



MANGLAM INFRA & ENGINEERING LIMITED

Registered office: 115 & 116, Ganesh Nagar, Hoshangabad Road, Bhopal (M.P.) - 462026 IN

CIN: L43900MP2023PLC066771

Email: manglaminfra@manglaminfra.com , info@manglaminfra.com

Website: www.manglaminfra.com | **Tel Ph:** +91-755 4353460

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time)

Dear Member(s),

Notice is hereby given to the members of Manglam Infra & Engineering Limited (**the “Company”**) that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**the “Act”**) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (**the “Rules”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 09, 2024 respectively, issued by the Ministry of Corporate Affairs (**“MCA”**) (hereinafter collectively referred to as **“MCA Circulars”**), Regulation 44 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing Regulations”**), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India and notified by MCA, the Articles of Association of the Company and subject to other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby seeks your approval in respect of the special businesses as set out hereunder by passing resolutions through postal ballot (**“the Postal Ballot”**) by way of remote e-voting (**“e-voting”**) process.

Pursuant to Sections 102, 110 and other applicable provisions of the Act an Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof is annexed hereto for your consideration and forms part of this Postal Ballot notice (**“the Notice”** or **“the Postal Ballot Notice”**).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars and SS-2, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms physically. The postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar and Transfer Agent (**“RTA”**) / depository participant(s). Accordingly, a hard copy of the Postal Ballot Notice along with Postal

Ballot Forms and a pre-paid business envelope will not be sent to the members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars. The details of the procedure to cast the vote form part of the 'Notes' to this Notice.

The Board of Directors has appointed CS Rajendra Sahay Shrivastava, Practicing Company Secretary (M. No. FCS-7482; CP No. 7832), Proprietor of M/s R S Shrivastava & Associates, Practicing Company Secretaries as 'Scrutinizer' for conducting the Postal Ballot e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the rules made thereunder.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide an e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of the National Securities Depository Limited ("NSDL") for providing e-voting facility to its members. The Company has made necessary arrangements with Bigshare Services Pvt. Ltd., RTA to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The members desiring to exercise their vote on the resolutions included in this notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. **The e-voting period shall commence on Tuesday, January 13, 2026 at 09.00 A.M. (IST) and end on Wednesday, February 11, 2026 at 05.00 P.M. (IST).** Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than Wednesday, February 11, 2026 at 05.00 P.M. (IST). E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than two (2) working days from the conclusion of the e-voting i.e. Friday, February 13, 2026.

The results of the Postal Ballot along with the Scrutinizer's Report will be displayed on the website of the Company at www.manglaminfra.com on website of NSDL at www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office. The said results along with the Scrutinizer's Report will simultaneously be communicated to the National Stock Exchange of India Ltd. (NSE) where the shares of the Company are listed. The proposed resolutions, if passed by the requisite majority of members, shall be deemed to have been passed on the last date of voting i.e. Wednesday, February 11, 2026, in terms of SS-2. The resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members.

SPECIAL BUSINESS:

1. APPROVAL OF ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable law(s), rule(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/Registrar of Companies/Stock exchange(s)/appropriate regulatory and statutory authorities, the consent of the Members of the Company be and is hereby accorded to alter/amend the existing Object Clause 3(a) of the Memorandum of Association of the Company by inserting/adding the following new sub-clauses after sub-clause 5 under Clause 3(a)

