



Notice to Members

Notice is hereby given that the 31st Annual General Meeting of the Members of “**Manjeera Constructions Ltd**” will be held on Saturday, the 29th September, 2018 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:

- a. Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with Reports of the Board of Directors and Statutory Auditors thereon.
- b. Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of Statutory Auditors thereon

Item No.2 – Re-Appointment of Mrs. G Padmaja as a Director of the Company

To re-appoint Mrs. G Padmaja (DIN: 02231720), who retires by rotation and being eligible to offers herself for the reappointment.

SPECIAL BUSINESS:

Item No.3. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

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 186 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactments(s) thereof subject to approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be imposed while granting such approvals, permissions and sanctions, and in supersession of the Special Resolution passed by the Members at their 20th Annual General Meeting on 29th September, 2007, the approval of the members of the Company be and is hereby accorded to the Board to (a) give any loan to any body corporate(s) / person (s); (b) give any guarantee(s) or provide security(ies) in connection with a loan to any body corporate(s) / person (s); and (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate from time to time in one or more tranches as the Board of Directors as may deem fit, for an amount not exceeding INR 700,00,00,000 Crores (Rupees Seven Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to exercise these powers, from time to time, up to the limits as stated above including the powers to transfer / dispose of the investments in subsidiaries, associate companies and or any other companies in one or more tranches and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No.4. To approve transactions under Section 185 of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to approval of Audit Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for advancing loan and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken from financial institutions/banks/insurance companies/ other investing agencies or any other person(s)/bodies corporate by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs.700,00,00,000 (Indian Rupees Seven Hundred Crore only).

“**RESOLVED FURTHER THAT** accord of the members be and is hereby given to the board to take all such steps as may be necessary, proper and expedient to give effects to this resolution, including powers conferred (by this resolution) to create such charges, mortgage / pledge / hypothecate / assign and / or charge, all or any movable / immovable properties (or any interest therein) both present and future, of the Company for securing the financial facilities / limits to be availed by the said entity(ies) from time to time from any Bank, Financial Institution/s, Corporate Bodies or any other person(s) in the form of Loan, Inter Corporate Deposits, Debentures, Guarantees or by way of any other instruments by whatever name called together with interest, costs, charges, expenses, and any other moneys payable by the Company to the aforesaid parties or any of them under the agreements/arrangements entered into/to be entered into by the Company in respect to the loans taken by the said entity(ies), shall not at any time exceed the time limit of Rs.700,00,00,000 Crores (Rupees Seven Hundred Crores only).”

Item No.5: Variations in the terms of appointment of Managing 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 provisions of Section 117, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof and in supersession of the earlier resolution passed by the members of the Company at the annual general meeting of the Company held on 30th September, 2015, the recommendations of Nomination & Remuneration Committee and the Board of Directors, consent of the Company be and is hereby accorded to variation in the terms of remuneration payable to Mr. Gajjala Yoganand (holding DIN: 00850735), Managing Director of the Company up to Rs. 72,00,000 (Rupees Seventy Two Lakhs) with effect from 1st April, 2018 till 30th September, 2020 as set out in the Explanatory Statement annexed to this Notice convening this meeting.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

By order of the Board of Directors
Manjeera Constructions Limited

Place: Hyderabad
Date: 14.08.2018

Sucharitra Sahoo
Company Secretary

Route map of the venue for AGM





NOTES:

- 1) **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.

- 2) 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.
- 3) In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
- 4) Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
- 5) 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.
- 6) 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 PM up to the date of Annual General Meeting.
- 7) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 22.09.2018 to Saturday, 29.09.2018 (both days inclusive).
- 8) 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.
- 9) 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**.
- 10) Members may kindly refer "Corporate Governance Report" (Forms part hereof), for details, about the Directors to be appointed / re-appointed.
- 11) 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 communications 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.
- 12) All NRI Members of the Company are hereby requested to get their Indian Postal addresses, e-mail ids and bank details with their NRO/ 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.
- 13) 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.
- 14) 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 2010-11 onwards are given below:

Financial Year	Date of Declaration of Dividend	Due date to transfer to IEPF
2010-11	30.09.2011	November, 2018
2011-12	28.09.2012	November, 2019
2012-13	30.09.2014	November, 2020

Members who have not yet encashed their dividend warrant(s) for the year 2010-11 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.

- 15) Members are requested not to carry any briefcase, carry bag, shopping bag and the likes 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.
- 16) 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.
- 17) 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 26.09.2018 and will end at 5.00 p.m. (IST) on 28.09.2018. The Company has appointed 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), 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:
- 18) The requirement to place the matter relating to appointment of statutory auditors for ratification by members at every annual general meeting 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 30th Annual general meeting held on 29th September, 2017 is not proposed at this AGM.
- 19) The statement pursuant to Section 102(1) of the Companies Act, 2013 and the rules made under in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto

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

- (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 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.
- (xii) After selecting the resolution you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- (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 26.09.2018 at 9.00 A.M. (IST) and ends on 28.09.2018 at 5.00.PM. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the 21.09.2018, 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 21.09.2018 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 cut-off date (record date) of 21.09.2018 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board of Directors

Place: Hyderabad
Date: 14.08.2018

Sucharitra Sahoo
Company Secretary

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

It is pertinent to note that, the Company, being the ultimate parent / holding company, is required to invest in equity, provide guarantees in the form of equity support / corporate guarantees / sponsor / shortfall undertakings, to name a few, apart from providing the security in the form of share pledge etc., to each of its subsidiary / associate companies which are in operations.

