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INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

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, 31st day of March 2026, at 12.00 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: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MEGASTONE PROJECTS PRIVATE LIMITED

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2025-26 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Megastone Projects Private Limited**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO.2: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MILESTONE PROJECTS AND DEVELOPERS PRIVATE LIMITED

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2025-26 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Milestone Projects and Developers Private Limited**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 3: - APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH MAGICMIND INFRA TECH LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2025-26 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Magicmind Infratech LLP**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

ITEM NO. 4: - APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH CADCONS DEVELOPERS LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2025-26 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Cadcons Developers LLP**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 5: - APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH EKKAM INFRABUILD LLP

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2025-26 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Ekkam Infrabuild LLP**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise 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: 06.03.2026



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EOGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
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 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 the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EOGM will be provided by NSDL.
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

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

Info@masoninfra.com

www.masoninfra.com



M A S O N
INFRA TECH
Limited

CIN No. L43900MH2023PLC401571

Exchanges i.e. National Stock Exchange of India Limited at 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) i.e. www.evoting.nsdl.com.

7. The EOGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular Circular issued from time to time.

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, 27th March 2026, at (ISD 9:00 A.M.) and ends on Monday, 30th March 2026 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 24th March 2026, 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 24th March 2026.

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:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571





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| <p>demat mode with NSDL.</p> | <p>number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |
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M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

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| | <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

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| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|--|--|

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

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

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

B) Login Method for 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



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

- (ii) CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

Step 2: Cast your vote electronically 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".
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.



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@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. 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 for procuring user id and password for e-voting by providing above mentioned documents.



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

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.
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.



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CIN No. L43900MH2023PLC401571

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. 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.
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: 06.03.2026



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Limited

CIN No. L43900MH2023PLC401571

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 dated March 06, 2026.

Item No.1

The provisions of the SEBI Listing Regulations, as inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 01, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 50 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on March 06, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 1 of this Notice.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