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6. To carry on in India and abroad the business of collecting, managing, and administering user fees, charges, and other payments on behalf of government agencies, private entities, or other organizations; to provide services relating to billing, invoicing, receipt issuance, account reconciliation, and reporting in respect of user fees and other revenue streams; to develop, operate, and maintain systems, software, and platforms for the efficient collection, monitoring, and management of user fees and related financial transactions; to act as agents, consultants, or representatives for any person, firm, corporation, or government body in connection with user fee collection and revenue management; and to do all such acts, deeds, and things as may be necessary, incidental, or conducive to the attainment of these objects.
7. To carry on in India or abroad the business to undertake development of infrastructure work on design, build, finance, operate, and transfer (DBFOT) model, build, operate and transfer (BOT) basis, BOT (Annuity), Hybrid (Annuity) EPC mode, Public–Private Partnership (PPP) mode, as contracted from the Central Government, various State Governments, Union Territories, cantonments, local authorities, gram panchayats, autonomous bodies and other government department and to develop, construct, run, repair, maintain, decorate, improve, supervise, remodel, build, operate and manage roads, bridges, highways, railways, waterways, way side amenities, gas lines, airports, VIP lounges in Railways & Airports, docks, ports, jetties, gardens, public places, buildings and other structures developments, utilities etc. and redensification, upgradation, strengthening, capacity enhancement, development and construction of new and existing infrastructures, railways and allied facilities and to do all other acts and things as may be necessary or incidental thereto from time to time.
8. To carry on in India or elsewhere, either alone or jointly with one or more persons, government, local, Public–Private Partnership (PPP) mode or other bodies the business to construct, build, alter, acquire, convert, improve, design, erect, establish, equip, develop, dismantle, pull down, turn to account, furnish, level, decorate, fabricate, install, finish, repair, maintain, search, survey, examine, taste, inspect, locate, modify, own, operate, protect, promote, provide, participate, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist and to act as civil engineer, architectural engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, subcontractor, turnkey, contractor and manager of all types of constructions & developmental work in all its

branches such as roads, ways, culverts, dams, bridges, railways, tramways, metros; water tanks, reservoirs, canals, wharves, warehouses, factories, buildings, structures, drainage & sewage works, water distribution & filtration, systems, docks, harbours, piers, irrigation works, foundation works, flyovers, airports, runways, rock, drilling, aqueducts, stadiums, hydraulic units, sanitary works. power supply works, power stations, Industrial Townships, Urban Infrastructure, hotels, resorts, restaurants, hospitals, dharamshalas, Marriage Gardens & Halls, multistoreys, colonies, complexes, commercial & residential buildings, housing projects and other similar works and for the purpose to acquire, handover, purchase, sell, own, cut to size, develop, distribute or otherwise to deal in all sorts of lands & buildings and to carry on all or any of the foregoing activities for building materials, goods, plants, machineries, equipments, accessories, parts, tools, fittings, articles, materials and facilities of whatsoever nature and to do all incidental acts and things necessary for the attainment of the foregoing objects.

9. To carry on in India or abroad the business of generation, production, transmission, distribution, storage, supply, sale, and trading of solar energy and other renewable energy sources including wind, hydro, biomass, green hydrogen, and hybrid energy systems; to design, develop, install, operate, maintain, own, and manage solar power plants, photovoltaic systems, rooftop solar systems, solar parks, microgrids, energy storage systems, and allied infrastructure for commercial, industrial, residential, and governmental use; to manufacture, assemble, buy, sell, import, export, distribute, and deal in solar panels, modules, inverters, batteries, mounting structures, controllers, meters, and other solar and renewable energy equipment and components; and to provide engineering, procurement, and construction (EPC) services, consultancy, advisory, project management, and operation & maintenance services relating to solar and renewable energy projects.
10. To acquire, purchase, lease, or otherwise hold land, buildings, flats, apartments, commercial complexes, and other real estate properties; to develop, construct, design, renovate, or maintain residential, commercial, or industrial properties; to buy, sell, let, exchange, mortgage, or otherwise deal in real estate, properties, or land; to undertake real estate projects, townships, housing schemes, and urban infrastructure development; and to provide real estate consultancy, property management, and brokerage services.
11. To carry on in India or abroad the business of providing manpower, human resource services, staffing solutions, recruitment, and workforce management, including supplying skilled, semi-skilled, and unskilled personnel to the infrastructure, construction, civil engineering, and allied sectors, as well as to various industries and organizations; to offer recruitment, placement, contract staffing, temporary and permanent workforce solutions, manpower outsourcing, payroll management, training, and consultancy services related to workforce management in these sectors; and to carry on all other activities incidental or conducive to the attainment of the above objects.
12. To carry on in India or elsewhere, the business of fleet operations, and vehicle hiring, including but not limited to cars, buses, trucks, trailers, tippers, and other vehicles, for serving infrastructure, solar, construction, real estate, industrial, and other projects; as well as to various industries and organizations; and to provide services related to the movement, transportation, and delivery of goods, materials, equipment, machinery, and personnel, including project-based transportation solutions and vehicle leasing, rental, and hiring services.

