

## Notice to Members

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of “**Manjeera Constructions Ltd**” will be held on Saturday, 19<sup>th</sup> December, 2020 at 10.00 a.m. through Video Conferencing (VC) facility/Other Audio Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

#### Item No.1 – Adoption of Financial Statements

To consider and adopt:

- a. Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with reports of the Board of Directors (“the Board”) and Statutory Auditors thereon.
- b. Audited Consolidated Financial Statements of the Company for the financial year 31<sup>st</sup> March, 2020 together with the reports of Statutory Auditors thereon.

#### Item No.2 – Re-Appointment of Ms. Gajjala Veena as Director of the Company

To consider the reappointment of Ms. Gajjala Veena, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Gajjala Veena (**DIN: 06380343**), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

#### Item No.3 – Re-Appointment of M/s. M. Bhaskara Rao & Co., as Statutory Auditors of the Company:

To consider the re-appointment of the current auditors, M/s. M. Bhaskara Rao & Co., Chartered Accountants (Firm Registration No: FRN 000459S), as the Statutory Auditors of the company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to section 139,142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and considering the recommendations of the Audit Committee, M/s M. Bhaskara Rao & Co. (Firm Registration No. FRN- 000459S) be and are hereby appointed as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years, to hold office from the conclusion of this 33<sup>rd</sup> Annual General Meeting (“AGM”) till the conclusion of 38<sup>th</sup> AGM of the Company, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors in consultation with the Auditors.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized for and on behalf of the Company to file all necessary forms with the Registrar of Companies and to take all necessary steps and to do all such acts, deeds, matters and things which may be deemed necessary for giving effect to the above resolution.

### SPECIAL BUSINESS:

#### Item No.4 – Re-appointment of Mr. Gajjala Yoganand as Chairman & Managing Director of the Company

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

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Gajjala Yoganand (DIN 00850735), as Chairman & Managing Director of the Company for a period of 5 (five) years with effect from 01<sup>st</sup> October, 2020 upto the period ended 30<sup>th</sup> September, 2025 for such remuneration, terms and conditions as mentioned in the draft agreement to be entered into between the Company and Mr. Gajjala Yoganand, a draft whereof duly initialed by the Chairman for the purpose of identification as placed before this meeting, which Agreement is hereby specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner as may be agreed upon by the Board of Directors and Mr. Gajjala Yoganand.

#### 1. Term of Appointment:

With effect from 01<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2025

#### 2. Remuneration:

- I. Fixed Cost to Company (CTC): upto ₹7,00,000/- per month with increments as may be decided by the Board of Directors from time to time.

II. Commission:

In addition to the fixed compensation as aforesaid, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard) shall also be payable.

**3. Minimum Remuneration:**

The Minimum Remuneration is subject to the limit of 5% of the Annual Net Profits of the Company and subject to the overall limit of 10% of the Annual Net Profits of the Company on the remuneration of Managing Directors / Whole-Time Director / Manager of the Company taken together as per Section 197 of the Companies Act, 2013 and Rules made thereunder or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). Provided, however, that in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Managing Director, the payment of salary, allowances, perquisites and all other payments shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013 or any subsequent amendments or modifications made thereto, as may be decided by the Board of Directors, subject to necessary sanctions and approvals, if required.

**4. Overall Remuneration:**

Where in any financial year during the currency of tenure of the managing director, the company has no profits or its profits are inadequate, it pay remuneration to the managing director not exceeding, the limits specified under Schedule V of the Companies Act, 2013

The total remuneration to the Managing Director may exceed 5% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, however the remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Director / Whole-Time Director / Manager in aggregate under Section 197 read with Schedule V of the Companies Act, 2013 or such higher percentage of net profits of the Company as may be prescribed from time to time (including any subsequent amendment(s) and/or modification(s) in the Rules, Act and/or applicable laws in this regard). The total managerial remuneration payable by the Company, to the directors, including managing director and whole-time director and manager, in respect of any financial year may exceed 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013.

**5. Other Terms and Conditions:**

- a. shall be vested with substantial powers of the management subject to the supervision, control and direction of the Board.
- b. designated as Chairman & Managing Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committee thereof.
- c. shall be liable to retire by rotation whilst he continues to hold office of Managing Director; however his retirement will not break his length of service.
- d. shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- e. the Office shall be liable to termination with 3 months' notice from either side.
- f. the terms and conditions of the said re-appointment and/or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, within the limits prescribed in Schedule V to the Companies Act, 2013 or any subsequent amendments or modifications made thereto."

**"RESOLVED FURTHER THAT** notwithstanding to the above, in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Shri Gajjala Yoganand as Chairman & Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule V read with Sections 196 and 197 to the Companies Act, 2013.

