



MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

December 1, 2023

To,
The Listing Operations,
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

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

Symbol: MANINFRA

Scrip Code: 533169

Dear Sir/Madam,

Subject: Notice of the Extra Ordinary General Meeting of the Members scheduled to be held on Saturday, December 23, 2023

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take note that the Extra Ordinary General Meeting of the Members of the Company is scheduled to be held on **Saturday, December 23, 2023 at 11:00 a.m. (IST)** through Video Conference ("VC") / Other Audio Visual Means ("OAVM"), inter-alia to transact the business stated in the Notice dated November 29, 2023.

The Notice of the Extra Ordinary General Meeting is uploaded on the company's website <https://www.maninfra.com/postal-ballot-e-voting/#ir> and enclosed herewith for the reference of members.

Further, the electronic copy of the Notice of the Extra Ordinary General Meeting has been dispatched / sent to the Members through email on December 1, 2023, whose email ids were registered with the Company's Registrar and Share Transfer Agent/ Depositories.

Further, please note the following:

Sr. No.	Particulars	Date
1	Cut-off Date / Record Date for determining the eligibility of the Members to cast their vote through remote e-voting prior to the meeting or e-voting during the meeting	Saturday, 16 th December, 2023
2	Remote E-voting Period	Commence on Wednesday, December 20, 2023 from 9.00 A.M. (IST) and end on Friday, December 22, 2023 at 5.00 P.M. (IST).

L I V E B E T T E R





MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

We request you to kindly take the above on record and bring to the notice of all concerned.
Thanking You,

Yours Faithfully

For Man Infraconstruction Limited



Durgesh Dingankar
Company Secretary & Compliance Officer
Membership No: F7007

Encl: Notice of Extra Ordinary General Meeting

L I V E B E T T E R



Handwritten signature



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

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING (EGM)

NOTICE is hereby given that the 1/2023-24 Extra Ordinary General Meeting ("the EGM / the meeting") of the members of Man Infraconstruction Limited ("the Company") will be held on Saturday, December 23, 2023, at 11.00 AM (IST) through Video Conference ("VC") / Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode") to transact the following business:

SPECIAL BUSINESS:

1) Issue of 3,55,05,000 Share Warrants, Convertible into Equity Shares on Preferential Basis:

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

"RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ('Takeover Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, as may be necessary, including the Securities and Exchange Board of India ("SEBI"), Bombay Stock Exchange Ltd ("BSE"), National Stock Exchange of India Limited ("NSE") where the equity shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Director of the Company ('the Board') (which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) and with the consent of the Board of Directors of the Company, consent of the members be and is hereby accorded to create, issue, offer and allot, from time to time in one or more tranches, upto 3,55,05,000 (Three Crore Fifty Five Lakh Five Thousand) Convertible Warrants ('Warrants') of face value of ₹ 2/- each on a preferential basis, for cash, at an issue price of ₹ 155/- (Rupees One Hundred and Fifty Five only) (including premium of ₹ 153/-) per Warrant ('Warrant Issue Price') aggregating to an amount not exceeding ₹ 5,50,32,75,000/- (Rupees Five Hundred and Fifty Crore Thirty Two Lakh Seventy

Five Thousand Only) to the following individual/entities (hereinafter referred to as the "Proposed Allottees/Warrant holder") as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holders to exercise option to convert and get allotted 1 (One) equity share of face value of ₹ 2/- (Rupees Two only) each of the Company ('Equity Shares') for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Names of the Proposed Allottees	Category (Promoter and Non-promoter)	No. of Shares Warrants proposed to be issued	Outcome of the subscription / Investment amount (INR) (Approx/ maximum.)
1	Berjis Minoo Desai	Non- Promoter	54,00,000	83,70,00,000
2	Aditya S Chandak	Non- Promoter	32,40,000	50,22,00,000
3	Quant Mutual Fund	Non- Promoter	17,50,000	27,12,50,000
4	Vishal Gupta	Non- Promoter	16,00,000	24,80,00,000
5	Forbes EMF	Non- Promoter	14,70,000	22,78,50,000
6	Coeus Global Opportunities Fund	Non- Promoter	12,50,000	19,37,50,000
7	Aries Opportunities Fund Limited	Non- Promoter	12,50,000	19,37,50,000
8	Minerva Ventures Fund	Non- Promoter	12,50,000	19,37,50,000
9	NVS Corporate Consultancy Services Pvt. Ltd.	Non- Promoter	12,00,000	18,60,00,000
10	Ashwini Gupta	Non- Promoter	10,00,000	15,50,00,000
11	Harit Exports Private Limited	Non- Promoter	10,00,000	15,50,00,000
12	Amar Alliance Securities Private Limited	Non- Promoter	10,00,000	15,50,00,000
13	Tano Investment Opportunities Fund	Non- Promoter	10,00,000	15,50,00,000
14	Omkaara Capital Private Limited	Non- Promoter	7,00,000	10,85,00,000
15	Aditya Aggarwal	Non- Promoter	7,00,000	10,85,00,000
16	Nalin Vrajlal Shah	Non- Promoter	6,00,000	9,30,00,000
17	Wow Investments	Non- Promoter	5,31,000	8,23,05,000
18	LCGC Managaement and Financial Advisory Services LLP	Non- Promoter	5,00,000	7,75,00,000
19	Hetal B Babaria	Non- Promoter	5,00,000	7,75,00,000
20	Urjita Jagdish Master	Non- Promoter	5,00,000	7,75,00,000
21	Krishna Lalit Kabra	Non- Promoter	5,00,000	7,75,00,000
22	Kapil Garg	Non- Promoter	5,00,000	7,75,00,000
23	Chhattisgarh Investments Limited	Non- Promoter	5,00,000	7,75,00,000
24	Moneyleader Finance India Private Limited	Non- Promoter	5,00,000	7,75,00,000
25	Durgesh Sanjivrao Chandavarkar	Non- Promoter	3,00,000	4,65,00,000
26	Kinjal Kapil Vyas	Non- Promoter	3,00,000	4,65,00,000
27	Anushree Ketan Vyas	Non- Promoter	3,00,000	4,65,00,000
28	Ila Hareh Vyas	Non- Promoter	3,00,000	4,65,00,000
29	Hemangini Dhruv Vyas	Non- Promoter	3,00,000	4,65,00,000
30	Sheth Jayeshbhai N	Non- Promoter	3,00,000	4,65,00,000
31	Arti Bhupendra Shah	Non- Promoter	3,00,000	4,65,00,000
32	Vivek Mahavir Jain	Non- Promoter	2,50,000	3,87,50,000
33	Sammys Dreamland Co Private Limited	Non- Promoter	2,50,000	3,87,50,000
34	Suniyojit Merchants Pvt. Ltd.	Non- Promoter	2,50,000	3,87,50,000
35	Expertpro Realty Private Limited	Non- Promoter	2,50,000	3,87,50,000

