Date: November 06, 2026

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 ("SEBI LODR").

Dear Sir/ Madam,

In continuation to our letter dated October 29, 2026 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 October 29, 2026 for seeking approval of Shareholders of the Company by way of Ordinary Resolution for the businesses 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., Friday, October 30, 2026**. 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.

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 October 29, 2026. 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.

MAN INFRACONSTRUCTION LTD. MUMBAI

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

Commencement of e-Voting	**Sunday, November 08, 2026 at 9:00 A.M. (IST)**
End of e-Voting	**Monday, December 07, 2026 at 5:00 P.M. (IST)**

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

You are requested to take the same on records.

Thanking You,

Yours faithfully,
For **Man Infraconstruction Limited**

DURGESH SUHAS DINGANKAR

Digitally signed by DURGESH SUHAS DINGANKAR
DN: c=IN, o=Personal, title=9108, 2.5.4.20=8c7b193392f7a480ae20a67e5f4add4698e12763a58a5bc1f13f05f5ca32c043, postalCode=400606, st=Maharashtra, serialNumber=c14870eb41544078e6d79d2077b30fc53c9ea8283ca9588779b67513eb334af7, cn=DURGESH SUHAS DINGANKAR
Date: 2026.11.06 09:00:30 +05'30'

MAN INFRACONSTRUCTION LTD. MUMBAI

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

Encl: *As above*

12th Floor, Krushal Commercial Complex, G.M. Road, Chembur (West), Mumbai - 400 089, India
T +91 22 4246 3999 | E office@maninfra.com | W www.miclgroup.com | www.maninfra.com

Scan to know more

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 108 and 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 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 the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively, '**MCA Circulars**'), that the Special Business as set out hereunder is proposed to be transacted by the Members by way of Ordinary 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, December 07, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. MATERIAL RELATED PARTY TRANSACTION(S) WITH MAN VASTUCON LLP:

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

"RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23(4) read with Schedule XII and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), the applicable provisions of the Companies Act, 2013 ('**Act**') read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended and based on the prior approval of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the '**Board**', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) as detailed in the Explanatory Statement (being provision of guarantee(s) and/or security(ies) in connection with the financial facilities to be availed by the related party; whether by way of an individual transaction or transactions taken together or series of transactions or otherwise and in addition to the approval given for related party transactions vide resolution passed on June 22, 2026), with Man Vastucon LLP ("**Man Vastucon**"), a subsidiary of Man Infraconstruction Limited and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and Man Vastucon, for an aggregate value not exceeding Rs. 150 Crores (Rupees One Hundred and Fifty Crores) and the said approval shall remain valid for a period of 1 (One) year from the date of passing of this resolution; subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise (including material modification(s) as defined in the Company's Policy on Related Party Transactions, in terms of Regulation 23(4) of the Listing Regulations) to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to Managing Director or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

2. MATERIAL RELATED PARTY TRANSACTION(S) WITH SHREEPATI SKIES (R R CHATURVEDI):

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

"RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23(4) read with Schedule XII and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the applicable provisions of the Companies Act, 2013 ('Act') read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended and based on the prior approval of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) as detailed in the Explanatory Statement (being giving of loan(s) and provision of guarantee(s) and/or security(ies) in connection with the financial facilities to be availed by the related party; whether by way of an individual transaction or transactions taken together or series of transactions or otherwise and in addition to the approval given for related party transactions vide resolution passed on June 22, 2026), with Shreepati Skies (R R Chaturvedi) ("**Shreepati Skies**"), a related party of the Company, on such terms and conditions as may be agreed between the Company and Shreepati Skies, for an aggregate value not exceeding Rs. 350 Crores (Rupees Three Hundred and Fifty Crores) and the said approval shall remain valid for a period of 1 (One) year from the date of passing of this resolution; subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise (including any material modification(s) as defined in the Company's Policy on Related Party Transactions, in terms of Regulation 23(4) of the Listing Regulations) to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to Managing Director or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

3. MATERIAL RELATED PARTY TRANSACTION(S) WITH MAN AARADHYA INFRACONSTRUCTION LLP:

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

"RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23(4) read with Schedule XII and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the applicable provisions of the Companies Act, 2013 ('Act') read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended and based on the prior approval of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) as detailed in the Explanatory Statement (being capital contribution and giving of loan(s); whether by way of an individual transaction or transactions taken together or series of transactions or otherwise and in addition to the approval given for related party transactions vide resolution passed on June 22, 2026), with Man Aaradhya Infraconstruction LLP ("**Man Aaradhya**"), a subsidiary of Man Infraconstruction Limited and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and Man Aaradhya, for an aggregate value not exceeding Rs. 150 Crores (Rupees One Hundred and Fifty Crores) and the said approval shall remain valid for a period of 1 (One) year from the date of passing of this resolution; subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise (including any material modification(s) as defined in the Company's Policy on Related Party Transactions, in terms of Regulation 23(4) of the Listing Regulations) to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to Managing Director or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

4. MATERIAL RELATED PARTY TRANSACTION(S) WITH MICL SHREEPATI AUGUST LLP:

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

"RESOLVED THAT pursuant to Regulations 2(1)(zb), 2(1)(zc), 23(4) read with Schedule XII and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the applicable provisions of the Companies Act, 2013 ('Act') read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/ statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended and based on the prior approval of the Audit Committee and the Board of Directors, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to continue with the existing contract(s)/ arrangement(s)/ transaction(s) and/or enter into and/or carry out new contract(s)/ arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement (being capital contribution and giving of loan(s)) with MICL Shreepati August LLP ("**MICL Shreepati August**"), a subsidiary of Man Infraconstruction Limited and accordingly, a related party of the Company, on such terms and conditions as may be agreed between the Company and MICL Shreepati August, for an aggregate value not exceeding Rs. 150 Crores (Rupees One Hundred and Fifty Crores) and the said approval shall remain valid for a period of 1 (One) year from the date of passing of this resolution; subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise (including any material modification(s) as defined in the Company's Policy on Related Party Transactions, in terms of Regulation 23(4) of the Listing Regulations) to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to Managing Director or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
of Man Infraconstruction Limited

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

Place: Mumbai
Date: October 29, 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 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 Circulars, 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, October 30, 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, November 08, 2026 at 9:00 a.m. (IST) and shall end on Monday, December 07, 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. The vote in this Postal Ballot cannot be exercised through proxy.

