

## Notice to Members

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of “**Manjeera Constructions Ltd**” will be held on Saturday, the 28<sup>th</sup> September, 2019 at 9.30 a.m. at Hotel Aditya Park, Ameerpet, Hyderabad - 500038 to transact the following business:

### ORDINARY BUSINESS:

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

To consider and adopt:

- Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with reports of the Board of Directors (“the Board”) and Statutory Auditors thereon.
- Audited Consolidated Financial Statements of the Company for the financial year 31<sup>st</sup> March, 2019 together with the reports of Statutory Auditors thereon.

#### Item No.2 – Re-Appointment of Mr. Gajjala Yoganand as Managing Director of the Company

To consider reappointment of Mr. Gajjala Yoganand, who retires by rotation and being eligible, offers himself for re-appointment as Managing 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, Mr. Gajjala Yoganand (**DIN:00850735**), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as Managing Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

#### Item No.3 – Regularization of appointment of Ms. Gajjala Veena 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 149, 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, Mrs. G Veena (**DIN: 06380343**), 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 28<sup>th</sup> January, 2019 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, 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.”

#### Item No.4. Re-appointment of Shri. K Krishna Murty as an Independent Director of the Company for the second term of 5 (five) consecutive years

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, 152 and 160 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors ) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Shri. K Krishna Murty (DIN-01466390), who has attained the age of seventy five (75) years and holds office upto 30<sup>th</sup> September, 2019, and who qualifies for being re-appointed and meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations as Independent Director, be and is hereby re-appointed as Non-Executive Independent Director of the of the Company, not liable to retire by rotation, to hold office for the second term of five consecutive years with effect from September 28, 2019.

**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.5. Re-appointment of Shri. D L S Sreshti as an Independent Director of the Company for the second term of 5 (five) consecutive years

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, 152 and 160 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, Shri. D L S Sreshti (DIN-00147325), who was appointed as an Independent Director at 27<sup>th</sup> Annual general meeting of the Company and who holds office upto September 30, 2019 and who qualifies for being appointed as Independent Director and meet the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, be and

is hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of five consecutive years with effect from September 28, 2019.

**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. Revision in Remuneration to Mr. Gajjala Yoganand, Managing Director of the Company for a period of 1 year (One) year, w.e.f. 1<sup>st</sup> April, 2019.**

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

“**RESOLVED THAT** in super session of the resolution passed by the Members at the Annual General Meeting held on 30<sup>th</sup> September, 2015 as amended by the resolution passed at the Annual General Meeting held on 29<sup>th</sup> September, 2018 pursuant to the provisions under Section 196,197,198 & Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013 (hereinafter) referred to as “the Act”) including any statutory amendments, referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard the consent of the Shareholders be and is hereby accorded for the revision of maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, to Mr. Gajjala Yoganand, Managing Director of the Company from 6,00,000/- per month to Rs.7,00,000/- per month w.e.f. 1<sup>st</sup> April, 2019 for the residual period up to 30<sup>th</sup> September, 2020 on the terms and conditions as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement which forms part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197,198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

“**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement which forms a part of this resolution, be paid as minimum remuneration to Mr. Gajjala Yoganand, Managing Director.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this Resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**ITEM NO.7. Adoption of new set of Article of Association**

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 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

