



MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

The Postal Ballot Notice is also available on the website of the Company at <https://www.maninfra.com/postal-ballot-e-voting/#ir>.

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 Note No. 16 of the Postal Ballot Notice dated November 12, 2024. 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, November 20, 2024 at 9:00 a.m. (IST)
End of e-Voting	Thursday, December 19, 2024 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

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

T +91 22 4246 3999 | **E** office@maninfra.com | **W** www.miclgroup.com | www.maninfra.com





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.

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 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**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations/ SEBI Listing Regulations**”), the Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 9/2023 dated 25th September, 2023 and the latest one being General Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), 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 way of Remote e-voting only. The Ministry of Corporate Affairs and SEBI vide their respective circulars have dispensed with the requirement for issuing the hard copies of documents for passing of Ordinary Resolutions by the Members.

In accordance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to the Members who have registered their email addresses with the Company or Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company (‘RTA’) or Depository / Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, November 08, 2024 (“cut-off date”)**. The communication of assent / dissent of the Members will only take place through the remote e-voting system. The Company has engaged the services of National Securities Depository Limited (‘**NSDL**’) for the purpose of providing remote e-voting facility to all its Members.

Members desiring to exercise their vote through the Remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 P.M. (IST) on Thursday, December 19, 2024**. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Notice.

The Board of Directors has 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 process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or any other person authorized by him. The result along with the Scrutinizer’s Report, shall be announced by the Chairman or such person as authorized, within the stipulated timelines. The Scrutinizer’s decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at www.maninfra.com, the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the Stock Exchanges where the Company's Shares are listed viz. BSE Limited ('BSE') and The National Stock Exchange of India Limited ('NSE') and be made available on their respective website viz. at www.bseindia.com and www.nseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:

APPROVAL OF RELATED PARTY TRANSACTIONS:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 (**"the Act"**), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended from time to time, governing the Related Party Transactions and the Company's Policy on Related Party Transaction(s), and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for entering into the arrangements/transactions (including transfer of resource, service or obligation) with further liberty to the Board of Directors of the Company to make material modifications by altering and/or varying the said terms and conditions for such arrangements/transactions; without further reference to the Members of the Company, in such manner as may be decided by the Audit Committee from time to time, viz.:

Related Party Transactions under Section 188 (1) of Companies Act, 2013/Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	MICL Developers LLP		Arhan Homes LLP		Atmosphere Homes LLP		Royal Netra Constructions Pvt. Ltd.	
	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover
Nature of Relationship	Subsidiary		Associate		Associate		Associate	
Name of Interested Person (In Capacity as Director(s) of Company)	Manan P. Shah		Manan P. Shah		Manan P. Shah		Ashish Vora	
Sale, purchase of goods or materials or supply of services@	10	0.79%	10	0.79%	10	0.79%	10	0.79%
Selling or buying of fixed assets@	10	0.79%	10	0.79%	10	0.79%	10	0.79%
Capital contribution and giving of Loans (Repayable on demand)#	175	13.85%	100	7.91%	100	7.91%	100	7.91%
Construction Contracts/ PMC Agreements@	25	1.98%	30	2.37%	30	1.98%	50	3.96%
Bank Guarantees/ Corporate Guarantees to be issued on behalf of \$	200	15.82%	250	19.79%	250	19.79%	100	7.91%
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties@	-	-	-	-	-	-	-	-
Providing Securities on behalf of \$	200	15.82%	250	19.79%	250	19.79%	100	7.91%

Notes:

*	<i>The approval sought for entering into related party transactions will be on arm's length basis and will be valid for 1 (one) year from the date of approval of shareholders;</i>
@	<i>At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;</i>
#	<i>In addition to existing outstanding Loans; if any. 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 such interest rate as may be finalised by the Company in consultation with Audit Committee from time to time in the best interest of the Company. Such loans will be advanced to related parties only for the purpose of main business activities of such related parties;</i>
\$	<i>As per requirement of Banks/financial institutions/Employers as tender conditions/suppliers</i>
	<i>The Company endeavors to undertake aforesaid related party transactions in ordinary course of its business on arm's length basis. Further, aforesaid related party transactions between the Company and its subsidiary/associate companies and related parties of the Company and its subsidiary/associate companies are in furtherance to the main business activities thereof and are in the best interest of the Company.</i>
	<i>The valuation or other external report, if any, relied upon by the Company in relation to the proposed related party transactions will be made available through the registered email address of the shareholders wherever applicable.</i>

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any arrangements/ transactions with the related parties including any negotiation/re-negotiation/modification/ amendments to or termination thereof, of the subsisting arrangements/transactions and to make or receive/pay monies in terms of such arrangements/transactions and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