8. 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 i.e. Monday, December 07, 2026.

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

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:

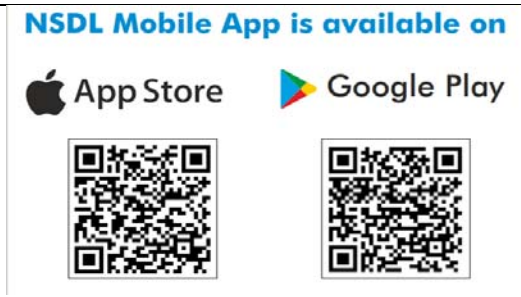
Step 1: Access to NSDL e-voting system

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

In terms of 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. 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.

	
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 resolution, 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 resolution 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 / Power of Attorney / 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 October 29, 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 postal ballot process through remote e-voting 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 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, December 09, 2026. The Scrutinizer's decision on the validity of votes cast will be final.
6. The results of the Postal Ballot shall be declared by the Chairman or any person authorised by him within two working days of the conclusion of the remote e-voting. The results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.maninfra.com 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, December 07, 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: October 29, 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 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Explanatory Statement sets out the relevant information as required under Section 102 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

Regulation 23 of the Listing Regulations mandates prior approval of Members of the Company by way of an ordinary resolution, for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of the business of the Company and at an arm's length basis.

Pursuant to Regulation 23(1) read with Schedule XII of the Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company provided the annual consolidated turnover of the Company is up to Rs. 20,000 Crores. The annual consolidated turnover of the Company for the financial year 2025-26 was Rs. 630.46 Crores. The proposed transactions with the related parties as detailed in this notice exceed the said threshold of Rs. 63.05 Crores (being 10% of the annual consolidated turnover of the Company for the financial year 2025-26). Accordingly, the Company is required to comply with Regulation 23 of the Listing Regulations with respect to material related party transactions proposed to be undertaken by the Company as mentioned herein below.

As regards the related party transactions, the explanatory statement also contains the disclosures required under Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" formulated by Industry Standard Forum in consultation with the Securities and Exchange Board of India ('**SEBI**'), and made applicable by SEBI vide circular dated June 26, 2025 (effective from September 01, 2025), read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025. The related party transactions in respect of which the Company is seeking shareholders' approval relates to the issue of corporate guarantees or providing securities in connection with financial assistance to be availed by related parties and making capital contributions and giving of loans; in respect of which the Company has duly obtained requisite approvals from Board/ shareholders under relevant sections of the Companies Act, 2013.

The proposed transactions are integral to the operational model and growth strategy of the Group's real estate business. In the real estate sector, financial support is a commercial necessity to facilitate the immediate acquisition of shortlisted land parcels and rights therein. Providing timely funds ensures no project delays during the critical, nascent stages of development, which ultimately protects the project's viability. The Company only provides loans, capital contributions, or securities where the Group has a direct economic interest. This demonstrates that the transactions are not isolated acts, but standard operational practices designed to advance the core business objectives and pipeline of the broader Group.

Typical to real estate industry, the Company as a parent entity, provides funding on a regular and business-first terms and wherever applicable, other partners provides corporate or similar guarantees/ securities. As the company charges interest that is at par with or higher than prevailing market borrowing rates, the company is appropriately compensated for its capital and risk.

Further, as per Regulation 2(1)(zc) of the Listing Regulations, the definition of Related Party Transaction ('**RPT**') includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

Details of the proposed transactions with the related parties are as follows:

Item No: 1
Background, details and benefits of the transaction:
Man Vastucon LLP ("**Man Vastucon**"), a subsidiary of Man Infraconstruction Limited ("**the Company**"), is in the business of undertaking real estate development projects in and around Mumbai, Maharashtra. Man Vastucon is inter-alia executing a real estate project namely 'Aaradhya ParkWood' at Mira Road, near Dahisar Check naka. In connection with Aaradhya ParkWood project, Man Vastucon is proposing to avail fund based financial assistance of up to Rs. 150 Crores. The Company as promoter of Man Vastucon, will be required to provide and issue corporate guarantee in favour of lender or its security trustee in respect of such financial assistance. The same shall be undertaken in the ordinary course of business and on an arm's length basis, in compliance with applicable laws and regulatory requirements.