13. To provide the facility of restaurant, refreshment rooms and lodge-house keepers, auto courts, , restaurants, rest rooms, way side amenities, canteens, food courts, mineral and artificial waters and other drinks, shops, stores, mobile food counters, eating houses, dine in facility, take away and/or delivery based services, take away and/or delivery based services, refreshment rooms and lodging or apartments, baths, dressing rooms, caterers of public amusement generally, a shared parking arrangement, and all business incidental thereto, whether as owners, co-owners, joint ventures, operators, franchisees, franchisors and/or any other business model, leisure parks, convention centres and development of other infrastructural facilities and to act as technical consultants and advisors in all matters relating to rural and urban infrastructural developments.
14. To carry on, in India or abroad, the business of leasing, hiring, renting or letting on lease of all kinds of equipment, plant and machinery, tools, implements and appliances, including those used in the construction, development, maintenance and testing of highways, roads, bridges, buildings and other infrastructure projects.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Director(s) and/or Key Managerial Personnel(s) be and is hereby, severally/jointly authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required."

2. CONSIDERATION AND APPROVAL OF THE SELL, LEASE, MORTGAGE OR OTHERWISE DISPOSE OF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to such approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person(s) authorised by the Board) to sell, lease, transfer, assign, convey, dispose of or otherwise alienate, whether by way of mortgage, charge or otherwise, in one or more tranches, all or any of the movable and/or immovable properties of the Company, wherever situated, whether present or future, or the whole or substantially the whole of the undertaking(s) of the Company, in favour of any bank(s), financial institution(s), lender(s), debenture trustee(s) or any other person(s), for the purpose of securing any loan(s), borrowing(s), debenture(s), credit facility(ies) or financial assistance availed or to be availed by the Company, whether in Indian or foreign currency.

RESOLVED FURTHER THAT the aggregate amount of borrowings so secured by way of such mortgage(s), charge(s), hypothecation(s) or assignment(s) shall not at any time exceed **₹100/- Crores (Rupees One Hundred Crore Only)** or such higher amount as may be approved by the Members from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such transfer, sale, lease or otherwise dispose of, mortgage or charge, including the timing, manner and extent thereof, and to execute all agreements, deeds, documents, writings and papers as may be required and to do all such acts, deeds and things as may be necessary, expedient or incidental for giving effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein to any Director(s), Committee(s), Key Managerial Personnel or Officer(s) of the Company, as it may deem fit, for the purpose of implementation of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be required for filing of forms, intimations and disclosures with the Registrar of Companies, Stock Exchanges and other statutory authorities, and to take all necessary steps to give effect to this Resolution.”

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

Place: Bhopal
Date: December 31, 2025

**By the order of the Board of
Manglam Infra & Engineering
Limited**

**Sd/-
Neha Jain
Company Secretary & Compliance Officer
Membership No. ACS 60792**

Registered Office: 115 & 116, Ganesh
Nagar, Hoshangabad Road, Bhopal,
M.P. - 462026 IN
CIN: L43900MP2023PLC066771
Tel: +91-755 4353460
E-mail: cs@manglaminfra.com
Website: www.manglaminfra.com

Notes:

1. The Explanatory statement, pursuant to the provisions of Section 102(1) read with Section 110 of the Act and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. Members may note that as required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the rules made thereunder as applicable in this regard and Regulation 44 of Listing Regulations, the Company has engaged the services of NSDL to provide e-voting facility to members of the Company.

4. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the Register of Members/the list of Beneficial Owners, as received from NSDL and Central Depository Services (India) Limited (CDSL) on **Friday, January 09, 2026 (“cut-off date”)**. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. It is however, clarified that all the persons who are members of the Company as on the Cut-off Date and who may not have received notice due to non-registration of e-mail id shall also be entitled to vote in relation to the resolutions specified in this notice.
5. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or NSDL sends out the Postal Ballot Notice by e-mail to the members of the Company.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the **cut-off date i.e. Friday, January 09, 2026**.
7. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
8. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms physically. Accordingly, a physical copy of the Notice along with the 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 only take place through the e-voting system.
9. The members shall exercise their right to vote on the resolutions included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Tuesday, January 13, 2026 at 09.00 A.M. (IST)** and end on **Wednesday, February 11, 2026 at 05.00 P.M. (IST)**.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than two (2) working from the conclusion of e-voting i.e. Friday, February 13, 2026 and will also be displayed on the Company website at www.manglaminfra.com on the website of NSDL at www.evoting.nsdl.com and communicated to the stock exchange and RTA.
11. The resolutions, if passed by the requisite majority of members through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. Wednesday, February 11, 2026. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
12. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests to info@manglaminfra.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
13. Members holding shares in the company and who have not updated their email address are requested to register / update their email addresses with their respective Depository Participants.

14. This Postal Ballot notice is uploaded on the website of the Company i.e. www.manglaminfra.com and the website of the National Stock Exchange of India Limited ("NSE") at www.nseindia.com on which the equity shares of the Company are listed and on the website of National Securities Depositories Limited ("NSDL") i.e. www.evoting@nsdl.com.

15. Contact details of the official responsible for addressing the grievances connected with the e-voting for the postal ballot: The Company Secretary, Manglam Infra & Engineering Limited, 115 & 116, Ganesh Nagar, Hoshangabad Road, Bhopal, M.P. - 462026 IN, E-mail: cs@manglaminfra.com, Tel. No.: +91-755 4353460.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="561 1152 1427 1541">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. <li data-bbox="561 1587 1427 1896">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 remote e-Voting period.

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

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then 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 remote 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open

the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@manglaminfra.com / info@manglaminfra.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 cs@manglaminfra.com / info@manglaminfra.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1:

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by way of a Special Resolution.

The Board of Directors, at its meeting held on December 31, 2025, considered and approved the proposal for alteration of the Object Clause of the Memorandum of Association of the Company by way of addition of a new object, in order to enable the Company to undertake proposed business activities and to achieve greater operational and business flexibility.

The proposed alteration will enable the Company to expand its scope of operations and pursue business opportunities in line with its long-term growth strategy. The Board believes that the proposed amendment is in the best interest of the Company and its Members.

Accordingly, in terms of the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the approval of the Members is sought by way of a Special Resolution through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 01 of the Notice for approval of the Members.

Item No. 2:

APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 FOR SALE, LEASE OR DISPOSAL OF UNDERTAKINGS / ASSETS OF THE COMPANY

The Members are informed that pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the Board of Directors of a Company is required to obtain the approval of the Members by way of a Special Resolution for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking(s) of the Company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings..

The Board of Directors of the Company ("Board"), at its meeting held on December 31, 2025, has, subject to the approval of the Members, approved the proposal to authorise the Board to sell, lease, transfer, assign, mortgage, charge or otherwise dispose of the whole or substantially the whole of any of the undertakings or assets of the Company, whether present or future, in one or more tranches, as may be considered necessary in the best interest of the Company.

The Company may, from time to time, be required to avail loans, credit facilities or other financial assistance from banks, financial institutions or other lenders to meet its operational and business requirements. Such borrowings may require creation of security by way of mortgage, charge, hypothecation or assignment over the movable and/or immovable properties of the Company.

In order to provide operational flexibility and to enable the Company to undertake such transactions efficiently, it is proposed to authorise the Board to sell, lease, dispose of or create charge /

mortgage / encumbrance on the assets of the Company up to an aggregate limit of ₹100 Crores (Rupees One Hundred Crore Only), which is in line with the borrowing limits previously approved by the Members under Section 180(1)(c) of the Act.

Pursuant to Section 180(1)(a) of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the consent of the Members by way of a Special Resolution is required to enable the Board to undertake the aforesaid transactions. Accordingly, the said resolution is being placed before the Members for approval through Postal Ballot.

The proposed resolution will enable the Company to raise funds and create security, as and when required, in a timely and efficient manner for its business operations and growth.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said Resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 02 of the Notice for approval of the Members.

Place: Bhopal
Date: December 31, 2025

By the order of the Board of
Manglam Infra & Engineering Limited

Sd/-
Neha Jain
Company Secretary & Compliance Officer
Membership No. ACS 60792

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