NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 37th ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF INFRA INDUSTRIES LIMITED WILL BE HELD THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") ON THRUSDAY, 24TH SEPTEMBER, 2026 AT 2:00 PM (IST) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. Adoption of the Annual Audited Standalone Financial Statements and Reports thereon:

To receive, consider and adopt the Annual Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following Resolutions as ***Ordinary Resolution***:

"RESOLVED THAT the annual audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted.**"**

2. Appointment of a Director in place of one retiring by rotation:

To appoint a Director in place of Mr. Sanjay Kumar Jain (DIN: 00313886) who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following Resolution as an ***Ordinary Resolution***:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Sanjay Kumar Jain (DIN: 00313886), who retires as a Director by rotation and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.**"**

SPECIAL BUSINESSES:

3. Appointment of M/s Deep Shukla & Associates, Company Secretaries (Certificate of Practice Number: F5364) as the Secretarial Auditors of the Company:

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

"RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder [including any statutory modification or re-enactment thereof for the time being in force] and in accordance with the approval of the Board of Directors of the Company, M/s Deep Shukla & Associates, Company Secretaries (Certificate of Practice Number: F5364) be appointed at this General Meeting as the Secretarial Auditors of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years respectively ending on 31st March, 2027, 31st March, 2028, 31st March, 2029, 31st March, 2030 and 31st March, 2031 ('the Term') and to issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term, at a remuneration to be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board**.”**

4. **Appointment of Mr. Avesh Dhelawat (DIN: 06373842) as Non-Executive Director of the Company:**

To consider and, if thought fit, to pass the following Resolution as an ***Ordinary Resolution:***

“RESOLVED THAT pursuant to the provisions of Sections 152 of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, and as per the recommendation of Nomination and Remuneration Committee and approval of Board of the company, the consent of the Members be and is hereby accorded for the appointment of Mr. Avesh Dhelawat (06373842), who was appointed as an Additional Director of the Company w.e.f. May 26, 2026 by the Board of Directors and who holds the office up to the date of ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as a Non-Executive Directors of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to take all such steps as may be required to effect the aforesaid resolution.”

5. **Appointment of Mr. Manish B. Jain (DIN: 05114815) as Non-Executive Director of the Company:**

To consider and, if thought fit, to pass the following Resolution as an ***Ordinary Resolution:***

“RESOLVED THAT pursuant to the provisions of Sections 152 of the Companies Act, 2013 and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, and as per the recommendation of Nomination and Remuneration Committee and approval of Board of the company, the consent of the Members be and is hereby accorded for the appointment of Mr. Manish B. Jain (05114815), who was appointed as an Additional Director of the Company w.e.f. May 26, 2026 by the Board of Directors and who holds the office up to the date of ensuing Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as a Non-Executive Directors of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be are hereby authorised to take all such steps as may be required to effect the aforesaid resolution.

6. Alteration of Main Object clause and adoption of Memorandum of Association as per the Companies Act, 2013:

To consider and, if thought fit, to pass the following Resolution as a ***Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any modification or re-enactment thereof from time to time), the approval of the members of the company be and is hereby accorded for alteration and adoption of the Memorandum of Association of the Company in accordance with the Companies Act, 2013 as follows:

1) Substituting the words of heading "The Companies Act, 1956" by the words "The Companies Act, 2013";

2) By deleting the heading of Clause III "The objects of which Company is established are";

3) By deleting the heading of existing Clause III (A), "THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" and replacing it with the heading "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE;

4) Alteration of main object clause by adding Clause III (A) (2) and (3) after Clause III (A) (1) in the following manner-

2. To carry on in India and abroad the business of logistics, transportation, multimodal transport, freight forwarding, shipping, and supply chain management; to own, acquire, lease, hire, operate, manage, or contract all kinds of vehicles, vessels, barges, ships, cranes, tankers, trailers, tractors, dumpers, material handling equipment, and other transport assets; to establish, operate, and manage supply bases, shore bases, offshore logistics support services, warehouses, container freight stations, air freight stations, inland container depots, Special Economic Zone (SEZ) warehouses, logistics parks, and related facilities; to provide warehousing, yard and facility management, cargo handling, stevedoring, bunkering, chartering, vessel management, manpower supply, statutory clearances, equipment rental, and other allied logistics support services; to act as carriers by land, sea, air, or inland waterways, warehousemen, wharfingers, clearing and forwarding agents, freight forwarders, transport operators, common carriers, booking and commission agents, representatives, and logistics service providers; and to undertake the transportation, lifting, erection, installation, commissioning, and handling of all types of project cargo, including over-dimensional, over-

width, and over-weight cargo, together with the carriage of passengers, goods, and luggage by any mode of transport and all activities ancillary or incidental thereto;