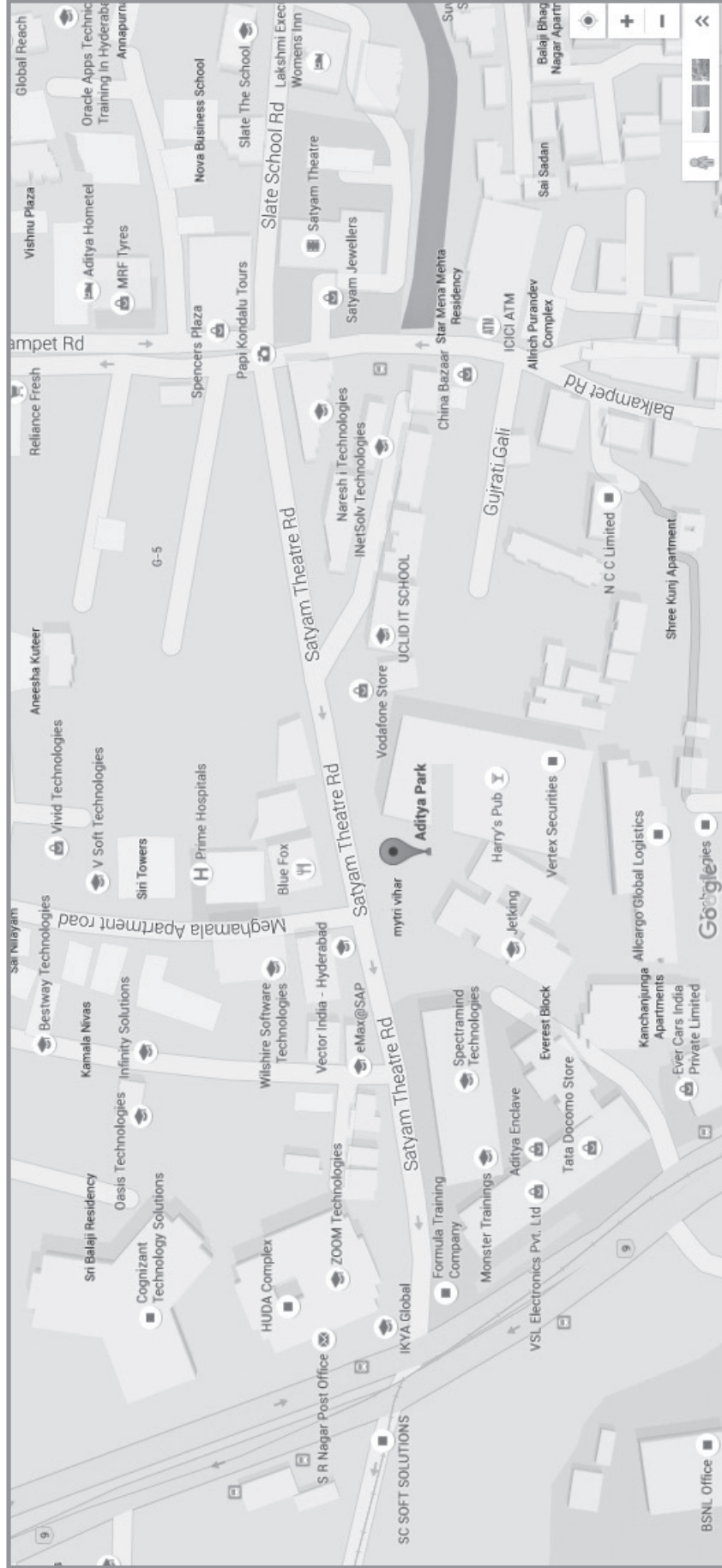
**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee thereof) or any person(s) authorised by the Board to exercise the powers conferred on the Board, be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors**  
Manjeera Constructions Limited

