NOTICE TO SHAREHOLDERS

Notice of the 14th Annual General Meeting of the members of NACDAC Infrastructure Limited

NOTICE is hereby given that the 14th Annual General Meeting ("AGM") of the members of the Company, **NACDAC Infrastructure Limited,** will be held on Tuesday, 29th September 2026 at 04:00 PM (IST), through Video Conferencing ("VC")/other Audio-Visual Means ('OAVM) to transact the following businesses:-

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

*To pass with or without modification(s) the following resolution as an **Ordinary Resolution:***

"RESOLVED THAT the Audited Financial Statements for the year ended on 31st March 2026 together with Statutory Auditors Report and Boards' Report as circulated be and are hereby received, considered and adopted pursuant to Section 129,134 and 137 and other applicable provisions, if any of the Companies Act, 2013."

2. RE-APPOINTMENT OF MR. ASHISH SAXENA (DIN: 07941108) WHO IS LIABLE TO RETIRE BY ROTATION AND IF THOUGHT FIT,

*To pass with or without modification(s) the following resolution as an **Ordinary Resolution:***

To re-appoint Mr. Ashish Saxena (DIN: 07941108), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ashish Saxena (DIN: 07941108), who retires by rotation, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS:

3. INCREASE IN THE CEILING ON REMUNERATION PAYABLE TO MR. HEMANT SHARMA (DIN: 05304685), MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , and subject to the provisions of the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to revise the overall ceiling of remuneration payable to Mr. Hemant Sharma (DIN: 05304685), Managing Director of the Company, from ₹1,60,000/- (Rupees One Lakh Sixty Thousand only) per month to up to ₹2,65,000/- (Rupees Two Lakh Sixty Five Thousand only) per month (i.e., up to ₹ 31,80,000/- per annum), with effect from Effective Date, August 01, 2026, for the remainder of his current tenure, notwithstanding that such remuneration may exceed 5% (five percent) of the net profits of the Company calculated in accordance with Section 198 of the Act in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter, vary, structure, or increment the components of remuneration within the overall maximum limit of ₹ 2,65,000/- per month from time to time as it may deem fit.

RESOLVED FURTHER THAT anyone of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorised to take all actions and steps expedient or desirable, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and to file necessary E-Forms with Registrar of Companies."

4. INCREASE IN THE CEILING ON REMUNERATION PAYABLE TO MR. ASHISH SAXENA (DIN: 07941108), WHOLE TIME DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , and subject to the provisions of the Articles of Association of the Company, on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to revise the overall ceiling of remuneration payable to Mr. Ashish Saxena (DIN: 07941108), Whole Time Director of the Company, from ₹1,05,000/- (Rupees One Lakh Five Thousand only) per month to up to ₹2,05,000/- (Rupees Two Lakh Five Thousand only) per month (i.e., up to ₹ 24,60,000/- per annum), with effect from Effective Date, August 01, 2026, for the remainder of his current tenure, notwithstanding that such remuneration may exceed 5% (five percent) of the net profits of the Company calculated in accordance with Section 198 of the Act in any financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter, vary, structure, or increment the components of remuneration within the overall maximum limit of ₹ 2,05,000/- per month from time to time as it may deem fit.

RESOLVED FURTHER THAT anyone of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorised to take all actions and steps expedient or desirable, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and to file necessary E-Forms with Registrar of Companies."

For and on behalf of the board
NACDAC Infrastructure Limited

Sd/-
Hemant Sharma
Managing Director
DIN: 05304685

Date: September 04, 2026
Place: Ghaziabad

Notice to Shareholders

Notes:

1. Ministry of Corporate Affairs (MCA) vide its General Circular No. 09/2023 dated 25 September 2023 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 06 October 2023 read with the circulars issued earlier on the subject (collectively referred to as "SEBI Circulars"), have permitted holding Annual General Meeting ("AGM") through VC/ OAVM, without physical presence of the Members at a common venue.

   In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 14th AGM is being conducted through VC/OAVM herein after called as "e-AGM". In view of the same, the registered office of the Company shall be deemed to be the venue of the AGM.

   The Company has appointed CDSL Depository to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the 14th Annual General Meeting and the attendant enablers for conducting of the e-AGM.

