



NOTICE OF 22ND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF MAN INFRACONSTRUCTION LIMITED (CIN: L70200MH2002PLC136849) WILL BE HELD ON TUESDAY, AUGUST 06, 2024 AT 11:00 A.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. ADOPTION OF ANNUAL ACCOUNTS:

To receive, consider and adopt:

- (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Directors and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, and the Report of the Auditors thereon.

2. DIVIDEND:

To confirm payment of following Interim Dividends paid during the year as Final Dividends for the financial year ended March 31, 2024:

- (a) First Interim Dividend of ₹ 0.36 per equity share of ₹ 2/- each;
- (b) Second Interim Dividend of ₹ 0.36 per equity share of ₹ 2/- each;
- (c) Third Interim Dividend of ₹ 0.36 per equity share of ₹ 2/- each; and
- (d) Fourth Interim Dividend of ₹ 0.54 per equity share of ₹ 2/- each.

3. RE-APPOINTMENT OF MR. ASHOK M. MEHTA (DIN:03099844), THE RETIRING DIRECTOR:

To appoint a Director in place of Mr. Ashok M. Mehta (DIN: 03099844), who retires by rotation and being eligible, has offered himself for re-appointment.

4. RE-APPOINTMENT OF MR. BERJIS DESAI (DIN: 00153675), THE RETIRING DIRECTOR:

To appoint a Director in place of Mr. Berjis Desai (DIN: 00153675), who retires by rotation and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS:

5. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR:

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Shekhar Joshi & Co., Cost Accountants (Firm Registration Number 100448), Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, at a remuneration of ₹ 85,000/- (Rupees Eighty-Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses in connection with the aforesaid audit be and is hereby ratified and confirmed and that the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. RE-APPOINTMENT OF MR. MANAN P. SHAH (DIN: 06500239) AS A MANAGING DIRECTOR:

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 14, 2024, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Manan P. Shah (DIN: 06500239) as the Managing Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 11th September, 2024 up to 10th September, 2029 on terms and conditions including remuneration and commission as set out in the explanatory statement annexed hereto, with

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further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the Members of the Company, in such manner as may be agreed between the Board of Directors and Mr. Manan P. Shah; subject to the provisions contained in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, Mr. Manan P. Shah, Managing Director, shall be paid remuneration at the same substantive levels as specified in the Explanatory Statement annexed hereto and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and / or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

7. RE-APPOINTMENT OF MR. ASHOK M. MEHTA AS A WHOLE-TIME DIRECTOR:

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

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 14, 2024, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ashok M. Mehta (DIN: 03099844) as the Whole-time Director of the Company, being liable to retire by rotation, for a period of 5 (five) years with effect from 11th September, 2024 up to 10th September, 2029 on terms and conditions including remuneration and commission as set out in the explanatory statement annexed hereto, with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the Members of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Ashok M. Mehta; subject to the provisions contained in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any financial year, Mr. Ashok M. Mehta, Whole-time Director, shall be paid remuneration at the same substantive levels as specified in the Explanatory Statement annexed hereto and the same shall be treated as the Minimum Remuneration payable to the said Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors (including its committee thereof) and / or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

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

Durgesh S. Dingankar
Company Secretary
Membership No.: F7007

Place: Mumbai
Date: May 14, 2024

Registered office:
CIN: L70200MH2002PLC136849
12th Floor, Krushal Commercial Complex,
G. M. Road, Chembur (West), Mumbai – 400 089
Web-site: www.maninfra.com
E-mail: investors@maninfra.com
Tel: 022 4246 3999

NOTES:

1. Ministry of Corporate Affairs (MCA) vide its General Circular no. 09/2023 dated September 25, 2023 read with MCA circulars no. 14/2020, 17/2020, 20/2020 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020 and December 28, 2022 respectively, read with SEBI circulars no. SEBI/HO/CFD/ POD-2/P/CIR/2023/167 and SEBI/HO/CFD/CMD2/ CIR/P/2022/62 and dated October 7, 2023 and May 13, 2022 respectively (collectively, the "said Circulars"), allowed companies to hold shareholders meeting through video conferencing or other audio visual means ("VC/OAVM") dispensing requirement of physical presence of members at a common venue, and other related matters with respect to such meetings. Accordingly 22nd AGM of the Company is held through VC in compliance with the provisions of the said Circulars, and consequently no attendance slip is enclosed with this notice. The deemed venue for AGM shall be the registered office of the Company.



