



MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

Date: 15th September, 2023

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

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

Symbol: MANINFRA

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 25th July, 2023 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 Regulation”), please find enclosed the Postal Ballot Notice dated 11th September, 2023 for seeking approval of Shareholders of the Company by way of Special Resolution for the business as set out in the Postal Ballot Notice.

The cut-off date for reckoning the Members to whom the Postal Ballot Notice has been sent is Friday, September 08, 2023. The Postal Ballot Notice has been sent by email to the Members who have registered their e-mail address and physical copy of the Postal Ballot Notice, the Postal Ballot Form and self-addressed pre-paid business reply envelope have been dispatched to all other Members at their respective address registered with the Company/RTA.

The Postal Ballot Notice and the Postal Ballot Form are also available on the website of the Company at www.maninfra.com.

The Company is providing facility to its Members to cast their votes, on the resolution as proposed in the Postal Ballot Notice dated 11th September, 2023, electronically through the remote e-voting services provided by NSDL and also to cast vote through a Postal Ballot Form where Members do not have access to remote e-voting facility. The voting, both through Postal Ballot and through remote e-voting will commence on Monday, 18th September, 2023 at 9.00 a.m. IST and will end on Tuesday, 17th October, 2023 at 5.00 p.m. IST (both days inclusive). Members can opt for only one mode of voting, i.e. remote e-voting or Postal Ballot Form.



L I V E B E T T E R





MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

The results of the 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



Scan to know more



MAN INFRACONSTRUCTION LIMITED

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

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

Corporate Identity Number: L70200MH2002PLC136849 Tel: +91 22 42463999

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**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), 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 postal ballot / Remote e-voting. The explanatory statement pursuant to Sections 102 and 110 of the Act pertaining to the aforesaid resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (“**the Ballot Form**”) for consideration.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, the Company is pleased to provide Remote e-voting facility to all its Members to enable them to cast their votes electronically and by dispatching the physical Ballot Form by post. Remote e-voting is optional and all Members (whether holding shares in the dematerialized form or in physical form) as on **Friday, September 08, 2023** (“**cut-off date**”) may exercise their vote either by dispatching the Ballot Form by post or by Remote e-voting. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing 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 Tuesday, October 17, 2023**. The e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date. Members desiring to exercise their vote by dispatching the Ballot Form by post are requested to carefully read the instructions printed on the Ballot Form, record assent (for) or dissent (against) therein by filling necessary details and appending their signature at the designated place in the Ballot Form and return the same, in original, duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. **Tuesday, October 17, 2023** to be eligible for being considered. If any Ballot Form is received after **5:00 p.m. on Tuesday, October 17, 2023**, it will be considered that no reply from such Member has been received and such Ballot Form would not be considered.

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 of the Company through a resolution passed by Circulation dated September 11, 2023 has appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171, COP No. 3030) Partner of M/s. Rathi & Associates, Practising Company Secretaries, as the Scrutiniser to scrutinise the Remote e-voting and ballot process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The results declared, along with the Scrutiniser’s Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser’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 websites 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:

1. Appointment of Dr. Kshitija Gunwantrao Wadatkar (DIN: 10202871) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI LODR Regulations**") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Dr. Kshitija Gunwantrao Wadatkar (DIN: 10202871), who was appointed as an Additional Director in the capacity of an Independent Director with effect from July 25, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from from July 25, 2023 upto July 24, 2028 , and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

sd/-

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

Place: Mumbai
Date: September 11, 2023
CIN: L70200MH2002PLC136849
Regd office: 12th Floor, Krushal Commercial Complex,
G. M. Road, Chembur (W), Mumbai – 400089
Tel No.: 022 42463999
Website: www.maninfra.com
e-mail Id: investors@maninfra.com

NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('the Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('**Notice**').

2. The Postal Ballot Notice is being sent to all the Members, 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, September 08, 2023** 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, September 08, 2023**.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e- mail address with the Company or with their Depository Participants ("DP") unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of the Postal Ballot Notice to the Members whose e-mail addresses are not registered with the Company for better participation of the Members in the voting process.
4. 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 this Notice. A Member shall only avail this facility as per the instructions provided herein.
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 Postal Ballot Form / 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 **Monday, September 18, 2023 at 9:00 a.m. (IST)** and shall end on **Tuesday, October 17, 2023 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. A Ballot Form along with self-addressed reply envelope is also enclosed. Members voting in physical form are requested to carefully read the instructions printed in the attached Ballot Form. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through the Ballot Form may write to investors@maninfra.com. The Company will forward the same along with self-addressed prepaid postage reply envelope upon receipt of a request from the Member. Members shall fill in the requisite details and send the duly completed and signed Ballot Form in the enclosed self-addressed reply envelope to the Scrutinizer so as to reach the Scrutinizer **before 5:00 p.m. on Tuesday, October 17, 2023**. Any Ballot Form received after the said date and time period shall be treated as if the reply from the Member has not been received.
8. Members can opt for only one mode of voting, i.e., either by Ballot Form or Remote e-voting. In case Members cast their vote through both the modes, then voting done through Remote e-voting shall prevail and voting done by Postal Ballot Form will be treated as invalid.
9. 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.
10. 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. **Tuesday, October 17, 2023** till 5.00 pm.
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. **Tuesday, October 17, 2023**. 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. Incomplete, unsigned, improperly or incorrectly tick-marked Ballot Forms will be rejected. There will be only 1 (one) Ballot Form for every registered folio/ client ID irrespective of the number of joint Members.

