpose of operational efficiency and cost savings.

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section requires a company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further, as required under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under the said Regulations) including material modifications thereto shall require prior approval of the Audit Committee and of shareholders through an Ordinary Resolution.

The Company, in ordinary course of its business, regularly enters into transactions with related parties, as defined under Section 2(76) of the Companies Act, 2013, applicable Accounting Standards and Regulation 2(zb) of SEBI Listing Regulations, including those mentioned in the Notice. All related party transactions of the Company and its subsidiaries (as per the Companies Act, 2013) are at arm's length and in the ordinary course of business. The Company and its group entities have a well-defined governance process for the related party transactions undertaken by them. All related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approval. The related party transactions as set out in this Notice are approved by the Audit Committee.

The Board of Directors of the Company considered all of the factors and as per the recommendation and approval of Audit Committee and after detailed deliberation, decided that the proposed related party transactions will be in the best interest of the Company and its Members. Accordingly, the Board approved the proposed transactions, which are Material Related Party Transaction and recommends the same for approval of the Members of the Company.

The Company proposes to seek shareholders' approval to enable the Company to enter into Related Party Transactions and for carrying out subsequent material modifications thereto as may be required from time to time. All related party transactions will be in compliance with applicable laws including Domestic Transfer Pricing Guidelines.

The details of Related Party Transactions along with details thereof as required under the Act, the Rules and Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is set forth below:

Nature of Related Party Transactions *	Shreepati Zaoba Housing LLP		Shreepati Skies (R R Chaturvedi)		Man Aaradhya Infraconstruction LLP	
	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover
Sale, purchase of goods or materials or supply of services [@]	5.00	0.45%	5.00	0.45%	5.00	0.45%
Selling or buying or hiring of fixed assets or leasing of assets [@]	10.00	0.90%	10.00	0.90%	10.00	0.90%
Capital contribution and giving of Loans [#]	100.00	9.02%	150.00	13.54%	150.00	13.54%
Construction Contracts/ PMC Agreements [@]	200.00	18.05%	150.00	13.54%	150.00	13.54%
Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided on behalf of ^{\$}	350.00	31.59%	200.00	18.05%	250.00	22.56%

* The omnibus approval sought for entering into related party transactions on arm's length basis and will be valid for 1 (one) year from the date of approval of shareholders;

@ Transactions relating to sale/purchase of materials/ fixed assets will be in respect of surplus materials/fixed assets of related parties and construction contracts/ PMC agreements within group entities will ensure use of Company's expertise in such works along with efficient resource allocation and cost reduction through economies of scale within the group structure. Such transactions will be undertaken at market value.

In addition to existing outstanding Loans; if any. The capital contributions/ loans will be made/advanced in/to related parties only for the purpose of main business activities of such related parties. Secured or unsecured loans, as the case may be, will be given from the internal accruals as well as from excess funds available with the Company from time to time, repayable on demand at interest as may be finalised by the Company in consultation with Audit Committee from time to time in the best interest of the Company.

\$ As per requirements of bank/ financial institution/ tenderer/ supplier as per terms and conditions laid down by them for the purpose of financial closure of project.

Sr. no.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the Related Parties: Shreepati Zaoba Housing LLP Shreepati Skies (R R Chaturvedi) Man Aaradhya Infraconstruction LLP Relationship: Shreepati Zaoba Housing LLP and Shreepati Skies (R R Chaturvedi) are related parties of a subsidiary of the Company and Man Aaradhya Infraconstruction LLP is subsidiary of the Company.
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Manan P. Shah, Managing Director of the Company. Mr. Ashok Mehta, Director and CFO of the Company.
3	Type, tenure, material terms and particulars	As described in the foregoing paragraphs
4	Value of the transaction	As described in the foregoing paragraphs
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	As described in the foregoing paragraphs
6	Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	As described in the foregoing paragraphs
7	Justification as to why the RPT is in the interest of the listed entity	The Company and its group entities are engaged in the business of civil construction and real estate; where each project is generally executed under Special Purpose Vehicle (SPV). Accordingly, it is out of necessity that the Company is required to enter into the related party transactions as described above in furtherance to its main business activities. Such transactions are more efficient for the Company as they reduce administrative burden and lead times leading to cost savings. The same will enable the group entities to leverage on its expertise and resources leading to better resource planning, increased business profitability and enhanced financial performance in general and accordingly are in the best interest of the Company.
8	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out in this Postal Ballot Notice whether the entity is a related party to the aforesaid transactions or not.

Considering the past track record and the need for entering into such related party transactions and considering the fact that such transactions are in ordinary course of business and at arm's length basis, based on the recommendation of the Audit Committee, the Board recommends the resolution for approval of members as an Ordinary Resolution.

Except the Director(s), promoter and promoter group and Key Managerial Personnel and their relatives (to the extent of their shareholding interest in the Company and its subsidiary/associate companies), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

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

Place: Mumbai
Date: August 13, 2025
CIN: L70200MH2002PLC136849

Durgesh Dingankar
Company Secretary
Membership No: F7007

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