MAN INFRACONSTRUCTION LIMITED

Corporate Identity Number: L70200MH2002PLC136849
12th Floor, Krushal Commercial Complex, G. M. Road, Chembur (West), Mumbai – 400 089
Tel: +91 22 42463999; **Website:** www.maninfra.com;
Investor Relation Contact: investors@maninfra.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014 ('Rules') each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the of the Companies (Management & Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated September 22, 2025 to transact the Special Business as set out hereunder are proposed to be passed by the Members Ordinary and Special Resolutions through postal ballot, by voting through electronic means only ('remote e-voting').

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Man Infraconstruction Limited ("**the Company"**)/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrar to an Issue and Share Transfer Agent ('RTA') / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.maninfra.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in the 'Notes' section of this Notice peruse the proposed resolutions along with the Explanatory Statement and thereafter record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Monday, September 21, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. APPOINTMENT OF MR. VATSAL P. SHAH (DIN: 08125055) AS A DIRECTOR IN THE CATEGORY OF NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to Sections 149, 152 and 161, any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Vatsal P. Shah (DIN: 08125055), was appointed as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company by the Board of Directors with effect from August 12, 2026 and who is eligible for appointment and has given his consent to act as Director of the Company and in respect of whom the Company has received notice in writing under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby authorized to file the necessary documents/ forms with the Registrar of Companies and to do all such acts deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto."

2. APPOINTMENT OF MR. SIVARAMAKRISHNAN S. IYER (DIN: 00503487) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A FIRST TERM OF 5 YEARS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (the "Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, and such other rules, as may be applicable of the Act, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") as amended from time to time and pursuant to the provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Sivaramakrishnan S. Iyer (DIN: 00503487), was appointed as an Additional Director in the category of Independent Director of the Company with effect from August 12, 2026, in terms of Section 161 of the Act and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as a Independent, Non-Executive Director of the Company for a first term of 5 (five) consecutive years from August 12, 2026 upto August 11, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder, Mr. Sivaramakrishnan S. Iyer shall be entitled to receive the sitting fees / commission as permitted to be received in the capacity of Independent Director of the Company under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorized to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
of Man Infraconstruction Limited

Sd/-
Durgesh Dingankar
Company Secretary & Compliance Officer
Membership No: F7007

Place: Mumbai
Date: August 12, 2026
CIN: L70200MH2002PLC136849

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

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rules 20 and 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 Notice.

2. In compliance with the MCA Circular, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/RTA as on Friday, August 14, 2026 ('**cut-off date**') and whose email addresses are registered with the Company/ RTA/ Depositories or who will register their email address in accordance with the process outlined in this Notice. 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.

3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the cut-off date shall be eligible to cast their votes through postal ballot by remote e-voting only. A person who is not a Member on the cut-off date should treat this Notice for information purposes only. It is however clarified that, all Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

4. The Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 10 of this Notice.

5. The remote e-voting shall commence on Sunday, August 23, 2026 at 9:00 a.m. (IST) and shall end on Monday, September 21, 2026 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 remote e-voting module shall be disabled by NSDL for voting thereafter.

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

7. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at investors@maninfra.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of remote e-voting of this Postal Ballot.

8. Once the vote on the resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.

9. 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 the Securities and Exchange Board of India ('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. Members are advised to update their mobile number and email address 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 https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 'Shareholders/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	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
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 evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 'Shareholders/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 user your existing password to login and cast your vote.
   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle 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 resolutions, you will not be allowed to modify your vote.

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 shareholders, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@maninfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@maninfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholders/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.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hsk@rathiandassociates.com with a copy marked to evoting@nsdl.com and investors@maninfra.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.
4. The Board of Directors, at their meeting held on August 12, 2026 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.
5. The Scrutinizer will submit his/her report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot through remote e-voting within two working days from the conclusion of the Postal Ballot viz. on or before Wednesday, September 23, 2026. The Scrutinizer's decision on the validity of votes cast will be final.
6. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.maninfra.com ballot and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges where the equity shares of the Company are listed. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. on Monday, September 21, 2026.

By Order of the Board of Directors
of Man Infraconstruction Limited

Sd/-
Durgesh Dingankar
Company Secretary & Compliance Officer
Membership No: F7007

Place: Mumbai
Date: August 12, 2026
CIN: L70200MH2002PLC136849

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

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

Item No: 1

The Board of Directors of the Company, at its meeting held on August 12, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Vatsal P. Shah (DIN: 08125055) as an Additional Director in the category of Non-Executive, Non-Independent Director of the Company with effect from August 12, 2026, pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Rules made thereunder and the Articles of Association of the Company.

