



M A S O N  
INFRA TECH  
Limited

CIN No. L43900MH2023PLC401571

June 23, 2025

**The National Stock Exchange of India Ltd.**

“Exchange Plaza” C-1, Block-G  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051.

**Symbol: MASON**

**ISIN: INE0SH001010**

**Sub: Notice of Extra Ordinary General Meeting of the Company**

Dear Sir/Madam,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Extra Ordinary General Meeting of the Company through Video Conferencing (VC) / Other Audio Visual Means (OAVM), which is being sent through electronic mode today to those Members whose e-mail addresses are registered with the Company, Registrar & Transfer Agent or Depositories, in accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by SEBI.

You are requested to take the above information on your record.

Thanking you.

**For Mason Infratech Limited**

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**Asit Thakkar Dattani**  
**Chairman & Managing Director**  
**DIN - 01382453**

103, “Imperia”, Mahavir Millenium, Vasant Vihar, Pokhran Road No. 2,  
Thane West - 400610.

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## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **Extra Ordinary General Meeting** of the Members of **Mason Infratech Limited** will be held on **Tuesday, 15<sup>th</sup> day of July 2025, at 12.30 P.M.** through Video Conferencing / Other Audio Visual means without physical presence of the members at a common venue to transact the following businesses as mentioned below.

### **SPECIAL BUSINESS: -**

#### **ITEM NO. 1: TO INCREASE IN AUTHORISED SHARE CAPITAL AND SUBSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION**

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 24,00,00,000 (Twenty-Four Crores Only) divided into 2,40,00,000 (Two Crores Forty Lakhs Only) number of equity shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000 (Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) number of equity shares of Rs. 10/- (Rupees Ten) each ranking *pari-passu* with the existing shares in all respects.

**“RESOLVED FURTHER THAT** the existing clause V of the Memorandum of Association of the Company be substituted as follows:

*“V The Authorized share capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”*

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to certify and make available a true copy of the foregoing resolution to anyone including but not limited to any statutory authority, if concerned or deemed interest in the matter.”

**ITEM NO. 2: - APPROVAL FOR THE ISSUANCE OF 49,59,500 (FORTY-NINE LAKHS, FIFTY-NINE THOUSAND AND FIVE HUNDRED) EQUITY SHARES OF RS. 10/- EACH (RUPEES TEN ONLY) AT AN OFFER PRICE OF RS. 124.00/- (RUPEES ONE HUNDRED AND TWENTY-FOUR ONLY) ON PREFERENTIAL ALLOTMENT BASIS:**

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

“**RESOLVED THAT** pursuant to Section 23, 42 and 62 (1)(c), 179 (3)(c) and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”) and the rules framed there under (including any statutory modification or reenactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") and the Listing Agreement entered into by the Company with the NSE Emerge (“**NSE Emerge**”) on which the equity shares of the Company are listed and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("**Members**") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches **49,59,500(Forty-Nine Lakhs, Fifty-Nine Thousand And Five Hundred) fully paid-up equity shares of face value of Rs. 10/- each (Rupees Ten only), at an issue price of Rs. 124.00/- (One Hundred and Twenty-Four Only) (including a premium of Rs. 114.00/- (One Hundred and Twenty-Three Rupees and Three Eight Paise Only), aggregating to Rs. 61,49,78,000/- (Rupees Sixty-One**

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**Crore Forty-Nine Lakhs and Seventy-Eight Thousand Only**) (“**Subscription Money**”) on a preferential basis and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time to the following allottees (“**Proposed Allottees**”) as stated below:

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares
1.	Hitesh Natwarlal Kawa	Non – Promoter, Public	3,60,000
2.	Priti Nimesh Singh	Non – Promoter, Public	3,06,000
3.	Unistone Capital Private Limited	Non – Promoter, Public	2,50,000
4.	Varshit Janak Shah	Non – Promoter, Public	2,00,000
5.	Hasti Meet Mehta	Non – Promoter, Public	1,80,000
6.	Krushnam Nexus Capital Scheme 1	Non – Promoter, Public	1,80,000
7.	Sharda Subhashchandra Bhat	Non – Promoter, Public	1,65,000
8.	Sadashiv Kanyana Shetty	Non – Promoter, Public	1,65,000
9.	Compact Structure Fund	Non – Promoter, Public	1,50,000
10.	Ami Tushar Mehta	Non – Promoter, Public	1,08,000
11.	Manu Jairamdas Mansharamani Kiran Manu Mansharamani	Non – Promoter, Public	1,00,000
12.	Nexta Enterprises LLP	Non – Promoter, Public	1,00,000
13.	Rachana Ketan Kakrecha	Non – Promoter, Public	1,00,000
14.	Pramesh Wealth Pvt Ltd	Non – Promoter, Public	1,00,000
15.	Ankit Padamsee Gala	Non – Promoter, Public	82,500
16.	Naresh Saraaf	Non – Promoter, Public	81,000
17.	Rushit K Mehta	Non – Promoter, Public	81,000
18.	Ashokkumar Veljibhai Maniyar	Non – Promoter, Public	81,000
19.	Satishkumar Hiralal Gandhi	Non – Promoter, Public	81,000
20.	Jayeshkumar Vinodchadra Khandor	Non – Promoter, Public	63,000
21.	Nilamben Kiritbhai Shah	Non – Promoter, Public	63,000
22.	Chandrakant Sarupchand Sanghvi HUF	Non – Promoter, Public	54,000
23.	Devang Chandrakantbhai Shah	Non – Promoter, Public	54,000
24.	Sapna Devang Shah	Non – Promoter, Public	54,000
25.	Jai Manish Shanghvi	Non – Promoter, Public	50,000
26.	Mittal Nilesh Sangani	Non – Promoter, Public	50,000
27.	Modi Jaymin Piyushbhai	Non – Promoter, Public	50,000
28.	Ketan Rasiklal Doshi HUF	Non – Promoter, Public	45,000

