NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the 19th Annual General Meeting of **Meghna Infracon Infrastructure Limited** will be held on Wednesday, September 30, 2026 at 11:00 A.M. through Video Conferencing (VC) Facility/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statement of the company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon.

3. To appoint a Director in place of Mr. Vikram Jayantilal Lodha (DIN: 01773529) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

4. To declare final dividend of ₹ 0.25/- per equity shares of face value of ₹ 10/- each of the Company for the financial year ended 31st March, 2026.

SPECIAL BUSNIESS:

5. **To Appoint Ms. Naysaa Vikram Lodha as a Non-Executive Non-Independent Director:**

   *To consider and if thought fit, to pass with or without modifications the following resolution as an **ordinary resolution**:*

   "RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Naysaa Vikram Lodha (DIN: 11891715), who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent), with effect from 14th August, 2026 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.**"**

6. **To Approve Revised Remuneration of Mr. Vikram Jayantilal Lodha, Whole-time Director of the Company:**

   *To consider and if thought fit, to pass with or without modifications the following resolution as **special resolution**:*

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for increase in the remuneration of Rs.4,00,000 p.m (Inclusive of Basic Salary, Perquisites and other benefits) payable to **Mr. Vikram Jayantilal Lodha, Whole-time Director (DIN: 01773529)**, with effect from **01st January,2026**

RESOLVED FURTHER THAT the remuneration aforesaid shall be within the overall limits prescribed under Section 197 read with Schedule V of the Act and, where applicable, shall be subject to the provisions relating to remuneration in case of absence or inadequacy of profits.

RESOLVED FURTHER THAT where the Company has no profits or its profits are inadequate in any financial year during the tenure of Mr. Vikram Jayantilal Lodha, the remuneration shall be governed by and subject to the limits and conditions prescribed under Schedule V to the Act and such other applicable provisions as may be in force from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee, be and is hereby authorised to vary, alter, modify or revise the terms and conditions of remuneration of Mr. Vikram Jayantilal Lodha, including the salary, allowances, perquisites and other benefits, within the overall limits approved by the Members and subject to the applicable provisions of the Act, Schedule V and SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, desirable or expedient to give effect to this resolution**.”**

7. **To Approve Revised Remuneration of Mrs. Meghna Vikram Lodha, Whole-time Director of the Company:**

*To consider and if thought fit, to pass with or without modifications the following resolution as **special resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for increase in the remuneration of Rs.2,00,000/- P.m (including the salary, allowances, perquisites and other benefits) payable to **Mrs. Meghna Vikram Lodha, Whole-time Director (DIN: 01773481)**, with effect from **01st July,2026** on the terms and conditions as set out below:

RESOLVED FURTHER THAT the remuneration aforesaid shall be within the overall limits prescribed under Section 197 read with Schedule V of the Act and, where applicable, shall be subject to the provisions relating to remuneration in case of absence or inadequacy of profits.

RESOLVED FURTHER THAT where the Company has no profits or its profits are inadequate in any financial year during the tenure of Mrs. Meghna Vikram Lodha, the remuneration shall be governed by and subject to the limits and conditions prescribed under Schedule V to the Act and such other applicable provisions as may be in force from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Nomination and Remuneration Committee, be and is hereby authorised to vary, alter, modify or revise the terms and conditions of remuneration of Mrs. Meghna Vikram Lodha, including the salary, allowances, perquisites and other benefits, within the overall limits approved by the Members and subject to the applicable provisions of the Act, Schedule V and SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, desirable or expedient to give effect to this resolution**.”**

BY ORDER OF THE BOARD
FOR MEGHNA INFRACON INFRASTRUCTURE LIMITED

Place: Mumbai
Date: 07.09.2026

Mr.Vikram Jayantilal Lodha
CHAIRMAN

NOTES:

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), setting out material facts concerning the business under Item Nos. 5 to 7 set out above and details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in respect of the Director seeking appointment/re-appointment at the AGM are annexed hereto.

2. The Ministry of Corporate Affairs ("MCA") vide circular dated April 8, 2020 read with circulars dated April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 September 19, 2024 and September 22, 2025 (collectively referred to as "MCA Circulars") and SEBI vide Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 October 3, 2024 have permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and the AGM of the Company is being held through VC/OAVM.

3. The AGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM. Physical attendance of Members have been dispensed with. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

4. In line with the Ministry of Corporate Affairs (MCA) Circulars the Notice of the 19th AGM along with the Annual Report for the year 2025-26 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may further note that the Notice and Annual Report will also be available on the Company's website of the Company at https://meghnarealty.com as well as on website of the Stock Exchange i.e., BSE Limited at www.bseindia.com & Bigshare's website https://www.bigshareonline.com for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.