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

Sd/-

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

Place: Mumbai

Date: November 12, 2024

CIN: L70200MH2002PLC136849

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. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In terms of the MCA Circulars, the Postal Ballot Notice is being sent to all the Members **ONLY** in electronic form, whose names appear in the Register of Members/List of Beneficial Owners as received from Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA') / Depositories as on the close of business hours on **Friday, November 08, 2024** being the **cut-off date**. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off date i.e. Friday, November 08, 2024**.
3. 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 hsk@rathinandassociates.com with a copy marked to investors@maninfra.com or evoting@nsdl.com .
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through Remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.
6. The Remote e-voting shall commence on **Wednesday, November 20, 2024 at 9:00 a.m. (IST)** and shall end on **Thursday, December 19, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors has 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.
8. The Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
9. The results along with the Scrutinizer's Report shall be placed on the Company's website at www.maninfra.com and on the website of NSDL at www.evoting.nsdl.com immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

10. A copy of this Postal Ballot Notice is also available on the website of the Company at www.maninfra.com, the relevant section of the website of BSE at www.bseindia.com and NSE at www.nseindia.com, on which the Shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
11. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for voting i.e. **Thursday, December 19, 2024**. 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 vote in this Postal Ballot cannot be exercised through proxy.
13. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at investors@maninfra.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of voting period of this Postal Ballot i.e. **Thursday, December 19, 2024** till 5.00 pm.
14. **Process for registration of email addresses:**

To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.

- The Members holding shares in DEMAT form are requested to register their e-mail address / electronic bank mandate with their respective Depository Participant.
 - The Members holding shares in Physical mode are requested to furnish their e-mail address / electronic bank mandate details in Form ISR-1 and other relevant forms pursuant to SEBI Circular bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.maninfra.com under [Investor Relations Section](#).
15. Once the vote on a Resolution is cast by the Member, the Member, shall not be allowed to change it subsequently.
 16. **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.	1. 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

	<p>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.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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. 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. 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	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.
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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 22 55 33

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.
2. Select "EVEN" of company for which you wish to cast your vote during the e-voting period.
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: November 12, 2024
CIN: L70200MH2002PLC136849

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

Sd/-
Durgesh Dingankar
Company Secretary
Membership No: F7007

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

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 thereafter of shareholders through an Ordinary Resolution.

The Company, in ordinary course of its business, regularly enters into transactions with related parties including those mentioned in the Notice. On the basis of the same, the Company proposes to seek shareholders' approval for the said transactions by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable the Company to enter into Related Party Transactions and make material modifications thereto as may be required from time to time. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, are as follows:

Related Party Transactions under Section 188 (1) of Companies Act, 2013/Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	MICL Developers LLP		Arhan Homes LLP		Atmosphere Homes LLP		Royal Netra Constructions Pvt. Ltd.	
	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover
Nature of Relationship	Subsidiary		Associate		Associate		Associate	
Name of Interested Person (In Capacity as Director(s) of Company)	Manan P. Shah		Manan P. Shah		Manan P. Shah		Ashish Vora	
Sale, purchase of goods or materials or supply of services@	10	0.79%	10	0.79%	10	0.79%	10	0.79%
Selling or buying of fixed assets@	10	0.79%	10	0.79%	10	0.79%	10	0.79%
Capital contribution and giving of Loans (Repayable on demand)#	175	13.85%	100	7.91%	100	7.91%	100	7.91%
Construction Contracts/ PMC Agreements@	25	1.98%	30	2.37%	30	1.98%	50	3.96%
Bank Guarantees/ Corporate Guarantees to be issued on behalf of \$	200	15.82%	250	19.79%	250	19.79%	100	7.91%
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties@	-	-	-	-	-	-	-	-
Providing Securities on behalf of \$	200	15.82%	250	19.79%	250	19.79%	100	7.91%

Notes:

*	<i>The approval sought for entering into related party transactions will be on arm's length basis and will be valid for 1 (one) year from the date of approval of shareholders;</i>
@	<i>At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;</i>
#	<i>In addition to existing outstanding Loans; if any. 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 such interest rate as may be finalised by the Company in consultation with Audit Committee from time to time in the best interest of the Company. Such loans will be advanced to related parties only for the purpose of main business activities of such related parties;</i>
\$	<i>As per requirement of Banks/financial institutions/ Employers as a tender conditions/ suppliers</i>
	<i>The Company endeavors to undertake aforesaid related party transactions in ordinary course of its business on arm's length basis. Further, aforesaid related party transactions between the Company and its subsidiary/associate companies and related parties of the Company and its subsidiary/associate companies are in furtherance to the main business activities thereof and are in the best interest of the Company.</i>
	<i>The valuation or other external report, if any, relied upon by the Company in relation to the proposed related party transactions will be made available through the registered email address of the shareholders wherever applicable.</i>

All entities falling under definition of related party shall abstain from voting irrespective of whether such entity is party to the particular transaction or not. The Board of Directors recommends the above resolution for approval of the Shareholders as an Ordinary Resolution.

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

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

Place: Mumbai
Date: November 12, 2024
CIN: L70200MH2002PLC136849

Sd/-
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