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29.	Mitesh Manilalbhai Thacker	Non – Promoter, Public	45,000
30.	Prakash Mohanlal Parekh Huf	Non – Promoter, Public	45,000
31.	Saurav Raidani	Non – Promoter, Public	45,000
32.	Satyam S Joshi	Non – Promoter, Public	40,000
33.	Nirav Hasmukhlal Sheth Hasmukh Saralal Sheth	Non – Promoter, Public	40,000
34.	Kavitha Kisan Kumar	Non – Promoter, Public	40,000
35.	Mukesh Kantilal Vora	Non – Promoter, Public	36,000
36.	Dharmil Ramesh Mehta	Non – Promoter, Public	36,000
37.	Jayshree Sevantilal Sanghvi	Non – Promoter, Public	36,000
38.	Jignaben Rajeshkumar Gandhi	Non – Promoter, Public	36,000
39.	Nensi Vicky Datraniya	Non – Promoter, Public	36,000
40.	Trupti Paras Mehta	Non – Promoter, Public	35,000
41.	Sameer Jayantilal Dodiya	Non – Promoter, Public	30,500
42.	Sameer Nanalal Vara	Non – Promoter, Public	30,500
43.	Kunal Hareesh Mehta	Non – Promoter, Public	25,000
44.	Deepa Purvesh Shah Purvesh Rajnikant Shah	Non – Promoter, Public	25,000
45.	Keyur Manojbhai Soni	Non – Promoter, Public	25,000
46.	Sureshchandra Ishverlal Modi Kirtiben Sureshchandra Modi	Non – Promoter, Public	25,000
47.	Chirag Shyam Rathi	Non – Promoter, Public	25,000
48.	Shakuntalababen Nareshchandra Jariwala	Non – Promoter, Public	25,000
49.	Babita Jayantilal Jain	Non – Promoter, Public	25,000
50.	Darshan Ashwin Sheth	Non – Promoter, Public	25,000
51.	Dhrumil Chetan Sheth	Non – Promoter, Public	25,000
52.	Khandol Darshan Vasantbhai	Non – Promoter, Public	25,000
53.	Neetu M Somani	Non – Promoter, Public	25,000
54.	Nivedita	Non – Promoter, Public	25,000
55.	Pushpa Mahesh Mehta	Non – Promoter, Public	25,000
56.	Ankur Rameshchandra Parekh	Non – Promoter, Public	25,000
57.	Krunal Rohitkumar Shah	Non – Promoter, Public	25,000
58.	Neeta Jashwant Shah	Non – Promoter, Public	25,000
59.	Virendra Ramanlal Shah Pratimaben Virendra Shah	Non – Promoter, Public	25,000
60.	Ankur Prakash Shah	Non – Promoter, Public	25,000
61.	Hariom Sardar	Non – Promoter, Public	25,000
62.	Manoj Jain	Non – Promoter, Public	25,000
63.	Rajesh Shamji Patel	Non – Promoter, Public	25,000

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64.	Hemlata Shambhu Bhutia	Non – Promoter, Public	25,000
65.	Mukesh Saraswat	Non – Promoter, Public	25,000
66.	Ram Niwas Bhutia	Non – Promoter, Public	25,000
67.	Harin Panalal Shah	Non – Promoter, Public	25,000
68.	Jitendra Shah	Non – Promoter, Public	25,000
69.	Sukan Equipments Private Ltd	Non – Promoter, Public	25,000
70.	Bhavin Becharbhai Mangrolia	Non – Promoter, Public	25,000
71.	Indravadan Manilal Panchal	Non – Promoter, Public	25,000
72.	Nidhi Kalpeshkumar Patni	Non – Promoter, Public	25,000
73.	Niveshaka Enterprise Bhavik Pradipbhai Shah Nipa Dipesh Choksi	Non – Promoter, Public	25,000
74.	Prateeti Care Trust Vijay Vinod Patel Mukeshbhai Dahyabhai Patel	Non – Promoter, Public	25,000
75.	Rimpal Bharatkumar Saglani	Non – Promoter, Public	25,000
76.	Yayatikumar Rajendrakumar Bhatt	Non – Promoter, Public	25,000
77.	Chirag V. Bavisi HUF	Non – Promoter, Public	25,000
78.	Akhil Reddy Sanivarapu	Non – Promoter, Public	25,000
79.	Hemal Bhupatrai Vasa	Non – Promoter, Public	25,000
80.	Lila Rikhabraj Chhajed	Non – Promoter, Public	25,000
81.	Rajiv Jaisukhlal Vaghani	Non – Promoter, Public	25,000
82.	Rikhabraj D Chhajed	Non – Promoter, Public	25,000
83.	Tishank Arun Kochar	Non – Promoter, Public	25,000
84.	Vinod Jaju (HUF)	Non – Promoter, Public	25,000
85.	Rahul Hemchand Visaria Jitendri Hemchand Visaria	Non – Promoter, Public	25,000
<b>Total</b>			<b>49,59,500</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, **the Relevant Date** for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the **Friday, 13<sup>th</sup> June 2025**, being the date 30 days (Thirty days) prior to the date of this Extra Ordinary General Meeting (“**EOGM**”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Equity Shares to be issued to the Proposed Equity Allottee(s) in the preferential issue shall be listed on the NSE Emerge platform where the existing Equity Shares are listed.

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**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i. The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividends) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. All Subscription Shares to be allotted by way of preferential issue shall be made fully paid-up at the time of the allotment and the consideration must be paid from the respective Proposed Allottees' Bank Account.
- iii. The Equity Shares offered, issued and allotted to the proposed allottee, shall be issued by the Company for cash consideration.
- iv. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- v. The Subscription Shares so offered, issued and allotted will be listed on the NSE Emerge platform, subject to receipt of necessary regulatory permissions and approvals as the case may be.
- vi. The Subscription Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under.
- vii. The Proposed Allottees shall be required to bring in entire consideration for the Equity Shares to be allotted to such Proposed Allottees, on or before the date of allotment thereof.
- viii. The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of fifteen (15) days from the date of passing of special resolution, provided that the allotment will be made only upon receipt of in principal approval from the Stock Exchange i.e., NSE Emerge Platform, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws and where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any regulatory authority including, but not limited to NSE and/or SEBI or the Central Government, the issue

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and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

- ix. The Subscription Shares so offered, issued and allotted, shall not exceed the number as approved hereinabove.
- x. Equity Shares shall be allotted in dematerialized form only.
- xi. The issuer is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

**“RESOLVED FURTHER THAT** the Director and /or Company Secretary of the Company be and are hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘*Form PAS-4*’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. NSE Emerge.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.