Section 186(3) of the Companies Act 2013 requires approval of the shareholders by way of a special resolution to make investments and to provide loan, give securities, guarantee in excess of the 60% of the aggregate of the paid-up share capital and free reserves and/or upto 100% of the aggregate of free reserves of the Company as per the section. In order to make investment(s) in excess of limits specified under section 186 of Companies Act, 2013, the Company requires approval from the shareholders in a general meeting.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice for an amount not exceeding INR 700,00,00,000 (Indian Rupees Seven Hundred crores Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Board proposes the Resolution at Item No. 3 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the Resolution mentioned at Item No.3 of the Notice.

Item No. 4:

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), a Company may advance any loan including any loan represented by book debt, or given any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in general meeting.

The Board of Directors of the Company ("Board") and Audit Committee at the meeting approved to advance loan to, or give guarantee or provide any security in connection with any loan taken by said entity(ies) for an amount not exceeding INR 700,00,00,000 (Indian Rupees Seven Hundred crores Only) outstanding, subject to the approval of the same by members at the Annual General Meeting.

Proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only.

The Board proposes the Resolution at Item No.4 of the Notice for approval of the shareholders by a Special Resolution.

Except Mr. G Yoganand and Mrs G Padmaja or their respective relatives none of the other directors, Key Managerial Personnel or their respective relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the above resolution.

Item No.5:

The terms of remuneration of the Managing Director was approved by the Members at the 28th Annual General Meeting ('AGM') held on 30th September, 2015 for the respective period of their re-appointment. The remuneration decided was between Rs. 5,00,000/- per month to 6,00,000/- per month.

The Board of Directors proposed to revise the said remuneration in line with the below terms:

- i) Fixed Compensation: Up to Rs. 72,00,000 (Rupees Seventy Two Lakhs) per annum.
- ii) Performance Linked Variable Remuneration: Performance Linked Variable

Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Nomination & Remuneration Committee/Board of Directors of the Company based on the performance of the above mentioned Director for each year.

Provided that the remuneration payable to managing director shall in no situation exceed the overall limit as stipulated under the Companies Act, 2013.



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

1	Age	59 Years
2	Qualifications	Graduate in Civil Engineering from Osmania University, Post Graduate in Structural Engineering from Indian Institute of Science, Bangalore
3	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.
4	Last drawn remuneration	Rs. 18,00,0000
5	Date of first appointment on the Board	2 nd March, 1987
6	No. of shares held	68,50,946
7	Relationship with Directors, Managers & KMP	Husband of Mrs. G Padmaja
8	Number of Board Meeting attended during FY 2017-18.	5
9	Other Directorship	I. Manjeera Constructions Ltd II. Manjeera Estates Private Limited III. Manjeera Hotels And Resorts Private Limited IV. Aashraya Hotels and Estates Private Limited V. Gajjala Investments and Holdings Private Limited VI. Manjeera Retail Holdings Private Limited VII. Gm Infra Ventures Private Limited VIII. Mtm Estates and Properties Private Limited IX. Vasavi Foundation for Empowerment X. Manjeera Hospitality (Rajahundry) Private Limited XI. Manjeera Hospitality (Vijayawada) Private Limited
10	Chairman/ Member of the Committees of Boards of other companies	None

None of the directors or their relatives except Mr. G. Yoganand, Mrs. G. Padmaja and their relatives are interested or concerned in the said resolution.

The Board recommends this Resolution for your approval.

By order of the Board of Directors

Place: Hyderabad
Date: 14.08.2018

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 : L45200AP1987PLC007228
 Name of the company : Manjeera Constructions Limited
 Registered office : #711, Manjeera Trinity Corporate, Beside Manjeera Mall,
 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

1. Name: _____
 Address: _____
 Email Id: _____
 Signature: _____ or failing him/her.

2. 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 31st Annual General Meeting of the company, to be held on Saturday, 29th day of September, 2018 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 Mrs. G Padmaja (DIN: 02231720), who retires by rotation and being eligible, offers herself for re-appointment		
S. No	Special Business	For	Against
3.	Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013		
4.	To approve transaction under Section 185 of the Companies Act, 2013		
5.	Variations in the terms of Appointment of Managing Director		

Signed this _____ day of _____ 2018

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
 L45200AP1987PLC007228
 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 31st Annual General Meeting of the Company to be held on Saturday, the 29th day of September, 2018 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 28.08.2017 of the Annual General Meeting of the Company.