



## MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

Date: 07<sup>th</sup> February, 2024

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 05<sup>th</sup> February, 2024 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 05<sup>th</sup> February, 2024 for seeking approval of Shareholders of the Company by way of Special Resolution for the business as set out in the Postal Ballot Notice.

In accordance with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and the latest one being General Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and pursuant to Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has sent Postal Ballot Notice only by email to the Members who have registered their email addresses with the Company or Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company (‘RTA’) or Depository / Depository Participants and whose name appears in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 2, 2024 (“cut-off date”)**. The communication of assent / dissent of the Members will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope has not been sent to the Members for this Postal Ballot. Members are required to communicate their assent or dissent through the remote e-voting system only.

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



**L I V E B E T T E R**

12<sup>th</sup> Floor, Krushal Commercial Complex, G.M. Road, Chembur (West), Mumbai – 400 089, India

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





## MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

The Company is pleased to provide Remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for Remote e-voting are mentioned in Note No. 12 of the Postal Ballot Notice dated February 05, 2024. The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

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

Commencement of e-Voting	Friday, February 9, 2024 at 9:00 a.m. (IST)
End of e-Voting	Saturday, March 9, 2024 at 5:00 p.m. (IST)

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

You are requested to take the same on records.

Thanking You,

Yours faithfully,  
For Man Infraconstruction Limited



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

*Encl: As above*

**L I V E   B E T T E R**



*Handwritten signature*



**MAN INFRACONSTRUCTION LIMITED**

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

**Website:** [www.maninfra.com](http://www.maninfra.com); **Investor Relation Contact:** [investors@maninfra.com](mailto: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**"), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), and read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and the latest one being General Circular No. 9/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), as amended from time to time, that the approval of the Members of Man Infraconstruction Limited ("**Company**") is sought for the resolution appended below which is proposed to be passed by way of Remote e-voting only. The Ministry of Corporate Affairs and SEBI vide their respective circulars have dispensed with the requirement for issuing the hard copies of documents for passing of Ordinary and Special Resolutions by the Members.

In accordance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by email to the Members who have registered their email addresses with the Company or Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company ('RTA') or Depository / Depository Participants and whose name appears in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 2, 2024 ("cut-off date")**. The communication of assent / dissent of the Members will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Members are required to communicate their assent or dissent through the remote e-voting system only. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to all its Members.

Members desiring to exercise their vote through the Remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 p.m. (IST) on Saturday, March 9, 2024**. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

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

The Board of Directors of the Company at their meeting held on February 5, 2024 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 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](http://www.maninfra.com), the website of NSDL at [www.evoting.nsdl.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The results shall also be displayed on the Notice Board at the Registered Office of the Company.

#### **SPECIAL BUSINESS:**

#### **1. RE-APPOINTMENT OF MRS. KAVITA BHASKAR UPADHYAY (DIN: 08333952) 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 provisions of Sections 149, 150 and 152, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Mrs. Kavita Bhaskar Upadhyay (DIN: 08333952), who was appointed as an Independent Director of the Company by the members for a term up to February 12, 2024, who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature to the office of Director of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second consecutive term of 5 (five) years with effect from February 13, 2024 up to February 12, 2029 (both days inclusive) and whose office 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**

**Place:** Mumbai  
**Date:** February 5, 2024  
**CIN:** L70200MH2002PLC136849  
**Regd office:** 12<sup>th</sup> Floor, Krushal Commercial Complex,  
G. M. Road, Chembur (W), Mumbai – 400089  
**Tel No.:** 022 42463999  
**Website:** [www.maninfra.com](http://www.maninfra.com)  
**e-mail Id:** [investors@maninfra.com](mailto:investors@maninfra.com)

sd/-  
**Durgesh Dingankar**  
**Company Secretary**  
**Membership No:** F7007



## 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, February 02, 2024** being the **cut-off date**. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **Cut-Off date i.e. Friday, February 02, 2024**.
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").
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. 12 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 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 **Friday, February 9, 2024 at 9:00 a.m. (IST)** and shall end on **Saturday, March 9, 2024 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
7. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.maninfra.com](http://www.maninfra.com), the relevant section of the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com), on which the Shares of the Company are listed and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at [investors@maninfra.com](mailto: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. **Saturday, March 9, 2024** till 5.00 pm.
9. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for voting i.e. **Saturday, March 9, 2024**. Further, resolution passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. **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](http://www.maninfra.com) under Investor Relations Section.