5. Members may note that the Board, at its meeting held on May 26, 2026, has recommended a final dividend of ₹ 0.25 per share. The **record date** for the purpose of final dividend for financial year ended March 31, 2026 is **September 17, 2026**. The final dividend, once approved by the members in the ensuing AGM, will be paid on or after September 30, 2026 and before October 29, 2026, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) to receive the dividend directly into their bank account on the payout date.

6. Members are requested to note that, in order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through NECS / ECS they should submit their NECS/ECS details to the Company's RTA. The requisite NECS/ECS application form can be obtained from the Company's RTA.

7. Since the 19thAGM will be held through VC / OAVM, therefore we not required to annex the Route Map in this Notice.

8. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.

9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at info@meghnarealty.com from Saturday, September 26, 2026 at 09:00 a.m. to Monday, September 28, 2026 at 05:00 p.m. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

10. As per the provisions under the MCA Circulars, Members attending the 19^{th} AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Participation at the AGM through VC shall be allowed on a first-come-first-served basis

11. Only registered members of the Company, as on the cut-off date decided for the purpose, being **Friday, September 25, 2026**, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

13. Electronic copy of the Annual Report for 2025-26 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members may further note that the said documents will also be available on the Company's website for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days.

14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

15. Shailendra Kumar Dwivedi, Practicing Company Secretary (Membership No. A73645) of M/s. S K Dwivedi & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as voting at the meeting, in a fair and transparent manner.

16. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.

17. Members are entitled to exercise their rights to vote through remote e-voting or vote during the Annual General Meeting of the Company.

18. The Intructions Of Shareholders For Remote E-Voting Are As Under:

i. The voting period begins on **Sunday, September 27, 2026 from 09:00 AM** and ends on **Tuesday, September 29, 2026 to 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 25, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method

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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website 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 i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

__Note__ If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

ANNEXURE TO THE NOTICE

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

Item No. 5:

The Board appointed Ms. Naysaa Vikram Lodha (DIN: 11891715) as an Additional (Non-Executive) Director of the Company, in accordance with the provisions of Section 161 of the Companies Act, 2013 & based on the recommendation of the Nomination & Remuneration Committee, as an Additional Director on the Board of the Company with effect from August 14, 2026 to hold office up to the date of the ensuing Annual General Meeting.

Ms. Naysaa Vikram Lodha has also provided his consent to act as the Director of the Company in the capacity of Non-Executive Non-Independent Director.

Mr. Vikram Lodha, Whole-time Director of the Company and Mrs. Meghna Vikram Lodha, Whole-time Director and CFO of the Company are parents of Ms. Naysaa Vikram Lodha. Mr. Ishaan Lodha, Non-Executive Non-Independent Director of the Company is brother of Ms. Naysaa Vikram Lodha.

The Board of Directors recommends the resolution set forth in item No. 5 for approval of the Members.

Except Ms. Naysaa Vikram Lodha, Mr. Ishaan Lodha, Mr. Vikram Lodha and Mrs. Meghna Vikram Lodha being an appointee and her relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

A brief profile of Ms. Naysaa Lodha for his appointment as Non-Executive Director is mentioned in the table annexed to the notice.

Item No. 6:

Mr. Vikram Jayantilal Lodha (DIN: 01773529) is presently serving as the Whole-time Director of the Company since October, 2007**.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 23rd March,2026 has approved the revision in the remuneration payable to Mr. Vikram Jayantilal Lodha, Whole-time Director, with effect from January 1, 2026 subject to the approval of the Members of the Company.

The revised remuneration has been proposed considering the roles and responsibilities entrusted to Mr. Vikram Jayantilal Lodha, his contribution to the management and affairs of the Company, the scale and complexity of the Company's operations, and the remuneration structure prevailing for similar managerial positions and is intended to appropriately compensate Mr. Vikram Jayantilal Lodha for the responsibilities entrusted to him and his contribution towards the growth and management of the Company.

The detailed breakup of the proposed remuneration is provided in Item No. 6 of the Notice.

The aforesaid remuneration shall be subject to the terms and conditions approved by the Board and shall remain within the overall limits prescribed under Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act, and the applicable provisions of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time.

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Vikram Jayantilal Lodha shall be governed by the applicable provisions of Schedule V to the Companies Act, 2013, including the conditions and limits prescribed therein.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Except Mr. Vikram Jayantilal Lodha, Mrs. Meghna Vikram Lodha, Whole –Time Director and CFO, Ms. Naysaa Vikram Lodha, Non-Executive Non-Independent Director and Mr. Ishaan Vikram Lodha, CEO, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7:

Mrs. Meghna Vikram Lodha (DIN: 01773481) is presently serving as the Whole-time Director and CFO of the Company since August, 2024**.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 04-09-2026 has approved the revision in the remuneration payable to Mrs. Meghna Vikram Lodha, Whole-time Director and CFO of the Company, with effect from July 1, 2026 subject to the approval of the Members of the Company.