2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.** However, since this AGM is held through VC, the facility for appointment of proxies is not available for this AGM, in terms of the said Circulars. Accordingly, no proxy form is enclosed with this notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to hsk@rathindassociates.com with a copy marked to evoting@nsdl.com and investors@maninfra.com.
4. Registers maintained under Section 170 and 189 shall be available for inspection by Members at the Registered Office of the Company during business hours between 11.00 A.M. to 1.00 P.M. except on holidays, upto the date of the Annual General Meeting. Members seeking to inspect such documents can send an email to investors@maninfra.com in that regard.
5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses to be transacted at the meeting, is annexed hereto.
6. The particulars of the Directors proposed to be appointed/ reappointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is annexed hereto.
7. The physical copies of notice of 22nd Annual General Meeting and the Annual Report 2023-24 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 1.00 P.M. except on holidays, upto the date of the Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, July 31, 2024 to Tuesday, August 06, 2024; both days inclusive.
9. In line with the said MCA Circulars, the notice of the 22nd AGM along with the Annual Report 2023-24 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company's website <https://www.maninfra.com/annual-reports/#ir>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. However, members of the Company are entitled to receive Notice of this AGM and the Annual Report for 2023-24 in physical form upon request.
10. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Investor Relations Department of the Company, at investors@maninfra.com at least 7 days before the date of the meeting (i.e on or before Tuesday, July 30, 2024), to enable the Company to make available the required information at the meeting, to the extent practicable.
11. The Members can join the AGM in the VC/OAVM mode **15 minutes** before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for **1,000 members on first come first served basis**. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
12. All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date namely Tuesday, July 30, 2024 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the Annual General Meeting.
13. Kindly refer the Directors' Report in respect of the unclaimed and unpaid dividends, and the dividend amount and shares transferred to IEPF.
14. Members are requested to send all communications relating to shares and unclaimed dividends, change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the address: LINK INTIME INDIA PVT. LTD. (Unit: Man Infraconstruction Limited) C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel. No. (022) 4918 6000 Fax No. (022) 4918 6060. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

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E-VOTING

- i. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with aforesaid circulars and Secretarial Standard 2, the Company is providing facility for e-voting to all members who are holding shares as on the cut-off date as per the applicable regulations and all the businesses contained in this Notice may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.
- iii. The remote e-voting period begins on Saturday, August 03, 2024 at 09:00 A.M. and ends on Monday, August 05, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday July 30, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- iv. A Member can opt for only one mode of voting, i.e. either through Remote e-voting or by e-voting during the AGM. If a Member casts his/her vote using both the modes, then voting done through Remote e-voting shall prevail.
- v. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday July 30, 2024. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

- vi. Mr. Himanshu S. Kamdar, Partner of M/s. Rathi and Associates, Practicing Company Secretaries (COP No. 3030 and Membership No. FCS 5171) (email: hsk@rathianassociates.com) has been appointed as the Scrutinizer to scrutinize that the process of remote e-voting and e-voting at the Annual General Meeting happens in a fair and transparent manner.
- vii. The Scrutinizer shall, immediately after the conclusion of voting at the General Meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall not later than two working days of the conclusion of the AGM, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him, who shall countersign the same.
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.maninfra.com/annual-reports/#ir> and will be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their website. The same shall also be placed on the website of NSDL.

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




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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

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	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices*

after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
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@rathindassociates.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.nsd.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.nsd.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.
4. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares

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as of the cut-off date i.e. Tuesday, July 30, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, July 30, 2024, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@maninfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@maninfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/member may send an e-mail request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views / ask questions during the meeting are requested to register themselves in advance on or before Wednesday, July 31, 2024 as a speaker and send their questions along with their name, demat account number/folio number, email id, mobile number at investors@maninfra.com.
6. **Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on availability of time for the AGM.**



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

Item no. 5:

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with Companies (Cost Records and Audit) Rules, 2014, the Board of Directors of the Company, on recommendation of the Audit Committee, has approved the appointment of M/s Shekhar Joshi & Co. (Firm Registration Number 100448) as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending on March 31, 2025 at a remuneration of ₹ 85,000/- (Rupees Eighty-Five Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, if any. The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of Members is sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors for the financial year ending on March 31, 2025.