5) By deletion of heading of existing Clause III (B), "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECT" and replacing it with the heading "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE;

6) By insertion of new sub-clause (9) under Clause III (B) as follows:

   To carry on the business as general commission agents, buying agents, selling agents, indentors, distributors, consignment agents, clearing and forwarding agents, stockists, representatives, marketing agents, brokers, merchants, traders, and dealers in all types of goods, wares, merchandise, commodities, raw materials, products and services.

7) Renumbering the sub-clauses of Clause III (B) of Memorandum of Association;

8) By amending sub-clause 13 of amended Clause III (B) by adding the words "by using Artificial Intelligence ("AI"), by using social media platforms" before the words "by purchase and exhibition of works or art or interest, by publication of books and periodicals and by granting prices, rewards and donations".

9) By amending sub-clause 25 of amended Clause III (B) by adding the words "surplus funds" before the words "and deal with the moneys of the company not immediately required" and "upon such stocks, shares and securities" before the words "in such manner as may from time to time be determined".

10) By amending sub-clause 36 of existing Clause III (B) by substituting the words "in accordance with the section 205(3) of the Companies Act, 1956" with "in accordance with the applicable provisions of the Companies Act, 2013";

11) By insertion of new sub-clause (41) under Clause III (B) as follows:

    To make gifts or grant bonuses to the Directors or any other person who are or have been in the employment of the Company, and to provide for the welfare of persons in the employment of the Company or formerly in trustees or otherwise. its employment, and the widows and children of such persons and dependent upon them, by granting money or pensions, making payments towards insurance or by instituting a pension scheme or pension schemes, providing schools, reading rooms, places of recreation, subscribing to sick or benefit clubs, hospitals and other institutions or societies or otherwise as the Company shall think fit, and generally to make donations, contributions, grants or subscriptions to such persons or objects including political bodies or objects for such purposes and in such cases as may seem expedient.

12) By deletion of Part C of existing Clause III of Memorandum of Association;

13) By deletion of existing Clause IV of the Memorandum of Association of the Company and in place thereof the following new Clause be substituted:

The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

14) By deletion of existing Clause (V) of the Memorandum of Association of the Company and in place thereof the following new Clause be substituted:

V. The Authorized Share Capital of the Company is INR 10,00,00,000/-(Indian Rupees Ten Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 3,00,000 (Three Lakhs) Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees One Hundred only) each.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval hereto expressly by the authority of this resolution."

7. <u>Adoption of new set of Articles of Association in accordance with the Companies Act, 2013:</u>

To consider and, if thought fit, to pass the following Resolution as a ***Special Resolution:***

"**RESOLVED THAT** pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to substitute the existing Articles of Association of the company with a new set of Articles of Association in accordance with the Table F of the Schedule I of the Act, 2013 (with suitable modification) as per provisions of the Companies Act, 2013.

"**RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby, severally authorized to file all relevant forms along with all relevant documents as may be deemed expedient by him with the Ministry of Corporate Affairs (Registrar of Companies, Maharashtra, Mumbai) and to take all effective steps as may be deemed necessary by him for and on behalf of the Board of Directors of the Company."

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 and General Circular No 03/2025, dated 22nd September, 2025 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/ CFD /CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No SEBI / HO / CFD /CMD2 /CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 and SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (collectively referred to as 'SEBI Circulars') and all other relevant circulars issued from time to time, physical attendance of the members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). The registered office of the Company shall be deemed to be the venue for the AGM. Hence, members can attend and participate in the ensuing AGM through VC/OAVM. The video recording and transcript of the same shall be made available on the website of the Company. Purva Sharegistry (India) Private Limited (Purva) will be providing facility for voting through remote e-voting for participation in the AGM through VC/OAVM and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained below.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

3. The 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. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to attend the meetings through their authorized representatives are requested to send a scanned copy (PDF / JPG Format) of certified true copy of the Board Resolution to the Company authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through e-voting, to the Scrutinizer through e-mail at csoffice@deepshukla.com with a copy marked to evoting@purvashare.com and to the Company at info.infraindustries@gmail.com

4. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and

Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis

5. In terms of the said MCA and the SEBI Circulars the Notice of AGM alongwith Annual Report for the Financial Year –2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice alongwith the Annual Report for the Financial Year 2025-26 has been uploaded on the website of the Company www.infra.co.in Further as required the letter containing the link where the complete details of the Annual Report are available is also sent to those shareholders whose email address is not registered with the Company or Depository or Registrar and Share Transfer Agent. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

6. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, Purva Sharegistry India Private Limited on support@purvashare.com.