**Place: Hyderabad**  
**Date: 03.08.2019**

**Sucharitra Sahoo**  
**Company Secretary**  
**(ACS-37587)**

## Route map of the venue for AGM



## 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) **A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.**

A proxy is not entitled to speak at the meeting or vote except on poll. The Instrument appointing a proxy to be valid must be duly stamped, executed and deposited at the Registered office of the Company not less than forty-eight hours before commencement of the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
- 3) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting in terms of Section 113 of the Companies Act, 2013.
- 4) The requirement to place the matter relating to the appointment of statutory auditors for ratification by members at every AGM is omitted vide notification dated 7 May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, resolution for ratification of the appointment of statutory auditors who were appointed for a period of three years at the 30<sup>th</sup> AGM held on 29.09.2017 is not proposed at this AGM.
- 5) In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
- 6) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- 7) Members who hold shares in dematerialized form are requested to write their Client-ID and DP-ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- 8) Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the company at # 711, Manjeera Trinity Corporate, JNTU-Hitech City Road, Kukatpally, Hyderabad-500072 on all working days of the company, between 10.00 A.M. and 1.00 P.M. up to the date of Annual General Meeting.
- 9) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 21.09.2019 to Saturday 28.09.2019 (both days inclusive).
- 10) 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.
- 11) 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.**
- 12) 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.
- 13) 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.
- 14) 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.
- 15) The members may note that, pursuant to SEBI Notification dated 8 June 2018 and Press Release dated 3 December 2018, transfer of shares (except transmission and transposition of shares) will be in dematerialised form only. Although, the members can continue to hold shares in physical form, they are requested to consider dematerializing the shares held by them in the company.
- 16) 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 canceling/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

- 17) 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 2011-12 onwards are given below:

Financial Year	Date of Declaration of Dividend	Due date to transfer to IEPF
2011-12	28.09.2012	November, 2019
2012-13	30.09.2013	November, 2020

Members who have not yet encashed their dividend warrant(s) for the year 2011-12 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.

- 18) Members are requested not to carry any briefcase, carry bag, shopping bag and the like to the venue since these will not be allowed inside for security reasons. The Meeting is for members or their proxies only. Please avoid being accompanied by non-member/children.
- 19) Members may note that as per the Secretarial Standard-2 notified by Government, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to members at or in connection with the meeting and hence the earlier practice of distribution of packaged items is being discontinued.
- 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 25.09.2019 and will end at 5.00 P.M. (IST) on 27.09.2019. The Company has appointed M/s. R & A Associates, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder:

### 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 25.09.2019 at 9.00 A.M. (IST) and ends on 27.09.2019 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 20.09.2019, 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 20.09.2019 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 the record date of 21.09.2019 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
  - (a) Immediately after the conclusion of voting at general meeting, first count the votes
  - (b) Unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company
  - (c) 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.
- (xxiv) 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.
- (xxv) 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**

**Sucharitra Sahoo  
Company Secretary  
(ACS-37587)**

Place: **Hyderabad**  
Date: **03.08.2019**

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

### Item No. 3

Ms. Gajjala Veena 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 28<sup>th</sup> January, 2019 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Ms. Gajjala Veena is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her 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	28 years
2.	Qualifications	BBA degree From Amity Global Business School, Hyderabad and M.Sc from New York University
3.	Area of Experience	1year
4.	Last drawn remuneration	NIL
5.	Date of first appointment on the Board	28.01.2019
6.	No. of share held	10, 125
7.	Relationship with Directors, Managers & KMP	Daughter of Mr. Gajjala Yoganand, Managing Director
8.	Number of Board Meeting attended during FY 2018-19.	2
9.	Other Directorship	Manjeera Estates Private Limited Manjeera Hospitality (Rajahmundry) Private Limited Manjeera Hospitality (Amaravati) Private Limited Aashraya Hotels and Estates 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 Ms. Gajjala Veena as Non-Executive Director, for the approval by the shareholders of the Company.

Except Mr. Gajjala Yoganand, Gajjala Padmaja, 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.3

### Item No. 4

The Members of the Company at the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 had appointed Mr. K Krishna Murty as the Independent Director of the Company for a term of five (5) consecutive years. Accordingly, his term as a non-executive independent director is ending at the 32<sup>nd</sup> AGM.

Section 149(10) of the Act, provides that an independent director shall hold office for a term up to five consecutive years on the board of a company but shall be eligible for reappointment, for another term of up to five consecutive years, on passing of a special resolution by the members. In terms of Section 152 and Schedule IV of the Companies Act, 2013, based on outcome of performance evaluation and recommendations of the Nomination and remuneration committee (NRC), the board is of the opinion that Mr. K Krishna Murty fulfils the conditions for his reappointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management. The NRC and the board strongly recommend the resolution for consideration of the members.