The management has provided the Audit Committee with the relevant details of proposed RPT including material terms and basis of pricing. The Audit Committee, in its meeting held on Thursday, October 29, 2026, reviewed the proposed transaction in detail. All Independent Directors of the Audit Committee, after reviewing necessary information, have granted approval for entering into the RPT with Man Vastucon, for an aggregate value up to Rs. 150 Crores which will be valid for a period of 1 (One) year from the date of shareholders' approval. The Audit Committee has noted that the said transaction with Man Vastucon will be in the ordinary course of business of the Company and at an arm's length basis. The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The Company had previously obtained approval of its shareholders through Postal Ballot on June 22, 2026, in respect of various related party transactions including sale, purchase of goods or materials or supply of services, selling or buying of fixed assets, capital contribution and giving of loans (repayable on demand), construction contracts/ PMC agreements and transactions relating to immovable properties, etc. as more particularly mentioned therein. The approval so obtained is valid for a period of one (1) year from the date of its approval. The approval now being sought from the shareholders in respect of the proposed RPT with Man Vastucon, for an aggregate value not exceeding Rs. 150 Crores, is in addition to and over and above the earlier approval obtained through aforesaid Postal Ballot and approval sought herein shall be independent of and shall not supersede or replace the earlier approval obtained by the Company.

Details of the proposed RPTs between the Company and Man Vastucon, including the information required to be disclosed in the Explanatory Statement in accordance with Section III-B pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, and SEBI Circular dated October 13, 2025 titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions, are as follows:

Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions as per RPT Industry Standards:

SR. No	Particulars of the information	Information provided by the management
Details of the related party and transactions with the related party		
A(1). Basic details of the related party		
1.	Name of the related party	Man Vastucon LLP
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Man Vastucon is engaged in the business of Real Estate Development and other allied activities
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Man Vastucon is a subsidiary of the Company.

<table>
<tr><td>2.</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 99.98% Partnership Interest in Man Vastucon</td></tr>
<tr><td>3.</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</td><td>Fixed Capital Contribution of the Company in Man Vastucon is Rs. 4.99 Crores</td></tr>
<tr><td>4.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td>NIL</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td>Details of Transactions by Man Vastucon LLP with the Company
<table><tr><th>SI. No</th><th>Nature of transaction for FY25-26</th><th>Amount (₹ Crores)</th></tr><tr><td>1.</td><td>Sale, purchase of goods or materials or supply of services</td><td>0.03</td></tr><tr><td>2.</td><td>Capital contribution and giving of Loans</td><td>5.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 5.14 Crores
(From 01.04.2026 till 30.09.2026)</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(4). Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td><table><tr><th>SI. No</th><th>Nature of transaction</th><th>Amount (₹ Crores)</th></tr><tr><td>1.</td><td>Corporate Guarantees to be issued/ securities to be provided in connection with financial facilities being availed by Man Vastucon</td><td>150.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>23.79%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
</table>

<table>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>133.06%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.
(The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.)</td><td><table><tr><th>Particulars for FY 25-26</th><th>Amount (Rs. in Crores)</th></tr><tr><td>Turnover</td><td>112.73</td></tr><tr><td>Profit after Tax</td><td>10.24</td></tr><tr><td>Net worth</td><td>10.29</td></tr></table></td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td><table><tr><th>SI. No</th><th>Nature of transaction</th><th>Amount (₹ Crores)</th></tr><tr><td>1.</td><td>Corporate Guarantees to be issued/ securities to be provided in connection with financial facilities being availed by Man Vastucon</td><td>150.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>The proposed transaction between the Company and Man Vastucon involves provisions of guarantees/ securities in connection with financial facilities being availed by Man Vastucon for development and completion of "Aaradhya ParkWood" project and repayment/reduce of loans/ capital contributions to/by the promoter entity.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The proposed transaction is expected to be executed within 1 year from the date of approval as per project requirements.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>The proposed corporate guarantee(s) to be issued or security(ies) to be provided for an amount of up to Rs. 150 Crores is/are estimated to be issued/provided during FY 2026-27.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>Refer to background, details and benefit of the transaction captured above. The proposed related party transaction ("RPT") is in the interest of the listed entity as they are undertaken in the ordinary course of business and on an arm's length basis. While both entities are part of the MICL Group, Man Vastucon being subsidiary of the Company, they operate independently with clearly defined commercial roles and responsibilities. Providing a guarantee/ security ensures the subsidiary secures capital to operate, which directly drives dividends and capital appreciation back to the parent.

It is also pertinent to note that generally MICL group undertakes real estate projects through special purpose vehicles (SPVs). As the parent entity, the Company provides critical support to these SPVs in the form of financial backing and liquidity support, leveraging of the parent's</td></tr>
</table>

		stronger balance sheet for improved credit access, facilitation of funding at competitive terms, and provision of corporate guarantee, where required. It is a universally accepted commercial standard for banks/financial institutions to mandate parent corporate guarantees to mitigate credit risk and lower interest rates for the subsidiary. Because this practice is standard across almost all corporate groups globally, the transaction aligns perfectly with what independent parties expect in ordinary commercial dealings. The Company's brand strength and market reputation also enhance stakeholder confidence, aid in faster project monetization, and improve overall marketability of the project. It also reduces uncertainties typically associated with project execution and strengthens the financial and operational resilience of the SPVs and, by extension, the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Man Infraconstruction Limited holds 99.98% Partnership Interest in Man Vastucon. Mr. Manan P. Shah, who is the Managing Director of the Company, holds position of Designated Partner in Man Vastucon, as a Nominee of the Company. None of the promoter(s) / director(s) Key managerial personnel of the Company, directly or indirectly, have any interest in the transaction.
	a. Name of the Director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision-making.	All relevant information forms a part of this disclosure setting out requisite facts.
Part B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1.	a. Rationale for giving guarantee, surety, indemnity or comfort letter	The Company will be required to issue corporate guarantee in connection with credit facilities to be availed by Man Vastucon in connection with "Aaradhya ParkWood" project. The same shall enhance Man Vastucon's creditworthiness, thereby facilitating access to capital that might otherwise be unavailable or significantly more expensive for Man Vastucon. By leveraging the stronger balance sheet and credit profile of the Company, Man Vastucon can secure financing on more favorable terms, such as lower interest rates and/or longer repayment term, etc.
	b. Whether it will create a legally binding obligation on Company?	Yes