7. Alternatively, member may send an e-mail request at the email id support@purvashare.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

8. Since the AGM will be held through VC / OAVM, route map is not annexed to the Notice.

9. Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility for participation at the AGM through VC / OAVM will be made available for 1,000 members on first come, first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation & Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. The business set out in the Notice will be transacted *inter-alia* through remote e-voting facility being provided by the Company through the e-voting platform of www.evotingindia.com in accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The communication relating to remote e-voting containing details about User ID and password, instructions and other information relating to e-voting are given in this Notice. The Cut-off Date for Members to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means is Thursday, September 17, 2026.

11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per Register of Members of the Company will be entitled to vote.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details to the Company / Purva.

13. Members are requested to promptly intimate any change in their name, postal address, email address, contact numbers, PAN, nominations, mandates, bank details, etc. to their DPs for equity shares held in dematerialized form and to Purva Sharegistry India Private Limited, the Registrar and Share Transfer Agent.

14. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form.

15. Members desirous of having any information regarding Accounts of the Company are requested to e-mail their queries to info.infraindustries@gmail.com with 'Query on Accounts' in the subject line, at least 7 days before the date of the meeting, so that requisite information is made available at the meeting.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on Monday, September 21, 2026 at 09:00 A.M. and ends on Wednesday, September 23, 2026 at 05:00 P.M. 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 Thursday, September 17, 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva 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.

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 are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME / PURVA, 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/myeasi/Registration/EasiRegistration

	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 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 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. 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 held 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 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.

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.comor contact at 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.

2) Click on “Shareholder/Member” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info.infraindustries@gmail.com if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM / EGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **1 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info.infraindustries@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **1 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at info.infraindustries@gmail.com . These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM / AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 info.infraindustries@gmail.com / evoting@purvashare.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv

Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

19. The Scrutinizer shall immediately after the conclusion of AGM verify and count the votes casted at AGM and unblock the votes of e-voting in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company www.infra.co.in ; www.evotingindia.com i.e. service provider within prescribed period and submitted to the Stock Exchange.

Date: August 05, 2026

By order of the Board of Directors
For Infra Industries Limited

Registered Office:
Plot No. 4 and 5, Survey No. 43(pt) to 47(pt)
Karambeli, Industrial Area Arav, Ransai,
Pen, Raigad 402107, Maharashtra.
CIN: L25200MH1989PLC054503
E-mail: info.infraindustries@gmail.com

Sd/-
Sanjay Kumar Jain
Whole Time Director & CFO
DIN:00313886

Details of Director seeking appointment / re-appointment at the 37th Annual General Meeting (Pursuant to Regulation 36(3) (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges) and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

Particulars Required	Details
Name of the Director	Mr. Sanjay Kumar Jain
Director Identification Number (DIN)	00313886
Date of Birth and Nationality	10/07/1969 and Indian
Relationship with other Directors *Interse*	NIL
Date of First Appointment	29/11/2023
Brief Profile, Experience, and Expertise in specific functional areas	Mr. Sanjay Kumar Jain is a Chartered Accountant with over 20 years of experience in corporate finance. He brings strong expertise in financial structuring and strategy, complemented by hands-on industrial experience running a manufacturing unit. His profile reflects a rare blend of financial acumen and practical business execution.
Qualification	Chartered Accountant
Names of listed entities in which person holds Directorships and Memberships / Chairmanships of committees of the Board	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil
Terms and Conditions of appointment / reappointment	Whole Time Director
Details of Remuneration sought to be paid	Rs. 21,00,000/- (Rupees Twenty-One lakh) per annum. For Financial Year 2026-27.
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

Details of Director seeking appointment / re-appointment at the 37th Annual General Meeting (Pursuant to Regulation 36(3) (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges) and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

Particulars Required	Details
Name of the Director	Mr. Avesh Dhelawat
Director Identification Number (DIN)	06373842
Date of Birth and Nationality	28/03/1982 and Indian
Relationship with other Directors *Interse*	NIL
Date of First Appointment	26/05/2026
Brief Profile, Experience, and Expertise in specific functional areas	Mr. Avesh Dhelawat is an and MBA (Masters in business Administration) experienced professional in the field of business and leading the business in operations and marketing and seasoned player for 23 years in sales and marketing and is a forefront of leading the organization back to the market
Qualification	MBA (Masters in business Administration)
Names of listed entities in which person holds Directorships and Memberships / Chairmanships of committees of the Board	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil
Terms and Conditions of appointment / reappointment	Non-Executive Director
Details of Remuneration sought to be paid	Nil
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