   The Notice of AGM along with the Annual Report for FY 2025-26 is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless a member has requested a physical copy of the same. Members may note that the Notice of AGM and Annual Report for FY 2025-26 will also be available on the Company's website https://www.nacdacinfrastructure.com/annual-report.html websites of the Stock Exchanges i.e. BSE Limited (BSE SME) at https://www.bseindia.com/stock-share-price/nacdac-infrastructure-ltd/nacdac/544313/ and of Maashitla Securities Private Limited at https://maashitla.com/ .

2. Since the AGM is being held through VC/OAVM, a route map to the venue is not required and therefore, the same is not annexed to this Notice.
3. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.
4. Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.
6. Appointment of Proxy and Attendance Slip: Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for appointment of proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the AGM. Since the 14th AGM is being held through VC/OAVM and in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 14th AGM and therefore proxy form and attendance slip are not annexed to this Notice.
7. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the 14th AGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to vote, to the Scrutinizer on her e-mail ID at csanumalhotra0403@gmail.com
8. Members who have not yet registered their e-mail addresses, bank account details and mobile number are requested to register the same with their Depository Participants ("DP") since the shares are held by them in electronic Form.
9. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM are also annexed to this Notice.
10. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, there are no unclaimed dividend amounts pending for transfer.
11. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA).

    Members are hereby notified that our RTA Maashitla Securities Private Limited, based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at https://maashitla.com/our-investors/grievance-redressal .
    Investor Services – Investor Support
    Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, eMeeting and eVoting Details.

    Quick link to access the signup page: https://maashitla.com/

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

Notice to Shareholders (Contd.)

4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.nacdacinfrastructure.com/annual-report.html. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at https://www.bseindia.com/stock-share-price/nacdac-infrastructure-ltd/nacdac/544313/ respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020 and subsequent circulars, including General Circular No. 03/2025 dated 22.09.2025, it has been decided to allow companies to conduct their AGMs through VC or OAVM until further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
(i) The voting period begins on 26th September, 2026 and ends on 28th September, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22ndSeptember, 2026 and from 26th September, 2026 and ends on 28th September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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.

Notice to Shareholders (Contd.)

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with **NSDL Depository**	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your -8digit DP ID,-8digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to e-Voting service provider website for casting your vote during the remote **e-Voting period or joining virtual meeting** & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 09911 21 1800
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 7000 4886 - 022 and 7000 2499 - 022

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

Notice to Shareholders (Contd.)

6. If you are a first-time user follow the steps given below:

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

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

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

ix. Click on the EVSN for the relevant NACDAC Infrastructure Limited on which you choose to vote.

x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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

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

xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.nacdac@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance.nacdac@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 03 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance.nacdac@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, please update your email id & mobile no. with your respective **Depository Participant (DP).**

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to **Mr. Rakesh Dalvi, Sr. Manager (CDSL)**, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

GENERAL INFORMATION:

1. The Company's equity shares are listed at Bombay Stock Exchange of India Limited, 25TH Floor, Pj Tower, Dalal Street, Mumbai, 400001, India and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2025-2026.

2. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at Maashitla Securities Private Limited (Unit: NACDAC Infrastructure Limited), 451, Krishna Apra Business Square Netaji Subhash Place, Pitampura, North West, New Delhi, Delhi, India, 110034

3. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder and Register of Contracts maintained under Section 189 of Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.

4. As required under Listing Regulations and Secretarial Standard - 2 on General Meeting's details in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting, is separately annexed hereto. Directors seeking appointment/ re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

GENERAL INSTRUCTIONS:

i. Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.

ii. Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps under heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.

iii. The e-voting period commences from 9:00 A.M. (IST) on 26th September, 2026 to 5:00 P.M. (IST) on 28th September, 2026. During this period, the members of the Company, holding shares in demat, as on the cut-off date of 22nd September, 2026 may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

iv. The Company has appointed **M/s. Anu Malhotra & Associates,** Practicing Company Secretary (Membership No.39971 and CP No. 16221) as the Scrutinizer to conduct the voting process (e-voting and poll) in a fair and transparent manner.

v. The Scrutinizer shall, within a period not exceeding 2 working days from the conclusion of the Annual General Meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/ abstained, shall submit the Report to the Chairman of the Company.

Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 14th Annual General Meeting of the Company scheduled to be held on Tuesday, 29th September 2026, the results declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.nacdacinfrastructure.com/index.html and on the website of, www.evotingindia.com , within 2 working days of conclusion of the Annual General Meeting.