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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

**ITEM NO. 3: - APPROVAL FOR THE ISSUANCE OF 24,08,000 (TWENTY-FOUR LAKHS EIGHT THOUSAND) FULLY CONVERTIBLE WARRANTS (“WARRANTS/ CONVERTIBLE WARRANTS”) OF RS. 10/- (RUPEES TEN) EACH ISSUED AT A PRICE OF RS. 124/- (RUPEES ONE HUNDRED & TWENTY-FOUR ONLY) INTO EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS:**

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

“**RESOLVED THAT** pursuant to Section 23, 42 and 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and the Listing Agreement entered into by the Company with the NSE Emerge (“**NSE Emerge**”) on which the equity shares of the Company are listed and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), and/or any other statutory or regulatory authority(ies), in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “**Board**” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board to create, offer,

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issue, allot and deliver in one or more tranches **24,08,000 (Twenty-Four Lakhs Eight Thousand) Fully Convertible Warrants (“Warrants/ Convertible Warrants”)** of Rs. 10/- (Rupees Ten) each issued at a price of Rs. 124/- (Rupees One Hundred & Twenty-Four Only) aggregating to Rs. 29,85,92,000/- (Rupees Twenty-Nine Crore Eighty-Five Lakhs Ninety-Two Thousand Only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time with the right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) at a premium of Rs. 114.00/- (One Hundred and Fourteen Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants
1	Asit Surendra Dattani Thakkar	Promoter	6,16,875
2	Jitendra Rasiklal Sanghavi	Non – Promoter, Public	6,00,000
3	Ashutosh Jayantilal Juthani	Promoter	3,83,125
4	Bijal Kaushik Gandhi	Non – Promoter, Public	3,06,000
5	Roopal Hitesh Kawa	Non – Promoter, Public	2,52,000
6	Hemant Kumar Gupta	Non – Promoter, Public	2,50,000
<b>Total</b>			<b>24,08,000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, **the Relevant Date** for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the **Friday, 13<sup>th</sup> June 2025**, being the date 30 days prior to the date of this Extra Ordinary General Meeting (“EOGM”) and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

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- i. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations, and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 months (Eighteen Months) from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten) each to the Warrant holders. Each Warrant holder will be entitled to receive one equity share of the Company against one Warrant held by him/her.
- ii. An amount equivalent to 25% (Twenty-Five) of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy-Five) of the Warrant Price shall be payable in one or more tranches by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The Equity Share Warrants will be issued at Rs. 124.00/- (One Hundred and Twenty-four Only) per share warrant.
- v. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- vi. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- vii. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission;

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- viii. The Warrants and the Equity Shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- ix. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- x. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- xi. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the Directors and / Company Secretary of the Company be and are hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘*Form PAS-4*’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. NSE Emerge.



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**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Convertible Warrants or Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Convertible Warrants including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Directors or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and take all such steps as may be necessary, proper or expedient for implementation of the above resolution and matters connected therewith or incidental thereto including but not limited to a delegation of all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company, or to settle any questions, difficulties or doubts that may arise about the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

**ITEM NO. 4. APPOINTMENT OF MS. ANURADHA SANGEETA PARMAR (DIN: 11159004) AS AN INDEPENDENT WOMAN DIRECTOR OF THE COMPANY.**

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

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Ms. Anuradha Sangeeta Parmar (DIN: 11159004) who was appointed as an Additional Independent Woman Director of the Company by the Board of Directors effective June 19, 2025 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Women Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Non-Executive Women Director of the Company for a period of five years with effect from June 19, 2025 to June 18, 2030 and the term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** any of the Directors or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard

For and on Behalf of Board of Directors  
**For MASON INFRA TECH LIMITED**

SD/-

**Asit Thakkar Dattani**  
**Chairman & Managing Director**  
**DIN - 01382453**

**Place: Mumbai**  
**Date: 19.06.2025**

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## NOTES:

1. The **Ministry of Corporate Affairs (“MCA”)** vide its General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, (collectively referred to as (“MCA Circulars”) and in terms of the **Securities and Exchange Board of India (“SEBI”)** in continuation to its previous No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, No. SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 5th January, 2023 further extended the relaxation vide Circular SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circulars”), and in compliance with the provisions of the Act and with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the forthcoming EOGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EOGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM will be provided by the RTA
3. The Members can join the EOGM 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 EOGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and

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Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restrictions on account of first come first served basis.

4. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at <https://masoninfra.com> The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at [www.nseindia.com](http://www.nseindia.com). The EOGM Notice is also disseminated on the website of NSDL E-Voting System (agency for providing the Remote e-Voting facility and e-voting system during the EOGM)
7. The EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, dated May 05, 2022 and further amendments thereto.
8. In compliance with the applicable provisions of the Companies Act, 2013 (the “Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), as amended from time to time, read with the MCA Circulars, SEBI Circular and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Extra Ordinary General Meeting (“EGM”) of the Company is scheduled to be held on **Tuesday, 15<sup>th</sup> July 2025 at 12.30 P.M.** through VC/OAVM and the voting for items to be transacted in the Notice to this EGM only through remote electronic voting process (“e-Voting”).
9. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for

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appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. The relevant Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 in respect of the items set out in the Notice of EGM is annexed.
12. In case of joint holders attending the EGM, only such joint holders who is higher in the order of names will be entitled to vote.
13. Further in terms of the MCA Circulars and the SEBI Circular, the Company is sending this EGM Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories.
14. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday 9<sup>th</sup> Day of July 2025 to Tuesday, 15<sup>th</sup> July 2025** (both days inclusive) for the Extra Ordinary General Meeting.
15. A person who is not a member as on the record date should treat this Notice for information purpose only.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