36	MBRD Investment	Non- Promoter	2,50,000	3,87,50,000
37	Radhey Shyam Agrwal	Non- Promoter	2,50,000	3,87,50,000
38	Maurvi Associates Private Limited	Non- Promoter	2,50,000	3,87,50,000
39	Kundan Bharat Vyas	Non- Promoter	2,00,000	3,10,00,000
40	Ritu Wadhwa Makhija	Non- Promoter	2,00,000	3,10,00,000
41	Jitendra Tharyabhai Bhadra	Non- Promoter	2,00,000	3,10,00,000
42	Nirav Jayshukhbhai Doshi	Non- Promoter	2,00,000	3,10,00,000
43	Adiraju Rajendra Prasad	Non- Promoter	2,00,000	3,10,00,000
44	Moheet Vinodkumar Agrawal	Non- Promoter	2,00,000	3,10,00,000
45	Resonance Opportunities Fund	Non- Promoter	2,00,000	3,10,00,000
46	Prabhudas Lilladher Advisory Services Private Limited	Non- Promoter	2,00,000	3,10,00,000
47	Sandeep Sridhar Ghatge	Non- Promoter	2,00,000	3,10,00,000
48	Asset Alliance Securities Pvt. Ltd.	Non- Promoter	1,50,000	2,32,50,000
49	Nitin Rao	Non- Promoter	1,13,000	1,75,15,000
50	Jitendra Garganarayan Goswami	Non- Promoter	1,00,000	1,55,00,000
51	Vijay Chunilal Vyas	Non- Promoter	1,00,000	1,55,00,000
52	Jivraj Tea Limited	Non- Promoter	1,00,000	1,55,00,000
53	Ansh Deven Mody	Non- Promoter	1,00,000	1,55,00,000
54	Anant Aggarwal	Non- Promoter	1,00,000	1,55,00,000
55	Vineet Arora	Non- Promoter	1,00,000	1,55,00,000
56	Prajwal Bhandari	Non- Promoter	1,00,000	1,55,00,000
57	Sunish Bipinchandra Shah	Non- Promoter	50,000	77,50,000
58	Ashok Manharlal Mehta	Non- Promoter	33,900	52,54,500
59	Suresh Eknath Kolhatkar	Non- Promoter	25,000	38,75,000
60	Vishant Manish Shah	Non- Promoter- MICL Group Employee	25,000	38,75,000
61	Ayush Manish Shah	Non- Promoter- MICL Group Employee	25,000	38,75,000
62	Jay Navinchandra Desai	Non- Promoter- MICL Group Employee	15,000	23,25,000
63	Amit Pravinchandra Bhansali	Non- Promoter- MICL Group Employee	11,600	17,98,000
64	Ashish Nanchand Vora	Non- Promoter- MICL Group Employee	10,320	15,99,600
65	Sameer Satish Aurangabadwalla	Non- Promoter- MICL Group Employee	8,100	12,55,500
66	Rajnish Golecha	Non- Promoter- MICL Group Employee	7,200	11,16,000
67	Nikunj Vipinchandra Bhatt	Non- Promoter- MICL Group Employee	7,040	10,91,200
68	Ravindra Keshav Yevale	Non- Promoter- MICL Group Employee	6,300	9,76,500
69	Tripurari Prasad Singh	Non- Promoter- MICL Group Employee	6,300	9,76,500
70	Rajendra S Khot	Non- Promoter- MICL Group Employee	6,300	9,76,500
71	Yashesh Y Parekh	Non- Promoter- MICL Group Employee	6,300	9,76,500
72	Vikram Bhagwan Naikwade	Non- Promoter- MICL Group Employee	6,140	9,51,700

73	Aakash Paresh Shah	Non- Promoter- MICL Group Employee	5,900	9,14,500
74	Lakshmi Ramanathan Ramanathan Vaidyanathan	Non- Promoter- MICL Group Employee	5,400	8,37,000
75	Shailesh M Nalawade	Non- Promoter- MICL Group Employee	5,400	8,37,000
76	Prasad S Gulhane	Non- Promoter- MICL Group Employee	5,160	7,99,800
77	Neha Nirav Thaker	Non- Promoter- MICL Group Employee	5,000	7,75,000
78	Ishita Mehta	Non- Promoter	4,500	6,97,500
79	Jayesh Vinodray Vasa	Non- Promoter- MICL Group Employee	4,100	6,35,500
80	Sureshkumar Chamukutty	Non- Promoter- MICL Group Employee	4,000	6,20,000
81	Veena Vinay Kamat	Non- Promoter	4,000	6,20,000
82	Chandrasekaran Kothandaraman	Non- Promoter- MICL Group Employee	4,000	6,20,000
83	Satish Digambar Mhaske	Non- Promoter- MICL Group Employee	4,000	6,20,000
84	Durgesh Suhas Dingankar	Non- Promoter- Company Secretary	3,800	5,89,000
85	Bhavesh Chandrakant Shah Heena Bhavesh Shah	Non- Promoter- MICL Group Employee	3,800	5,89,000
86	Vora Devang Nalinkumar	Non- Promoter- MICL Group Employee	3,400	5,27,000
87	Rajan Narayan Kale	Non- Promoter- MICL Group Employee	3,400	5,27,000
88	Ashok Namdeo Chougule	Non- Promoter- MICL Group Employee	3,220	4,99,100
89	Savita Prakash Atkare	Non- Promoter	3,220	4,99,100
90	Nilesh Mansukhlal Shah	Non- Promoter- MICL Group Employee	3,220	4,99,100
91	Rekha Satyendra Sahu	Non- Promoter	3,220	4,99,100
92	Rahul Dilip Kawade	Non- Promoter- MICL Group Employee	3,220	4,99,100
93	Ambika Ganesh Moopnar	Non- Promoter	3,220	4,99,100
94	Tangadi Sanjay Mahadev	Non- Promoter- MICL Group Employee	3,220	4,99,100
95	Manish N Vaidya	Non- Promoter- MICL Group Employee	3,000	4,65,000
96	Aruna Anant Poojari	Non- Promoter	3,000	4,65,000
97	Durga Kinner Shah	Non- Promoter	2,900	4,49,500
98	Priya Swapnil Natekar	Non- Promoter- MICL Group Employee	2,700	4,18,500
99	Palak Narayan Raval	Non- Promoter- MICL Group Employee	2,700	4,18,500
100	Kavita Bhaskar Upadyay	Non- Promoter	2,600	4,03,000
101	Arun Francis Kasbe	Non- Promoter- MICL Group Employee	2,600	4,03,000
102	Chintan Kishor Shah	Non- Promoter- MICL Group Employee	2,600	4,03,000