**"RESOLVED FURTHER THAT** Shri Gajjala Yoganand, Chairman & Managing Director of the Company be and is hereby authorised, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to enter into an Agreement (including any revision in terms and conditions of aforesaid re-appointment and/or agreement, if required) on behalf of the Company with Shri Gajjala Yoganand, in terms of the aforesaid draft agreement."

**"RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

**Item No. 5. Regularization of appointment of Mr. Sudhakar Gande as a Director**

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 Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Nomination and remuneration committee, Mr. Sudhakar Gande (DIN: 00987566) who was appointed as an Additional Director of the Company, categorised as Independent, by the Board of Directors with effect from 29th June, 2020, in terms of Section 161 of the Companies Act, 2013 and who meets the criteria of independence as provided in Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, has submitted a declaration to that effect and who is eligible for appointment as an Independent director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from 29th June, 2020 to hold office up to 28th June, 2025, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** Mr. G Yoganand, Managing Director of the Company, be and is hereby authorized to file necessary returns / forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**Item No.6. Regularization of appointment of Mr. Gajjala Vivekanand as a Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association and pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Gajjala Vivekanand (DIN: 02872026), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company with effect from 29th June, 2020, be and is hereby appointed as a Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. G Yoganand, Managing Director of the Company, be and is hereby authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By order of the Board of Directors  
Manjeera Constructions Limited

Place: Hyderabad  
Date: 12.11.2020

CH N V Rambabu  
**Company Secretary**  
(ACS-44763)

## NOTES:

- 1) The statement pursuant to Section 102(1) of the Companies Act, 2013 and the Rules made thereunder in respect of the special business set out in the notice, Secretarial Standard on General Meetings (SS-2), wherever applicable, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) wherever applicable, are annexed hereto.
- 2) In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC / OAVM, without the physical presence of the members at a common venue. Further, Securities and Exchange Board of India (“SEBI”) vide its Circular dated May 12, 2020 (“SEBI Circular”) has also granted similar relaxations in relation to holding of the AGM through VC / OAVM. In compliance with the provisions of the Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the 33<sup>rd</sup> AGM of the Company will be held through VC / OAVM on Saturday, 19<sup>th</sup> December, 2020 at 10.00 a.m (IST). The deemed venue for the AGM shall be the Registered Office of the Company.
- 3) Pursuant to the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-voting as well as voting during the AGM 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 agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by CDSL.
- 4) The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 11.12.2020 to Friday 18.12.2020 (both days inclusive).
- 5) Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy form and Attendance slip are not annexed to this notice.
- 6) Since the AGM will be held through VC / OAVM, the route map is not annexed to this notice.
- 7) The members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the meeting by following the procedure mentioned in the notice. The members will be able to view the proceedings on the CDSL’s e-Voting website at [www.evotingindia.com](http://www.evotingindia.com). The detailed instructions for joining the meeting through VC / OAVM form part of the notes to this notice.
- 8) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 9) In compliance with the aforesaid MCA and SEBI Circulars, notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the notice and Annual Report 2019-20 will also be available on the Company’s website <https://www.manjeera.com/investors.html>, website of the Stock Exchange i.e., BSE Limited and on the website of CDSL at [https:// www.evotingindia.com](https://www.evotingindia.com).
- 10) As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, M/s. XL Softech Systems Limited for assistance in this regard.
- 11) Retirement of directors by rotation:  

Ms. Veena Gajjala, Non-executive Director of the Company, retires by rotation at the ensuing annual general meeting and, being eligible, offers herself for re-appointment.

The Board of directors commends the re-appointment of Ms. Veena Gajjala as a director, liable to retire by rotation.
- 12) The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to [cs@manjeera.com](mailto:cs@manjeera.com)
- 13) Members are requested to intimate the Registrar and Share Transfer Agents i.e., M/s. XL Softech Systems Limited (RTA), Plot No. 3, Sagar Society, Banjara Hills, Hyderabad - 500 034, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of shares held in dematerialized form.
- 14) Pursuant to the provisions of Section 72 of Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form-SH-13 (which will be made available on request) to the Registrar & Share Transfer Agents, **M/s. XL Softech Systems Limited**.
- 15) The Ministry of Corporate Affairs, Government of India has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its Members. In line with the Ministry’s direction your Company intends to send all future communication to members by e-mail including Notices, Annual Report etc., to the e-mail address you have already registered with your respective Depository

Participants (DPs). In case you are yet to register your e-mail address, please update the same with your DP. Members holding shares in physical form may register their e-mail address either with the Company or with the Registrar & Share Transfer Agent (RTA) of the Company viz. **M/s. XL Softech Systems Limited, Hyderabad**. If the e-mail addresses are already registered with the respective DPs/RTA of the Company by the shareholders, it is requested to ensure that registered e-mail ids are current, operative and all the addressed correspondences are received through it.