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

Info@masoninfra.com

www.masoninfra.com



M A S O N
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Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--|---|--|
| A. Details of the related party and transactions with the related party | | |
| A(1) | Basic details of the Related Party Transaction | |
| 1. | Name of the related party | Megastone Projects Private Limited |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | Real Estate Development |
| A(2) | Relationship and ownership of the related party | |
| 1. | Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Listed Entity holds 50% stake in the related party entity. Nature of Concern: Financial |
| | a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party | 50% |
| | b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | NA |
| | c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed</i> | NIL |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | | |
|-------------|--|--|------|-----------------------|--------|-----|---|---|----|--|--|
| | <i>entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i> | | | | | | | | | | |
| A(3) | Details of previous transactions with the related party | | | | | | | | | | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | <table border="1"><thead><tr><th>Year</th><th>Nature of Transaction</th><th>Amount</th></tr></thead><tbody><tr><td>24-</td><td>-</td><td>-</td></tr><tr><td>25</td><td></td><td></td></tr></tbody></table> | Year | Nature of Transaction | Amount | 24- | - | - | 25 | | |
| Year | Nature of Transaction | Amount | | | | | | | | | |
| 24- | - | - | | | | | | | | | |
| 25 | | | | | | | | | | | |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | INR 5,00,000/- Investment in Equity Shares (50%) (Subscription) | | | | | | | | | |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years | NA | | | | | | | | | |
| A(4) | Amount of the proposed transaction(s) | | | | | | | | | | |
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | <ul style="list-style-type: none">• INR 12,79,10,000/- (for FY 2025-26)• INR 15,00,00,000/- (for FY 2026-27) | | | | | | | | | |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | | | | | | | | | |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual | <ul style="list-style-type: none">• FY 25-26 Approx 11.5% of FY 24-25 Turnover | | | | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | |
|-------------|--|--|-------------|--------|----------|-----|-----------|-----|-------------|-----|
| | consolidated turnover for the immediately preceding financial year | <ul style="list-style-type: none">FY 26-27 Approx 13.5% of FY 24-25 Turnover | | | | | | | | |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | | | | | | | | |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | NA (NIL Turnover) | | | | | | | | |
| 6. | Financial performance of the related party for the immediately preceding financial year | <table border="1"><thead><tr><th>Particulars</th><th>Amount</th></tr></thead><tbody><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Net Worth</td><td>NIL</td></tr><tr><td>Net Profits</td><td>NIL</td></tr></tbody></table> | Particulars | Amount | Turnover | NIL | Net Worth | NIL | Net Profits | NIL |
| Particulars | Amount | | | | | | | | | |
| Turnover | NIL | | | | | | | | | |
| Net Worth | NIL | | | | | | | | | |
| Net Profits | NIL | | | | | | | | | |
| A(5) | Basic details of the proposed transaction | | | | | | | | | |
| 1. | Specific type of the proposed transaction | Loan – 12.79 cr | | | | | | | | |
| 2. | Details of each type of the proposed transaction | Loan given towards construction and development of a residential project in Thane | | | | | | | | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 2 years (FY25-26 and FY26-27) | | | | | | | | |
| 4. | Whether omnibus approval is being sought? | Yes | | | | | | | | |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | <ul style="list-style-type: none">INR 13 crores in FY 25-26INR 15 crores in FY 26-27 | | | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|---|--|---|
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | <p>Strategic investment representing Mason's next leg of growth as a developer from a contractor, marking a significant milestone and furthering our commitment to growth in infrastructure and real estate development sectors.</p> <p>Mason will have 50% profit share for a total Construction Area of 3,74,049 Sq. Ft along with 15% profit on EPC contracts for a total Construction Area of 3,74,049 Sq. Ft. under construction cost for the project development in Megastone Projects Pvt Ltd.</p> |
| 7. | Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | a. Name of the director / KMP | 1. Asit Surendra Thakkar Dattani 2. Ashutosh Jayantilal Juthani 3. Smeet Asit Thakkar Dattani |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 50% by Mason Infratech Limited |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9. | Other information relevant for decision making. | NA |
| B(2). Disclosure in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary | | |
| 1. | Source of funds in connection with the proposed transaction. | Internal Accruals and Funds raised through Preferential Issue |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|--|
| | <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i> | |
| 2. | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> | No |
| | a. Nature of indebtedness | - |
| | b. Total cost of borrowing | - |
| | c. Tenure | - |
| | d. Other details | - |
| 3. | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i> | Bank CC - 7.90% p.a. (Secured) |
| 4. | Proposed interest rate to be charged by listed entity or its subsidiary from the related party. | 12% p.a. (Unsecured) |
| 5. | Maturity / due date | NA |
| 6. | Repayment schedule & terms | On demand |
| 7. | Whether secured or unsecured? | Unsecured |
| 8. | If secured, the nature of security & security coverage ratio | NA |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--|--|--|
| 9. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction. | For Acquisition of Land from Cityscape Construction Co, Development of Residential Project thereon |
| C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary | | |
| 1. | Latest credit rating of the related party | - |
| 2. | Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default | No |
| | In addition, state the following: | |
| | a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; | - |
| | b. Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; | - |
| | c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; | - |
| | d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. | - |
| | FY 20xx-20xx | |
| | FY 20xx-20xx | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--------|--------------------------------|--|
| | FY 20xx-20xx | |

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolutions as set out in Item no. 1 of this Notice, for approval by the Members of the Company.

Mr. Asit Surendra Thakkar Dattani, Mr. Ashutosh Jayantilal Juthani, Mr. Smeet Asit Thakkar Dattani and their relatives are deemed to be concerned or interested in resolution no. 1 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 1 of this Notice.

The resolution, if approved by the Members, shall be deemed to have been passed with effect from the date of its approval by the shareholders at this Extra-Ordinary General Meeting.

Item No. 2 :-

The provisions of the SEBI Listing Regulations, as inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 01, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 50 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on March 06, 2026 reviewed and approved the said transaction(s), subject



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 2 of this Notice.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