2.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	No commission or fee is receivable by the Company for providing Guarantee. The guarantee is being provided in the capacity as promoter of Man Vastucon and a related party without any monetary consideration. In the event the guarantee is invoked, the Company shall have a right to recover the amount from Man Vastucon; subject to first charge of Lender; if any.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Maximum Rs. 150 Crores, if Guarantee provided for full amount. Currently, no provision is required to be made in the books of accounts of the Company. In future, if any Guarantee is issued, required disclosure shall be made in the notes to the financial statements.
Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years: FY 2025-2026 FY 2024-2025 FY 2023-2024	Man Vastucon was solvent and had a going concern status during the last three financial years.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Maximum Rs. 150 Crores, if Guarantee provided for full amount. Currently, no provision is required to be made in the books of accounts of the Company. In future, if any Guarantee is issued, required disclosure shall be made in the notes to the financial statements.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person.	NIL

	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable
	b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Not Applicable
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 1.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 1 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 1 of the accompanying Notice to the Members for approval.

Item No: 2

Background, details and benefits of the transaction:

Shreepati Skies (R R Chaturvedi) ("**Shreepati Skies**"), a related party of Man Infraconstruction Limited ("**the Company**"), is engaged in the business of real estate development project in and around Mumbai, Maharashtra. Shreepati Skies is the owner of and has acquired development rights in respect of properties located at Tardeo, South Mumbai and is developing a project in the name of "Aaradhya Avaan". The subsidiary of the Company namely, Man Vastucon has acquired joint development rights from Shreepati Skies in the Project. Shreepati Skies is required to undertake a range of activities including project planning, design, procurement, construction, and overall project management. For efficient execution of the Project and to ensure seamless operations, Shreepati Skies may enter into transactions with the Company relating to, availing financial support in the form of loans and obtaining corporate guarantees or securities in respect of credit facilities. All such transactions between Shreepati Skies and the Company shall be undertaken in the ordinary course of business and on an arm's length basis, in compliance with applicable laws and regulatory requirements.

The management has provided the Audit Committee with the relevant details of proposed RPTs including material terms and basis of pricing. The Audit Committee, in its meeting held on Thursday, October 29, 2026, reviewed the proposed transactions in detail. All Independent Directors of the Audit Committee, after reviewing necessary information, have granted approval for entering into the RPTs with Shreepati Skies, for an aggregate value of up to Rs. 350 Crores which shall be valid for a period of 1 (One) year from the date of Shareholders approval. The Audit Committee has noted that the said transactions with Shreepati Skies will be in the ordinary course of business of the Company and at an arm's length basis. The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The Company had previously obtained approval of its shareholders through Postal Ballot on June 22, 2026, in respect of various related party transactions including sale, purchase of goods or materials or supply of services, selling or buying of fixed assets, capital contribution and giving of loans (repayable on demand) and construction contracts/ PMC agreements, etc. as more particularly mentioned therein.

The approval so obtained is valid for a period of one (1) year from the date of its approval. The approval now being sought from the shareholders in respect of the proposed RPT with Shreepati Skies, for an aggregate value not exceeding Rs. 350 Crores, is in addition to and over and above the earlier approval obtained through aforesaid Postal Ballot and approval sought herein shall be independent of and shall not supersede or replace the earlier approval obtained by the Company.

Details of the proposed RPTs between the Company and Shreepati Skies, including the information required to be disclosed in the Explanatory Statement in accordance with Section III-B pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, and SEBI Circular dated October 13, 2025 titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", are as follows:

Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions as per RPT Industry Standards:

<table>
<tr><th>SI. No</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">Details of the related party and transactions with the related party</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(1). Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>Shreepati Skies (R R Chaturvedi)</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Shreepati Skies is engaged in the business of Real Estate Development and other allied activities</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(2). Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.</td><td>Shreepati Skies a related party of the Company. Man Vastucon, a subsidiary of the Company has acquired joint development rights in 'Aaradhya Avaan' Project.</td></tr>
<tr><td>2.</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td>3.</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</td><td>Not Applicable</td></tr>
<tr><td>4.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td>NIL</td></tr>
<tr><td colspan="3">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td>Details of Transactions by Shreepati Skies (R R Chaturvedi) with the Company
<table>
<tr><th>SI. No</th><th>Nature of transaction for FY25-26</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1.</td><td>Sale, purchase of goods or materials or supply of services</td><td>21.68</td></tr>
<tr><td>2.</td><td>Interest Income</td><td>44.03</td></tr>
<tr><td>3.</td><td>Loans given</td><td>85.90</td></tr>
<tr><td>4.</td><td>Bank Guarantees/ Corporate Guarantees / Securities provided</td><td>200.00</td></tr>
</table></td></tr>
</table>

<table>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 40.75 Crores
(From 01.04.2026 till 30.09.2026)</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(4). Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td><table>
<tr><th>SI. No</th><th>Nature of transaction</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>1.</td><td>Giving of Loans (Repayable on demand)</td><td>200.00</td></tr>
<tr><td>2.</td><td>Corporate Guarantees to be issued/ securities to be provided in connection with financial facilities to be availed by Shreepati Skies</td><td>150.00</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>55.52%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>Not Applicable- NIL Turnover.
Turnover is NIL as revenue is not recognized, given that the entity follows the project completion method in accordance with applicable Accounting Standards.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.
(The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.)</td><td><table>
<tr><th>Particulars for FY 2025-26</th><th>Amount (Rs. in Crores)</th></tr>
<tr><td>Turnover</td><td>NIL</td></tr>
<tr><td>Profit after Tax</td><td>(0.19)</td></tr>
<tr><td>Net worth</td><td>237.46</td></tr>
</table></td></tr>
<tr><td></td><td></td><td></td></tr>
</table>