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18. Members desiring inspection of statutory registers during the EGM may send their request in writing to the Company at [cs@masoninfra.com](mailto:cs@masoninfra.com) at least 48 hours before the start of EGM.
19. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to [cs@masoninfra.com](mailto:cs@masoninfra.com) at least 48 hours before the start of EGM.
20. This EGM Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories/the DP/the Company's RTA/the Company.
21. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the record date i.e. **Tuesday, 08<sup>th</sup> July 2025.**
22. The Cut Off date / record date for the purpose of determining the eligibility of the Members to attend & vote in the Extra Ordinary General Meeting of the Company is **Tuesday, 08<sup>th</sup> July 2025.**
23. M/s Nishtha Khandelwal & Associates, (Mem. No. 71865) Practicing Company Secretaries, Mumbai, has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the voting process through E-Voting for the Extra Ordinary General Meeting in a fair and transparent manner.
24. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, by use of remote e-Voting system for all those Members who are present during the EGM through VC/OAVM but have not cast their votes by availing the remote e-Voting facility. The remote e-Voting shall be available by NSDL E-Voting System. for voting 15 minutes after the conclusion of the Meeting.
25. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast during the EGM and, thereafter, unblock the votes cast through remote e-Voting and shall make, not later than 48 hours from the conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favors or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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26. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website <https://masoninfra.com> immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. NSE and be made available on their respective websites viz. [www.nseindia.com](http://www.nseindia.com).

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE EXTRA ORDINARY GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Friday, 11<sup>th</sup> July 2025, at (ISD 9:00 A.M.) and ends on Monday, 14<sup>th</sup> July 2025 at (ISD 5:00 P.M.) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday 8<sup>th</sup> July 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday 8<sup>th</sup> July 2025.

#### **How do I vote electronically using NSDL e-Voting system**

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

#### **Step 1: Access to NSDL e-Voting system**

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

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

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

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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</li></ol>



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	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li></ol>



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	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

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

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

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

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

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b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

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3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nnkpartners@gmail.com](mailto:nnkpartners@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Rahul Rajbhar at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

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

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@masoninfra.com](mailto:cs@masoninfra.com). The same will be replied by the company suitably.
6. Shareholders who would like to speak during the meeting must register their request with the company, Shareholders will get confirmation on first cum first basis depending upon the provision made by Company.
7. Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Other shareholders may ask questions to the panellist, via active chat-board during the meeting.

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8. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking

For and on Behalf of Board of Directors  
**For MASON INFRA TECH LIMITED**

SD/-

**Asit Thakkar Dattani**  
**Chairman & Managing Director**  
**DIN - 01382453**

**Place: Mumbai**

**Date: 19.06.2025**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying EGM Notice.

#### **Item No.1**

Presently the Authorised Share Capital of the Company stands at Rs. 24,00,00,000 (Twenty-Four Crores Only) divided into 2,40,00,000 (Two Crores Forty Lacs Only) number of equity shares of Rs. 10/- (Rupees Ten) each.

The Board of Directors of the Company at its meeting held on June 19,2025 decided to increase the Authorized Capital of the Company from the existing Rs. 24,00,00,000 (Twenty-Four Crores Only) divided into 2,40,00,000 (Two Crores Forty Lacs Only) number of equity shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000 (Twenty-Five Crores Only) divided into

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2,50,00,000 (Two Crores Fifty Lacs Only) number of equity shares of Rs. 10/- (Rupees Ten) each ranking *pari-passu* with the existing shares in all respects.

Pursuant to Section 13, 61, 64 of the Companies Act, 2013, the increase in Authorised Share Capital requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 1 for increase in Authorized Share Capital of the Company.

The Directors of the Company and their relatives are deemed to be concerned or interested in Items No. 1 only to the extent of shares held by them, if any, in the Company.

**Item No. 2 & 3: -**

The Special Resolution contained in Item No. 2 & 3 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to **49,59,500 (Forty-Nine Lakhs Fifty-Nine Thousand Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten) each for consideration in cash at a price of Rs. 124/- (Rupees One Hundred and Twenty-Four Only) per share total consideration aggregating to Rs. 61,49,78,000/- (Rupees Sixty-One Crore Forty-Nine Lakhs Seventy-Eight Thousand Only) and 24,08,000 (Twenty-Four Lakhs Eight Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") of Rs. 10/- (Rupees Ten) each issued at a price of Rs. 124/- (Rupees One Hundred & Twenty-Four Only) per warrant total consideration aggregating to Rs. 29,85,92,000/- (Rupees Twenty-Nine Crore Eighty-Five Lakhs Ninety-Two Thousand Only).**

The Board of Directors of the Company ("**Board**") in their meeting held on Thursday, 19<sup>th</sup> June 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot **49,59,500 (Forty-Nine Lakhs Fifty-Nine Thousand Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten) each for consideration in cash at a price of Rs. 124/- (Rupees One Hundred and Twenty-Four Only) per share total consideration aggregating to Rs. 61,49,78,000/- (Rupees Sixty-One Crore Forty-Nine Lakhs Seventy-Eight Thousand Only) and 24,08,000 (Twenty-Four Lakhs Eight Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") of Rs. 10/- (Rupees Ten) each issued at a price of Rs. 124/- (Rupees One Hundred & Twenty-Four Only) per warrant total consideration aggregating to Rs. 29,85,92,000/- (Rupees Twenty-Nine Crore Eighty-Five Lakhs Ninety-Two Thousand Only) on preferential basis to the Proposed Allottees as mentioned in the resolution no. 1 & 2 in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.**

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As per Companies Act, 2013 and Rules made there under (“**Companies Act**”), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

### **1. Objects of the Issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

The company intends to raise its capital to meet the capital requirements of the Company’s ongoing and upcoming pipeline projects, thereby ensuring their smooth and timely execution. The funds will also be utilized to support the Company’s expansion into new business ventures, enabling it to diversify its operations and strengthen its market position. To procure new machinery and equipment with the aim of improving its execution capabilities, increasing operational efficiency, and driving productivity enhancements across key functions. Additionally, the proposed fund-raising will provide financial flexibility to make strategic investments, including in associate companies, which are expected to contribute to the long-term growth and value creation for the Company and its stakeholders.