| S. No. | Particulars of the information | Information provided by the management |
|--|--|--|
| A. Details of the related party and transactions with the related party | | |
| A(1) | Basic details of the Related Party Transaction | |
| 1. | Name of the related party | Milestone Projects and Developers Private Limited |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | Real Estate Development |
| A(2) | Relationship and ownership of the related party | |
| 1. | Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Listed Entity holds 30% stake in the related party entity. Nature of Concern: Financial |
| | a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party | 30% |
| | b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | NA |
| | c. Shareholding of the related party, whether direct or | NIL |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | | |
|-------------|---|---|------|-----------------------|--------|-------|-----------------------------|--------------|-------|--------------------------|-------------------|
| | indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i> | | | | | | | | | | |
| A(3) | Details of previous transactions with the related party | | | | | | | | | | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | <table border="1"><thead><tr><th>Year</th><th>Nature of Transaction</th><th>Amount</th></tr></thead><tbody><tr><td>24-25</td><td>Investment in Equity Shares</td><td>INR 30,000/-</td></tr><tr><td>24-25</td><td>Loans and Advances Given</td><td>INR 1,50,50,000/-</td></tr></tbody></table> | Year | Nature of Transaction | Amount | 24-25 | Investment in Equity Shares | INR 30,000/- | 24-25 | Loans and Advances Given | INR 1,50,50,000/- |
| Year | Nature of Transaction | Amount | | | | | | | | | |
| 24-25 | Investment in Equity Shares | INR 30,000/- | | | | | | | | | |
| 24-25 | Loans and Advances Given | INR 1,50,50,000/- | | | | | | | | | |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | INR 1,01,50,000/- (Upto December 31, 2025) | | | | | | | | | |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years | NA | | | | | | | | | |
| A(4) | Amount of the proposed transaction(s) | | | | | | | | | | |
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | <ul style="list-style-type: none">• Loan: INR 15 crores (Proposed for FY26-27)• Sales: INR 15 crores (Proposed for FY26-27) | | | | | | | | | |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year | Yes | | | | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | |
|-------------|--|---|-------------|--------|----------|-----|-----------|--------|-------------|-----|
| | would render the proposed transaction a material RPT? | | | | | | | | | |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | <ul style="list-style-type: none">FY26-27 Approx 13.5% of FY24-25 Turnover for LoanFY26-27 Approx 13.5% of FY24-25 Turnover for Sales | | | | | | | | |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | | | | | | | | |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | NA (NIL Turnover) | | | | | | | | |
| 6. | Financial performance of the related party for the immediately preceding financial year | <table border="1"><thead><tr><th>Particulars</th><th>Amount</th></tr></thead><tbody><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Net Worth</td><td>1 lakh</td></tr><tr><td>Net Profits</td><td>NIL</td></tr></tbody></table> | Particulars | Amount | Turnover | NIL | Net Worth | 1 lakh | Net Profits | NIL |
| Particulars | Amount | | | | | | | | | |
| Turnover | NIL | | | | | | | | | |
| Net Worth | 1 lakh | | | | | | | | | |
| Net Profits | NIL | | | | | | | | | |
| A(5) | Basic details of the proposed transaction | | | | | | | | | |
| 1. | Specific type of the proposed transaction | <ol style="list-style-type: none">LoanSales | | | | | | | | |
| 2. | Details of each type of the proposed transaction | <ol style="list-style-type: none">Loan: Loan given towards construction and development of a residential project in KurlaSale: Contracting for Kurla project | | | | | | | | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | <ol style="list-style-type: none">Loan: 2 years (FY25-26 and FY26-27)Sale: 3 years | | | | | | | | |