- 16) All NRI Members of the Company are hereby requested to get their Indian Postal addresses, e-mail ids and bank details with their NRI/NRE account nos. registered with their respective DPs/RTA of the Company, so as to facilitate to provide smooth, faster, cost effective and proper service to them by the Company.
- 17) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
- 18) Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the RTA of the company. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the RTA of the company. These forms will be made available on request.
- 19) All dividend remaining unclaimed/unpaid for a period of seven years from the date it became due for payment, will be transferred to the Investor Education and Protection Fund established by the Central Government.

The details of dividend paid for the financial year 2012-13 onwards are given below:

Financial Year	Date of Declaration of Dividend	Due date to transfer to IEPF
2012-13	30.09.2013	November, 2020

Members who have not yet encashed their dividend warrant(s) for the year 2012-13 and /or any subsequent year(s) are requested to write to the Company for revalidation of dividend warrants before such unclaimed dividend is transferred to the Investor Education and Protection Fund without any delay.

- 20) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The e-voting period will commence from 9.00 a.m. (IST) on 16.12.2020 and will end at 5.00 p.m. (IST) on 18.12.2020. During this period, members holding shares either in physical form or in dematerialized form, as on Thursday, December 10, 2020 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

The members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder:

#### **Instructions for e-voting and joining the AGM are as follows:**

##### **A. Instructions for Remote E-voting:**

1. The remote e-voting period commences on Wednesday, December 16, 2020 (9:00 a.m. IST) and ends on Friday, December 18, 2020 (5:00 p.m. IST).

##### **B. Instructions for Members for Attending the Agm through VC / OAVM are as under:**

- a. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by CDSL at [https:// www.evotingindia.com](https://www.evotingindia.com) by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. 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. Further members can also use the OTP based login for logging into the e-voting system of CDSL.
- b. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for members on first come first served basis.
- c. Members may join the meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or Tablets or through Laptops 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 glitches.



- d. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 33<sup>rd</sup> AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's e-mail address at [cs@manjeera.com](mailto:cs@manjeera.com) before 3:00 p.m. (IST) on December 15, 2020. Such questions by the members shall be suitably replied by the Company
- e. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [cs@manjeera.com](mailto:cs@manjeera.com) from December 11, 2020 (9:00 a.m. (IST)) to December 15, 2020 (3:00 p.m. (IST)). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

#### PROCEDURE FOR E-VOTING:

Share holders who wish to opt for e-voting can cast their vote by logging on to the CDSL website: <https://www.evotingindia.com> and follow the procedure to login to e-voting website as given below by CDSL for the information of the members:

Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (i) Click on "Shareholders" tab.
- (ii) Now, select the "**Manjeera Constructions Ltd.**" from the drop down menu and click on "SUBMIT"
- (iii) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (**Available on the Address label pasted in the cover and / or in the e-mail sent to the members**) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ram Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN for the Manjeera Constructions Ltd.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvi) If Demat account holder has forgotten the changed password then, Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting can be downloaded from google play store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- (xix) The voting period begins on 16.12.2020 at 9.00 A.M. (IST) and ends on 18.12.2020 at 5.00.P.M. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the 10.12.2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xx) Since the Company is required to provide members facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 10.12.2020 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- (xxi) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on record date of 11.12.2020 for e-voting purpose.
- (xxii) Mr. G Raghu Babu, Company Secretary in whole –time practice, Partner, R & A Associates, Company Secretaries, Hyderabad (Membership No.F4448 & Certificate of Practice No.2820) or due to his pre-occupation, Mr. P. Surya Prakash, Company Secretary in whole time practice, Senior Associate, R& A Associates, Company Secretaries, Hyderabad (Membership No F9072 & Certificate of Practice No. 11142) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiii) The Scrutinizer shall
- Immediately after the conclusion of voting at general meeting, first count the votes
  - Unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company
  - Not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who should countersign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.manjeera.com](http://www.manjeera.com) and on the website of CDSL immediately after the result is declared by the chairman. Simultaneously forward the results to the concerned stock exchange and the stock exchange should place the results on its website.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By order of the Board of Directors  
Manjeera Constructions Limited

Place: Hyderabad  
Date: 12.11.2020

CH N V Rambabu  
**Company Secretary**  
(ACS-44763)