A(5) Basic details of proposed transactions to be approved

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table><tr><th>SI. No</th><th>Nature of transaction</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1.</td><td>Giving of Loans (Repayable on demand)</td><td>200.00</td></tr><tr><td>2.</td><td>Corporate Guarantees to be issued/ securities to be provided in connection with financial facilities to be availed by Shreepati Skies</td><td>150.00</td></tr></table>
2.	Details of each type of the proposed transaction	The proposed transaction between the Company and Shreepati Skies involves granting of loans and provision of guarantees/ securities in connection with financial facilities to be availed by Shreepati Skies for development and completion of 'Aaradhya Avaan' project and repayment/reduce of loans to the Company.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The proposed transactions are expected to be executed within 1 year from the date of approval as per project requirements.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The proposed corporate guarantee(s) to be issued or security(ies) to be provided for an amount of up to Rs. 150 Crores is/are estimated to be issued/provided during FY 2026-27. The estimated amount of loan to be provided during FY 2026-27 is Rs. 125 Crore and during FY 2027-28 is Rs. 75 Crore; depending upon the financial requirements of the project.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Refer to background, details and benefit of the transaction captured above. The proposed related party transactions ("RPTs") are in the interest of the listed entity as they are undertaken in the ordinary course of business and on an arm's length basis. Both entities operate independently with clearly defined commercial roles and responsibilities. The Company has agreed to provide critical support to Shreepati Skies in the form of financial backing and liquidity support by charging interest at arms' length, leveraging its stronger balance sheet for improved credit access, facilitation of funding at competitive terms, and provision of corporate guarantee, where required. The Company's brand strength and market reputation also enhance stakeholder confidence, aid in faster project monetization, and improve overall marketability of the Project. Such integrated support from the Company enables better risk management, economies of scale, consistency in execution standards, better project completion cycle management, faster

		project realisations and operational scalability. It also reduces uncertainties typically associated with Project execution and strengthens the financial and operational resilience of Shreepati Skies wherein subsidiary of Company namely Man Vastucon LLP holds joint development rights and, by extension, the Company. Securing a higher omnibus related party transaction limit for loans prevents operational disruptions at the related party level. It allows the Company to respond instantly to volatile working capital needs without waiting for protracted administrative or regulatory approvals each time funds are deployed. By advancing funds only when actively required by related party and controlling its repayment when excess funds are available with related party, the Company and group minimizes external interest drag, eliminates redundant borrowing fees, and maximizes overall capital efficiency. Further, RPTs in relation to real estate Project execution by Shreepati Skies are expected to provide significant operational advantages, including greater security of supply, improved quality control, and alignment with the listed entity's specific technical and execution requirements. This, in turn, is likely to enhance Project outcomes.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Not Applicable
	a. Name of the Director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision-making.	All relevant information forms a part of this disclosure setting out requisite facts.
Part B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A		
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its Subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from internal accrual/ ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, or advances to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to transfer pricing
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	

		guidelines and arm's length principles to ensure fairness and compliance.
3.	Rate of interest at which the subsidiary is borrowing from its bankers/ other lenders.	Interest rate of borrowing is in the range of 9% to 12% per annum
4.	Proposed interest rate to be charged by subsidiary from the related party.	12% to 15% per annum
5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which will be in line with the nature and purpose of the transaction.
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed depending upon size of real estate project.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	It will be utilized for the purpose of working capital requirements in relation to undertaking and completion of real estate project and other general Corporate purposes.
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.		
1.	a. Rationale for giving guarantee, surety, indemnity or comfort letter	Man Vastucon, a subsidiary of the Company has acquired joint development rights in "Aaradhya Avaan" project and as agreed, it is an obligation of the group to manage project finance. The Company will be required to issue Corporate Guarantee in connection with credit facilities to be availed by Shreepati Skies in connection with its real estate project "Aaradhya Avaan". The same shall enhance Shreepati Skies creditworthiness, thereby facilitating access to capital that might otherwise be unavailable or significantly more expensive for Shreepati Skies. By leveraging the stronger balance sheet and credit profile of the Company, Shreepati Skies can secure financing on more favorable terms, such as lower interest rates and/or longer repayment term, etc. Further It will help in reducing/managing the uncertainties typically associated with Project execution and will strengthen the financial and operational resilience of Shreepati Skies wherein subsidiary of Company namely Man Vastucon holds joint development rights and, by extension, the Company.
	b. Whether it will create a legally binding obligation on Company?	Yes
2.	Material covenants of the proposed transaction including commission, if any to be received by the listed entity or its subsidiary; contractual provisions on how the listed entity or its subsidiary will recover the monies in case such	No commission or fee is receivable by the Company for providing Guarantee. The guarantee is being provided in the capacity of related party without any monetary consideration.

	guarantee, surety, indemnity or comfort letter is invoked.	In the event the guarantee is invoked, the Company shall have a right to recover the amount from Shreepati Skies; subject to first charge of Lender; if any.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Maximum Rs. 150 Crores, if Guarantee provided for full amount. Currently, no provision is required to be made in the books of accounts of the Company. In future, if any Guarantee is issued, required disclosure shall be made in the notes to the financial statements.
Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its Subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Not Applicable
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable
	b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Not Applicable
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable
C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary		
1.	If guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party	Not Applicable
2.	Details of solvency status and going concern status of the related party during the last three financial years:	Shreepati Skies was solvent and had a going concern status during the last three financial years.