| 4. | Whether omnibus approval is being sought? | Yes | | | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|---|--|--|
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | 1. Loan: <ul style="list-style-type: none">• INR 15 crores in FY26-27 2. Sale: <ul style="list-style-type: none">• INR 15 crore in FY26-27 |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | 1. Loan: Mason will have 30% profit share for Development in Kurla along with profit on EPC contract ranging between 14%-18% 2. Sale: As per Work Order |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | a. Name of the director / KMP | 1. Asit Surendra Thakkar Dattani 2. Ashutosh Jayantilal Juthani 3. Smeet Asit Thakkar Dattani |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 30% by Mason Infratech Limited |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9. | Other information relevant for decision making. | NA |
| B(2). Disclosure in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary | | |
| 1. | Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i> | Internal Accruals and Funds raised through Preferential Issue |
| 2. | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: | No |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--|--|--|
| | <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> | |
| | a. Nature of indebtedness | - |
| | b. Total cost of borrowing | - |
| | c. Tenure | - |
| | d. Other details | - |
| 3. | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i> | Bank CC - 7.90% p.a. (Secured) |
| 4. | Proposed interest rate to be charged by listed entity or its subsidiary from the related party. | 12% p.a. (Unsecured) |
| 5. | Maturity / due date | NA |
| 6. | Repayment schedule & terms | On demand |
| 7. | Whether secured or unsecured? | Unsecured |
| 8. | If secured, the nature of security & security coverage ratio | NA |
| 9. | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction. | For entering into Development Agreement for Residential + Commercial Project thereon |
| C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary | | |
| 1. | Latest credit rating of the related party | - |
| 2. | Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default | No |
| | In addition, state the following: e. Whether the account of the related party has been | - |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--|---|--|
| | classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; | |
| | f. Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; | - |
| | g. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; | - |
| | h. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. | - |
| | FY 20xx-20xx | |
| | FY 20xx-20xx | |
| | FY 20xx-20xx | |
| <u>B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</u> | | |
| 1. | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services. | Three quotations were obtained from different contractors and evaluated based on parameters such as pricing, relevant experience, quality standards, safety practices, delivery timelines, efficiency, financial capability (including availability of Plant & Machinery, shuttering, and staging), and industry expertise. Based on this evaluation, the Developer awarded the contract to Mason. |
| 2. | Basis of determination of price. | The price quoted by Mason is in line with prevailing market rates and reflects margins comparable to those in transactions with unrelated third parties, thereby meeting the arm’s length principle. |
| 3. | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--------|--|---|
| | extended to the related party in relation to the transaction, specify the following: | |
| | a. Amount of Trade advance | INR 2.5 crore (proposed to be received in FY26-27) (Addendum to Work Order) |
| | b. Tenure | Upto completion of the Work Order |
| | c. Whether same is self-liquidating? | As per Work Order - Yes |