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

### Item No. 4:

Re-appointment of Shri Gajjala Yoganand as Chairman & Managing Director of the Company w.e.f. 01<sup>st</sup> October, 2020 till 30<sup>th</sup> September, 2025

Shri Gajjala Yoganand, aged about 61 years, is a post-graduate in structural engineering from Indian Institute of Science, Bangalore and a graduate in Civil engineering from Osmania University, Hyderabad and has diversified experience & expertise in real estate development, which contributed in making the group as one of the fastest growing group in South India with a rich experience in the real estate sector for more than 3 decades. He has successfully completed a Business Leadership Program at the Indian Institute of Management, Bangalore in 2013. He promoted M/s. Matrix Design Engineers, a civil engineering consultancy firm in 1985. He designed about 150 Buildings & Industries, some of the prominent buildings in Hyderabad being Hotel Amrutha Castle, Lingapur La Builda, Amrutha Ville etc. He was nominated by the Central Government as a member of the Board of Governors of Indian Institute of Technology (IIT), Tirupati for a period of 3 years from July 2018. He was elected as a Member of the Board of Governors and Society of Indian Institute of Management for a period of 5 years from Sep 2017 and Nominated by the President of India as a Chairperson of the Board of Governors of National Institute of Technology (NIT), Calicut for a period of 3 years from September 2020 and also member of the Technical Advisory Group (TAG) of National Urban Livelihood Mission (NULM) at the National Level and member of the All India Board of Undergraduate Studies in Engineering & Technology by All India Council for Technical Education (AICTE), a Statutory Body of the Government of India constituted for a period of 3 years from 11-05-2016. He was also an Advisor of the "Infrastructure, Real Estate & Smart Cities Committee for the year 2020-21 of FTCCI.

He also holds Directorships in other companies namely Manjeera Hotels and Resorts Private Limited, Manjeera Retails Holdings Private Limited, Manjeera Estates Private Limited, Gajjala Investments and Holdings Private Limited, Aashraya Hotels and Estates Private Limited, GM Infra Ventures Private Limited, Vasavi Foundation for Empowerment, Manjeera Hospitality(Rajahmundry) Private Limited, Manjeera Hospitality (Vijayawada) Private Limited, Manjeera Hospitality (Amaravati) Private Limited and Manjeera Developers Pvt Ltd. He is related with Mr. Gajjala Vivekanand and Ms. Gajjala Veena, Directors of the Company. As on 31st March, 2020, he holds 68,50,946 equity shares of ₹10/- each of the Company.

Shri Gajjala Yoganand, Managing Director of the Company was re-appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 {corresponding Sections 198, 269, 309 & 310 read with Schedule XIII of the erstwhile Companies Act, 1956} by the Members in the 28<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 for a period of 5 (five) years with effect from 30<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2020. Further, variation in the terms of appointment and revision in terms of remuneration of Shri Gajjala Yoganand was considered and approved by the Members in the 31<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September, 2018 and 32<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2019 respectively. As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 12<sup>th</sup> November, 2020, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Shri Gajjala Yoganand in development and growth of the Company, consent of the Members was sought for the re-appointment of Shri Gajjala Yoganand as a Managing Director of the Company for further period of 5 years w.e.f. 01<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2025, on the terms and conditions as set out in this item of the Notice and as per draft agreement to be executed between Shri Gajjala Yoganand and the Company.

Shri Gajjala Yoganand satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Shri Gajjala Yoganand as Chairman & Managing Director of the Company w.e.f. 01<sup>st</sup> October, 2020 till 30<sup>th</sup> September, 2025. The draft Agreement to be entered into between the Company and Shri Gajjala Yoganand for his re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Further more information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) is given below:-

1.	Last drawn remuneration	24 Lakhs P.A
2.	Date of first appointment on the Board	02.03.1987
3.	Number of Board Meetings attended during FY 2019-20.	5
4.	Chairman/ Member of the Committees of Boards of other companies	2

Shri Gajjala Yoganand, Chairman & Managing Director of the Company may be considered to be concerned or interested in the said resolution as also in the draft Agreement since it relates to his own re-appointment. Mr. Gajjala Vivekanand and Ms. Gajjala Veena may also be considered as concerned or interested in the same, being relative of Shri Gajjala Yoganand. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

### Item No. 5:

The Board of Directors of the Company on 29<sup>th</sup> June, 2020, have appointed Mr. Sudhakar Gande (DIN: 00987566) as an Additional Director of the Company, categorised as Independent, in terms of Section 161 of the Companies Act, 2013.

The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Sudhakar Gande to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.