The Company has received from Mr. Vatsal P. Shah all requisite statutory disclosures and declarations, including:

- Consent to act as a Director in Form DIR-2;
- Intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director pursuant to Sections 164(1) and 164(2) of the Act;
- Declaration confirming that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority;
- Disclosure of interest in Form MBP-1 pursuant to Section 184(1) of the Act; and
- A notice in writing from the member of the Company under Section 160(1) of the Act proposing his candidature for appointment as a Director of the Company.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), approval of the members is required to be obtained at the next general meeting or within three months from the date of appointment of the Director, whichever is earlier. Accordingly, the approval of the members is being sought by way of an Ordinary Resolution through Postal Ballot for the appointment of Mr. Vatsal P. Shah as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation.

The Board is of the opinion that Mr. Vatsal P. Shah possesses requisite knowledge, skills, expertise and experience in the areas of global business operations, strategic management, business development and corporate governance. His academic background in Business Analytics, coupled with his experience in overseeing global operations, executing business strategies and driving business development initiatives, would enable him to contribute effectively to the strategic direction and long-term growth of the Company. The Board is also satisfied that he fulfils the conditions specified under the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations for his appointment as a Director of the Company.

A brief profile of Mr. Vatsal P. Shah and the disclosures required under the Companies Act, 2013, Secretarial Standard-2 on General Meetings and the SEBI Listing Regulations are provided in **Annexure A** to this Notice.

Mr. Vatsal P. Shah is son of Mr. Parag K. Shah, Chairman (Promoter and Non-Executive Director) and brother of Mr. Manan P. Shah, Managing Director of the Company. Except for the aforesaid relationships, he is not related to any other Director or Key Managerial Personnel of the Company.

Accordingly, except Mr. Vatsal P. Shah, Mr. Parag K. Shah, Mr. Manan P. Shah and other members of the Promoter Group of the Company, and their respective relatives to the extent of their shareholding/interest, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no.1 of the notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the members.

Item No: 2

The Board of Directors of the Company at its meeting held on August 12, 2026, based on the recommendation of the Nomination & Remuneration Committee ("NRC"), approved the appointment of Mr. Sivaramakrishnan S. Iyer (DIN: 00503487), as an Additional Director in the category of Independent Director of the Company subject to the approval of members of the Company, for a first term of 5 (five) consecutive years with effect from August 12, 2026, up to August 11, 2031, not liable to retire by rotation.

The Company has received from Mr. Sivaramakrishnan S. Iyer all requisite statutory disclosures and declarations, including:

- Consent to act as a Director of the Company;
- Disclosure of interest in Form MBP-1 pursuant to Section 184(1) of the Act;
- Declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations;
- Confirmation of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs;
- Intimation confirming that he is not disqualified from being appointed as a Director pursuant to Section 164 of the Act;
- Declaration confirming that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India ("SEBI") or any other authority; and
- A notice in writing under Section 160 of the Act proposing his candidature for appointment as an Independent Director of the Company.

Further, there is no inter se relationship between him and any other Director or Key Managerial Personnel of the Company. In the opinion of the Board, the said Director fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as Independent Director of the Company and he is independent of the management. A brief profile of Mr. Sivaramakrishnan S. Iyer is attached to this notice.

In the opinion of Board of Directors, appointment of Mr. Sivaramakrishnan S. Iyer as an Independent Director would be in the best interest of the Company considering his expertise in Corporate Finance, Debt/Equity fund raising, Mergers/ Acquisitions and Capital Structuring. He is also acting as a strategic advisor to various companies and been actively engaged by various private investors in India for advising them on their investments

Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to obtain approval of the members at the next general meeting or within a time period of three months from the date of appointment of Director, whichever is earlier. In compliance with the provisions of Sections 149, 152 and 161 and other applicable provisions of the Act read with Schedule IV of the Act and the rules framed thereunder and in terms of Regulations 17, 25 and other applicable provisions of the SEBI Listing Regulations, appointment of Mr. Sivaramakrishnan S. Iyer as an Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years from August 12, 2026, up to August 11, 2031 is being placed before the members for their approval by means of a Special Resolution. A copy of the draft letter of appointment to be issued to Mr. Sivaramakrishnan S. Iyer setting out terms and conditions of appointment will be open for inspection by members in the manner as specified in the Notice up to the date of the Annual General Meeting.