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolutions as set out in Item no. 2 of this Notice, for approval by the Members of the Company.

Mr. Asit Surendra Thakkar Dattani, Mr. Ashutosh Jayantilal Juthani, Mr. Smeet Asit Thakkar Dattani and their relatives are deemed to be concerned or interested in resolution no. 2 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 2 of this Notice.

The resolution, if approved by the Members, shall be deemed to have been passed with effect from the date of its approval by the shareholders at this Extra-Ordinary General Meeting.

Item No. 3:-

The provisions of the SEBI Listing Regulations, as inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 01, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 01, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 50 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on March 06, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 3 of this Notice.

In terms of SEBI Circular dated June 26, 2025, on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

| S. No. | Particulars of the information | Information provided by the management |
|--|---|--|
| A. Details of the related party and transactions with the related party | | |
| A(1) | Basic details of the Related Party Transaction | |
| 1. | Name of the related party | Magimind Infratech LLP |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | Real Estate: Construction & Development |
| A(2) | Relationship and ownership of the related party | |
| 1. | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Listed Entity holds 27.5% stake in the related party entity. Nature of Concern: Financial |
| | a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party | 27.5% |
| | b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital | NA |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | |
|-------------|---|--|------|-----------------------|--------|-------|---|---|
| | contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | | | | | | | |
| | c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i> | NIL | | | | | | |
| A(3) | Details of previous transactions with the related party | | | | | | | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | <table border="1"><thead><tr><th>Year</th><th>Nature of Transaction</th><th>Amount</th></tr></thead><tbody><tr><td>24-25</td><td>-</td><td>-</td></tr></tbody></table> | Year | Nature of Transaction | Amount | 24-25 | - | - |
| Year | Nature of Transaction | Amount | | | | | | |
| 24-25 | - | - | | | | | | |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Rs. 1,30,00,000/- (Upto December 31, 2025) | | | | | | |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years | NA | | | | | | |
| A(4) | Amount of the proposed transaction(s) | | | | | | | |
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | <ul style="list-style-type: none">• INR 15,27,87,500/- proposed for FY 25-26• INR 25 Crores proposed for FY 26-27 | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | |
|-------------|--|--|-------------|--------|----------|-----|-----------|-----|-------------|-----|
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | | | | | | | | |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover (T/O) for the immediately preceding financial year | <ul style="list-style-type: none">• FY 25-26 Approx 14.8% of FY 24-25 Turnover• FY 26-27 Approx 22.3% of FY 24-25 Turnover | | | | | | | | |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | | | | | | | | |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | NA | | | | | | | | |
| 6. | Financial performance of the related party for the immediately preceding financial year | <table border="1"><thead><tr><th>Particulars</th><th>Amount</th></tr></thead><tbody><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Net Worth</td><td>NIL</td></tr><tr><td>Net Profits</td><td>NIL</td></tr></tbody></table> | Particulars | Amount | Turnover | NIL | Net Worth | NIL | Net Profits | NIL |
| Particulars | Amount | | | | | | | | | |
| Turnover | NIL | | | | | | | | | |
| Net Worth | NIL | | | | | | | | | |
| Net Profits | NIL | | | | | | | | | |
| A(5) | Basic details of the proposed transaction | | | | | | | | | |
| 1. | Specific type of the proposed transaction | Investment | | | | | | | | |
| 2. | Details of each type of the proposed transaction | Investment towards acquisition of land and development of a residential project in Mulund | | | | | | | | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 2 years (FY25-26 and FY26-27) | | | | | | | | |
| 4. | Whether omnibus approval is being sought? | Yes | | | | | | | | |
| 5. | Value of the proposed transaction during a financial year. | <ul style="list-style-type: none">• INR 16.57 crores in FY25-26• INR 25 crores in FY26-27 | | | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--|---|--|
| | If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Strategic investment representing Mason's next leg of growth as a developer from a contractor, marking a significant milestone and furthering our commitment to growth in infrastructure and real estate development sectors. Mason will have 27.5% profit share for a total Construction along with profit on EPC contracts ranging from 14%-18% for the project development in Mulund |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | a. Name of the director / KMP | 1. Asit Surendra Thakkar Dattani 2. Ashutosh Jayantilal Juthani 3. Smeet Asit Thakkar Dattani |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 27.5% by Mason Infratech Limited |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9. | Other information relevant for decision making. | NA |
| B(3).Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary | | |
| 1. | Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> | Internal Accruals and Funds raised through Preferential Issue. |
| 2. | Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs</i> | No |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--|---|--|
| | <i>/Insurance companies/housing finance companies.</i> | |
| | a. Nature of indebtedness | - |
| | b. Total cost of borrowing | - |
| | c. Tenure | - |
| | d. Other details | - |
| 3. | Purpose for which funds shall be utilized by the investee company. | For development activities in Mulund |
| 4. | Material terms of the proposed transaction | Capital Contribution and PSR @ 27.5% |
| C(2).Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary | | |
| 1. | Latest credit rating of the related party <i>Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.</i> | No |
| 2. | Whether any regulatory approval is required. If yes, whether the same has been obtained. | No |