The part of the proceeds will be allocated towards **working capital requirements**, thereby strengthening the Company’s liquidity position. This will ensure the availability of sufficient funds for day-to-day operational needs, improve financial flexibility, and enhance the Company’s ability to manage its short-term obligations efficiently

General Corporate Purpose - Up to **Rs. 26,00,00,000 (Twenty-Six Crores)** of the Issue Proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

### **Utilization of Issue Proceeds:-**

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Sr. No.	Particulars	Total Estimated amount to be utilized (In Rs.)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	(i) To invest in, and grant loans to, joint ventures, associate entities, companies, and body corporates for the purpose of supporting future expansion plans and expanding the Company's Real Estate and Construction business	Upto 44 Crores	Within 12 months from receipt of funds for the Warrants (as set out herein)
	(ii) To meet working capital requirements of the Company	Upto 25 Crores	
2	To meet general corporate expenditure	Upto 23 Crores	
	<b>TOTAL</b>	<b>Upto 92 Crores</b>	

*Note: Considering 100% conversion of Warrants into equity shares within the stipulated time.*

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent

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periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

## **2. Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares and Convertible Warrants is **Friday, 13 June 2025**, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

## **3. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:**

The Board, at its meeting held on 19<sup>th</sup> June 2025 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of **49,59,500 (Forty-Nine Lakhs Fifty-Nine Thousand Five Hundred) Equity Shares of Rs. 10/- (Rupees Ten) each for consideration in cash at a price of Rs. 124/- (Rupees One Hundred and Twenty-Four Only) per share total consideration aggregating to Rs. 61,49,78,000/- (Rupees Sixty-One Crore Forty-Nine Lakhs Seventy-Eight Thousand Only) and 24,08,000 (Twenty-Four Lakhs Eight Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") of Rs. 10/- (Rupees Ten) each issued at a price of Rs. 124/- (Rupees One Hundred & Twenty-Four Only) per warrant total consideration aggregating to Rs. 29,85,92,000/- (Rupees Twenty-Nine Crore Eighty-Five Lakhs Ninety-Two Thousand Only) each, on a preferential basis to the Proposed Allottees, at such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.**

## **4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being:**

The Equity Shares of the Company are listed at the **NSE Emerge Platform**. There is frequent trading of shares of the Company on NSE. In terms of Regulation 164 of the SEBI ICDR Regulations, 2018, where the shares are frequently traded, the price determined by the Issuer shall take into account valuation as prescribed under Regulation 164 of the SEBI ICDR Regulations, 2018.

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The floor price of Rs.123.38/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- a. *90 Trading Days* volume weighted average price (*VWAP*) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date i.e **Rs. 104.66/- per Equity Share.**
- b. *10 Trading Days* volume weighted average price (*VWAP*) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date i.e **Rs. 123.38/- per Equity Share.**

Hence, the Board proposes to issue Equity Shares and fully convertible warrants into equity shares on a preferential basis at price of Rs. 124.00/- (Rupees One Hundred Twenty-Four Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs.114.00/- (Rupees One Hundred Fourteen Only) as a premium per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering the current scenario of the Company etc.

Method of determination of price as per the Articles of Association of the Company – *Not applicable* as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

**5. The Price Band at/within which the allotment is proposed:**

There shall be no price band. All the equity shares and convertible warrants under this preferential issue shall be made at an issue price of Rs. 124.00/- (Rupees One Hundred Twenty-Four Only) including a security premium of Rs. 114.00/- (Rupees One Hundred Fourteen Only) being the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

**6. Amount which the company intends to raise by way of such Equity Shares:**

The Company intends to raise an amount of Rs. 61,49,78,000/- (Rupees Sixty-One Crore Forty-Nine Lakhs Seventy-Eight Thousand Only) by way of issue of Equity Shares and an amount of Rs. Rs. 29,85,92,000/- (Rupees Twenty-Nine Crore Eighty-Five Lakhs Ninety-Two Thousand Only) by way of issue of convertible warrants into equity shares on preferential basis aggregating amount of Rs. 91,35,70,000/- (Rupees Nine-One Crore Thirty-Five Lakh and Seventy Thousand only).

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**7. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:**

Except as details mentioned below, None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer or separately in furtherance of these objects.

Names	No. of Warrants	Category	Post issue %	Amount
Asit Surendra Dattani Thakkar	6,16,875	Promoter	10.72	26,74,798
Ashutosh Jayantilal Juthani	3,83,125	Promoter	20.10	50,13,451
<b>Total</b>	<b>10,00,000</b>		<b>30.82</b>	<b>80,71,374</b>

*Note: Considering 100% conversion of Warrants into equity shares within the stipulated time.*

**8. Proposed time within which the preferential issue shall be completed:**

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of equity shares and convertible warrants on or before the expiry of 15 (fifteen) days from the date of passing of this resolution by the shareholder granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central government, then the allotment shall be completed within 15 (fifteen) days from the date of receipt of last of such approvals.

The convertible warrants may be exercised by the proposed allottee, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

**9. Shareholding Pattern before and after the Preferential Issue:**

SN	Category	Pre-Issue (as on 13 <sup>th</sup> June 2025)	Post Issue of Equity Shares & after Conversion of Warrants
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		No. of Share Held	% of Share Holding	No. of Share Held	% of Share Holding
<b>A.</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1</b>	Indian				
<b>a.</b>	Individual & HUF	12581249	71.6	13581249	54.46
<b>b.</b>	Body Corporate	0	0	0	0.00
	<b>Sub Total</b>	<b>12581249</b>	<b>71.6</b>	<b>13581249</b>	<b>54.46</b>
<b>2</b>	Foreign promoter	0	0	0	0.00
	<b>Sub Total (A)</b>	<b>12581249</b>	<b>71.6</b>	<b>13581249</b>	<b>54.46</b>
<b>B.</b>	<b>Non-Promoter Holding</b>				
<b>1</b>	Institutional Investors	1361000	7.75	1691000	6.78
<b>2</b>	Non-Institutional Investors				
<b>a.</b>	Individuals				
<b>(i)</b>	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	2513126	14.3	2513126	10.08
<b>(ii)</b>	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	656625	3.74	5975125	23.96
<b>b.</b>	Non - Resident Indians (NRI)	99000	0.56	99000	0.40
<b>c.</b>	Bodies Corporate	181000	1.03	656000	2.63
<b>d.</b>	Any Other, Specify				
	Clearing Member	-	-		