13. 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.

14. Once the vote on a Resolution is cast by the Member, the Member, shall not be allowed to change it subsequently.

15. The instructions for Voting through physical Ballot Form are as under:

- (i) Please complete and sign the Ballot Form (any other form or photocopy thereof will be treated as invalid) and send it so as to reach the Scrutinizer viz. Mr. Himanshu S. Kamdar (Membership No.: FCS 5171, COP No. 3030) Partner of M/s. Rathi & Associates, Practising Company Secretaries, not later than **Tuesday, October 17, 2023 [5:00 p.m. (IST)]**. Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by courier or registered post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/ Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- (iv) In case the shares are held by the companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- (v) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- (vi) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to investors@maninfra.com mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No. (i) above.
- (vii) Unsigned, incomplete, tick marked at both "for" and "against", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition or with irrelevant remarks.

16. The instructions for 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. 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.2. 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.jsp3. 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.4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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.co.in or call at 022 - 4886 7000 and 022 - 2499 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.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.co.in 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 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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), 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.co.in 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**
sd/-

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

Place: Mumbai
Date: September 11, 2023
CIN: L70200MH2002PLC136849
Regd office: 12th Floor, Krushal Commercial Complex,
G. M. Road, Chembur (W), Mumbai- 400089
Tel No.: 022 42463999
Website: www.maninfra.com
e-mail Id: investors@maninfra.com

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item no. 1:

Based on the recommendation of the Nomination & Remuneration Committee ('NRC') and Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors ('Board') at their meeting held on July 25, 2023, appointed Dr. Kshitija Gunwantrao Wadatkar (DIN: 10202871) ("Dr. Kshitija Wadatkar") as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from July 25, 2023 to July 24, 2028 subject to the approval of the shareholders through special resolution.

The Company has received:

- i. consent in writing from Dr. Kshitija Wadatkar to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- ii. declaration in Form DIR-8 in terms of the Appointment Rules from Dr. Kshitija Wadatkar to the effect that she is not disqualified under sub-section (1) & (2) of Section 164 of the Act, and
- iii. a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations.
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- v. A notice in writing by a member proposing her candidature under Section 160(1) of the Act.

In the opinion of the Board, Dr. Kshitija Wadatkar fulfils the conditions of independence specified in the Act, the Rules made thereunder and the SEBI LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. Further, Dr. Kshitija Wadatkar is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

The Board noted that Dr. Kshitija Wadatkar's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Dr. Kshitija Wadatkar is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Dr. Kshitija Wadatkar is justified and was of the opinion that Dr. Kshitija Wadatkar possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company.

Dr. Kshitija Wadatkar has received her graduate degree in Science as well as in law as a University topper from R.T.M Nagpur University. She received her Master's Degree in Constitution and Administrative law. She is a post Graduate member of the Kolkata Juridical Science, Law School. She has done her PhD in Constitution and Human Rights.

Dr. Kshitija Wadatkar has more than 14 years of experience at the Bombay High Court. She has represented various cases of Banking Fraud, Anti- Corruption, CBI, ED, and ROC Department before the courts. She is the founder of firm M/s. Kshitija Wadatkar and Associates a law firm that represents the most prominent Corporate Houses, Financial Institutions, the Real estate industry, Ports, and Smart city projects of the country. She is passionate about gender issues and women's rights in India. She frequently gets invited to leading institutions in the country as an expert lawyer. She is an acclaimed speaker and social-political writer in national newspapers.

Further, Dr. Kshitija Wadatkar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Dr. Kshitija Wadatkar has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to enrolling her name in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Dr. Kshitija Wadatkar has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Man Infraconstruction Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Dr. Kshitija Wadtkar as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Tuesday, October 17, 2023.

The resolution seeks the approval of members for the appointment of Dr. Kshitija Wadtkar as an Independent Director of the Company from July 25, 2023 to July 24, 2028 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. Tuesday, October 17, 2023 till 5.00 pm.

The profile and specific areas of expertise of Dr. Kshitija Wadtkar and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 17 of the SEBI LODR Regulations, the approval of the Members is sought for the appointment of Dr. Kshitija Wadtkar as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Dr. Kshitija Wadtkar to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

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

sd/-

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

Place: Mumbai
Date: September 11, 2023
CIN: L70200MH2002PLC136849
Regd office: 12th Floor, Krushal Commercial Complex,
G. M. Road, Chembur (W), Mumbai- 400089
Tel No.: 022 42463999
Website: www.maninfra.com
e-mail Id: investors@maninfra.com

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards:

Name of the Director	Dr. Kshitija Gunwantrao Wadtkar
Director Identification Number	10202871
Designation	Independent Director (Non-executive)
Date of Birth	01/02/1984
Age	39 years
Date of first Appointment	25/07/2023
Date of Appointment in current designation	25/07/2023
Qualification and Experience (specific functional area including Skills and capabilities required for the role.)	Dr. Kshitija Wadtkar has received her graduate degree in Science as well as in law as a University topper from R.T.M Nagpur University. She received her Master's Degree in Constitution and Administrative law. She is a post Graduate member of the Kolkata Juridical Science, Law School. She has done her PhD in Constitution and Human Rights.

