



16th Annual Report of Manas Properties Limited

Financial Year 2019-2020

Sr.No	Content	Page No.
1	Corporate Information	3-4
2	Notice of 16 th Annual General Meeting and Explanatory Statement	5-19
3	Director's Report	20-49
4	Management Discussion and Analysis	50-51
5	Auditor's Report	52-63
6	Balance Sheet	64
7	Statement of Profit and Loss Account	65
8	Cash Flow Statement	66
9	Notes to the Financial Statement	67-77
10	Nomination and cancellation of Nomination form	78-79
11	Cancellation or Variation of Nomination	80-82
12	Attendance Slip	83
13	Proxy Form	84-85
14	Assent/ Dissent Form for Voting on AGM Resolutions	86-88

CORPORATE INFORMATION

Board of Directors

Sr. No.	Name of Directors	Designation	DIN /PAN
1	Mr. Dev Vijay Thakkar	Chairman and Managing Director	07698270
2	Mr. Vijay Thakordas Thakkar	Whole time Director	00189355
3	Mrs. Madhuriben Thakordas Thakkar	Non- Executive Director	00284480
4	Mrs. Tanam Vijay Thakkar	Non- Executive Director	00284512
5	Mr. Paresh Jain (Appointed w.e.f. 14 th November, 2019)	Non- Executive Independent Director	05159799
6	Mr. Sony Keishing (Appointed w.e.f. 28 th February, 2020)	Non- Executive Independent Additional Director	07518878
7.	Mr. Anil Kumar Dhar (resigned w.e.f. 20 th August, 2019)	Non- Executive Independent Director	01524239
8.	Miss. Daisy Maring Sairel Maku (resigned w.e.f. 24 th February, 2020)	Non- Executive Independent Director	07732031

Key Managerial Personnel

Sr. No.	Name of KMP	Designation	DIN/PAN
1	Mr. Kamlesh Thakordas Thakkar	Chief Financial Officer	ABVPT8664P
2	Mr. Dev Vijay Thakkar	Chief Executive Officer	07698270/ ARCPT1512F
3	Ms. Aditi jain (appointed w.e.f 12th December, 2019)	Company Secretary	APVPJ6317F
4	Miss. Leesa Mahesh Parekh (resigned w.e.f. 23 rd April, 2019)	Company Secretary	BODPP6917B

Registered Office

10th Floor, Dev Plaza, Opp. Andheri Fire Station,
S.V. Road, Andheri (West), Mumbai- 400058.

Registrar & Transfer Agents

Bigshare Services Pvt. Ltd 1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments (Next to Keys Hotel),
Marol Maroshi Road, Andheri East, Mumbai - 400059.

Shares Listed At**BSE Limited**

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Secretarial Auditor

HS Associates,
Company Secretaries.

Banker

Cosmos Co-op. Bank Ltd,
Axis Bank Limited

Statutory Auditors

M/s. JMR & Associates
Chartered Accountant

Internal Auditor

M/s Bhuta Shah & Co LLP
Chartered Accountants.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 16TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY MANAS PROPERTIES LIMITED, WILL BE HELD ON MONDAY, 28th SEPTEMBER, 2020 AT 02.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 10TH FLOOR, DEV PLAZA, OPP. ANDHERI FIRE STATION, S. V. ROAD, ANDHERI (WEST), MUMBAI – 400058 MH IN TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Tanam Thakkar (DIN 00284512), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

3. TO RE-APPOINT MR. DEV THAKKAR, AS MANAGING DIRECTOR OF THE COMPANY.

“RESOLVED THAT pursuant to the provisions of sec 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), on the recommendation of Nomination & Remuneration Committee, consent of members be and is hereby accorded for the appointment of Mr. Dev Thakkar (DIN: 07698270) as the Managing Director (Whole Time key Managerial Personnel) of the company for a term of five consecutive years commencing from 14th January 2020 till 13th January 2025 subject to the approval of the shareholders in the ensuing Annual General Meeting as per the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 5 consecutive years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for payment of maximum remuneration of ` 2,00,00,000/- (Rupees two crores) per annum including in the event of loss or inadequacy of profits in any Financial Year during the tenure of appointment and to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Dev Thakkar.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Ms. Aditi Jain, Company Secretary be and are hereby severally authorised to take such steps as may be

necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

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

4. TO APPOINT MS. SONY KEISHING (DIN: 07518878). AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force)) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Sony Keishing (DIN: 07518878), who was appointed by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee, as an Additional Director of the Company with effect from February 28, 2020 and who holds office only upto the date of the ensuing Annual General Meeting, and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term upto 27th February, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Ms. Aditi Jain, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board

SD/-

Aditi Jain

Company Secretary & Compliance Officer

Place: Mumbai

Date :21st August,2020

Registered Office;

10th Floor, Dev Plaza, Opp. Andheri Fire Station,

S.V. Road, Andheri (West), Mumbai- 400058.

CIN: L70100MH2004PLC149362

Website: www.manasproperties.co.in

Email Id: info@manasproperties.co.in

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE IN STEAD OF HIMSELF AND THE PROXY NEED**

NOT BE A MEMBER OF THE COMPANY.

2. A Person Can Act as Proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. Member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for anyother member.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sen therewith.
5. Members / Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
6. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **Tuesday, 22nd September, 2020 to Monday, 28thSeptember,2020 (both days inclusive).**
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on close of the cut-off date i'e. Friday, August 28, 2020 will only be entitled to avail the facility of physical voting at the AGM venue. The person who is not a member/ beneficial owner on the cut-off date should treat this notice for information purpose only.
8. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
9. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email id with the Company or with the Registrar and Transfer Agents.
10. Members / Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
11. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
12. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updating of Savings Bank Account details to their respective Depository Participants.
13. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository

Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019-2020 will also be available on the Company's website www.manasproperties.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@manasproperties.co.in
15. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
16. Members are requested to send all communications relating to shares, bond and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

Bigshare Services Pvt. Ltd

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments (Next to Keys Hotel),
Marol Maroshi Road, Andheri East, Mumbai - 400059.

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants. (DPs).

17. Voting through electronic means:

As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore, Company is not required to provide e-voting facility to its shareholders. However, in view of the massive outbreak of the COVID-19 pandemic, social distancing is to be followed to the extent possible, therefore, in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility of remote e-voting for the 16th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

In case of members receiving g e-mail:

- (i) The voting period begins at **9.00 a.m. (IST) on Friday, 25th September, 2020 and end on Sunday, 27th September, 2020 at 5:00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date (record date) of Monday, 21st September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open e-mail
- (iii) Log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on "Shareholders" tab. (v) Now Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID;
 - b) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification Code/ Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and had cast your vote earlier for EVSN of any Company/entity, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below

Now, fill up the following details in the appropriate boxes:

PAN*	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</p> <p>In case the folio 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</p>
------	---

	CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
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. • Please enter the DOB or Dividend Bank 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 as mentioned in instruction(v)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (x) Members holding shares in demat form will now reach ‘Password Creation’ menu where in 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xii) Click on the **200827020** EVSN number of Manas Properties Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolute
- (xvii) on, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xix) If Demat account holder has forgotten the changed password then enter the User ID and image verification code/Captcha Code and click on Forgot Password & enter the details as prompted