Details of Director seeking appointment / re-appointment at the 37th Annual General Meeting (Pursuant to Regulation 36(3) (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges) and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

Particulars Required	Details
Name of the Director	Mr. Manish Badamilal Jain
Director Identification Number (DIN)	05114815
Date of Birth and Nationality	02/09/1977 and Indian
Relationship with other Directors *Interse*	NIL
Date of First Appointment	26/05/2026
Brief Profile, Experience, and Expertise in specific functional areas	Mr. Manish B. Jain is a Member of Institute of Chartered Accountant of India and is an experienced professional in the field of corporate finance and real estate.
Qualification	Chartered Accountant
Names of listed entities in which person holds Directorships and Memberships / Chairmanships of committees of the Board	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil
Terms and Conditions of appointment / reappointment	Non-Executive Director
Details of Remuneration sought to be paid	Nil
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE ACT.

In terms of the provisions of Section 102 of the Companies Act, 2013, the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, the following statement sets out all the material facts and reasons for the proposed resolutions at item nos. 3 to 7 of this Notice of Annual General Meeting ("**AGM**"):

ITEM No. 3:

APPOINTMENT OF M/S DEEP SHUKLA & ASSOCIATES, COMPANY SECRETARIES (CERTIFICATE OF PRACTICE NUMBER: F5364) AS THE SECRETARIAL AUDITORS OF THE COMPANY

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board. SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

In accordance with the above and due to resignation of M/s. Shreyans Jain & Co., Company Secretaries (Membership No. A8519), being the Secretarial auditor of the Company, the Board of Directors at its meeting held on Wednesday, 5th August, 2026 considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of M/s. Deep Shukla & Associates, a firm of Company Secretaries in practice, (Certificate of Practice Number: F5364), as Secretarial Auditors of the Company for a term of 5 consecutive Years, to conduct Secretarial Audit of five consecutive financial years respectively ending on 31st March, 2027, 31st March, 2028, 31st March, 2029, 31st March, 2030 and 31st March, 2031 (the Term) and issue (i) the Secretarial Audit Report under Section 204 of the Act for the Term and (ii) the Secretarial Audit Reports under Regulation 24A(1)(a) of the Listing Regulations for the Term.

M/s. Deep Shukla & Associates, a firm of Company Secretaries in practice have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Circular.

Other disclosures

The Board after taking into account the qualification and experience of M/s. Deep Shukla & Associates, a firm of Company Secretaries in practice and the certificate submitted by them, was of the opinion that they are qualified to be appointed as the Secretarial Auditors of the Company in accordance with the Listing Regulations and the Circular, the qualification and experience of M/s. Deep Shukla & Associates, a firm of Company Secretaries in practice is commensurate with the size and requirements of the Company and have accordingly recommended their appointment as the Secretarial Auditors for the term, as set out in the proposed resolution, to the members of the Company. It is further proposed that the remuneration to be paid to the Secretarial Auditor may be mutually agreed between both the parties. In addition to the remuneration, the Secretarial Auditor shall be entitled to receive the out-of-pocket expenses as may be incurred by them during the course of the Audit or issuance of any other certificate.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 03 of the notice as an Ordinary resolution.

None of the Directors, Key Managerial Personnel of Company or their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at herein above.

ITEM No. 4

APPOINTMENT OF MR. AVESH DHELAWAT (DIN: 06373842) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.

On the basis of the recommendation of the Nomination and Remuneration Committee, Mr. Avesh Dhelawat (DIN: 06373842), aged 44 years, was appointed as an Additional Director of the Company, in the category of a promoter, by the Board of Directors, with effect from May 26, 2026, pursuant to Section 161 of the Companies Act, 2013, read with the provisions of the Articles of Association of the Company. In terms of Section 152 of the Companies Act 2013, the appointment of a director of entity is subject to the approval of the shareholders.

The details of Mr. Avesh Dhelawat containing brief profile, nature of expertise, etc. as required under Secretarial Standard -2 is annexed to the Notice.

Your Directors recommend the resolution as set out in Item no. 4 for the approval of the members as an Ordinary resolution.