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolutions as set out in Item no. 3 of this Notice, for approval by the Members of the Company.

Mr. Asit Surendra Thakkar Dattani, Mr. Ashutosh Jayantilal Juthani, Mr. Smeet Asit Thakkar Dattani and their relatives are deemed to be concerned or interested in resolution no. 3 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 3 of this Notice.

The resolution, if approved by the Members, shall be deemed to have been passed with effect from the date of its approval by the shareholders at this Extra-Ordinary General Meeting.



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

Item No. 4:-

The provisions of the SEBI Listing Regulations, as inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 01, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 01, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 50 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on March 06, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 4 of this Notice.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

| S. No. | Particulars of the information | Information provided by the management |
|--|--|--|
| A. Details of the related party and transactions with the related party | | |
| A(1) | Basic details of the Related Party Transaction | |
| 1. | Name of the related party | Cadcons Developers LLP |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | Real Estate Development and Construction |
| A(2) | Relationship and ownership of the related party | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | |
|-------------|---|--|------|-----------------------|--------|-------|---|---|
| 1. | Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Listed Entity holds 40% stake in the related party entity. Nature of Concern: Financial | | | | | | |
| | a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party | 40% | | | | | | |
| | b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | NA | | | | | | |
| | c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | NIL | | | | | | |
| A(3) | Details of previous transactions with the related party | | | | | | | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | <table border="1"><thead><tr><th>Year</th><th>Nature of Transaction</th><th>Amount</th></tr></thead><tbody><tr><td>24-25</td><td>-</td><td>-</td></tr></tbody></table> | Year | Nature of Transaction | Amount | 24-25 | - | - |
| Year | Nature of Transaction | Amount | | | | | | |
| 24-25 | - | - | | | | | | |
| 2. | Total amount of all the transactions undertaken by the listed entity or | INR 2,00,00,000/- (Upto December 31, 2025) | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|-------------|--|--|
| | subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years | NA |
| A(4) | Amount of the proposed transaction(s) | |
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | <ul style="list-style-type: none">• INR 1,75,00,000/- proposed for FY 25-26• INR 10 Crores proposed for FY 26-27 |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | No |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover (T/O) for the immediately preceding financial year | <ul style="list-style-type: none">• FY25-26 Approx 3.3% of FY 24-25 Turnover• FY 26-27 Approx 9% of FY 24-25 Turnover |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA |
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | NA (NIL Turnover) |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | | | |
|--|---|---|-------------|--------|----------|-----|-----------|----------|-------------|-----|
| 6. | Financial performance of the related party for the immediately preceding financial year | <table border="1"><thead><tr><th>Particulars</th><th>Amount</th></tr></thead><tbody><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Net Worth</td><td>1,00,000</td></tr><tr><td>Net Profits</td><td>NIL</td></tr></tbody></table> | Particulars | Amount | Turnover | NIL | Net Worth | 1,00,000 | Net Profits | NIL |
| Particulars | Amount | | | | | | | | | |
| Turnover | NIL | | | | | | | | | |
| Net Worth | 1,00,000 | | | | | | | | | |
| Net Profits | NIL | | | | | | | | | |
| A(5) | Basic details of the proposed transaction | | | | | | | | | |
| 1. | Specific type of the proposed transaction | Investment | | | | | | | | |
| 2. | Details of each type of the proposed transaction | Investment towards development of residential project in Ghatkopar | | | | | | | | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 2 years (FY25-26 and FY26-27) | | | | | | | | |
| 4. | Whether omnibus approval is being sought? | Yes | | | | | | | | |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | <ul style="list-style-type: none">• INR 4 crores in FY 25-26• INR 10 crores in FY26-27 | | | | | | | | |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Mason will have 40% profit share for a total Construction along with profit ranging from 14%-18% on EPC contracts for the project development in Ghatkopar | | | | | | | | |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | | | | | | | | | |
| | a. Name of the director / KMP | 1. Asit Surendra Thakkar Dattani 2. Ashutosh Jayantilal Juthani 3. Smeet Asit Thakkar Dattani | | | | | | | | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 40% by Mason Infratech Limited | | | | | | | | |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA | | | | | | | | |
| 9. | Other information relevant for decision making. | NA | | | | | | | | |
| B(3).Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary | | | | | | | | | | |
| 1. | Source of funds in connection with the proposed transaction. | Internal Accruals and Funds raised through Preferential Issue | | | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management |
|--|---|---|
| | <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i> | |
| 2. | Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /Insurance companies/housing finance companies.</i> | No |
| | a. Nature of indebtedness | - |
| | b. Total cost of borrowing | - |
| | c. Tenure | - |
| | d. Other details | - |
| 3. | Purpose for which funds shall be utilized by the investee company. | For development activities in Ghatkopar |
| 4. | Material terms of the proposed transaction | Capital Contribution and PSR @ 40% |
| C(2).Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary | | |
| 1. | Latest credit rating of the related party <i>Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.</i> | No |
| 2. | Whether any regulatory approval is required. If yes, whether the same has been obtained. | No |

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolutions as set out in Item no. 4 of this Notice, for approval by the Members of the Company.



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

Mr. Asit Surendra Thakkar Dattani, Mr. Ashutosh Jayantilal Juthani, Mr. Smeet Asit Thakkar Dattani and their relatives are deemed to be concerned or interested in resolution no. 4 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no. 4 of this Notice.

The resolution, if approved by the Members, shall be deemed to have been passed with effect from the date of its approval by the shareholders at this Extra-Ordinary General Meeting.

Item No. 5:-

The provisions of the SEBI Listing Regulations, as inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 01, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 01, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 50 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on March 06, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 5 of this Notice.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

| S. No. | Particulars of the information | Information provided by the management |
|--|---|--|
| A. Details of the related party and transactions with the related party | | |
| A(1) | Basic details of the Related Party Transaction | |
| 1. | Name of the related party | Ekkam Infrabuild LLP |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related party | Real Estate and Infra Development |
| A(2) | Relationship and ownership of the related party | |
| 1. | Relationship between the listed entity/subsidiary ¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Listed Entity holds 30% stake in the related party entity. Nature of Concern: Financial |
| | a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party | 30% |
| | b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | NA |
| | c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding | NIL |