103	Amol Tanaji Mane	Non- Promoter- MICL Group Employee	2,600	4,03,000
104	Rishi Satish Aurangabadwalla	Non- Promoter- MICL Group Employee	2,600	4,03,000
105	Archana Keshav Samant	Non- Promoter	2,600	4,03,000
106	Kashinath Mandal	Non- Promoter- MICL Group Employee	2,600	4,03,000
107	Richards Samuel Shilesh	Non- Promoter- MICL Group Employee	2,600	4,03,000
108	Ketki Masurkar	Non- Promoter	2,600	4,03,000
109	Ritu Pandey	Non- Promoter- MICL Group Employee	2,600	4,03,000
110	Anjilaiah C Sayappa	Non- Promoter- MICL Group Employee	2,600	4,03,000
111	Sundeeep Maneklal Kosambia	Non- Promoter- MICL Group Employee	2,600	4,03,000
112	Nitin Ambadas Bhosale	Non- Promoter- MICL Group Employee	2,600	4,03,000
113	Patel Rocky Maheshkumar	Non- Promoter- MICL Group Employee	2,600	4,03,000
114	Hitendra M Bhanushali	Non- Promoter- MICL Group Employee	2,600	4,03,000
115	Karthika	Non- Promoter	2,600	4,03,000
116	Pandurang Ashruba Katare	Non- Promoter- MICL Group Employee	2,600	4,03,000
117	Bhavika S Jadhav	Non- Promoter	2,600	4,03,000
118	Shashikant Baburao Lokhande	Non- Promoter- MICL Group Employee	2,600	4,03,000
119	Keya Mandal	Non- Promoter	2,600	4,03,000
120	Jignesh K Makwana	Non- Promoter- MICL Group Employee	2,600	4,03,000
121	Rakesh Kantilal Vora	Non- Promoter- MICL Group Employee	2,600	4,03,000
122	Mahesh Basavaraj Patil	Non- Promoter- MICL Group Employee	2,600	4,03,000
123	Ritesh Jashwant Ghiya	Non- Promoter- MICL Group Employee	2,600	4,03,000
124	Devendra P Pimpalgaonkar	Non- Promoter- MICL Group Employee	2,600	4,03,000
125	Amit Arun Kale	Non- Promoter- MICL Group Employee	2,600	4,03,000
126	Rahul S Jethe Leena Sadanand Jethe	Non- Promoter	2,600	4,03,000
127	Pavan Dattatraya Sapkale	Non- Promoter- MICL Group Employee	2,600	4,03,000
128	Zuber Ibrahim Sathe	Non- Promoter- MICL Group Employee	2,600	4,03,000
129	Mohammad Ishaque	Non- Promoter- MICL Group Employee	2,600	4,03,000
130	Vilas Dinkar Kedari	Non- Promoter- MICL Group Employee	2,600	4,03,000
131	Supreeta Shivaram Shetty	Non- Promoter	2,600	4,03,000

132	Gharge Vijay Balasaheb	Non- Promoter- MICA Group Employee	2,600	4,03,000
133	Vinesh Arjun Bhaliya	Non- Promoter- MICA Group Employee	2,600	4,03,000
134	Girajappa Dadu Shingade	Non- Promoter- MICA Group Employee	2,600	4,03,000
135	Kishan Birju Yadav	Non- Promoter- MICA Group Employee	2,600	4,03,000
136	Rajesh Busi	Non- Promoter- MICA Group Employee	2,600	4,03,000
137	Vipul Vallabhadas Dhirawani	Non- Promoter	2,600	4,03,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations including Regulation 161, the "Relevant Date" for determining the Floor Price of Warrants shall be Thursday, November 23, 2023, being the date 30 days prior to the date of the Extra ordinary general meeting of the shareholders of the Company scheduled to be held on Saturday, December 23, 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions apart from the other terms and conditions as prescribed under applicable laws:

- a. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹ 2/- (Rupees Two only) each to the Warrant holders;
- b. An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;
- c. The respective Warrant holder shall make payment of Warrant price from their own bank account into to the designated bank account of the Company;
- d. The Warrants shall be exercised in a manner that shall be in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;
- e. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants;
- f. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

- g. The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;
- h. The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;
- i. The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 (fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval(s);
- j. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- k. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company;
- l. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT any of the Director of the board or Mr. Durgesh Dingankar, Company Secretary of the Company be and are hereby severally authorized to issue and allot the said Warrants and such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the Warrants held by the Warrant Holders;

RESOLVED FURTHER THAT any of the Director of the board or Mr. Durgesh Dingankar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental / regulatory authorities to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any of the Director of the board or Mr. Durgesh Dingankar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot the said Warrants and Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

**By order of Board of Directors
For Man Infraconstruction Limited**

sd/-

**Durgesh Dingankar
Company Secretary and Compliance Officer**

Place: Mumbai

Date: November 29, 2023

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

:NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special business matters, is annexed hereto.
2. Pursuant to General Circulars No.14/2020 dated April 8,2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021,No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'),the Company is convening the Extra Ordinary General Meeting (the EGM/the meeting) through Video Conferencing(VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations).
3. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company, however, since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution / Authorisation etc., authorising its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution /Authorization shall be sent to the Scrutinizer by email through their registered email address to mihenhalani@mha-cs.com with copies marked to the Company at investors@maninfra.com and evoting@nsdl.co.in.
5. Registration of email ID and Bank Account details:
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, the log in details for e-voting are being sent on the registered email address.
In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and have not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - a. Members are requested to send all communications relating to shares, unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agent at its address: LINK INTIME INDIA PVT. LTD. (Unit: Man Infraconstruction Limited) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel. No. (022) 4918 6000 Fax No. (022) 4918 6060 OR
 - b. *In the case of Shares held in Demat mode:*

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

6. The Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company / Depositories in accordance with the aforesaid MCA and SEBI circulars. Members may note that the Notice of EGM will also be available on the Company's website: www.maninfra.com, websites of the Bombay Stock Exchange Ltd at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and is also available at [NSDL \(agency for providing the Remote e-Voting facility\) i.e. www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members can attend and participate in the Extra Ordinary General Meeting through VC / OAVM facility only.
7. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.
9. Members who wish to inspect the Statutory Registers maintained under the Companies Act, 2013 and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to investors@maninfra.com. The Company has been maintaining, inter alia, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
10. Members of the Company holding shares either in physical form or in dematerialized forms as on cut-off date i.e., Saturday, December 16, 2023, will be entitled to vote on the resolutions proposed in the Notice.
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
12. Information relating to e-voting and other instructions are as under:
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of National Securities Depository Limited as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.