The revised remuneration has been proposed considering the roles and responsibilities entrusted to Mrs. Meghna Vikram Lodha, her contribution to the management and affairs of the Company, the scale and complexity of the Company's operations, and the remuneration structure prevailing for similar managerial positions and is intended to appropriately compensate Mrs. Meghna Vikram Lodha for the responsibilities entrusted to her and her contribution towards the growth and management of the Company.

The detailed breakup of the proposed remuneration is provided in Item No. 7 of the Notice.

The aforesaid remuneration shall be subject to the terms and conditions approved by the Board and shall remain within the overall limits prescribed under Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V to the Act, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time.

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mrs. Meghna Vikram Lodha shall be governed by the applicable provisions of Schedule V to the Companies Act, 2013, including the conditions and limits prescribed therein.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Except Mrs. Meghna Vikram Lodha, Whole–Time Director and CFO, Mr. Vikram Jayantilal Lodha, Whole–Time Director, Ms. Naysaa Vikram Lodha, Non-Executive Non-Independent Director and Mr. Ishaan Vikram Lodha, CEO, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

BY ORDER OF THE BOARD
FOR MEGHNA INFRACON INFRASTRUCTURE LIMITED

Place: Mumbai
Date:07.09.2026

Vikram Jayantilal Lodha
CHAIRMAN

ANNEXURE TO THE NOTICE & RESOLUTION NOS. 3 AND 4

Details of Mr. Vikram Jayantilal Lodha and Ms. Naysaa Vikram Lodha pursuant to Regulations 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings are provided below:

Name of the Director	Vikram Jayantilal Lodha	Naysaa Vikram Lodha
DIN	01773529	11891715
Age	47	22
Designation	Whole-time Director	Non-Executive Non-Independent Director
Date of first appointment on the Board	19/10/2007	14/08/2026
Qualification		
Brief Resume of the Director	Experienced real estate professional with extensive leadership experience in the planning, development, acquisition, sales, and management of residential and commercial properties. Successfully led the company's overall business operations, strategic planning, project execution, client relations, and financial performance. Directed overall business strategy, operations, and organizational growth. Identified and evaluated new real estate investment and development opportunities.	Ms. Naysaa Vikram Lodha is currently pursuing a degree in Marketing and has been closely involved in the organization's marketing, branding, and sales strategy initiatives. As a Non-Executive Woman Director, she brings a strategic marketing perspective, independent judgment, and as sound understanding of brand-building and stakeholder engagement to the Board. Her involvement is expected to strengthen the organization's brand, support its marketing positioning, deepen engagement with customers and channel partners and contribute to long-term value creation.
Expertise in specific functional area	Real Estate Development & Project Management,Strategic Business Planning & Corporate Leadership,Property Acquisition, Land Development & Investment,Joint Ventures, Partnerships & Strategic Alliances.	Sales & Marketing Strategy Development, Digital Marketing & Social Media Strategy, Market Research & Competitive Analysis, Sales Team Leadership & Performance Management
Experience	19 Years	1-2 Years
Shareholding in the Company (including shareholding as a beneficial owner)	57,68,483 Equity Shares (26.55 %)	13,18,340 Equity Shares (6.07%)
Directorships held in other bodies corporate	1	0
Membership / Chairmanships of committees of other companies	1	0

Listed entities from which the person has resigned from the directorship in the past three years	NIL	NIL
Inter-se relationship with other Directors and Key Managerial Personnel	Husband of Meghna Vikram Lodha and Father of Ishaan Vikram Lodha and Naysaa Vikram Lodha	Daughter of Vikram Jayantilal Lodha and Meghna Vikram Lodha and Sister of Ishaan Vikram Lodha
Number of Board Meetings attended during the year (Commencing from April 2025 till March 31, 2026)	6	NA
Remuneration Last drawn and to be paid	Rs.15,15,000/- pa	NA
Terms & Conditions of re-appointment / variation of remuneration	Liable to retire by Rotation, Incremental Remuneration of Rs.32,85,000/-	Liable to retire by Rotation, NA
Skills and capabilities required for the role and the manner in which meets such requirements	As The Whole-Time Director Mr.Vikram Jayantilal Lodha has demonstrated strong leadership capabilities, extensive knowledge of the real estate sector, sound financial and commercial acumen, proven project execution skills, effective stakeholder management abilities, and a strong understanding of corporate governance, regulatory compliance, risk management and strategic business development.	As a Non-Executive Woman Director, she brings a strategic marketing perspective, independent judgment, and as sound understanding of brand-building and stakeholder engagement to the Board. Her involvement is expected to strengthen the organization's brand, support its marketing positioning, deepen engagement with customers and channel partners and contribute to long-term value creation

BY ORDER OF THE BOARD
FOR MEGHNA INFRACON INFRASTRUCTURE LIMITED

Place: Mumbai
Date:07.09.2026

Vikram Jayantilal Lodha
CHAIRMAN