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	Hindu Undivided Family	180500	1.03	374500	1.50
	Firm	-	-	25000	0.10
	Trust	-	-	25000	0.10
	<b>Sub Total (B)</b>	<b>4991251</b>	<b>28.4</b>	<b>11358751</b>	<b>45.54</b>
<b>C.</b>	<b>Non-Promoter Non-Public</b>	-	-		
	<b>Sub Total (C)</b>	-	-		
	<b>Grand Total (A+B+C)</b>	<b>17572500</b>	<b>100</b>	<b>24940000</b>	<b>100.00</b>

*\*The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

**10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

SN	Name of the Proposed Allottees	Name Of Ultimate Beneficiary Owners
1.	Unistone Capital Private Limited	Brijesh Jitendra Parekh Jitendra Rasiklal Sanghavi
2.	Krushnam Nexus Capital Scheme 1	Gauswami Chetangiri B
3.	Compact Structure Fund	Vijay Inder Bhatia
4.	Nexta Enterprises LLP	Sudhir Nayak
5.	Pramesh Wealth Pvt Ltd	Patel Ramchandra Ramanlal
6.	Chandrakant Sarupchand Sanghvi HUF	Chandrakant Swaoopchnad Sanghvi
7.	Ketan Rasiklal Doshi HUF	Doshi Ketan Rasiklal
8.	Prakash Mohanlal Parekh HUF	Prakashkumar Mohanlal Parekh
9.	Sukan Equipments Private Ltd	Gaurang Kantilal Sherawala Chhaya Gaurang Sherawala
10.	Niveshaka Enterprise Bhavik Pradipbhai Shah Nipa Dipesh Choksi	Bhavik Pradipbhai Shah Nipa Dipesh Choksi
11.	Prateeti Care Trust Vijay Vinod Patel Mukeshbhai Dahyabhai Patel	Vijay Vinod Patel Mukeshbhai Dahyabhai Patel
12.	Chirag V. Bavisi HUF	Chirag Vijay Bavisi
13.	Vinod Jaju (HUF)	Vinod Shyam Sunder Jaju

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**11. The names of the proposed allottees, status and the percentage of post preferential offer capital that may be held by them:**

SN	Name of the Proposed Allottee	Current Status / Category	Pre-Preferential Allotment Equity Shares		Post-Preferential Allotment of Equity Shares	
			No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
<b>Preferential Issue of Equity Shares of the Company for consideration in cash</b>						
1.	Hitesh Natwarlal Kawa	Non Promoter, Public	-	-	3,60,000	1.44
2.	Priti Nimesh Singh	Non Promoter, Public	-	-	3,06,000	1.23
3.	Unistone Capital Private Limited	Non Promoter, Public	-	-	2,50,000	1.00
4.	Varshit Janak Shah	Non Promoter, Public	-	-	2,00,000	0.80
5.	Hasti Meet Mehta	Non Promoter, Public	-	-	1,80,000	0.72
6.	Krushnam Nexus Capital Scheme 1	Non Promoter, Public	-	-	1,80,000	0.72
7.	Sharda Subhashchandra Bhat	Non Promoter, Public	-	-	1,65,000	0.66
8.	Sadashiv Kanyana Shetty	Non Promoter, Public	-	-	1,65,000	0.66
9.	Compact Structure Fund	Non Promoter, Public	-	6,10,000	7,60,000	3.05
10.	Ami Tushar Mehta	Non Promoter, Public	-	-	1,08,000	0.43

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11.	Manu Jairamdas Mansharamani Kiran Manu Mansharamani	Non Promoter, Public	-	-	-	1,00,000	0.40
12.	Nexta Enterprises LLP	Non Promoter, Public	-	-	-	1,00,000	0.40
13.	Rachana Ketan Kakrecha	Non Promoter, Public	-	-	-	1,00,000	0.40
14.	Pramesh Wealth Pvt Ltd	Non Promoter, Public	-	-	-	1,00,000	0.40
15.	Ankit Padamsee Gala	Non Promoter, Public	-	-	-	82,500	0.33
16.	Naresh Saraaf	Non Promoter, Public	-	-	-	81,000	0.32
17.	Rushit K Mehta	Non Promoter, Public	-	-	-	81,000	0.32
18.	Ashokkumar Veljibhai Maniyar	Non Promoter, Public	-	-	-	81,000	0.32
19.	Satishkumar Hiralal Gandhi	Non Promoter, Public	-	-	-	81,000	0.32
20.	Jayeshkumar Vinodchadnra Khandor	Non Promoter, Public	-	-	-	63,000	0.25
21.	Nilamben Kiritbhai Shah	Non Promoter, Public	-	-	-	63,000	0.25
22.	Chandrakant Sarupchand Sanghvi HUF	Non Promoter, Public	-	-	-	54,000	0.22
23.	Devang Chandrakantbhai Shah	Non Promoter, Public	-	-	-	54,000	0.22

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24.	Sapna Devang Shah	Non Promoter, Public	-	-	-	54,000	0.22
25.	Jai Manish Shanghvi	Non Promoter, Public	-	-	-	50,000	0.20
26.	Mittal Nilesh Sangani	Non Promoter, Public	-	-	-	50,000	0.20
27.	Modi Jaymin Piyushbhai	Non Promoter, Public	-	-	-	50,000	0.20
28.	Ketan Rasiklal Doshi HUF	Non Promoter, Public	-	-	-	45,000	0.18
29.	Mitesh Manilalbhai Thacker	Non Promoter, Public	-	-	-	45,000	0.18
30.	Prakash Mohanlal Parekh Huf	Non Promoter, Public	-	-	-	45,000	0.18
31.	Saurav Raidani	Non Promoter, Public	-	-	-	45,000	0.18
32.	Satyam S Joshi	Non Promoter, Public	-	-	-	40,000	0.16
33.	Nirav Hasmukhlal Sheth Hasmukh Saralal Sheth	Non Promoter, Public	-	-	-	40,000	0.16
34.	Kavitha Kisan Kumar	Non Promoter, Public	-	-	-	40,000	0.16
35.	Mukesh Kantilal Vora	Non Promoter, Public	-	-	-	36,000	0.14
36.	Dharmil Ramesh Mehta	Non Promoter, Public	-	-	-	36,000	0.14