- b. The Board of Directors of the Company has appointed Mr. Mihen Halani, Proprietor of M/s. Mihen Halani and Associates, Practicing Company Secretaries (FCS 9926; CP 12015) as Scrutinizer to scrutinize the voting and remote e voting process in fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - c. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. Saturday, December 16, 2023.
 - d. Remote e-voting will commence at 9.00 a.m. on Wednesday, December 20, 2023 and will end at 5.00 p.m. on Friday, December 22, 2023, when remote e-voting will be blocked by NSDL.
13. The Members can join the EGM in the VC/OAVM mode **15 minutes** before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for **1000 members on first come first served basis**. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

As per SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, December 20, 2023 at 9:00 A.M. and ends on Friday, December 22, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, December 16, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being December 16, 2023.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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 remote e-Voting period or joining virtual meeting & voting during the meeting.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 remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 40px; 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 remote e-Voting period or joining virtual meeting & voting during the meeting. 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	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 remote e-Voting period or joining virtual meeting & voting during the meeting.
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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 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 e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 remote 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 www.mihenhalani@mha-cs.com with a copy marked to evoting@nsdl.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.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 resolutions 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views /ask questions during the meeting are requested to send their queries, questions along with their name, demat account number/folio number, email id, mobile number at investors@maninfra.com on or before Saturday, 16th December, 2023.

**By order of Board of Directors
For Man Infraconstruction Limited**

sd/-

Durgesh Dingankar
Company Secretary and Compliance Officer

Place: Mumbai

Date: November 29, 2023

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board of Directors of the Company in its meeting held on November 29, 2023, subject to the approval of members, has approved the proposal for raising funds and allot by way of preferential issue of upto 3,55,05,000 (Three Crore Fifty Five Lakh Five Thousand) Warrants convertible into equivalent number of Equity Shares of a face value of ₹ 2/- (Rupees Two) each of the Company ('Warrants'), at an issue price of ₹ 155/- (Rupees One Hundred and Fifty Five Only) (including premium of ₹ 153/-per warrant aggregating to ₹ 5,50,32,75,000/- (Rupees Five Hundred and Fifty Crore Thirty Two Lakh Seventy Five Thousand Only) to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Warrants in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

1. The objects of the preferential issue:

The Company shall utilize at least 75% of the net proceeds from the Preferential Issue (i.e. total proceeds after adjustment of expenses related to the Preferential Issue, if any) ("Net Proceeds") directly or through its subsidiaries or joint ventures or associates towards:

- expanding EPC and real estate business by acquiring new projects;
- purchase of fixed assets including plant and machinery, etc. and
- deployment towards working capital requirements of existing and new projects

The Company shall have exclusive authority over the direct application of the aforementioned Net Proceeds, or alternatively, may opt for deployment through equity/debt contributions to its subsidiaries, joint ventures, or associates, all in accordance with the applicable legal and regulatory frameworks.

The Company proposes to deploy the balance proceeds of the Preferential Issue towards general corporate purposes as approved by our management from time to time, subject to such utilisation not exceeding 25% of the proceeds of the Preferential Issue, in compliance with applicable laws. (collectively, referred to hereinafter as the "Objects").

The Net Proceeds shall be utilised in the manner as specified above, on or before end of March 31, 2027.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/- 10% of the amount specified for that object of size of the Preferential Issue in accordance with BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 both dated December 13, 2022.

The proceeds of the Preferential Issue shall be kept in the monitoring account – a separate bank account till such time the proceeds of the Preferential Issue are fully utilised and will be monitored by the Monitoring agency as required under Regulation 162A of the SEBI ICDR Regulations. The Monitoring Agency shall submit a report to our Board as required under Regulation 162A of the SEBI ICDR Regulations. The Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. The Company will indicate instances, if any, of unutilized Net Proceeds in the balance sheet of the Company for the relevant Financial Years.

Pending utilization of the proceeds from the Preferential Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

2. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of 3,55,05,000 (Three Crore Fifty Five Lakh Five Thousand) Fully Convertible Warrants of face value of ₹ 2/- each at an issue price not exceeding ₹ 155/- (Rupees One Hundred and Fifty Five Only) per Warrant in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013, aggregating upto a maximum amount of ₹ 5,50,32,75,000/- (Rupees Five Hundred and Fifty Crore Thirty Two Lakh Seventy Five Thousand Only).

3. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Warrants shall be Thursday, November 23, 2023 being the date 30 days prior to the date of the Extra Ordinary General Meeting of the Company scheduled to be held, i.e., Saturday, December 23, 2023.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of Company are listed and frequently traded on Bombay Stock Exchange Ltd ("BSE") and National Stock Exchange of India Limited ("NSE"). Further, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to ₹ 152.47 (Rupees One Hundred and Fifty Two Four Seven Paise only) per warrant, being higher of the following:

- a. the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date; or
- b. the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date.

Further a certificate has been obtained from Mr. Mihen Halani & Associates, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Further, this preferential issue will not result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert, hence there is no requirement of valuation report from registered valuer.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

5. Amount which the Company intends to raise by way of such securities

The company intends to raise an amount, not exceeding, ₹ 5,50,32,75,000/- (Rupees Five Hundred and Fifty Crore Thirty Two Lakh Seventy Five Thousand Only).

6. Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the Preferential Offer:

The following Directors & key managerial personnel intent to participate and subscribe to the preferential offer:

- a. Mr. Ashok Manharlal Mehta, Whole Time Director & CFO - 33,900 warrants
- b. Mr. Berjis Minoos Desai Chairman & Non Executive Director - 54,00,000 Warrants
- c. Mr. Durgesh Dingankar, Company Secretary – 3,800 warrants
- d. Ms. Kavita Bhaskar Upadhyay, Independent Director – 2,600 warrants

Except for the above, none of the directors or promoters, except to the extent of their individual shareholding in the company intend to subscribe to the preferential issue.

7. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon.

The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

8. Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:

The details have been provided in Annexure 1 forming part of this Notice.