	<p>Dr. Kshitija Wadatkar has more than 14 years of experience at the Bombay High Court. She represented various cases of Banking Fraud, Anti-Corruption, CBI, ED, and ROC Department before the courts. She is the founder of firm M/s. Kshitija Wadatkar and Associates a law firm that represents the most prominent Corporate Houses, Financial Institutions, the Real estate industry, Ports, and Smart city projects of the country. She is passionate about gender issues and women's rights in India. She frequently gets invited to leading institutions in the country as an expert lawyer. She is an acclaimed speaker and social-political writer in national newspapers.</p>
Terms and conditions of appointment or re-appointment	As per the resolution of this Notice read with the explanatory statement thereto.
Details of remuneration sought to be paid	<p>Sitting Fees and Commission as per the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors.</p> <p>The Nomination and Remuneration Committee and Board of Directors at their respective meetings held on 09th August, 2017 and shareholders vide postal ballot, approved payment of commission on annual basis with effect from 2017-18 to Non-Executive Directors including Independent Directors not exceeding in the aggregate, 1% (one per cent) of the net profit of the Company in such proportions and in such manner as per the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors; subject to a maximum of Rs. 12,50,000/- (Rupees Twelve Lakhs Fifty Thousand Only) per annum, to each such Non-Executive Director. The detailed criteria is available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed at https://www.maninfra.com/wp-content/uploads/2022/10/nomination-and-remuneration-policy.pdf</p>
Remuneration last drawn	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	None
Directorship in other Companies (excluding foreign companies)	Nil
Membership of the committees of other Companies [includes Audit and Stakeholders Relationship Committee]	None
No. of Shares/ options held in the Company	Nil
Number of Board meetings held/attended during the year	Not Applicable

**MAN INFRACONSTRUCTION LIMITED**12th Floor, Krushal Commercial Complex, G. M. Road, Chembur (West), Mumbai – 400 089Website: www.maninfra.com; Email: investors@maninfra.com

Corporate Identity Number: L70200MH2002PLC136849 Tel: +91 22 42463999

POSTAL BALLOT FORM

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

Sr. No.

1. Name and Registered address :
of the sole/ first named member
(IN BLOCK LETTERS)
2. Name(s) of the Joint member (s) :
If any (in block letters)
3. Registered Folio No. / DP ID :
No.* / Client ID No.*(*Applicable
to Members holding Shares in
dematerialized form)
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of following resolution to be passed through Postal Ballot for the business stated in the Notice dated 11th September, 2023, by conveying my/our assent and/or dissent to the said resolution by placing the tick (√) mark in the appropriate box below:

Item No.	Brief particulars of the resolution	No. of Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for appointment of Dr. Kshitija Gunwantrao Wadatkar (DIN: 10202871) as an Independent Director of the Company.			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	Password

Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote;
2. Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 5.00 p.m. on Tuesday, October 17, 2023

(A) General Instructions:

1. This Postal Ballot Form is provided for the benefit of Members who do not have access to Remote e-voting facility.
2. A Member can opt for one mode of voting i.e. either through Remote e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on Remote e-voting, please refer to the notes appended to the Notice of Postal Ballot which is being dispatched/ e-mailed to the Members whose names appear in the Register of Members as on close of business hours on Friday, September 08, 2023.
4. The Notice of the Postal Ballot has been uploaded 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
5. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot Form to declare the final result for the resolution forming part of the Notice of Postal Ballot.
6. Voting Rights in the Postal Ballot Form/ Remote e-voting cannot be exercised by proxy.

(B) Process and manner for Members opting to vote by using Postal Ballot Form:

7. A Member desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form as per the Specimen Signature Registered with the Company or Depository Participants and send it to the Scrutinizer in the attached self- addressed reply envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier/deposited in person at the expense of the registered Member will also be accepted.
8. In case of Joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in his absence, by the next named Member.
9. The votes should be cast either in favour of or against the Resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (✓) in both the columns will render the form invalid. The assent or dissent received in any other form or on a photo copy of the Postal Ballot Form shall not be considered valid.
10. The Voting Rights of members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the Company as on Friday, September 08, 2023.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. (IST) on - Tuesday, October 17, 2023. All Postal Ballot Forms received after the date will be strictly treated as if the reply from such Member has not been received.
12. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorised signatory(ies) duly attested.
13. Unsigned or incomplete or incorrectly filled Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
14. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by erasable writing medium(s) like pencil.
15. Members are requested not to send any other matter/document along with the Postal Ballot Form in the enclosed self-addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
16. Any Member may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point 11 above.
17. The Company is pleased to offer Remote e-voting facility as an alternate to all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Remote e-voting is optional. The detailed procedure is enumerated in the Notes of the Postal Ballot Notice.