

## NOTICE TO MEMBERS

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of “**Manjeera Constructions Ltd**” will be held on Thursday, 30<sup>th</sup> September, 2021 at 10.00 A.M. (IST) 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:

Audited Financial Statements of the Company for the financial year ended March 31, 2021 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, 2021 together with the reports of Statutory Auditors thereon.

#### Item No.2- Re-Appointment of Mr. Gajjala Yoganand, Managing Director of the Company liable to retire by rotation

To consider the reappointment of Mr. Gajjala Yoganand, who retires by rotation and being eligible, offers himself 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, 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 a Director of the Company, liable to retire by rotation.”

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

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

**Place : Hyderabad**  
**Date : 14.08.2021**

### 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 general circular dated January 13, 2021 read with circulars dated April 8, 2020 and April 13, 2020 and May 5, 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 January 15, 2021 read with circular dated May 12, 2020 (“SEBI Circular”) has also granted certain relaxations in line with the above said MCA Circulars. 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 34<sup>th</sup> AGM of the Company is being held through VC / OAVM on Thursday, 30<sup>th</sup> September, 2021 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 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted in 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 an authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of the AGM will be provided by CDSL.
- 4) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 22.09.2021 to Wednesday 29.09.2021 (both days inclusive) in connection with the AGM.
- 5) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and cast their votes through e-voting.
- 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 15 minutes before and 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 2020-21 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 2020-21 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>.
- 10) As per Regulation 40 of SEBI 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) As per the provisions of Section 124(6) of the Act read with Rule 6 of 'Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amended Rules, 2017 ('the Rules'), all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares), will be transferred by the Company to IEPF along with statement containing such details as directed by Ministry of Corporate Affairs from time to time
- 12) Retirement of directors by rotation:  
Mr. Yoganand Gajjala, Managing Director of the Company, retires by rotation at the ensuing annual general meeting and, being eligible, offers himself for re-appointment.  
  
The Board of directors recommends the re-appointment of Mr. Yoganand Gajjala as a director, liable to retire by rotation.
- 13) 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)
- 14) 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.
- 15) 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**.
- 16) 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.
- 17) 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.
- 18) 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.
- 19) 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.
- 20) 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.

However the company is not having such unclaimed/ unpaid dividend for more than 7 years and hence the provisions are not applicable to the company.

“Pursuant to the provisions of section 124 (6) of the Companies Act, 2013 read with the IEPF Rules, the Company is in the process of transferring the shares belonging to the shareholders who did not claim dividends for seven consecutive years to IEPF Account.”

- 21) 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 26.09.2021 and will end at 5.00 p.m. (IST) on 29.09.2021. During this period, members holding shares either in physical form or in dematerialized form, as on Tuesday, September 21, 2021 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 Sunday, September 26, 2021 (9:00 a.m. IST) and ends on Wednesday, September 29, 2021 (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> 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 34<sup>th</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 September 26, 2021. 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 September 22, 2021 (9:00 a.m. (IST)) to September 26, 2021 (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 26.09.2021 at 9.00 A.M. (IST) and ends on 29.09.2021 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 21.09.2021, 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 21.09.2021 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 22.09.2021 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**

M/s. Manjeera Constructions Ltd

**Place : Hyderabad**  
**Date : 14.08.2021**

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