The Board of Directors recommends the resolution as set out at item no. 5 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their relative(s) is, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item no. 6:

Mr. Manan P. Shah (DIN: 06500239) was appointed by the Shareholders as Managing Director of the Company vide Postal Ballot results declared on November 01, 2019 for a period of five years from 11.09.2019 to 10.09.2024. His term as Managing Director shall expire on 10.09.2024. Considering his contribution in overall growth and performance of the Company, it is proposed to re-appoint him for further period of five years from September 11, 2024 to September 10, 2029. The re-appointment of Mr. Manan P. Shah (DIN: 06500239) as the Managing Director of the Company shall require the approval of the shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule V to the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approvals of the Central Government and other authorities, if any.

The proposed re-appointment of Mr. Manan P. Shah as the Managing Director has been considered and recommended by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on Tuesday, May 14, 2024. Mr. Manan P. Shah shall be entitled to remuneration

and commission as may be recommended by the Nomination and Remuneration Committee and Board of Directors from time to time with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Manan P. Shah; subject to the provisions contained in Schedule V to the Companies Act, 2013.

The explanatory statement and the Resolution No. 6 of the Notice shall be treated as an abstract of the terms of appointment of Mr. Manan P. Shah as Managing Director of the Company as required under Section 102 of the Companies Act, 2013. Brief Profile of Mr. Manan P. Shah is set out as given in "Annexure A" to this Notice. The Board considers that his appointment would be of immense benefit to the Company. His period of office shall be liable to determination by retirement of directors by rotation.

Mr. Manan P. Shah may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his re-appointment. Mr. Parag K. Shah, father of Mr. Manan P. Shah and his other relative(s) to the extent of their shareholding interest in the Company; may be deemed to be concerned or interested in the re-appointment of Mr. Manan P. Shah as Managing Director of the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution no. 6 of the Notice. The Board of Directors recommends resolution as set out in item no. 6 for approval of the members of the Company by way of a Special Resolution.

Item no. 7:

Mr. Ashok M. Mehta (DIN: 03099844) was appointed by the Shareholders as Whole-time Director of the Company vide Postal Ballot results declared on November 01, 2019 for a period of five years from 11.09.2019 to 10.09.2024. His term as Whole-time Director shall expire on 10.09.2024. Considering his contribution in the Company, it is proposed to re-appoint him for further period of five years from September 11, 2024 to September 10, 2029. The re-appointment of Mr. Ashok M. Mehta (DIN: 03099844) as Whole-time Director of the Company shall require the approval of the shareholders by way of passing of Special Resolution pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule V to the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approvals of the Central Government and other authorities, if any.

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The proposed appointment of Mr. Ashok M. Mehta as the Whole-time Director has been considered and recommended by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on Tuesday, May 14, 2024. Mr. Ashok M. Mehta shall be entitled to remuneration and commission as may be recommended by the Nomination and Remuneration Committee and Board of Directors from time to time with further liberty to the Board of Directors of the Company to alter and vary the said terms and conditions, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Ashok M. Mehta; subject to the provisions contained in Schedule V to the Companies Act, 2013.

The explanatory statement and the Resolution No. 7 of the Notice shall be treated as an abstract of the terms of appointment of Mr. Ashok M. Mehta as Whole-time Director of the Company as required under Section 102 of the Companies Act, 2013. Brief Profile of Mr. Ashok M. Mehta is set out as given in "Annexure A" to this Notice. The Board considers that his appointment would be of immense benefit to the Company. His period of office shall be liable to determination by retirement of directors by rotation.

Mr. Ashok M. Mehta and his relative(s) may be deemed to be concerned or interested, financially or otherwise, to the extent of their respective shareholding in respect of his appointment. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relative(s) is, in any way, concerned or interested, financially or otherwise, in the resolution no. 7 of the Notice. The Board of Directors recommends resolution as set out in item no. 7 for approval of the members of the Company by way of a Special Resolution.