None of the Directors, Key Managerial Personnel of Company or their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at herein above.

ITEM No. 5

APPOINTMENT OF MR. MANISH BADAMILAL JAIN (DIN: 05114815) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY.

On the basis of the recommendation of the Nomination and Remuneration Committee, Mr. Manish Badamilal Jain (DIN: 05114815), aged 48 years, was appointed as an Additional Director of the

Company, in the category of a promoter by the Board of Directors, with effect from May 26, 2026, pursuant to Section 161 of the Companies Act, 2013, read with the provisions of the Articles of Association of the Company. In terms of Section 152 of the Companies Act 2013, the appointment of a director of entity is subject to the approval of the shareholders.

The details of Mr. Manish Badamilal Jain containing brief profile, nature of expertise, etc. as required under Secretarial Standard -2 is annexed to the Notice.

Your Directors recommend the resolution as set out in Item no. 5 for the approval of the members as an Ordinary resolution.

None of the Directors, Key Managerial Personnel of Company or their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out at herein above.

ITEM No. 6

ALTERATION OF MAIN OBJECT CLAUSE AND ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER THE COMPANIES ACT, 2013

The Company was incorporated on 05th December, 1989 with the primary object of carrying on the business of manufacturing and dealing in plastic articles and goods.

In order to align the Memorandum of Association with the Company's present and proposed business requirements and to facilitate its future growth and expansion, the Board of Directors, at its meeting held on August 05, 2026, subject to the approval of the Members by way of a Special Resolution and the approval of the Ministry of Corporate Affairs through the Registrar of Companies, approved the alteration of the Object Clause of the Memorandum of Association by inserting a new sub-clause (2) under Clause III(A) and a new sub-clause (3) under Clause III(B), and the substitution of the existing Memorandum of Association with a new set of Memorandum of Association in accordance with the provisions of the Companies Act, 2013.

The proposed alteration is intended to consolidate and broaden the existing business activities of the Company, thereby enabling it to diversify its operations, expand its business horizons, and explore new avenues of growth and revenue generation. The revised Object Clause will provide the Company with the necessary flexibility to undertake additional business activities that are incidental or complementary to its existing operations and are expected to enhance its operational efficiency and long-term business prospects.

Accordingly, it is proposed to alter Clause III(A) and Clause III(B) of the Memorandum of Association relating to the Main Objects and the Matters which are Necessary for Furtherance of the Main Objects, respectively, by substituting the existing sub-clauses with the proposed new sub-clauses, so as to bring the Memorandum of Association in conformity with the provisions of the Companies Act, 2013 and to reflect the Company's expanded business objectives.

The proposed alterations are as follows:

1) Substituting the words of heading “The Companies Act, 1956” by the words “The Companies Act, 2013”;

2) By deleting the heading of Clause III “The objects of which Company is established are”;

3) By deleting the heading of existing Clause III (A), “THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION” and replacing it with the heading “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE;

4) Alteration of main object clause by adding Clause III (A) (2) and (3) after Clause III (A) (1) in the following manner-

3. To carry on in India and abroad the business of logistics, transportation, multimodal transport, freight forwarding, shipping, and supply chain management; to own, acquire, lease, hire, operate, manage, or contract all kinds of vehicles, vessels, barges, ships, cranes, tankers, trailers, tractors, dumpers, material handling equipment, and other transport assets; to establish, operate, and manage supply bases, shore bases, offshore logistics support services, warehouses, container freight stations, air freight stations, inland container depots, Special Economic Zone (SEZ) warehouses, logistics parks, and related facilities; to provide warehousing, yard and facility management, cargo handling, stevedoring, bunkering, chartering, vessel management, manpower supply, statutory clearances, equipment rental, and other allied logistics support services; to act as carriers by land, sea, air, or inland waterways, warehousemen, wharfingers, clearing and forwarding agents, freight forwarders, transport operators, common carriers, booking and commission agents, representatives, and logistics service providers; and to undertake the transportation, lifting, erection, installation, commissioning, and handling of all types of project cargo, including over-dimensional, over-width, and over-weight cargo, together with the carriage of passengers, goods, and luggage by any mode of transport and all activities ancillary or incidental thereto;

5) By deletion of heading of existing Clause III (B), “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECT” and replacing it with the heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE;

6) By insertion of new sub-clause (9) under Clause III (B) as follows:

   To carry on the business as general commission agents, buying agents, selling agents, indentors, distributors, consignment agents, clearing and forwarding agents, stockists, representatives, marketing agents, brokers, merchants, traders, and dealers in all types of goods, wares, merchandise, commodities, raw materials, products and services.