For and on behalf of the board
NACDAC Infrastructure Limited

Sd/-
Hemant Sharma
Managing Director
DIN: 05304685

Place: Ghaziabad
Date: September 04, 2026

Notice to Shareholders (Contd.)

EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF SPECIAL BUSINESS:

ITEM NO. 3 INCREASE IN REMUNERATION PAYABLE TO MR. HEMANT SHARMA DIN: 05304685, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

Mr. Hemant Sharma is the Managing Director of the Company. He was appointed as Chairman & Managing Director of the Company for a term commencing from March 09, 2024 up to March 08, 2029 on the terms and conditions, including remuneration, approved by the Members at their meeting held on March 14, 2024.

Within this overall ceiling, Mr. Hemant Sharma is paid remuneration as recommended & approved by the Board of Directors. In line with the rules of the Company and based on his performance, Mr. Hemant Sharma is entitled to annual increments in remuneration.

Considering that the remuneration presently payable to Mr. Hemant Sharma is already near the existing overall ceiling of ₹1,60,000/- per month, and based on the recommendation of the NRC, the Board of Directors, at its meeting held on September 04, 2026 has recommended for approval of the Members at this Meeting an increase in the overall ceiling on remuneration from ₹1,60,000/- (Rupees One Lakh Sixty Thousand only) per month to up to ₹2,65,000/- (Rupees Two Lakh Sixty Five Thousand only) per month [i.e., up to ₹31,80,000/- (Rupees Thirty One Lakhs Eighty Thousnad only) per annum], with effect from Effective Date, e.g., August 01, 2026, for the remainder of his current tenure i.e. till March 08, 2029.
The Board (which expression includes the NRC) has further been authorised to alter, vary, structure, or increment the components of remuneration within the said overall ceiling from time to time, as it may deem fit. It has also been resolved that, in the event of absence or inadequacy of profits in any financial year during his tenure, Mr. Hemant Sharma shall be paid the above remuneration as minimum remuneration, notwithstanding that it may exceed 5% (five percent) of the net profits of the Company computed under Section 198 of the Act, subject to compliance with the applicable provisions of Schedule V to the Act.

All other terms and conditions of the appointment and remuneration of Mr. Hemant Sharma, as approved by the Members earlier, remain unchanged.

Pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions of the Act, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any increase in remuneration of a Managing Director beyond the limits prescribed under Section 197 is subject to the approval of the Members by way of a Special Resolution.

As required under Clause 1.2.5 of Secretarial Standard-2, the requisite additional information relating to Mr. Hemant Sharma (including his age, qualifications, experience, terms of appointment, remuneration last drawn, date of first appointment on the Board, shareholding in the Company, relationship with other Directors/Key Managerial Personnel, attendance at Board Meetings, and other directorships held) is annexed to, and forms part of, this Notice. Annexure -A

Your Directors recommend the resolution set out at Item No. 3 of the Notice for approval of the Members by way of a Special Resolution.

Except Mr. Hemant Sharma, Mr. Ashish Saxena & his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4 INCREASE IN REMUNERATION PAYABLE TO MR. ASHISH SAXENA DIN: 07941108, WHOLE TIME DIRECTOR OF THE COMPANY

Mr. Ashish Saxena is the Whole-Time Director of the Company. He was appointed as Whole-Time Director of the Company for a term commencing from March 09, 2024 up to March 08, 2029 on the terms and conditions, including remuneration, approved by the Members at their meeting held on March 14, 2024.

Within this overall ceiling, Mr. Ashish Saxena is paid remuneration as recommended & approved by the Board of Directors. In line with the rules of the Company and based on his performance, Mr. Ashish Saxena is entitled to annual increments in remuneration.

Considering that the remuneration presently payable to Mr. Ashish Saxena is already near the existing overall ceiling of ₹1,05,000/- per month, and based on the recommendation of the NRC, the Board of Directors, at its meeting held on September 04, 2026 has recommended for approval of the Members at this Meeting an increase in the overall ceiling on remuneration from ₹1,05,000/- (Rupees One Lakh Five Thousand only) per month to up to ₹2,05,000/- (Rupees Two Lakh Five Thousand only) per month [i.e., up to ₹24,60,000/- (Rupees Twenty Four Lakh Sixty Thousand only) per annum], with effect from Effective Date, e.g., August 01, 2026, for the remainder of his current tenure i.e. till March 08, 2029.