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

Durgesh S. Dingankar
Company Secretary
Membership No.: F7007

Place: Mumbai
Date: May 14, 2024

Registered office:
CIN: L70200MH2002PLC136849
12th Floor, Krushal Commercial Complex,
G. M. Road, Chembur (West), Mumbai – 400 089
Web-site: www.maninfra.com
E-mail: investors@maninfra.com
Tel: 022 4246 3999

**ANNEXURE-A:****DETAILS OF DIRECTORS SEEKING APPOINTMENT**

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	Manan P. Shah	Ashok M. Mehta	Berjis Desai
Director Identification Number	06500239	03099844	00153675
Designation	Managing Director	Whole-time Director	Non - Executive Director
Date of Birth	July 02, 1992	July 05, 1964	August 02, 1956
Age	31 Years	59 Years	67 Years
Date of Appointment on the Board	29/05/2014	11/09/2019	28/05/2012
Qualification and Experience (specific functional area)	<ul style="list-style-type: none">➤ International baccalaureate diploma from RBK International Academy;➤ Bachelor of Business Administration from Kingston University, London. He has been associated with the Company since November 2012. He is spearheading Real Estate Development and Marketing division. With his originality in the architecture of the buildings, proficiency of the industry and headship knacks, the Company targets to accomplish new altitudes in the real estate.	Mr. Ashok Mehta is a Fellow Member of the Institute of Chartered Accountants of India and also holds Bachelor of Commerce degree from the University of Mumbai. He has over 35 years of experience both in India and abroad in finance, accounts, systems and commercial aspects of the business in trading and manufacturing organizations.	Mr. Berjis Desai is the Non-Executive Non – Independent Director and Chairman of MICL. A Master of Law from the University of Cambridge, he is an independent legal counsel engaged in Private Client Practice. Retired as Managing Partner of J Sagar Associates, a National Law Firm; he guides the company towards a culture of strong corporate governance and compliance.
Terms and conditions of appointment or re-appointment	Appointment for 5 years from 11.09.2024 to 10.09.2029	Appointment for 5 years from 11.09.2024 to 10.09.2029	A Non-Executive Non-Independent Director of the Company, liable to retire by rotation. Sitting fees as recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors.
Details of remuneration sought to be paid	Annual remuneration of ₹ 225 Lakhs and commission of 1.50% on consolidated PAT as recommended by the Nomination and remuneration Committee and approved by Board of Directors at their respective meetings.	Annual remuneration of ₹ 105 Lakhs and commission of 0.50% on consolidated PAT as recommended by the Nomination and remuneration Committee and approved by Board of Directors at their respective meetings.	
Remuneration last drawn (for FY 2023-24)	₹ 575 Lakhs (Including commission)	₹ 130 Lakhs (Including commission)	Sitting Fees: ₹0.59 Lakhs
Inter-se relationship between Directors and other Key Managerial Personnel	Mr. Manan P. Shah, Managing Director is the son of Mr. Parag K. Shah, Non-Executive Director - Chairman Emeritus and Promoter.	N.A.	N.A.

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Name	Manan P. Shah	Ashok M. Mehta	Berjis Desai
Directorship in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> ➤ Man Realtors and Holdings Private Limited; ➤ Manaj Infraconstruction Limited; ➤ Man Projects Limited; ➤ MICL Realtors Private Limited; ➤ Atmosphere Realty Private Limited. 	<ul style="list-style-type: none"> ➤ Man Projects Limited; ➤ Manaj Tollway Private Limited; ➤ MICL Realtors Private Limited. 	<ul style="list-style-type: none"> ➤ The Great Eastern Shipping Company Limited; ➤ Jubilant Food Works Limited; ➤ Star Health and Allied Insurance Company Limited; ➤ Chambal Fertilizers and Chemicals Limited; ➤ Hikal Limited; ➤ Emcure Pharmaceuticals Limited; ➤ Inventures Knowledge Solutions Limited; ➤ Vista Intelligence Private Limited; ➤ Ambit Private Limited.
Membership of the committees of other Companies [includes Audit and Stakeholders Relationship Committee]	<ul style="list-style-type: none"> ➤ Member of Audit Committee of Man Realtors and Holdings Private Limited 	NIL	<p>Member of Audit Committee of:</p> <ul style="list-style-type: none"> ➤ The Great Eastern Shipping Company Limited, ➤ Emcure Pharmaceuticals Limited; ➤ Chambal Fertilizers and Chemicals Limited; ➤ Inventures Knowledge Solutions Limited; ➤ Ambit Private Limited.
No. of Shares/ options held in the Company	2,13,77,245 (5.76%) Equity shares of ₹2/- each	34,155 (0.01%) Equity shares of ₹2/- each	2,97,775 (0.08%) Equity shares of ₹2/- each
Number of Board meetings held/attended during the year	6/6	6/6	6/5