In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Sudhakar Gande, fulfils the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Sudhakar Gande, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Mr. Sudhakar Gande (aged 63 years) holds B.E. (Electronics & Communication) from the College of Engineering, Osmania University, Hyderabad, an M.Tech (Electronics & Computers) from the Indian Institute of Technology (IIT), Delhi and an MBA in Finance from Faculty of Management Studies (FMS), Delhi University.

Sudhakar Gande has over three decades of experience in the areas of Investment Banking, Corporate Finance, Corporate Strategy, General Management and Technology Entrepreneurship. During his career he held several prestigious positions including as Senior Director – American Express Bank and as Managing Director of a leading Private Sector Bank (Global Trust Bank) etc. Currently, he is Vice Chairman of AXISCADES Engineering Technologies Ltd and Chief Executive Officer of Jupiter Capital Pvt. Ltd.

His major career experience and grounding took place in American Express Bank. Here he started as an Assistant Manager and went on to take up several important assignments both in India and abroad including New York, Singapore, Frankfurt etc. In a span of ten years he went on to become one of the youngest Senior Director's in the Bank worldwide.

When he took over as Managing Director and CEO of a Private Sector Bank, he was one of the youngest CEO's in Indian Banking. He successfully turned around the Bank and merged the same with a large nationalized Bank.

He is Vice Chairman of AXISCADES Engineering Technologies Ltd a Company with strong presence in Aerospace, Defence and Industrial related technologies and involved in the Company since its' inception. The Company has presence in 12 countries including USA, France, Germany, England etc. and has a strength of over 2300 employees with the revenue of over \$ 100 Million and has an impressive customer base. The Company has strong partnership with leading Global Defence and Technology majors.

He is currently Chief Executive Officer (CEO) of Jupiter Capital, a leading Investment and Financial Services Company, Head quarter in Bangalore with assets of about \$ 1 Billion.

He also cofounded Lexicon Finance Limited, a boutique Corporate Advisory and Investment Banking Company based out of Mumbai that has done several land mark transactions.

Mr. Gande is currently Co-Chairman – FICCI Committee on Aerospace and Defence. He is also member of FICCI National Executive Committee. Previously he has been Chairman of FICCI – Karnataka State Council.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) is given below: -

1.	Age	63 years
2.	Qualifications	B.E. (Electronics & Communication) from the College of Engineering, Osmania University, Hyderabad, an M. Tech (Electronics & Computers) from the Indian Institute of Technology (IIT), Delhi and an MBA in Finance from Faculty of Management Studies (FMS), Delhi University.
3.	Area of Experience	30 years
4.	Last drawn remuneration	NIL
5.	Date of first appointment on the Board	29.06.2020
6.	No. of share held	Nil
7.	Relationship with Directors, Managers & KMP	Nil
8.	Number of Board Meetings attended during FY 2019-20.	Not applicable.
9.	Other Directorship	Vijaydurg Ports Private Limited Jupiter Entertainment Ventures Private Limited Vasavi Foundation For Empowerment Indian Aero Ventures Private Limited Axiscades Engineering Technologies Limited Asianet TV Holdings Private Limited Terracis Technologies Limited
10.	Chairman / Member of the Committees of Boards of other companies	NIL

Except Mr. Sudhakar Gande and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the notice.

The Board recommends the resolution set forth in item No. 5 of the notice for approval of the members.

**Item No. 6:**

Mr. Gajjala Vivekanand who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 29<sup>th</sup> June, 2020 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Gajjala Vivekanand is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) is given below:-

1.	Age	33 years
2.	Qualifications	Graduate in Civil Engineering from CBIT, Osmania University and completed MS in Construction Management from Stevens Institute of Technology, New Jersey, USA.
3.	Area of Experience	Management of Companies
4.	Last drawn remuneration	NIL
5.	Date of first appointment on the Board	29.06.2020
6.	No. of share held	10,225
7.	Relationship with Directors, Managers & KMP	Son of Mr. Gajjala Yoganand, Managing Director
8.	Number of Board Meetings attended during FY 2019-20.	0
9.	Other Directorship	Manjeera Hospitality (Rajahmundry) Private Limited GM Infra Ventures Private Limited Sree Varamahalakshmi Constructions LLP Manjeera Developers Private Limited
10.	Chairman / Member of the Committees of Boards of other companies	NIL

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Gajjala Vivekanand as Non-Executive Director, for the approval by the shareholders of the Company. Except Mr. Gajjala Yoganand, Gajjala Vivekanand and Ms. Gajjala Veena, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

**By order of the Board of Directors  
M/s. Manjeera Constructions Ltd**

**Place: Hyderabad  
Date: 12.11.2020**

**CH N V Rambabu  
Company Secretary  
(ACS-44763)**