The Board (which expression includes the NRC) has further been authorised to alter, vary, structure, or increment the components of remuneration within the said overall ceiling from time to time, as it may deem fit. It has also been resolved that, in the event of absence or inadequacy of profits in any financial year during his tenure, Mr. Ashish Saxena shall be paid the above remuneration as minimum remuneration, notwithstanding that it may exceed 5% (five percent) of the net profits of the Company computed under Section 198 of the Act, subject to compliance with the applicable provisions of Schedule V to the Act.

All other terms and conditions of the appointment and remuneration of Mr. Ashish Saxena, as approved by the Members earlier, remain unchanged.

Pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions of the Act, read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any increase in remuneration of a Managing Director beyond the limits prescribed under Section 197 is subject to the approval of the Members by way of a Special Resolution.

As required under Clause 1.2.5 of Secretarial Standard-2, the requisite additional information relating to Mr. Ashish Saxena (including his age, qualifications, experience, terms of appointment, remuneration last drawn, date of first appointment on the Board, shareholding in the Company, relationship with other Directors/Key Managerial Personnel, attendance at Board Meetings, and other directorships held) is annexed to, and forms part of, this Notice. Annexure -A

Your Directors recommend the resolution set out at Item No. 4 of the Notice for approval of the Members by way of a Special Resolution.

Except Mr. Hemant Sharma, Mr. Ashish Saxena & his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives, are in any way, financially or otherwise, concerned or interested in the resolution set out at Item No. 4 of the Notice.

Notice to Shareholders (Contd.)

Annexure-A

Details of Director seeking appointment / re-appointment / fixation of remuneration at the meeting
(Including information pursuant to Regulation 36(3) of the Listing Regulations)

Particulars	Mr. Hemant Sharma (DIN: 05304685)	Mr. Ashish Saxena (DIN: 07941108)
Designation	Chairman & Managing Director	Whole-time Director
DIN	05304685	07941108
Age	36 Years (DOB: 08/02/1990)	36 Year (DOB: 17/12/1989)
Qualifications	Bachelor of Technology in Civil Engineering, a Master's in Business Management, a Diploma in Cooperative Management, and a Bachelor of Law Degree	Post-Graduation Programme in Construction Management from the prestigious National Institute of Construction Management and Research, with a B.Tech in Civil Engineering from KIET, affiliated with Gautam Buddha Technical University, Lucknow.
Experience / nature of expertise	An accomplished business leader with extensive expertise in corporate strategy, business expansion, financial management, stakeholder relations, and organizational leadership. Experienced in driving growth, identifying new business opportunities, managing risks, and fostering strategic relationships with government and industry stakeholders. Also brings experience in policy advisory and interior decoration, with a strong focus on innovation, business development, and sustainable growth.	Ashish Saxena is an experienced construction and infrastructure professional with over 12 years of expertise in project execution, site engineering, and strategic management. Proven track record in overseeing diverse construction projects, managing multidisciplinary operations, and driving strategic initiatives across infrastructure businesses. Experienced in project engineering and site execution, with strong capabilities in construction management, operational leadership, and infrastructure development.
Date of first appointment on the Board	06-February-24	19-April-18
Terms and conditions of appointment / re-appointment	As per resolution dated March 14 , 2024	As per resolution dated March 14 , 2024
Remuneration last drawn (per annum)	₹19,20,000/- (₹1,60,000/- per month)	₹12,60,000/- (₹1,05,000/- per month)
Remuneration now proposed (per annum)	Up to ₹31,80,000/- (up to ₹2,65,000/- per month)	Up to ₹24,60,000/- (up to ₹2,05,000/- per month)
Shareholding in the Company as on 31.03.2026	57,01,425 equity shares (54.17%)	5,12,926 equity shares (04.87%)
Relationship with other Directors / Manager / KMP of the Company	Son of Ms. Uma Sharma who is NED	No Relation
Number of Board Meetings attended during the year	All the meeting attended during the FY 2025-26	All the meeting attended during the FY 2025-26
Other Directorships	M/s. Morvinandan Info Projects Private Limited	-
Membership / Chairmanship of Committees of other Boards	-	-

By Order of the Board of Directors
NACDAC Infrastructure Limited

Sd/-Hemant Sharma
Managing Director
DIN: 05304685

Date:September 04, 2026
Place: Ghaziabad