9. The Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company before and after considering the preferential issues under this Notice is provided in an Annexure II forming part of this Notice

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:

Sr. No.	Names of the proposed allottee(s)	Names of ultimate beneficial owners of proposed allottee(s)
1.	Quant Mutual Fund	Sandeep Tandon
2.	Forbes EMF	Li Hoy Choo Li Kim For
3.	Coeus Global Opportunities Fund	Li Hoy Choo Li Kim For
4.	Aries Opportunities Fund Limited	Nitin Singhal
5.	Minerva Ventures Fund	Nitin Kakaria
6.	NVS Corporate Consultancy Services Pvt. Ltd.	Anhaita Nalin Shah
7.	Harit Exports Private Limited	Mohit Ramgopal Agrawal
8.	Amar Alliance Securities Private Limited	Divyanshu Aggarwal
9.	Tano Investment Opportunities Fund	Hari Shankar Tibrewala
10.	Omkara Capital Private Limited	Varinder Bansal
11.	Wow Investments	Brijesh Thakkar
12.	LCGC Management and Financial Advisory Services LLP	Lalitha Manikandan Manikandan Narsimhan
13.	Chhattisgarh Investments Limited	Kamal Kishore Sarda
14.	Moneyleader Finance India Private Limited	Nishant Pitti Rikant Pittie
15.	Sammys Dreamland Co Private Limited	Suresh G Nanwani
16.	Suniyojit Merchants Pvt. Ltd.	Brij Mohan Gupta
17.	Expertpro Realty Private Limited	Puneet Tayal
18.	MBRD Investment	Ritesh Dalmia Archit Dalmia Bimla Bajaj
19.	Maurvi Associates Private Limited	Pankaj Kumar
20.	Resonance Opportunities Fund	Yajjadeo Lotun

21.	Prabhudas Lilladher Advisory Services Private Limited	Amisha N Vora
22.	Asset Alliance Securities Private Limited	Bhavin Latin Shah, Jash Parag Shah, Tarulata Latin Shah
23.	Jivraj Tea Limited	Viren Sureshbhai Shah

11. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants and including the conversion thereof into Equity Shares of the Company.

12. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on a preferential basis.

13. Re-computation of the share price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

14. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitive, if any:

Neither the Company nor its promoters nor the Directors of the Company have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

15. The current and proposed status of the allottee post the preferential issue namely, non-promoter investors:

Sr. No.	Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1.	Berjis Minoo Desai	Non-Promoter	Non-Promoter
2.	Aditya S Chandak	Non-promoter	Non-promoter
3.	Quant Mutual Fund	Non-promoter	Non-promoter
4.	Vishal Gupta	Non-promoter	Non-promoter
5.	Forbes EMF	Non-promoter	Non-promoter

6.	Coeus Global Opportunities Fund	Non-promoter	Non-promoter
7.	Aries Opportunities Fund Limited	Non-promoter	Non-promoter
8.	Minerva Ventures Fund	Non-promoter	Non-promoter
9.	NVS Corporate Consultancy Services Pvt. Ltd.	Non-promoter	Non-promoter
10.	Ashwini Gupta	Non-promoter	Non-promoter
11.	Harit Exports Private Limited	Non-promoter	Non-promoter
12.	Amar Alliance Securities Private Limited	Non-promoter	Non-promoter
13.	Tano Investment Opportunities Fund	Non-promoter	Non-promoter
14.	Omkara Capital Private Limited	Non-promoter	Non-promoter
15.	Aditya Aggarwal	Non-promoter	Non-promoter
16.	Nalin Vrajlal Shah	Non-promoter	Non-promoter
17.	Wow Investments	Non-promoter	Non-promoter
18.	LCGC Managaement and Financial Advisory Services LLP	Non-promoter	Non-promoter
19.	Hetal B Babaria	Non-promoter	Non-promoter
20.	Urjita Jagdish Master	Non-promoter	Non-promoter
21.	Krishna Lalit Kabra	Non-promoter	Non-promoter
22.	Kapil Garg	Non-promoter	Non-promoter
23.	Chhattisgarh Investments Limited	Non-promoter	Non-promoter
24.	Moneyleader Finance India Private Limited	Non-promoter	Non-promoter
25.	Durgesh Sanjivrao Chandavarkar	Non-promoter	Non-promoter
26.	Kinjal Kapil Vyas	Non-promoter	Non-promoter
27.	Anushree Ketan Vyas	Non-promoter	Non-promoter
28.	Ila Hareesh Vyas	Non-promoter	Non-promoter
29.	Hemangini Dhruv Vyas	Non-promoter	Non-promoter
30.	Sheth Jayeshbhai N	Non-promoter	Non-promoter
31.	Arti Bhupendra Shah	Non-promoter	Non-promoter
32.	Vivek Mahavir Jain	Non-promoter	Non-promoter
33.	Sammys Dreamland Co Private Limited	Non-promoter	Non-promoter
34.	Suniyojit Merchants Pvt. Ltd.	Non-promoter	Non-promoter
35.	Expertpro Realty Private Limited	Non-promoter	Non-promoter
36.	MBRD Investment	Non-promoter	Non-promoter
37.	Radhey Shyam Agrwal	Non-promoter	Non-promoter
38.	Maurvi Associates Private Limited	Non-promoter	Non-promoter
39.	Kundan Bharat Vyas	Non-promoter	Non-promoter
40.	Ritu Wadhwa Makhija	Non-promoter	Non-promoter
41.	Jitendra Tharyabhai Bhadra	Non-promoter	Non-promoter
42.	Nirav Jayshukhbhai Doshi	Non-promoter	Non-promoter
43.	Adiraju Rajendra Prasad	Non-promoter	Non-promoter
44.	Moheet Vinodkumar Agrawal	Non-promoter	Non-promoter
45.	Resonance Opportunities Fund	Non-promoter	Non-promoter
46.	Prabhudas Lilladher Advisory Services Private Limited	Non-promoter	Non-promoter
47.	Sandeep Sridhar Ghate	Non-promoter	Non-promoter

48.	Asset Alliance Securities Pvt. Ltd.	Non-promoter	Non-promoter
49.	Nitin Rao	Non-promoter	Non-promoter
50.	Jitendra Garganarayan Goswami	Non-promoter	Non-promoter
51.	Vijay Chunilal Vyas	Non-promoter	Non-promoter
52.	Jivraj Tea Limited	Non-promoter	Non-promoter
53.	Ansh Deven Mody	Non-promoter	Non-promoter
54.	Anant Aggarwal	Non-promoter	Non-promoter
55.	Vineet Arora	Non-promoter	Non-promoter
56.	Prajal Bhandari	Non-promoter	Non-promoter
57.	Sunish Bipinchandra Shah	Non-promoter	Non-promoter
58.	Ashok Manharlal Mehta	Non- Promoter- Whole-time Director & CFO	Non- Promoter- Whole-time Director & CFO
59.	Suresh Eknath Kolhatkar	Non- Promoter	Non- Promoter
60.	Vishant Manish Shah	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
61.	Ayush Manish Shah	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
62.	Jay Navinchandra Desai	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
63.	Amit Pravinchandra Bhansali	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
64.	Ashish Nanchand Vora	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
65.	Sameer Satish Aurangabadwalla	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
66.	Rajnish Golecha	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
67.	Nikunj Vipinchandra Bhatt	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
68.	Ravindra Keshav Yevale	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
69.	Tripurari Prasad Singh	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
70.	Rajendra S Khot	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
71.	Yashesh Y Parekh	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee

72.	Vikram Bhagwan Naikwade	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
73.	Aakash Paresh Shah	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
74.	Lakshmi Ramanathan Ramanathan Vaidyanathan	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
75.	Shailesh M Nalawade	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
76.	Prasad S Gulhane	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
77.	Neha Nirav Thaker	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
78.	Ishita Mehta	Non- Promoter	Non- Promoter
79.	Jayesh Vinodray Vasa	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
80.	Sureshkumar Chamukutty	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
81.	Veena Vinay Kamat	Non- Promoter	Non- Promoter
82.	Chandrasekaran Kothandaraman	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
83.	Satish Digambar Mhaske	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
84.	Durgesh Suhas Dingankar	Non- Promoter- Company Secretary	Non- Promoter- Company Secretary
85.	Bhavesh Chandrakant Shah Heena Bhavesh Shah	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
86.	Vora Devang Nalinkumar	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
87.	Rajan Narayan Kale	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
88.	Ashok Namdeo Chougule	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
89.	Savita Prakash Atkare	Non- Promoter	Non- Promoter
90.	Nilesh Mansukhlal Shah	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee

91.	Rekha Satyendra Sahu	Non- Promoter	Non- Promoter
92.	Rahul Dilip Kawade	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
93.	Ambika Ganesh Moopnar	Non- Promoter	Non- Promoter
94.	Tangadi Sanjay Mahadev	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
95.	Manish N Vaidya	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
96.	Aruna Anant Poojari	Non- Promoter	Non- Promoter
97.	Durga Kinner Shah	Non- Promoter	Non- Promoter
98.	Priya Swapnil Natekar	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
99.	Palak Narayan Raval	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
100.	Kavita Bhaskar Upadyay	Non- Promoter- Independent Director	Non- Promoter- Independent Director
101.	Arun Francis Kasbe	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
102.	Chintan Kishor Shah	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
103.	Amol Tanaji Mane	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
104.	Rishi Satish Aurangabadwalla	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
105.	Archana Keshav Samant	Non- Promoter	Non- Promoter
106.	Kashinath Mandal	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
107.	Richards Samuel Shilesh	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
108.	Ketki Masurkar	Non- Promoter	Non- Promoter
109.	Ritu Pandey	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
110.	Anjiliah C Sayappa	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
111.	Sundeep Maneklal Kosambia	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee

112.	Nitin Ambadas Bhosale	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
113.	Patel Rocky Maheshkumar	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
114.	Hitendra M Bhanushali	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
115.	Karthika	Non- Promoter	Non- Promoter
116.	Pandurang Ashruba Katare	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
117.	Bhavika S Jadhav	Non- Promoter	Non- Promoter
118.	Shashikant Baburao Lokhande	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
119.	Keya Mandal	Non- Promoter	Non- Promoter
120.	Jignesh K Makwana	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
121.	Rakesh Kantilal Vora	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
122.	Mahesh Basavaraj Patil	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
123.	Ritesh Jashwant Ghiya	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
124.	Devendra P Pimpalgaonkar	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
125.	Amit Arun Kale	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
126.	Rahul S Jethe Leena Sadanand Jethe	Non- Promoter	Non- Promoter
127.	Pavan Dattatraya Sapkale	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
128.	Zuber Ibrahim Sathe	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
129.	Mohammad Ishaque	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
130.	Vilas Dinkar Kedari	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
131.	Supreeta Shivaram Shetty	Non- Promoter	Non- Promoter

132.	Gharge Vijay Balasaheb	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
133.	Vinesh Arjun Bhaliya	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
134.	Girajappa Dadu Shingade	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
135.	Kishan Birju Yadav	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
136.	Rajesh Busi	Non- Promoter- MICL Group Employee	Non- Promoter- MICL Group Employee
137.	Vipul Vallabhadas Dhirawani	Non- Promoter	Non- Promoter

16. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

17. Lock-in-period:

The Warrants and Equity Shares allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

18. Practicing Company Secretary's Certificate:

The certificate from Mr. Mihen Halani, Practicing Company Secretary, having his office at A-Wing, 501L, Jaswanti Allied Business Centre, Ramchandra Lane, Next to Khwaish Presidency, Malad (West), Mumbai-400064, MH, In, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection to the Members at the Meeting and is made available on the website of the Company at www.maninfra.com.

19. Undertaking:

In terms of the ICDR Regulations, the Company hereby undertakes that:

a) It would re-compute the price of the securities specified above in terms of the Provisions of the SEBI (ICDR) Regulations, where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.

c) The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the SEBI Listing Regulations.

20. Other disclosures:

- a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- b. Neither the Company nor its Directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- c. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- d. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.
- e. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed.
- f. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.
- g. The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.
- h. The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item Nos. 1 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 1 in the accompanying notice for approval by the Members.

Except Mr. Ashok Manharlal Mehta (Whole Time Director & CFO), Berjis Minoo Desai (Chairman & Non-Executive Director), Mr. Durgesh Dingankar (Company Secretary) and Ms. Kavita Bhaskar Upadhyay, Independent Director, to the extent of their respective shareholding, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

Annexure 'I'**(NP: non-promoter)**

Sr. No	Name of the Proposed Allottee	Classes	Pre-Issue Shareholding		Issue of Warrants (Present Issue) (No)	Post Shareholding Issue after Conversion of Warrants	
			No. of Shares	% of Share holding		No. of Shares	% of Share holding
1.	Berjis Minoo Desai	NP	2,97,775	0.08	54,00,000	56,97,775	1.40
2.	Aditya S Chandak	NP	4,28,055	0.12	32,40,000	36,68,055	0.90
3.	Quant Mutual Fund	NP	60,30,000	1.62	17,50,000	77,80,000	1.91
4.	Vishal Gupta	NP	0	0	16,00,000	16,00,000	0.39
5.	Forbes EMF	NP	0	0	14,70,000	14,70,000	0.36
6.	Coeus Global Opportunities Fund	NP	0	0	12,50,000	12,50,000	0.31
7.	Aries Opportunities Fund Limited	NP	0	0	12,50,000	12,50,000	0.31
8.	Minerva Ventures Fund	NP	0	0	12,50,000	12,50,000	0.31
9.	NVS Corporate Consultancy Services Pvt. Ltd.	NP	0	0	12,00,000	12,00,000	0.30
10.	Ashwini Gupta	NP	0	0	10,00,000	10,00,000	0.25
11.	Harit Exports Private Limited	NP	0	0	10,00,000	10,00,000	0.25
12.	Amar Alliance Securities Private Limited	NP	0	0	10,00,000	10,00,000	0.25
13.	Tano Investment Opportunities Fund	NP	0	0	10,00,000	10,00,000	0.25
14.	Omikara Capital Private Limited	NP	0	0	7,00,000	7,00,000	0.17
15.	Aditya Aggarwal	NP	0	0	7,00,000	7,00,000	0.17
16.	Nalin Vrajlal Shah	NP	33	0.00	6,00,000	6,00,033	0.15
17.	Wow Investments	NP	0	0	5,31,000	5,31,000	0.13
18.	LCGC Managaement and Financial Advisory Services LLP	NP	0	0	5,00,000	5,00,000	0.12
19.	Hetal B Babaria	NP	0	0	5,00,000	5,00,000	0.12
20.	Urjita Jagdish Master	NP	0	0	5,00,000	5,00,000	0.12
21.	Krishna Lalit Kabra	NP	0	0	5,00,000	5,00,000	0.12
22.	Kapil Garg	NP	0	0	5,00,000	5,00,000	0.12
23.	Chhattisgarh Investments Limited	NP	0	0	5,00,000	5,00,000	0.12
24.	Moneyleader Finance India Private Limited	NP	0	0	5,00,000	5,00,000	0.12
25.	Durgesh Sanjivrao Chandavarkar	NP	4,00,000	0.11	3,00,000	7,00,000	0.17
26.	Kinjal Kapil Vyas	NP	0	0	3,00,000	3,00,000	0.07
27.	Anushree Ketan Vyas	NP	0	0	3,00,000	3,00,000	0.07
28.	Ila Hareesh Vyas	NP	0	0	3,00,000	3,00,000	0.07