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37.	Jayshree Sevantilal Sanghvi	Non Promoter, Public	-	-	-	36,000	0.14
38.	Jignaben Rajeshkumar Gandhi	Non Promoter, Public	-	-	-	36,000	0.14
39.	Nensi Vicky Datraniya	Non Promoter, Public	-	-	-	36,000	0.14
40.	Trupti Paras Mehta	Non Promoter, Public	-	-	-	35,000	0.14
41.	Sameer Jayantilal Dodiya	Non Promoter, Public	-	-	-	30,500	0.12
42.	Sameer Nanalal Vara	Non Promoter, Public	-	-	-	30,500	0.12
43.	Kunal Haresh Mehta	Non Promoter, Public	-	-	-	25,000	0.10
44.	Deepa Purvesh Shah Purvesh Rajnikant Shah	Non Promoter, Public	-	-	-	25,000	0.10
45.	Keyur Manojbhai Soni	Non Promoter, Public	-	-	-	25,000	0.10
46.	Sureshchandra Ishverlal Modi Kirtiben Sureshchandra Modi	Non Promoter, Public	-	-	-	25,000	0.10
47.	Chirag Shyam Rathi	Non Promoter, Public	-	-	-	25,000	0.10
48.	Shakuntalabahen Nareshchandra Jariwala	Non Promoter, Public	-	-	-	25,000	0.10

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49.	Babita Jayantilal Jain	Non Promoter, Public	-	-	-	25,000	0.10
50.	Darshan Ashwin Sheth	Non Promoter, Public	-	-	-	25,000	0.10
51.	Dhrumil Chetan Sheth	Non Promoter, Public	-	-	-	25,000	0.10
52.	Khandol Darshan Vasantbhai	Non Promoter, Public	-	-	-	25,000	0.10
53.	Neetu M Somani	Non Promoter, Public	-	-	-	25,000	0.10
54.	Nivedita	Non Promoter, Public	-	-	-	25,000	0.10
55.	Pushpa Mahesh Mehta	Non Promoter, Public	-	-	-	25,000	0.10
56.	Ankur Rameshchandra Parekh	Non Promoter, Public	-	-	-	25,000	0.10
57.	Krunal Rohitkumar Shah	Non Promoter, Public	-	-	-	25,000	0.10
58.	Neeta Jashwant Shah	Non Promoter, Public	-	-	-	25,000	0.10
59.	Virendra Ramanlal Shah Pratimaben Virendra Shah	Non Promoter, Public	-	-	-	25,000	0.10
60.	Ankur Prakash Shah	Non Promoter, Public	-	-	-	25,000	0.10
61.	Hariom Sarda	Non Promoter, Public	-	-	-	25,000	0.10

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62.	Manoj Jain	Non Promoter, Public	-	-	-	25,000	0.10
63.	Rajesh Shamji Patel	Non Promoter, Public	-	-	-	25,000	0.10
64.	Hemlata Shambhu Bhutia	Non Promoter, Public	-	-	-	25,000	0.10
65.	Mukesh Saraswat	Non Promoter, Public	-	-	-	25,000	0.10
66.	Ram Niwas Bhutia	Non Promoter, Public	-	-	-	25,000	0.10
67.	Harin Panalal Shah	Non Promoter, Public	-	-	-	25,000	0.10
68.	Jitendra Shah	Non Promoter, Public	-	-	-	25,000	0.10
69.	Sukan Equipments Private Ltd	Non Promoter, Public	-	-	-	25,000	0.10
70.	Bhavin Becharbhai Mangrolia	Non Promoter, Public	-	-	-	25,000	0.10
71.	Indravadan Manilal Panchal	Non Promoter, Public	-	-	-	25,000	0.10
72.	Nidhi Kalpeshkumar Patni	Non Promoter, Public	-	-	-	25,000	0.10
73.	Niveshaka Enterprise Bhavik Pradipbhai Shah Nipa Dipesh Choksi	Non Promoter, Public	-	-	-	25,000	0.10

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74.	Prateeti Care Trust Vijay Vinod Patel Mukeshbhai Dahyabhai Patel	Non Promoter, Public	-	-	-	25,000	0.10
75.	Rimpal Bharatkumar Saglani	Non Promoter, Public	-	-	-	25,000	0.10
76.	Yayatikumar Rajendrakumar Bhatt	Non Promoter, Public	-	-	-	25,000	0.10
77.	Chirag V. Bavisi HUF	Non Promoter, Public	-	-	-	25,000	0.10
78.	Akhil Reddy Sanivarapu	Non Promoter, Public	-	-	-	25,000	0.10
79.	Hemal Bhupatrai Vasa	Non Promoter, Public	-	-	-	25,000	0.10
80.	Lila Rikhabraj Chhajed	Non Promoter, Public	-	-	-	25,000	0.10
81.	Rajiv Jaisukhlal Vaghani	Non Promoter, Public	-	-	-	25,000	0.10
82.	Rikhabraj D Chhajed	Non Promoter, Public	-	-	-	25,000	0.10
83.	Tishank Arun Kochar	Non Promoter, Public	-	-	-	25,000	0.10
84.	Vinod Jaju (HUF)	Non Promoter, Public	-	-	-	25,000	0.10
85.	Rahul Hemchand Visaria Jitendri	Non Promoter, Public	-	-	-	25,000	0.10

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<b>Preferential Issue of Warrants fully convertible in Equity Shares of the Company for consideration in cash</b>						
1.	Hemchand Visaria					
1.	Asit Surendra Dattani Thakkar	Promoter	20,57,923	11.71	26,74,798	10.72
2.	Jitendra Rasiklal Sanghavi	Non Promoter, Public	-	-	6,00,000	2.41
3.	Ashutosh Jayantilal Juthani	Promoter	46,30,326	26.35	50,13,451	20.10
4.	Bijal Kaushik Gandhi	Non Promoter, Public	-	-	3,06,000	1.23
5.	Roopal Hitesh Kawa	Non Promoter, Public	-	-	2,52,000	1.01
6.	Hemant Kumar Gupta	Non Promoter, Public	-	-	2,50,000	1.00

**12. Change in control, if any in the Company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

**13. Undertaking as to re-computation of price and lock-in of specified securities:**

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Preferential Allotment of the Equity Shares and Convertible Warrants in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

**14. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

No preferential allotment has been made by the company to any person as of the date of this Notice during the year.