	FY 2025-2026 FY 2024-2025 FY 2023-2024	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Maximum Rs. 150 Crores, if Guarantee provided for full amount. Currently, no provision is required to be made in the books of accounts of the Company. In future, if any Guarantee is issued, required disclosure shall be made in the notes to the financial statements.
4.	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person.	NIL
	e. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable
	f. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Not Applicable
	g. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable
	h. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 2.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 2 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 2 of the accompanying Notice to the Members for approval.

Item No: 3

Background, details and benefits of the transaction:

Man Aaradhya Infraconstruction LLP ("**Man Aaradhya**"), a subsidiary of Man Infraconstruction Limited ("**the Company**"), is engaged in the business of real estate development projects in and around Mumbai, Maharashtra. Man Aaradhya has acquired development rights from the co-operative housing societies and ownership of property located at Tardeo South Mumbai which will be developed under the Cluster Redevelopment Scheme (CDS). In connection with the said project, Man Aaradhya is required to undertake a range of activities including project planning, design, procurement, construction, and overall project management. For efficient execution of the project and to ensure seamless operations, Man Aaradhya will be required to enter into transactions with the Company

relating to, inter-alia, availing financial support in the form of capital contributions and loans. All such transactions between Man Aaradhya and the Company shall be undertaken in the ordinary course of business and on an arm's length basis, in compliance with applicable laws and regulatory requirements.

The management has provided the Audit Committee with the relevant details of proposed RPTs including material terms and basis of pricing. The Audit Committee, in its meeting held on Thursday, October 29, 2026, reviewed the proposed transactions in detail. All Independent Directors of the Audit Committee, after reviewing necessary information, have granted approval for entering into the RPTs with Man Aaradhya, for an aggregate value of up to Rs. 150 Crores which shall be valid for a period of 1 (One) year from the date of Shareholders approval. The Audit Committee has noted that the said transactions with Man Aaradhya will be in the ordinary course of business of the Company and at an arm's length basis. The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

The Company had previously obtained approval of its shareholders through Postal Ballot on June 22, 2026, in respect of various related party transactions including sale, purchase of goods or materials or supply of services, selling or buying of fixed assets, capital contribution and giving of loans (repayable on demand) and construction contracts/ PMC agreements, bank guarantee/corporate guarantee to be issued and proving securities, transactions relating to immovable properties etc. as more particularly mentioned therein. The approval so obtained is valid for a period of one (1) year from the date of its approval. The approval now being sought from the shareholders in respect of the proposed RPT with Shreepati Skies, for an aggregate value not exceeding Rs. 150 Crores, is in addition to and over and above the earlier approval obtained through aforesaid Postal Ballot and approval sought herein shall be independent of and shall not supersede or replace the earlier approval obtained by the Company.

Details of the proposed RPTs between the Company and Man Aaradhya, including the information required to be disclosed in the Explanatory Statement in accordance with Section III-B pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, and SEBI Circular dated October 13, 2025 titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", are as follows:

Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions as per RPT Industry Standards:

SI. No	Particulars of the information	Information provided by the management
Details of the related party and transactions with the related party		
A(1). Basic details of the related party		
1.	Name of the related party	Man Aaradhya Infraconstruction LLP
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Man Aaradhya is engaged in the business of Real Estate Development and other allied activities
A(2). Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Man Aaradhya is a subsidiary of the Company.
2.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company holds 50.50% partnership interest in Man Aaradhya, comprising direct holding of 37.50% and 13.00% holding through its subsidiary, Man Vastucon.
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Fixed Capital Contribution of the Company in Man Aaradhya directly and through subsidiary is Rs. 0.03 Crores

<table>
<tr><td>4.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td>NIL</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td>Details of Transactions by Man Aaradhya Infraconstruction LLP with the Company
<table><tr><th>SI. No</th><th>Nature of transaction for FY25-26</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1.</td><td>Interest Income</td><td>0.91</td></tr><tr><td>2.</td><td>Capital contribution and giving of Loans</td><td>59.91</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 22.70 Crores
(From 01.04.2026 till 30.09.2026)</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(4). Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td><table><tr><th>SI. No</th><th>Nature of transaction</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1.</td><td>Capital contribution and giving of Loans (Repayable on demand)</td><td>150.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>23.79%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>Not Applicable – NIL Turnover- Project is recently acquired</td></tr>
</table>

<table>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.
(The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.)</td><td><table><tr><th>Particulars for FY 25-26</th><th>Amount (Rs. in Crores)</th></tr><tr><td>Turnover</td><td>-</td></tr><tr><td>Profit after Tax</td><td>0.05</td></tr><tr><td>Net worth</td><td>71.72</td></tr></table></td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td><table><tr><th>SI. No</th><th>Nature of transaction</th><th>Amount (Rs. in Crores)</th></tr><tr><td>1.</td><td>Capital contribution and giving of Loans (Repayable on demand)</td><td>150.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>The proposed transaction between the Company and Man Aaradhya involves contribution towards capital and granting of loans for real estate project. These transactions will be required to be undertaken from time to time for development of real estate project undertaken by Man Aaradhya.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>While the tenure of the proposed arrangements ranges from 1 to 2 years in respect of concerned real estate project, the proposed transaction to be executed within 1 year from the date of approval as per project requirements.</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>The estimated amount of capital contribution/ loan to be provided during FY 2026-27 is Rs. 100 Crore and during FY 2027-28 is Rs. 50 Crore; depending upon the financial requirements of the project.</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>Refer to background, details and benefit of the transaction captured above. The proposed related party transactions ("RPTs") are in the interest of the listed entity as they are undertaken in the ordinary course of business and on an arm's length basis. While both entities are part of the MICL Group, they operate independently with clearly defined commercial roles and responsibilities.