29.	Hemangini Dhruv Vyas	NP	0	0	3,00,000	3,00,000	0.07
30.	Sheth Jayeshbhai N	NP	0	0	3,00,000	3,00,000	0.07
31.	Arti Bhupendra Shah	NP	0	0	3,00,000	3,00,000	0.07
32.	Vivek Mahavir Jain	NP	0	0	2,50,000	2,50,000	0.06
33.	Sammys Dreamland Co Private Limited	NP	0	0	2,50,000	2,50,000	0.06
34.	Suniyojit Merchants Pvt. Ltd.	NP	0	0	2,50,000	2,50,000	0.06
35.	Expertpro Realty Private Limited	NP	0	0	2,50,000	2,50,000	0.06
36.	MBRD Investment	NP	0	0	2,50,000	2,50,000	0.06
37.	Radhey Shyam Agrwal	NP	0	0	2,50,000	2,50,000	0.06
38.	Maurvi Associates Private Limited	NP	0	0	2,50,000	2,50,000	0.06
39.	Kundan Bharat Vyas	NP	0	0	2,00,000	2,00,000	0.05
40.	Ritu Wadhwa Makhija	NP	0	0	2,00,000	2,00,000	0.05
41.	Jitendra Tharyabhai Bhadra	NP	0	0	2,00,000	2,00,000	0.05
42.	Nirav Jayshukhbhai Doshi	NP	0	0	2,00,000	2,00,000	0.05
43.	Adiraju Rajendra Prasad	NP	0	0	2,00,000	2,00,000	0.05
44.	Moheet Vinodkumar Agrawal	NP	0	0	2,00,000	2,00,000	0.05
45.	Resonance Opportunities Fund	NP	0	0	2,00,000	2,00,000	0.05
46.	Prabhudas Lilladher Advisory Services Private Limited	NP	0	0	2,00,000	2,00,000	0.05
47.	Sandeep Sridhar Ghate	NP	0	0	2,00,000	2,00,000	0.05
48.	Asset Alliance Securities Pvt. Ltd.	NP	0	0	1,50,000	1,50,000	0.04
49.	Nitin Rao	NP	0	0	1,13,000	1,13,000	0.03
50.	Jitendra Garganarayan Goswami	NP	4,884	0.00	1,00,000	1,04,884	0.03
51.	Vijay Chunilal Vyas	NP	0	0	1,00,000	1,00,000	0.02
52.	Jivraj Tea Limited	NP	0	0	1,00,000	1,00,000	0.02
53.	Ansh Deven Mody	NP	0	0	1,00,000	1,00,000	0.02
54.	Anant Aggarwal	NP	85	0.00	1,00,000	1,00,085	0.02
55.	Vineet Arora	NP	0	0	1,00,000	1,00,000	0.02
56.	Prajal Bhandari	NP	0	0	1,00,000	1,00,000	0.02
57.	Sunish Bipinchandra Shah	NP	0	0	50,000	50,000	0.01
58.	Ashok Manharlal Mehta	NP	34,155	0.01	33,900	68,055	0.02
59.	Suresh Eknath Kolhatkar	NP	0	0	25,000	25,000	0.01
60.	Vishant Manish Shah	NP	2,90,452	0.08	25,000	3,15,452	0.08
61.	Ayush Manish Shah	NP	2,72,952	0.07	25,000	2,97,952	0.07

62.	Jay Navinchandra Desai	NP	52,500	0.01	15,000	67,500	0.02
63.	Amit Pravinchandra Bhansali	NP	0	0	11,600	11,600	0.00
64.	Ashish Nanchand Vora	NP	307	0.00	10,320	10,627	0.00
65.	Sameer Satish Aurangabadwalla	NP	0	0	8,100	8,100	0.00
66.	Rajnish Golecha	NP	5,095	0.00	7,200	12,295	0.00
67.	Nikunj Vipinchandra Bhatt	NP	41,250	0.01	7,040	48,290	0.01
68.	Ravindra Keshav Yevale	NP	31,250	0.01	6,300	37,550	0.01
69.	Tripurari Prasad Singh	NP	0	0	6,300	6,300	0.00
70.	Rajendra S Khot	NP	7,500	0.00	6,300	13,800	0.00
71.	Yashesh Y Parekh	NP	500	0.00	6,300	6,800	0.00
72.	Vikram Bhagwan Naikwade	NP	0	0	6,140	6,140	0.00
73.	Aakash Paresh Shah	NP	650	0.00	5,900	6,550	0.00
74.	Lakshmi Ramanathan Ramanathan Vaidyanathan	NP	2,970	0.00	5,400	8,370	0.00
75.	Shailesh M Nalawade	NP	0	0	5,400	5,400	0.00
76.	Prasad S Gulhane	NP	0	0	5,160	5,160	0.00
77.	Neha Nirav Thaker	NP	21,500	0.01	5,000	26,500	0.01
78.	Ishita Mehta	NP	9,000	0.00	4,500	13,500	0.00
79.	Jayesh Vinodray Vasa	NP	13	0.00	4,100	4,113	0.00
80.	Sureshkumar Chamukutty	NP	3,375	0.00	4,000	7,375	0.00
81.	Veena Vinay Kamat	NP	0	0	4,000	4,000	0.00
82.	Chandrasekaran Kothandaraman	NP	0	0	4,000	4,000	0.00
83.	Satish Digambar Mhaske	NP	1	0.00	4,000	4,001	0.00
84.	Durgesh Suhas Dingankar	NP	4,125	0.00	3,800	7,925	0.00
85.	Bhavesh Chandrakant Shah Heena Bhavesh Shah	NP	3,307	0.00	3,800	7,107	0.00
86.	Vora Devang Nalinkumar	NP	0	0	3,400	3,400	0.00
87.	Rajan Narayan Kale	NP	3,375	0.00	3,400	6,775	0.00
88.	Ashok Namdeo Chougule	NP	0	0	3,220	3,220	0.00
89.	Savita Prakash Atkare	NP	0	0	3,220	3,220	0.00
90.	Nilesh Mansukhlal Shah	NP	6,582	0.00	3,220	9,802	0.00
91.	Rekha Satyendra Sahu	NP	0	0	3,220	3,220	0.00
92.	Rahul Dilip Kawade	NP	0	0	3,220	3,220	0.00
93.	Ambika Ganesh Moopnar	NP	0	0	3,220	3,220	0.00

