



## MAN INFRACONSTRUCTION LIMITED

(CIN: L70200MH2002PLC136849)

**Date:** May 26, 2025

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

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

**Scrip Code: 533169**

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

Dear Sir/ Madam,

In continuation to our letter dated May 20, 2025 regarding outcome of Board Meeting and pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), please find enclosed the Postal Ballot Notice dated May 20, 2025 for seeking approval of Shareholders of the Company by way of Ordinary Resolution for the business as set out in the Postal Ballot Notice.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., MUFG Intime India Private Limited /Depository(ies)/Depository Participants (DPs) and whose names appear in the Register of Members/list of Beneficial Owners as on the **cut-off date, i.e., Wednesday, May 21, 2025**. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address.

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



**L I V E   B E T T E R**





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The Company is pleased to provide Remote e-voting facility to its Members, to enable them to cast their votes electronically. The instructions for Remote e-voting are mentioned in the Postal Ballot Notice dated May 20, 2025. The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

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

Commencement of e-Voting	<b>Wednesday, May 28, 2025 at 9:00 A.M. (IST)</b>
End of e-Voting	<b>Thursday, June 26, 2025 at 5:00 P.M. (IST)</b>

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**



Scan to know more



## MAN INFRACONSTRUCTION LIMITED

**Corporate Identity Number:** L70200MH2002PLC136849

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

**Tel:** +91 22 42463999; **Website:** [www.maninfra.com](http://www.maninfra.com);

**Investor Relation Contact:** [investors@maninfra.com](mailto:investors@maninfra.com)

### POSTAL BALLOT NOTICE

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

**Dear Member(s),**

**NOTICE** is hereby given pursuant to Section 110 and 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), the Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations/ SEBI Listing Regulations**"), including any statutory modification(s), substitution(s) or re-enactment(s) thereof for the time being in force and General Circular dated 19 September 2024 issued by the Ministry of Corporate Affairs (the "MCA") read along with other connected circulars issued from time to time in this regard (the "MCA Circulars") and any other applicable law, rules and regulations as amended from time to time, that the approval of the Members of Man Infraconstruction Limited ("**Company**") is sought for the resolution appended below which is proposed to be passed by means of Postal Ballot through Remote e-voting only.

### APPROVAL OF RELATED PARTY TRANSACTIONS:

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 ("**the Act**"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, governing the Related Party Transactions and the Company's Policy on Materiality of Related Party Transaction(s), and as per the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of Members of the Company be and is hereby accorded for entering into the arrangements/transactions (including transfer of resource, service or obligation) with related parties, as defined under Section 2(76) of the Companies Act, 2013, viz.

Related Party Transactions under Section 188 (1) of Companies Act, 2013/Regulation 23 of the the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	Man Vastucon LLP		Arhan Homes LLP		Atmosphere Homes LLP	
	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover
Nature of Relationship	Subsidiary		Associate		Associate	
Name of Interested Person (In Capacity as Director(s) of Company)	Manan P. Shah		Manan P. Shah		Manan P. Shah	
Sale, purchase of goods or materials or supply of services@	15.0	1.35%	15.0	1.35%	15.0	1.35%
Selling or buying of fixed assets@	15.0	1.35%	15.0	1.35%	15.0	1.35%
Capital contribution and giving of Loans (Repayable on demand)#	100.0	9.02%	100.0	9.02%	100.0	9.02%

Construction Contracts/ PMC Agreements@	-	-	75.0	6.77%	50.0	4.51%
Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided on behalf of \$	250.0	22.56%	250.0	22.56%	250.0	22.56%
Sale/Purchase of Immoveable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties@	50.0	4.51%	-	-	-	-

Related Party Transactions under Section 188 (1) of Companies Act, 2013/Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	Atmosphere Realty Private Limited		Trident Agro Terminals and Logistic Pvt. Ltd.		Royal Netra Constructions Pvt. Ltd.	
	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover
Nature of Relationship	Associate		Associate		Associate	
Name of Interested Person (In Capacity as Director(s) of Company)	Manan P. Shah		Manan P. Shah		-	
Sale, purchase of goods or materials or supply of services@	15.0	1.35%	15.0	1.35%	15.0	1.35%
Selling or buying of fixed assets@	15.0	1.35%	15.0	1.35%	15.0	1.35%9.0
Capital contribution and giving of Loans (Repayable on demand)#	-	-	50.0	4.51%	100.0	9.02%
Construction Contracts/ PMC Agreements@	50.0	4.51%	300.0	27.07%	100.0	9.02%
Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided on behalf of \$	150.0	13.54%	300.0	27.07%	100.0	9.02%
Sale/Purchase of Immoveable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties@	-	-	-	-	-	-

## Notes:

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

**RESOLVED FURTHER THAT** the Audit Committee and the Board of Directors of the Company, as the case may be, be further authorized to approve material modifications, as defined under Regulation 23 of the SEBI Listing Regulation, by altering and/or varying the terms and conditions of such arrangements/transactions; without further reference to the Members of the Company, in such manner as may be decided by the Audit Committee from time to time.



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

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

**Place:** Mumbai  
**Date:** May 20, 2025  
**CIN:** L70200MH2002PLC136849

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

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

## NOTES

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('**Notice**').
2. In terms of the MCA Circulars, this Notice along with the instructions regarding e-voting is being sent only by email to all those Members, whose email addresses are registered with the Company or the RTA or with the depository(ies)/depository participants ('DPs') and whose names appear in the register of Members/ list of beneficial owners as on the Cut-off date i.e., Wednesday May 21, 2025. All the Members of the Company, as on the Cut-off date, shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a Member on the Cut-off date shall treat this Notice for information purpose only. In this Notice, the term Member(s) or shareholder(s) are used interchangeably.