As the Members are aware, Pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "the Listing Regulations"), effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive Director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Mr. K Krishna Murty has already attained the attained the age of seventy five (75) years, Pursuant to Regulation 17(1A) of the Listing Regulations, and his term of 5 years is concluding in the 32<sup>nd</sup> AGM, hence a Special Resolution for continuation of his directorship with effect from September 28, 2019 up to September 28, 2024, is required to be passed.

The Board of Directors, at its meeting held on 3<sup>rd</sup> August, 2019 has unanimously approved the continuation of directorship of Mr. K Krishna Murty with effect from September 28, 2019 to September 28, 2024, subject to the consent by the members of the Company at the ensuing Annual General Meeting.

The Company has received declaration from Mr. K Krishna Murty that he meets the criteria of Independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. K Krishna Murty is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

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

1.	Age	81 years
2.	Qualifications	B. Tech from Andhra University, M. Tech (Structures) from IIT, Kharagpur
3.	Area of Experience	Having 55 years of experience as engineering Consultant
4.	Last drawn remuneration	NIL
5.	Date of first appointment on the Board	18.06.1997
6.	No. of share held	7,785
7.	Relationship with Directors, Managers & KMP	NA
8.	Number of Board Meeting attended during FY 2018-19.	6
9	Other Directorship	Manjeera Retail Holdings Private Limited
10.	Chairman/ Member of the Committees of Boards of other companies	Chairman of Audit Committee of Manjeera Retail Holding Private Limited

Save and except Mr. K Krishna Murty and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution.

The resolution as set out in item No. 4 of this Notice is accordingly recommended for your approval by the Board.

This Explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### Item No.5

The Members of the Company at the 27<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 had appointed Mr. D L S Sreshti as Independent Director of the Company for a term of 5 (five) consecutive years commencing from 30.09.2014 and expiring on 30.09.2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. D L S Sreshti, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, the Board of Director in their meeting held on 03<sup>rd</sup> August, 2019 has proposed to re-appointed Mr. D L S Sreshti as an Independent Director for second term of five consecutive years from September 28, 2019 to September 28, 2024, subject to the consent by the members of the Company at the ensuing Annual General Meeting.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

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

1.	Age	73 Years
2.	Qualifications	M. Com, FCMA
3.	Area of Experience	Having 47 years of rich experience in the field of Finance, Accounts, Costing & Commercial
4.	Last drawn remuneration	NA
5.	Date of first appointment on the Board	12.11.2011
6.	No. of share held	NIL
7.	Relationship with Directors, Managers & KMP	NA
8.	Number of Board Meeting attended during FY 2018-19.	6
9.	Other Directorship	Manjeera Retail Holdings Private Limited Tibrewala Electronics Limited
10.	Chairman/ Member of the Committees of Boards of other companies	Member of Audit Committee of Manjeera Retail Holdings Private Limited

Except Mr. D L S Sreshti, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is, concerned or interested, in the said resolution.

The resolution as set out in item No. 5 of this Notice is accordingly recommended for your approval by the Board.

This Explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### Item No.6

Mr. Gajjala Yoganand was re-appointed as Managing Director on 30<sup>th</sup> September, 2015 for a tenure of 5 years at 28<sup>th</sup> Annual General Meeting of the Company.



The Members of the Company at the 31<sup>st</sup> AGM revised the remuneration of Mr. Gajjala Yoganand, Managing Director upto Rs.72,00,000 (Seventy Two Lakhs) with effect from 1<sup>st</sup> April, 2018 till 30<sup>th</sup> September, 2020, provided that the remuneration payable to Managing Director shall in no situation exceed the overall limit as stipulated under the Companies Act, 2013.

Further, considering the contribution of Mr. Gajjala Yoganand and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 3, 2019 approved the revision in remuneration of Mr. Gajjala Yoganand for a residual period of 1 year effective from 1<sup>st</sup> April, 2019 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013.