94.	Tangadi Sanjay Mahadev	NP	25	0.00	3,220	3,245	0.00
95.	Manish N Vaidya	NP	33,000	0.01	3,000	36,000	0.01
96.	Aruna Anant Poojari	NP	0	0	3,000	3,000	0.00
97.	Durga Kinner Shah	NP	0	0	2,900	2,900	0.00
98.	Priya Swapnil Natekar	NP	60	0.00	2,700	2,760	0.00
99.	Palak Narayan Raval	NP	150	0.00	2,700	2,850	0.00
100.	Kavita Bhaskar Upadyay	NP	0	0	2,600	2,600	0.00
101.	Arun Francis Kasbe	NP	590	0.00	2,600	3,190	0.00
102.	Chintan Kishor Shah	NP	0	0	2,600	2,600	0.00
103.	Amol Tanaji Mane	NP	0	0	2,600	2,600	0.00
104.	Rishi Satish Aurangabadwala	NP	1,935	0.00	2,600	4,535	0.00
105.	Archana Keshav Samant	NP	0	0	2,600	2,600	0.00
106.	Kashinath Mandal	NP	0	0	2,600	2,600	0.00
107.	Richards Samuel Shilesh	NP	0	0	2,600	2,600	0.00
108.	Ketki Masurkar	NP	0	0	2,600	2,600	0.00
109.	Ritu Pandey	NP	0	0	2,600	2,600	0.00
110.	Anjiliah C Sayappa	NP	0	0	2,600	2,600	0.00
111.	Sundeep Maneklal Kosambia	NP	300	0.00	2,600	2,900	0.00
112.	Nitin Ambadas Bhosale	NP	0	0	2,600	2,600	0.00
113.	Patel Rocky Maheshkumar	NP	2,500	0.00	2,600	5,100	0.00
114.	Hitendra M Bhanushali	NP	0	0	2,600	2,600	0.00
115.	Karthika	NP	0	0	2,600	2,600	0.00
116.	Pandurang Ashruba Katare	NP	0	0	2,600	2,600	0.00
117.	Bhavika S Jadhav	NP	0	0	2,600	2,600	0.00
118.	Shashikant Baburao Lokhande	NP	0	0	2,600	2,600	0.00
119.	Keya Mandal	NP	0	0	2,600	2,600	0.00
120.	Jignesh K Makwana	NP	0	0	2,600	2,600	0.00
121.	Rakesh Kantilal Vora	NP	2,250	0.00	2,600	4,850	0.00
122.	Mahesh Basavaraj Patil	NP	0	0	2,600	2,600	0.00
123.	Ritesh Jashwant Ghiya	NP	3,015	0.00	2,600	5,615	0.00
124.	Devendra P Pimpalgaonkar	NP	0	0	2,600	2,600	0.00
125.	Amit Arun Kale	NP	0	0	2,600	2,600	0.00
126.	Rahul S Jethe Leena Sadanand Jethe	NP	0	0	2,600	2,600	0.00
127.	Pavan Dattatraya Sapkale	NP	0	0	2,600	2,600	0.00
128.	Zuber Ibrahim Sathe	NP	0	0	2,600	2,600	0.00
129.	Mohammad Ishaque	NP	3,750	0.00	2,600	6,350	0.00

130.	Vilas Dinkar Kedari	NP	0	0	2,600	2,600	0.00
131.	Supreeta Shivaram Shetty	NP	100	0.00	2,600	2,700	0.00
132.	Gharge Vijay Balasaheb	NP	0	0	2,600	2,600	0.00
133.	Vinesh Arjun Bhaliya	NP	232	0.00	2,600	2,832	0.00
134.	Girajappa Dadu Shingade	NP	0	0	2,600	2,600	0.00
135.	Kishan Birju Yadav	NP	25	0.00	2,600	2,625	0.00
136.	Rajesh Busi	NP	471	0.00	2,600	3,071	0.00
137.	Vipul Vallabhadas Dhirawani	NP	0	0	2,600	2,600	0.00

ANNEXURE 'II':

Sr No	Category	Pre-Issue Shareholding (as on November 24, 2023)		Shareholding Post Preferential Issue and Conversion of warrants.	
		No. of Shares held	% to total share capital	No. of Shares held *	% to total share capital * (assuming full conversion of Warrants)
A	PROMOTER GROUP				
	Promoter and Promoter Group Holding				
1	Indian				
	Individual	22,62,44,296	60.94	22,60,94,296	55.59
	Body Corporate				
	Sub-Total				
2.	Foreign Promoters				
	NRI	2,32,00,333	6.25	2,32,00,333	5.74
	Sub-Total - A	24,94,44,629	67.19	24,94,44,629	61.33
B.	NON-PROMOTER HOLDING				
1	Institutional Investors				
	Mutual Funds/ FPI/ AIF	1,91,63,073	5.16	2,73,33,073	6.72
	Financial Institutions / Banks	3,74,700	0.10	3,74,700	0.09
	Insurance Companies	0	0	0	0
	Central Government	0	0	0	0
	Sub-Total - B1	1,95,37,773	5.26	2,77,07,773	6.81
2	Non-Institutional Investors				
	Individuals	8,52,55,748	22.97	10,50,59,748	25.83
	Others	1,70,12,255	4.58	2,45,43,255	6.03
	Sub-Total - B2	10,22,68,003	27.55	12,96,03,003	31.86
	GRAND TOTAL (A+B1+B2)	37,12,50,405	100.00	40,67,55,405	100.00

*the figures in the shareholding pattern are based on the assumption that all the Warrants will be subscribed pursuant to the shareholders' resolution and all the said warrants will be exercised / converted into Equity Shares. However, if any, Warrants are not subscribed or exercised, the figures will change accordingly.

**By order of Board of Directors
For Man Infraconstruction Limited**

sd/-

**Durgesh Dingankar
Company Secretary and Compliance Officer**

Place: Mumbai

Date: November 29, 2023

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