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**15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The Proposed allotment is made by cash so the same is not applicable.

**16. Lock-in period:**

The convertible Warrants and equity Shares issued pursuant to the exercise of the Warrants and Equity Shares issued to the Proposed, including the pre-preferential allotment shareholding of the Proposed Allottee, if any will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be applicable.

**17. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend, if any and voting rights.

**18. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

**19. Principle terms of assets charged as securities:**

Not Applicable.

**20. Practicing Company Secretary Certificate:**

The certificate from M/s Nishtha Khandelwal & Associates, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the Regulation 163(2) of SEBI ICDR Regulations and the said certificate shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://masoninfra.com>

**a) Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:**

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Not Applicable

**b) Other disclosures/undertaking**

- a) The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- b) None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- c) The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- d) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
- e) The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution.
- f) The Company is in compliance with the conditions for continuous listing; The company is eligible to make preferential issue to its investors under Chapter V of the SEBI ICDR Regulations.
- g) The proposed allottees have not sold any of the equity shares during 90 trading days preceding the relevant date;
- h) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- i) No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the company during the last one year;

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- j) The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- k) The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.
- l) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 1 and Item No. 2 in the accompanying notice for your approval.

Except as disclosed in this notice none of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 & 2 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

### **Item No.3**

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors at their Meeting held on 19th June, 2025, based on the recommendation of Nomination and Remuneration Committee, appointed Ms. Anuradha Sangeeta Parmar (DIN 11159004), as an Additional Director (in the capacity of Independent Women Director) of the Company, with effect from 19th June, 2025 for a term of five consecutive years i.e. upto 18th June, 2030 (both days inclusive) under Sections 149, 150 and 152 of the Companies Act, 2013, and rules made therein and Articles of Association of the Company, subject to the approval of the shareholders through special resolution.

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Pursuant to Regulation 17(1C) of Listing Regulations, Ms. Anuradha Sangeeta Parmar (DIN 11159004) shall hold office until the date of the next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Anuradha Sangeeta Parmar is eligible to be appointed as an Independent Women Director for a term of five consecutive years.

The Company has received:

- Consent in writing from Ms. Anuradha Sangeeta Parmar to act as a Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules')
- Intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Anuradha Sangeeta Parmar to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act
- A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 of the Act and under SEBI (Listing Obligation and Disclosure Requirements) Regulations.
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- Further, has successfully registered herself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, the appointment of Ms. Anuradha Sangeeta Parmar as an Independent-Non-Executive Women Director of the Company shall benefit the Company immensely. Accordingly, the Board recommends Resolution at Item No. 3 for approval by the Members.

Other relevant information of Ms. Anuradha Sangeeta Parmar as required under SEBI(LODR) Regulations, 2015 and SS-2 are provided as annexure.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days

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from the date of dispatch of the notice up to the last date of voting, i.e. Monday, 14 July, 2025

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Ms. Anuradha Sangeeta Parmar as Independent Women Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives are interested in or concerned with the resolution.

The Board recommends passing of the proposed Special resolution contained in Special Business 3 of the accompanying Notice for the approval of the members.

For and on Behalf of Board of Directors  
**For MASON INFRA TECH LIMITED**

SD/-

**Asit Thakkar Dattani**  
**Chairman & Managing Director**  
**DIN - 01382453**

**Place: Mumbai**

**Date: 19.06.2025**



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### Annexure

Additional information pursuant to regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, the particulars of Directors who are proposed to be appointed/ reappointed are given below:

<b>Particulars</b>	
<b>Name</b>	Anuradha Sangeeta Parmar
<b>DIN</b>	11159004
<b>Date of Birth</b>	April 23,1993
<b>Age</b>	32
<b>Date of first appointment on Board, last drawn remuneration and number of Board meetings attended</b>	Date of first appointment – June 19, 2025 Last drawn remuneration – Nil Number of Board meetings attended – Nil
<b>Qualifications</b>	CS, B.Com
<b>Work Experience</b>	She has worked with entities such as Federal Brands Limited, Dev-Dwarka Windproject Limited, and Baidyanath Group Companies, where she has handled end-to-end secretarial functions and played a pivotal role in maintaining governance standards. She also possesses exposure to FDI-related compliances and foreign subsidiary incorporations.
<b>Key terms and conditions of appointment</b>	As per appointment letter
<b>Listed companies (other than Mason Infratech Limited) in which Ms. Anuradha Sangeeta Parmar holds</b>	Nil

103, "Imperia", Mahavir Millenium, Vasant Vihar, Pokhran Road No. 2,  
Thane West - 400610.

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M A S O N  
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

<b>Directorship and Committee Membership</b>	
<b>Remuneration proposed to be paid</b>	NA
<b>Listed Entities from which Ms. Anuradha Sangeeta Parmar has resigned as Director in past 3 years</b>	Nil
<b>Expertise in specific functional areas</b>	Extensive experience in corporate governance, secretarial compliances, and legal advisory functions across private, public, and group companies.
<b>Membership of Committees in other Public Limited Companies (includes only Audit &amp; Stakeholders' Relationship Committee)</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>Inter-se relationships with directors and key managerial personnel</b>	None
<b>Skills and capabilities required for the role and the manner in which Ms. Anuradha Sangeeta Parmar meets such requirements</b>	Her core strengths include compliance management, due diligence, legal drafting, and effective coordination with regulatory authorities and legal advisors. A rational decision-maker and team player, she combines legal acumen with practical business understanding.

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