The Board recommends the special resolution set out at Item No. 2 of the Notice, for approval of the members.

Except Mr. Sivaramakrishnan S. Iyer and his relatives, none of the other Directors, Promoters or Key Managerial Personnel of the Company and their relatives, are concerned or interested financially or otherwise in the resolution set out at Item no. 2 of the Notice.

By Order of the Board of Directors
of Man Infraconstruction Limited

Sd/-
Durgesh Dingankar
Company Secretary & Compliance Officer
Membership No: F7007

Place: Mumbai
Date: August 12, 2026
CIN: L70200MH2002PLC136849

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

ANNEXURE-A:

DETAILS OF DIRECTOR PROPOSED FOR APPOINTMENT AT THE FORTHCOMING GENERAL MEETING

The Statement of disclosures pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, is as under:

Name	Vatsal Parag Shah	Mr. Sivaramakrishnan S. Iyer
Director Identification Number	08125055	00503487
Designation and Category of Director	Additional Director (Non-Executive, Non-Independent)	Additional Director (Non-Executive, Independent)
Date of Birth and Age	July 01, 1997 (29 Years)	January 28, 1967 (59 Years)
Date of Appointment on the Board	August 12, 2026	August 12, 2026
Qualification and Experience (expertise in specific functional area)	Mr. Vatsal P. Shah has cultivated over a decade of international academic and professional experience through rigorous programs in the United States. He earned a Bachelor of Science in Business Administration (BSBA) from Northeastern University, followed by a Master of Science (M.S.) in Business Analytics from the University of Miami, equipping him with a strong foundation in business strategy, data-driven decision-making, and analytical excellence. As a Director of MICL Global Inc. (a wholly owned subsidiary of Man Infraconstruction Limited) and a member of the promoter group, Mr. Shah has provided strategic leadership and oversight of the company's international operations since 2020. He brings expertise in cross-border business management, corporate strategy, and business development, supported by his extensive global exposure. Mr. Shah has played a key role in identifying growth opportunities, leading strategic initiatives, and strengthening governance frameworks, contributing to the company's expanding global presence.	Mr. Sivaramakrishnan S. Iyer is a Chartered Accountant and has a Bachelor's Degree in Commerce from the University of Mumbai. He has over 30 years of experience and acts as a strategic advisor to companies and specializes in Corporate Finance, Debt/Equity fund raising, Mergers/ Acquisitions and Capital Structuring. He is actively engaged by various private investors in India for advising them on their investments.

Terms and conditions of appointment/ re-appointment and remuneration sought to be paid	Appointment as a Non-Executive, Non-Independent Director of the Company with effect from August 12, 2026, liable to retire by rotation in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company. He shall be entitled to receive sitting fees for attending meetings of the Board of Directors and/or Committees thereof, as may be determined by the Board from time to time, within the limits prescribed under the Companies Act, 2013.	Appointment as a Non-Executive, Independent Director of the Company with effect from August 12, 2026, for a first term of 5 (Five) consecutive years, not liable to retire by rotation. He shall be entitled to receive sitting fees for attending meetings of the Board of Directors and/or Committees thereof, as may be determined by the Board from time to time, within the limits prescribed under the Companies Act, 2013.
Remuneration last drawn (for FY 2025-26)	N.A.	N.A.
Remuneration sought to be paid	Sitting Fees and Commission as per the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors	Sitting Fees and Commission 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	Mr. Vatsal P. Shah is son of Mr. Parag K. Shah, Chairman (Promoter and Non-Executive Director) and brother of Mr. Manan P. Shah, Managing Director	Not Applicable
Directorship in other Companies (excluding foreign companies)	N.A.	➢ Praj Genx Limited ➢ Norse Brands Private Limited ➢ Greenai Services Private Limited ➢ Aptech Limited ➢ Crest Ventures Limited ➢ Immunoscript Life Science Private Limited
Chairperson/ Membership of the committees of other Companies [includes Audit and Stakeholders Relationship Committee]	N.A	Chairman of Audit Committee in Crest Ventures Limited and Aptech Limited.
No. of Equity Shares/ options held in the Company	3,49,97,069 (8.67%)	NIL
Number of Board meetings held/attended during the year 2026-27	Held:2 Entitled to attend:1	Held:2 Entitled to attend:1