Therefore the Board of Directors propose for the payment of following remuneration to Mr. Gajjala Yoganand, Managing Director for the balance period of 1 year of his tenure w.e.f. 1<sup>st</sup> April, 2019 at a Fixed Compensation: Rs.84,00,000 (Rupees Eighty Four Lakhs ) per annum.

Further, pursuant to the provisions of Sections 117(3), 197, 198 Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration are placed for the approval of the Shareholders.

The statements containing additional information as required under Schedule V to the Act are annexed to the Notice. The remuneration proposed will be within the limits permissible under Schedule V to the Act.

Save and except Mr. Gajjala Yoganand and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

## The Statement containing Additional Information as Required under Schedule V to the Companies Act, 2013

### Mr. Gajjala Yoganand, Managing Director

#### I) General Information

- 1) **Nature of Industry:** Real Estate
- 2) **Date of expected date of commencement of commercial Production**  
The Company received certificate of Incorporation 02<sup>nd</sup> March, 1987, since then the Company is into operations.
- 3) **In case of new Companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus**  
Not Applicable
- 4) **Financial Performance based on given indicators (In Lacs):**

Particulars	F.Y.2018-19		F.Y.2017-18		F.Y.2016-17	
	Standalone	Consolidated	Standalone	Consolidated	Standalone	Consolidated
Gross Revenue	7,672.75	23,454.22	6,963.92	22,764.54	4,747.82	20,588.68
Profit /Loss before Tax	323.81	(507.51)	911.55	219.16	532.72	(475.12)
Profit/loss for the Period	274.41	(573.74)	751.19	20.38	158.85	(849.01)

- 5) **Export performance and net foreign Exchange Collections**  
Not Applicable
- 6) **Foreign Investments or collaborators, if any**  
Not Applicable

#### II) Information about the Appointee:

##### 1) Background Details

1.	Age	60 Years
2	Qualification	Graduate in Civil Engineering from Osmania University, Post Graduate in Structural Engineering from Indian Institute of Science, Bangalore
2	Area of experience	He promoted M/s Matrix Design Engineers, a structural engineering consultancy firm in 1985 for offering designs for various civil engineering projects including multi storied buildings. He promoted MCL in the year 1987 and after the successful stint in the real estate development, he promoted the other 2 companies in the group, namely, Manjeera Estates Private Limited and Manjeera Hotels & Resorts Limited engaged in the real estate development business and hospitality business respectively.

##### 2) Past Remuneration (Rs. Lacs)

Particulars	2018-19	2017-18
Gross Salary	17.10	18.00

##### 3) Recognition or awards:

- Member of the Technical Advisory Group (TAG) of National Urban Livelihood Mission (NULM) at the National Level

- 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.
- Honoured with the prestigious Government of India's "National Energy Conservation Award" by Union Minister Mr. Sushil Kumar Shinde for conservation of energy in hotel "Aditya Park Inn" in the year 2006 and the year 2011 (Certificate of Appreciation) from The Ministry of Power, Government of India, having stood first Energy Conservation amongst all the surveyed hotels in the country.
- Mr. Yoganand is associated with several professional bodies like Institution of Engineers, Indian Concrete Institution, Association of Consulting Civil Engineers, Andhra Pradesh Real Estate Developers Association, CREDAI

**4) Job Profile and his suitability**

Mr. Gajjala Yoganand is entrusted with to perform such duties and exercise such powers which have been entrusted or conferred upon him by the Board. He has been instrumental in leading the Manjeera Group of Companies and having vast experience in the field Real Estate, and developed successfully more than 7 million sft of Multi-storied Residential, Commercial, Mall/Multiplex during his tenure with the Company. His sincerity, commitment and innovative ideas have resulted in opening up of new opportunities to the Company.

**5) Remuneration Proposed**

Salary, other perquisites and other terms as fully set out in the explanatory statement of item no.7 of the Notice. The remuneration proposed is as per Schedule V of the Companies Act, 2013.