It is also pertinent to note that generally MICL group undertakes real estate projects through special purpose vehicles (SPVs). The Company has agreed to provide critical support to Man Aaradhya in the form of financial backing and liquidity support by charging interest at arms' length, whenever required. Such integrated support from the Company enables better risk management, and operational scalability. It also reduces uncertainties typically associated with project execution and strengthens the financial and operational resilience of the SPVs and, by extension, the Company.</td></tr>
</table>

		Securing a higher omnibus related party transaction limit for loans/capital contributions prevents operational disruptions at the related party level. It allows the Company to respond instantly to volatile working capital needs without waiting for protracted administrative or regulatory approvals each time funds are deployed. By advancing funds only when actively required by related party and controlling its repayment when excess funds are available with related party, the Company and group minimizes external interest drag, eliminates redundant borrowing fees, and maximizes overall capital efficiency. Further, RPTs in relation to real estate project execution by Man Aaradhya are expected to provide significant operational advantages which, in turn, is likely to enhance project outcomes and contribute to the consolidated value of the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Man Infraconstruction Limited holds 50.50% Partnership Interest in Man Aaradhya. Mr. Manan P. Shah, Managing Director and Mr. Ashok Mehta, Executive Director & CFO of the Company, hold position of Designated Partner in Man Aaradhya, as a Nominee. None of the promoter(s) / director(s) Key managerial personnel of the Company, directly or indirectly, have any interest in the transaction.
	a. Name of the Director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision-making.	All relevant information forms a part of this disclosure setting out requisite facts.
Part B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A		
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from internal accrual/ ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, or advances to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to transfer pricing guidelines and arm's length principles to ensure fairness and compliance.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the subsidiary is borrowing from its bankers/ other lenders.	Interest rate of borrowing is in the range of 9% to 12% per annum.
4.	Proposed interest rate to be charged by subsidiary from the related party.	9% to 12% per annum

5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which will be in line with the nature and purpose of the transaction.
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed depending upon size of real estate project.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	It will be utilized for the purpose of working capital requirements in relation to undertaking and completion of real estate project and other general Corporate purposes.
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from internal accrual/ ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to make investment, specify the following:	No financial indebtedness has been incurred at present for the purpose of investments to be made in related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to transfer pricing guidelines and arm's length principles to ensure fairness and compliance.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	It will be utilized for the purpose of working capital requirements in relation to undertaking and completion of real estate project and other general Corporate purposes.
4.	Material covenants of the proposed transaction	None
Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Not Applicable
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable
	b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Not Applicable

	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable
C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 3.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 3 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 3 of the accompanying Notice to the Members for approval.

Item No: 4

Background, details and benefits of the transaction:

MICL Shreepati August LLP ("**MICL Shreepati August**"), a subsidiary of Man Infraconstruction Limited ("**the Company**"), a recently incorporated entity, is in the business of undertaking real estate development projects in and around Mumbai, Maharashtra. MICL Shreepati August has initiated the process of identifying, negotiating and acquiring rights in various land parcels in Mumbai. In connection therewith, MICL Shreepati August will be required to undertake a range of activities including initial project planning, design, procurement, construction, etc. For acquiring rights in the land parcels and to ensure seamless operations, MICL Shreepati August will be required to enter into transactions with the Company relating to, inter-alia, availing financial support in the form of capital contributions and loans; if any. All such transactions between MICL Shreepati August and the Company shall be undertaken in the ordinary course of business and on an arm's length basis, in compliance with applicable laws and regulatory requirements.

The management has provided the Audit Committee with the relevant details of proposed RPTs including material terms and basis of pricing. The Audit Committee, in its meeting held on Thursday, October 29, 2026, reviewed the proposed transaction in detail. All Independent Directors of the Audit Committee, after reviewing necessary information, have granted approval for entering into the RPTs with MICL Shreepati August, for an aggregate value of up to Rs. 150 Crores which will be valid for a period 1 (One) year from the date of Shareholders approval. The Audit Committee has noted that the said transaction with MICL Shreepati August will be in the ordinary course of business of the Company and at an arm's length basis. The Audit Committee has reviewed the certificate provided by Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and MICL Shreepati August, including the information required to be disclosed in the Explanatory Statement in accordance with Section III-B pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, and SEBI Circular dated October 13, 2025 titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", are as follows:

Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions as per RPT Industry Standards:

<table>
<tr><th>SI. No</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">Details of the related party and transactions with the related party</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(1). Basic details of the related party</td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>MICL Shreepati August LLP</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>MICL Shreepati August is engaged in the business of Real Estate Development and other allied activities</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(2). Relationship and ownership of the related party</td></tr>
<tr><td>1.</td><td>Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.</td><td>MICL Shreepati August is a subsidiary of the Company.</td></tr>
<tr><td>2.</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>The Company holds 50.50% Partnership Interest in MICL Shreepati August</td></tr>
<tr><td>3.</td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</td><td>Fixed Capital Contribution of the Company in MICL Shreepati August is Rs. 50,500/-</td></tr>
<tr><td>4.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td>NIL</td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td>Details of Transactions by MICL Shreepati August LLP with the Company
<table><tr><th>SI. No</th><th>Nature of transaction for FY 25-26</th><th>Amount (₹ Crores)</th></tr><tr><td>1.</td><td>Capital contribution and giving of Loans</td><td>0.18</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 8.24 Crores
(From 01.04.2026 till 30.09.2026)</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td></td><td></td><td></td></tr>
</table>