7) Renumbering the sub-clauses of Clause III (B) of Memorandum of Association;

8) By amending sub-clause 13 of amended Clause III (B) by adding the words "by using Artificial Intelligence ("AI"), by using social media platforms" before the words "by purchase and exhibition of works or art or interest, by publication of books and periodicals and by granting prices, rewards and donations".

9) By amending sub-clause 25 of amended Clause III (B) by adding the words "surplus funds" before the words "and deal with the moneys of the company not immediately required" and "upon such stocks, shares and securities" before the words "in such manner as may from time to time be determined".

10) By amending sub-clause 36 of existing Clause III (B) by substituting the words "in accordance with the section 205(3) of the Companies Act, 1956" with "in accordance with the applicable provisions of the Companies Act, 2013";

11) By insertion of new sub-clause (41) under Clause III (B) as follows:

    To make gifts or grant bonuses to the Directors or any other person who are or have been in the employment of the Company, and to provide for the welfare of persons in the employment of the Company or formerly in trustees or otherwise. its employment, and the widows and children of such persons and dependent upon them, by granting money or pensions, making payments towards insurance or by instituting a pension scheme or pension schemes, providing schools, reading rooms, places of recreation, subscribing to sick or benefit clubs, hospitals and other institutions or societies or otherwise as the Company shall think fit, and generally to make donations, contributions, grants or subscriptions to such persons or objects including political bodies or objects for such purposes and in such cases as may seem expedient.

12) By deletion of Part C of existing Clause III of Memorandum of Association;

13) By deletion of existing Clause IV of the Memorandum of Association of the Company and in place thereof the following new Clause be substituted:

    The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

14) By deletion of existing Clause (V) of the Memorandum of Association of the Company and in place thereof the following new Clause be substituted:

V. The Authorized Share Capital of the Company is INR 10,00,00,000/-(Indian Rupees Ten Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and 3,00,000 (Three Lakhs) Cumulative Redeemable Preference Shares of INR 100/- (Indian Rupees One Hundred only) each.

The Board of Directors considers the proposed alteration and the adoption of the new MOA to be in the best interest of the Company. They believe that the expansion of the business scope will contribute to the overall growth and profitability of the Company. The Directors, therefore, recommend that the Members approve the **special resolution** set forth in this Notice.

None of the Directors, Key Managerial Personnel (KMPs) of the Company, or their relatives, is in any way concerned or interested, financially or otherwise, in the proposed resolutions except as shareholders of the Company, to the extent of their shareholding, if any.

Date: August 05, 2026

By order of the Board of Directors
For Infra Industries Limited

Sd/-
Sanjay Kumar Jain
Whole Time Director & CFO
DIN:00313886

Registered Office:
Plot No. 4 and 5, Survey No. 43(pt) to 47(pt)
Karambeli, Industrial Area Arav, Ransai,
Pen, Raigad 402107, Maharashtra.
CIN: L25200MH1989PLC054503
E-mail: info.infraindustries@gmail.com

ITEM No. 7

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION IN ACCORDANCE WITH THE COMPANIES ACT, 2013

The Board of Directors, at its meeting held on August 05, 2026, subject to the approval of the Members by way of a Special Resolution and the approval of the Ministry of Corporate Affairs through the Registrar of Companies, approved the substitution of the existing Articles of Association of the Company with a new set of Articles of Association in conformity with Table F of Schedule I to the Companies Act, 2013.

The existing Articles of Association were adopted under the provisions of the erstwhile Companies Act, 1956 and contain references to the provisions of the said Act. With the enactment of the Companies Act, 2013 and the amendments made thereunder from time to time, it is considered expedient to adopt a new set of Articles of Association to align the constitutional documents of the Company with the provisions of the Companies Act, 2013, the rules framed thereunder, and prevailing corporate governance practices.

Accordingly, the Board recommends the adoption of a new set of Articles of Association in substitution of the existing Articles of Association of the Company.

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

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

Date: August 05, 2026

Registered Office:
Plot No. 4 and 5, Survey No. 43(pt) to 47(pt)
Karambeli, Industrial Area Arav, Ransai,
Pen, Raigad 402107, Maharashtra.
CIN: L25200MH1989PLC054503
E-mail: info.infraindustries@gmail.com

By order of the Board of Directors
For Infra Industries Limited

Sd/-
Sanjay Kumar Jain
Whole Time Director & CFO
DIN:00313886