M A S O N
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Limited

CIN No. L43900MH2023PLC401571

| S. No. | Particulars of the information | Information provided by the management | | | | | | |
|-------------|--|---|------|-----------------------|--------|-------|----------------------|-----------------|
| | held by relatives shall also be considered. | | | | | | | |
| A(3) | Details of previous transactions with the related party | | | | | | | |
| 1. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | <table border="1"><thead><tr><th>Year</th><th>Nature of Transaction</th><th>Amount</th></tr></thead><tbody><tr><td>24-25</td><td>Capital Contribution</td><td>INR 30,00,000/-</td></tr></tbody></table> | Year | Nature of Transaction | Amount | 24-25 | Capital Contribution | INR 30,00,000/- |
| Year | Nature of Transaction | Amount | | | | | | |
| 24-25 | Capital Contribution | INR 30,00,000/- | | | | | | |
| 2. | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | INR 37,10,000/- (Upto December 31, 2025) | | | | | | |
| 3. | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years | NA | | | | | | |
| A(4) | Amount of the proposed transaction(s) | | | | | | | |
| 1. | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | <ul style="list-style-type: none">INR 12 Crores proposed for FY 26-27 | | | | | | |
| 2. | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | | | | | | |
| 3. | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover (T/O) for the immediately preceding financial year | <ul style="list-style-type: none">FY 26-27 Approx 10.8% of FY 24-25 Turnover | | | | | | |
| 4. | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | NA | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

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|-------------|--|---|-------------|--------|----------|-----|-----------|-------------|-------------|------------------|
| 5. | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | NA (NIL Turnover) | | | | | | | | |
| 6. | Financial performance of the related party for the immediately preceding financial year | <table border="1"><thead><tr><th>Particulars</th><th>Amount</th></tr></thead><tbody><tr><td>Turnover</td><td>NIL</td></tr><tr><td>Net Worth</td><td>72.73 lakhs</td></tr><tr><td>Net Profits</td><td>Loss: 1.23 Lakhs</td></tr></tbody></table> | Particulars | Amount | Turnover | NIL | Net Worth | 72.73 lakhs | Net Profits | Loss: 1.23 Lakhs |
| Particulars | Amount | | | | | | | | | |
| Turnover | NIL | | | | | | | | | |
| Net Worth | 72.73 lakhs | | | | | | | | | |
| Net Profits | Loss: 1.23 Lakhs | | | | | | | | | |
| A(5) | Basic details of the proposed transaction | | | | | | | | | |
| 1. | Specific type of the proposed transaction | Investment | | | | | | | | |
| 2. | Details of each type of the proposed transaction | Investment towards development of residential project in Deonar | | | | | | | | |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | 1 year FY26-27 | | | | | | | | |
| 4. | Whether omnibus approval is being sought? | Yes | | | | | | | | |
| 5. | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | <ul style="list-style-type: none">INR 12 crores in FY26-27 | | | | | | | | |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | Mason will have 30% profit share for total Construction along with profit on EPC contracts ranging from 14%-18% for the project development in Deonar | | | | | | | | |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | | | | | | | | | |
| | a. Name of the director / KMP | 1. Asit Surendra Thakkar Dattani 2. Ashutosh Jayantilal Juthani 3. Smeet Asit Thakkar Dattani | | | | | | | | |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | 30% by Mason Infratech Limited | | | | | | | | |



M A S O N
INFRA TECH

Limited

CIN No. L43900MH2023PLC401571

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|--|---|---|
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | NA |
| 9. | Other information relevant for decision making. | NA |
| B(3).Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary | | |
| 1. | Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i> | Internal Accruals and Funds raised through Preferential Issue |
| 2. | Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /Insurance companies/housing finance companies.</i> | No |
| | a. Nature of indebtedness | - |
| | b. Total cost of borrowing | - |
| | c. Tenure | - |
| | d. Other details | - |
| 3. | Purpose for which funds shall be utilized by the investee company. | For development activities in Deonar |
| 4. | Material terms of the proposed transaction | Capital Contribution and PSR @ 30% |
| C(2).Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary | | |
| 1. | Latest credit rating of the related party <i>Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.</i> | No |
| 2. | Whether any regulatory approval is required. If yes, whether the same has been obtained. | No |



M A S O N
INFRA TECH

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As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing the Ordinary Resolutions as set out in Item no. 5 of this Notice, for approval by the Members of the Company.

Mr. Asit Surendra Thakkar Dattani, Mr. Ashutosh Jayantilal Juthani, Mr. Smeet Asit Thakkar Dattani and their relatives are deemed to be concerned or interested in resolution no. 5 of this Notice.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolution, as set out in Item no.5 of this Notice.

The resolution, if approved by the Members, shall be deemed to have been passed with effect from the date of its approval by the shareholders at this Extra-Ordinary General Meeting.

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: 06.03.2026