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

3. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company hereby requests all its Members to register their email address, if not yet registered, by following the instructions mentioned under note no. 8 to enable the Company to provide all communications through email.

4. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com) with a copy marked to [investors@maninfra.com](mailto:investors@maninfra.com) or [evoting@nsdl.com](mailto:evoting@nsdl.com).

5. 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. **Thursday, June 26, 2025** till 5.00 pm.
6. The Board of Directors, at their meeting held on May 20, 2025 have appointed Mr. Himanshu S. Kamdar (Membership No.: FCS 5171, COP No. 3030) Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Remote e-voting and ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
7. The Remote e-voting shall commence on **Wednesday, May 28, 2025 at 9.00 A.M. (IST)** and shall end on **Thursday, June 26, 2025 at 5.00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter and voting shall not be allowed beyond the specified date and time. During this period, Members of the Company holding shares as on **cut-off date, i.e. Wednesday, May 21, 2025** may cast their vote by electronic means in the manner given in Note no. 10. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. in physical or electronic form as on the Cut-Off date may cast their vote electronically.
8. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN and KYC details. Members are requested to submit Form ISR-1 duly filled and signed along with self-attested copy of the PAN card and such other documents as prescribed in the Form, to register or update. 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.

The Members holding shares in Dematerialized mode are requested to register their e-mail address / electronic bank mandate with their respective Depository Participant.

9. The Scrutinizer shall, after conclusion of the e-voting period, submit his report, within prescribed timelines, to the Chairman or any person so authorized by him, who shall countersign the same and declare the results thereof. Results of the voting will be declared by placing the same along with the Scrutinizer's report on the Company's website at [www.maninfra.com](http://www.maninfra.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) shall also be communicated to the stock exchanges within two working days from last date of voting, i.e., on or before Saturday June 28, 2025. 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. The instructions for Remote e-voting by Members are as under:

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After

successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "**Access to e-voting**" under e-voting services and you will be able to see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL	<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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

**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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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

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

### General Guidelines for shareholders

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

**Place:** Mumbai  
**Date:** May 20, 2025  
**CIN:** L70200MH2002PLC136849

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

**Regd office:**  
12<sup>th</sup> Floor, Krushal Commercial Complex,  
G. M. Road, Chembur (W), Mumbai – 400 089  
**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 OF THE COMPANIES ACT, 2013**

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

The Company, in ordinary course of its business, regularly enters into transactions with related parties, as defined under Section 2(76) of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations, including those mentioned in the Notice. The Company proposes to seek shareholders' approval pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to enable the Company to enter into Related Party Transactions and for subsequent material modifications thereto as may be required from time to time. The disclosure as required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, are as follows:

<b>Related Party Transactions under Section 188 (1) of Companies Act, 2013/Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*</b>	<b>Man Vastucon LLP</b>		<b>Arhan Homes LLP</b>		<b>Atmosphere Homes LLP</b>	
	<b>Amount (In Rs. Crs.)</b>	<b>% to Annual Consolidated Turnover</b>	<b>Amount (In Rs. Crs.)</b>	<b>% to Annual Consolidated Turnover</b>	<b>Amount (In Rs. Crs.)</b>	<b>% to Annual Consolidated Turnover</b>
Nature of Relationship	Subsidiary		Associate		Associate	
Name of Interested Person (In Capacity as Director(s) of Company)	Manan P. Shah		Manan P. Shah		Manan P. Shah	
Sale, purchase of goods or materials or supply of services@	15.0	1.35%	15.0	1.35%	15.0	1.35%
Selling or buying of fixed assets@	15.0	1.35%	15.0	1.35%	15.0	1.35%
Capital contribution and giving of Loans (Repayable on demand)#	100.0	9.02%	100.0	9.02%	100.0	9.02%
Construction Contracts/ PMC Agreements@	-	-	75.0	6.77%	50.0	4.51%

Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided on behalf of \$	250.0	22.56%	250.0	22.56%	250.0	22.56%
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties@	50.0	4.51%	-	-	-	-

Related Party Transactions under Section 188 (1) of Companies Act, 2013/Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	Atmosphere Realty Private Limited		Trident Agro Terminals and Logistic Pvt. Ltd.		Royal Netra Constructions Pvt. Ltd.	
	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover
Nature of Relationship	Associate		Associate		Associate	
Name of Interested Person (In Capacity as Director(s) of Company)	Manan P. Shah		Manan P. Shah		-	
Sale, purchase of goods or materials or supply of services@	15.0	1.35%	15.0	1.35%	15.0	1.35%
Selling or buying of fixed assets@	15.0	1.35%	15.0	1.35%	15.0	1.35%9.0
Capital contribution and giving of Loans (Repayable on demand)#	-	-	50.0	4.51%	100.0	9.02%
Construction Contracts/ PMC Agreements@	50.0	4.51%	300.0	27.07%	100.0	9.02%
Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided on behalf of \$	150.0	13.54%	300.0	27.07%	100.0	9.02%
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties@	-	-	-	-	-	-

## Notes:

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

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

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

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

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

**Place:** Mumbai  
**Date:** May 20, 2025  
**CIN:** L70200MH2002PLC136849

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

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