**6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

The proposed remuneration is as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability.

**7) Pecuniary relationship directly or indirectly with the Company personnel, if any**

Mr. Gajjala Yoganand, Managing Director and Ms. Gajjala Veena, Additional Non-executive Director in the Company, both are related as Father and Daughter. No other director or relative is having any material pecuniary relationships with the Company.

**III Other Information**

**1) Reason of loss or inadequate profits**

Adverse market conditions in the past and time lag in identification of new projects and completion of existing projects.

**2) Steps taken or proposed to be taken for improvement**

The Company has taken various initiatives to improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve volumes and reduce costs coupled with sale, marketing.

**3) Expected increase in the productivity and profits in measurable terms**

It is difficult to forecast the productivity and profitability in measurable terms as the same depends on market conditions. However, the Company expects that productivity and profitability to improve.

**ITEM No.7**

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, material changes and the proposed new draft Articles of Association are available on the Company's website at [www.manjeera.com](http://www.manjeera.com) for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.8 of the Notice.

The Board recommends the Special Resolution set out at item No.8 of the Notice for approval by the members.

**By order of the Board of Directors**

Place: **Hyderabad**  
Date: **03.08.2019**

**Sucharitra Sahoo**  
**Company Secretary**  
**(ACS-37587)**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



CIN : L45200TG1987PLC007228  
 Name of the company : Manjeera Constructions Limited  
 Registered office : #711, Manjeera Trinity Corporate, JNTU-Hitech City Road,  
 Kukatpally, Hyderabad - 500072

Name of the member(s): \_\_\_\_\_  
 Registered Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Folio No./Client Id: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him/her.
- Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the company, to be held on Saturday, 28<sup>th</sup> day of September, 2019 at 9:30 A.M. at Hotel Aditya Park, Ameerpet, Hyderabad- 500038 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Ordinary Business	For	Against
1.	To consider and adopt financial statements of the Company.		
2.	To appoint a Director in place of Mr. G Yoganand (DIN: 00850735), who retires by rotation and being eligible, offers himself for re-appointment		
S. No	Special Business	For	Against
3.	To consider and approve the regularization of appointment of Ms. Gajjala Veena as a Director		
4.	To consider and approve the re-appointment of Shri. K Krishna Murty as an Independent Director of the Company for the second term of 5 (five) consecutive years		
5.	To consider and approve the re-appointment of Shri. D L S Sreshti as an Independent Director of the Company for the second term of 5 (five) consecutive years		
6.	To consider and approve the revision in Remuneration to Mr. Gajjala Yoganand, Managing Director of the Company for a period of 1 year (One) year, w.e.f. 1 <sup>st</sup> April, 2019		
7.	To consider and approve the Adoption of new set of Articles of Association		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix Re.1  
Revenue  
Stamp

Signature of shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**Manjeera Constructions Limited**  
 L45200TG1987PLC007228  
 Registered Office: #711, Manjeera Trinity Corporate, JNTU-Hitech City Road, Kukatpally, Hyderabad-500072

**ATTENDANCE SLIP**

Please complete the attendance slip and hand it over at the entrance of the meeting hall.

Folio No: \_\_\_\_\_ DP ID\*: \_\_\_\_\_  
 No. of shares held: \_\_\_\_\_ Client ID\*: \_\_\_\_\_  
 Full Name & Address of Shareholders/Proxy (in block letter): \_\_\_\_\_  
 Address: \_\_\_\_\_

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Saturday, the 28<sup>th</sup> day of September, 2019 at 9.30 A.M. at Hotel Aditya Park, Ameerpet, Hyderabad - 500038

Signature of Shareholders/Proxy: \_\_\_\_\_

Note: \* Applicable for investors holding shares in electronic form.

# Please read the instructions printed in the Notice dated 03.08.2019 of the Annual General Meeting of the Company.