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

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





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

**Step 1: Access to NSDL e-voting system**

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

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-voting</b>" under e-voting services and you will be able to see e-voting page. Click on company name or <b>e-voting service provider i.e. NSDL</b> and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-voting service provider i.e. NSDL</b> and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">  <span data-bbox="836 170 980 218">App Store</span>  <span data-bbox="1073 170 1243 218">Google Play</span> </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"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [investors@maninfra.com](mailto: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](http://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](http://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](mailto:evoting@nsdl.com)

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

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

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

sd/-

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

**Place:** Mumbai  
**Date:** February 5, 2024  
**CIN:** L70200MH2002PLC136849  
**Regd office:** 12<sup>th</sup> Floor, Krushal Commercial Complex,  
G. M. Road, Chembur (W), Mumbai- 400089  
**Tel No.:** 022 42463999  
**Website:** [www.maninfra.com](http://www.maninfra.com)  
**e-mail Id:** [investors@maninfra.com](mailto:investors@maninfra.com)

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

### **Item no. 1:**

Mrs. Kavita Bhaskar Upadhyay (DIN: 08333952) is currently an Independent Director of the Company and Chairperson of the Audit Committee. Mrs. Kavita was appointed as an Independent Director of the Company for a period of 5 (five) years from February 13, 2019 upto February 12, 2024, by the Board of Directors at its meeting held on February 13, 2019, which was confirmed by the Members at the 17<sup>th</sup> Annual General Meeting of the Company held on September 11, 2019 and is eligible for re-appointment as an Independent Director of the Company for a second consecutive term of 5 (five) years.

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 February 5, 2024, proposed the re-appointment of Mrs. Kavita as an Independent Director of the Company for a second consecutive term of 5 (five) years commencing from February 13, 2024 upto February 12, 2029 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Company has received:

- i. consent in writing from Mrs. Kavita Bhaskar Upadhyay 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 Mrs. Kavita Bhaskar Upadhyay 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, Mrs. Kavita Bhaskar Upadhyay 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, Mrs. Kavita Bhaskar Upadhyay is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI LODR Regulations, each as amended, and is independent of the management of the Company.

The Board noted that her skills, background and experience are aligned to the role and capabilities as identified by the NRC and that she is eligible for re-appointment as an Independent Director. The Board was satisfied that the re-appointment of Mrs. Kavita Bhaskar Upadhyay is justified and was of the opinion that she possess the identified core skills, expertise, competencies and based on her performance evaluation, concluded and recommended that her qualifications and the rich experience of over 15 years in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company. The Board is of the opinion that she continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Companies Act, 2013 ('the Act') received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mrs. Kavita Bhaskar Upadhyay confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'). In terms of Regulation 25(8) of the SEBI LODR Regulations, Mrs. Kavita 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. Mrs. Kavita has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mrs. Kavita has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mrs. Kavita fulfils the conditions specified in the Act, rules thereunder and the SEBI LODR Regulations for re-appointment as an Independent Director and that she is independent of the Management.

A copy of the draft letter for the appointment of Mrs. Kavita 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 Saturday, March 9, 2024.

The resolution seeks the approval of members for the re-appointment of Mrs. Kavita as an Independent Director of the Company from February 13, 2024 upto February 12, 2029 (both days inclusive) pursuant to Sections 149, 150 and 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 re-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. Saturday, March 9, 2024 till 5.00 pm.

The profile and specific areas of expertise of Mrs. Kavita Bhaskar Upadhyay 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 re-appointment of Mrs. Kavita Bhaskar Upadhyay as Independent Director of the Company, as a special resolution as set out above.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mrs. Kavita and her relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the accompanying Notice.

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:** February 5, 2024  
**CIN:** L70200MH2002PLC136849  
**Regd office:** 12<sup>th</sup> Floor, Krushal Commercial Complex,  
G. M. Road, Chembur (W), Mumbai- 400089  
**Tel No.:** 022 42463999  
**Website:** [www.maninfra.com](http://www.maninfra.com)  
**e-mail Id:** [investors@maninfra.com](mailto: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	Mrs. Kavita Bhaskar Upadhyay (Independent Director)
Director Identification Number	08333952
Designation	Independent Director (Non-executive)
Date of Birth	11.07.1988
Age	35 years
Date of first Appointment	13.02.2019
Date of Appointment in current designation	13.02.2019
Qualification and Experience (specific functional area including Skills and capabilities required for the role.)	CA Kavita Upadhyay, M. Com., ACA is a Practicing Chartered Accountant, practicing in the name and style of Kavita B Upadhyay and Associates. She has over 15 years of experience in the field of Accounting, Direct and Indirect Taxation, Transfer Pricing and Tax Compliance.
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	Sitting Fees and Commission; if any as per the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors.
Remuneration last drawn	Sitting Fees as per the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors.
Inter-se relationship between Directors and other Key Managerial Personnel	None
Directorship in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>➤ Man Realtors and Holdings Private Limited;</li> <li>➤ Manaj Tollway Private Limited;</li> <li>➤ Eleveno Treasures Private Limited.</li> </ul>
Membership of the committees of other Companies [includes Audit and Stakeholders Relationship Committee]	<ul style="list-style-type: none"> <li>➤ Member of Audit Committee of Man Realtors and Holdings Private Limited</li> </ul>
No. of Shares/ options held in the Company	Nil
Number of Board meetings held/attended during the year	5/5