

Notice to Members

Notice is hereby given that the 30th Annual General Meeting of the Members of “**Manjeera Constructions Ltd**” will be held on Friday, the 29th September, 2017 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 the Audited Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors (“the Board”) and Statutory Auditors thereon.

Item No.2 – Appointment of Mrs. G Padmaja as a Director liable to retire by rotation

To appoint Director in place of Mrs. G Padmaja (DIN: 02231720), who retires by rotation and being eligible to offer herself for reappointment.

Item No. 3 – Appointment of Statutory Auditors

To appoint the Statutory Auditors of the Company, and to fix their remuneration.

Explanation: The Companies Act, 2013 (“the Act”) was notified effective April 1, 2014 and Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Companies Act, 2013 and Rules made there under, it is mandatory to rotate the Statutory Auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same Company.

The existing auditors, M/s. A.K Sabat & Co., Chartered Accountants (Firm Registration No: 321012E) have served the Company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 30th AGM.

On the recommendations of the Audit committee , the Board in their meeting held on 28th August, 2017 has approved and recommended the appointment of M/s. M. Bhaskara Rao & Co, Chartered Accountants (Firm Registration No. FRN-0004595) as the new Statutory Auditors of the Company subject to the approval of the Members. M/s. M. Bhaskara Rao & Co. will hold office for a period of three consecutive years from the conclusion of this 30th Annual General Meeting of the Company till the conclusion of the 33rd Annual general Meeting to be held on 2020.

“RESOLVED THAT pursuant to section 139,142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and considering the recommendations of the Audit Committee and subject to the approval of the Members of the Company, M/s M. Bhaskara Rao & Co. (Firm Registration No. FRN- 0004595) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of 3 years from the conclusion of this 30th Annual General Meeting (“AGM”) till the conclusion of 33rd AGM of the Company, subject to ratification of the said appointment at every intervening AGM held after this AGM, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors in consultation with the Auditors.

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

SPECIAL BUSINESS:

Item No.4. Borrowing powers of the Board

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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the Special Resolution passed by the Members at their Annual General Meeting on 30th September, 2015 the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for borrowing (in any form including guarantees) from time to time, for the purpose of the Company’s business, any sum or sums of money, as it may deem proper, on such terms and conditions, and with or without security, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid-up capital and its free reserves (that is to say, reserves not set apart for any specific purpose), provided that the total amount of money / moneys so borrowed or to be borrowed by the Board shall not at any time exceed Rs. 700 Crores .”

Item No.5. Creation of Charge on the assets of the Company

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

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and in supersession of the earlier Resolution passed by the Members at their Annual General Meeting on 30th September, 2015, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to 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 Company / its subsidiaries/ associates from time to time from any Bank, Financial Institution/s, Corporate Bodies or any other person(s) in the form of Loans, 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 subject to the limits approved under section 180 (1) (c) of the Companies Act, 2013.”

By order of the Board of Directors
Manjeera Constructions Limited

Place: Hyderabad
Date: 28.08.2017

Sucharitra Sahoo
Company Secretary
(ACS-37587)

Route map of the venue for AGM



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 30th Annual General Meeting of the company, to be held on Friday, 29th day of September, 2017 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		
3.	To consider appointment of Statutory Auditors of the Company in place of retiring auditors.		
S. No	Special Business	For	Against
4.	Borrowings Power of the Board		
5.	Creation of Charge on the assets of the Company		

Signed this _____ day of _____ 2017

Signature of shareholder _____ Signature of Proxy holder(s) _____

Affix Re.1
Revenue
Stamp

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 30th Annual General Meeting of the Company to be held on Friday, the 29th day of September, 2017 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.