<table>
<tr><td colspan="3">A(4). Amount of the proposed transactions</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td><table><tr><th>SI. No</th><th>Nature of transaction</th><th>Amount (₹ Crores)</th></tr><tr><td>1.</td><td>Capital contribution and giving of Loans (Repayable on demand)</td><td>150.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.</td><td>23.79%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>Not Applicable – NIL Turnover: Proposed project is at the acquisition stage.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.
(The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.)</td><td><table><tr><th>Particulars for FY 25-26</th><th>Amount (Rs. in Crores)</th></tr><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Profit after Tax</td><td>0.00</td></tr><tr><td>Net worth</td><td>0.18</td></tr></table></td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td><table><tr><th>SI. No</th><th>Nature of transaction</th><th>Amount (₹ Crores)</th></tr><tr><td>1.</td><td>Capital contribution and giving of Loans (Repayable on demand)</td><td>150.00</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>The proposed transaction between the Company and MICL Shreepati August involves contribution towards capital and granting of loans for its proposed real estate project and acquisition of rights in land parcels therefor. These transactions will be required to be undertaken from time to time for acquisition of rights and development of real estate project in phases being undertaken by MICL Shreepati August.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>While the tenure of the proposed arrangements ranges from 1 to 2 years in respect of concerned real estate project, the proposed transactions to</td></tr>
</table>

		be executed within 1 year from the date of approval as per project requirements.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The estimated amount of capital contribution/ loan to be provided during FY 2026-27 is Rs. 100 Crore and during FY 2027-28 is Rs. 50 Crore; depending upon the financial requirements for proposed acquisition of the project.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Refer to background, details and benefit of the transaction captured above. The proposed related party transactions ("RPTs") are in the interest of the listed entity as they are undertaken in the ordinary course of business and on an arm's length basis. While both entities are part of the MICL Group, they operate independently with clearly defined commercial roles and responsibilities. The proposed transaction involves providing initial project funding via loans / capital contributions to MICL Shreepati August, a recently incorporated entity. This financial support is a commercial necessity to facilitate the immediate acquisition of shortlisted land parcels and rights therein, ensuring no project delays during its critical nascent stage. This funding serves strictly as a bridge arrangement until the entity secures long-term institutional financing from banks or financial institutions. The transaction is in the ordinary course of business, designed on an arm's length basis with appropriate interest/returns, and ultimately safeguards the Company's strategic investment and economic interests in the project. It is also pertinent to note that generally MICL group undertakes real estate projects through special purpose vehicles (SPVs). The Company will provide critical support to MICL Shreepati August in the form of financial backing and liquidity support by charging interest at arms' length, whenever required. Such integrated support from the Company enables better risk management, and operational scalability. It also reduces uncertainties typically associated with project acquisition/execution and strengthens the financial and operational resilience of the SPVs and, by extension, the Company. Securing a higher omnibus related party transaction limit for capital contribution/loans prevents operational disruptions at the related party level. It allows the Company to respond instantly to volatile working capital needs without waiting for protracted administrative or regulatory approvals each time funds are deployed. By advancing funds only when actively

		required by related party and accepting immediate repayments when funds are surplus, the group minimizes external interest drag, eliminates redundant borrowing fees, and maximizes overall capital efficiency. Further, RPTs in relation to real estate project execution by MICL Shreepati August are expected to provide significant operational advantages which, in turn, is likely to enhance project outcomes and contribute to the consolidated value of the listed entity.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Man Infraconstruction Limited holds 50.50% Partnership Interest in MICL Shreepati August. Mr. Manan P. Shah, who is the Managing Director of the Company, holds position of Designated Partner in MICL Shreepati August, as a Nominee of the Company. None of the promoter(s) / director(s) Key managerial personnel of the Company, directly or indirectly, have any interest in the transaction.
	a. Name of the Director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision-making.	All relevant information forms a part of this disclosure setting out requisite facts.
Part B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A		
B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from internal accrual/ ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, or advances to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to transfer pricing guidelines and arm's length principles to ensure fairness and compliance.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the subsidiary is borrowing from its bankers/ other lenders.	Interest rate of borrowing is in the range of 9% to 12% per annum
4.	Proposed interest rate to be charged by subsidiary from the related party.	10% to 12% per annum
5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which will be in line with the nature and purpose of the transaction.
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed depending upon size of real estate project.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable

9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction	It will be utilized for the purpose of working capital requirements in relation to undertaking and completion of real estate project and other general Corporate purposes.
B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from internal accrual/ ICDs/ external borrowings.
2.	Where any financial indebtedness is incurred to make investment, specify the following:	No financial indebtedness has been incurred at present for the purpose of investments to be made in related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to transfer pricing guidelines and arm's length principles to ensure fairness and compliance.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	It will be utilized for the purpose of working capital requirements in relation to undertaking and completion of real estate project and other general Corporate purposes.
4.	Material covenants of the proposed transaction	None
Part C: Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B		
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	Not Applicable
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable
	b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Not Applicable
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable

C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) are a party to the aforesaid transactions or not), shall not vote to approve Resolution under Item No. 4.

Except as mentioned above, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise in the Resolution set out at Item No. 4 of the accompanying Notice.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 4 of the accompanying Notice to the Members for approval.

By Order of the Board of Directors
of Man Infraconstruction Limited

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

Place: Mumbai
Date: October 29, 2026
CIN: L70200MH2002PLC136849

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