



**SAFETY
QUALITY
RELIABILITY**

**Annual
Report
2022-2023**



MANJEERA
Life Elevated

Manjeera Constructions Ltd

COMPLETED PROJECTS




**MANJEERA
MALL**




**MANJEERA
TRINITY**
CORPORATE


**MANJEERA
DIAMOND
TOWERS**



MANJEERA
TRINITY
HOMES



MANJEERA
majestic
HOMES



**Manjeera Sarovar
Premier Hotel**

ONGOING PROJECTS



MANJEERA
majestic
COMMERCIAL

**Purple
town**
premium villas from Manjeera



**Manjeera International
Convention Centre**



Vasavi Lake City, Hafeezpet



Manjeera Blue, Ongole



Manjeera Monarch, Vijayawada



Newyork by Manjeera, Bangalore

UPCOMING PROJECTS



Manjeera Mall, Rajahmundry



Manjeera Casa, Hyderabad



Trump Towers, Hyderabad



Tuscany, Zaheerabad

Board of Directors

Mr. G. Yoganand
Chairman & Managing Director

Mr. K. Krishna Murty
Independent Director

Mr. DLS Sreshti
Independent Director

Mr. Sudhakar Gande
Independent Director

Mr. G. Vivekanand
Director

Ms. G. Veena
Director

Mr. Krishna Gokeda
Chief Financial Officer (CFO)
(upto 21.05.2022)

Mr. CH N V Rambabu
Company Secretary & Compliance Officer
(Upto 02.08.2022)

Mr. Sudhir Kilaru
Chief Financial Officer (CFO)
(w.e.f 12.08.2022)

Mr. Narsimha A. Mettu
Company Secretary & Compliance Officer
(w.e.f 12.08.2022)

Audit Committee
Mr. DLS Sreshti
Mr. K. Krishna Murty
Mr. Sudhakar Gande
Ms. G. Veena

Nomination & Remuneration Committee

Mr. DLS Sreshti
Mr. K. Krishna Murty
Ms. G. Veena

Stakeholders Relationship Committee

Mr. K. Krishna Murty
Mr. DLS Sreshti
Ms. G. Veena

Statutory Auditors

M/s. M. Bhaskara Rao & Co.,
Chartered Accountants, Hyderabad

Secretarial Auditor

SPP & Associates
Company Secretaries, Hyderabad

Principal Banker

Punjab National Bank

Registered Office

#711, Manjeera Trinity Corporate,
JNTU-Hitech City Road,
Kukatpally, Hyderabad-500072
Ph: +91-40-66479600 / 66479647
Email: cs@manjeera.com
Website: www.manjeera.com

Registrar & Share Transfer Agents

M/s. XL Softech Systems Limited
Plot No. 3, Sagar Society, Banjara Hills
Road No. 2, Hyderabad – 500034
Ph: +91-40-23545913/14/15
Fax: +91-40-23553214
Email: xlfield@gmail.com
Website: www.xlsoftech.com
Contact Person: Mr. Ram Prasad

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Notice to Members

The members are hereby informed that Corporate Insolvency Resolution Process ("CIRP") has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ("IBC") by the National Company Law Tribunal vide Order no. CP (IB) No. 320 / 2022 ('order') with effect from 18.07.2023. Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Mr. Sri Vamsi Kambhammettu (IP Registration No. [IBBI/IPA-001/IP-P00664/2017-18/11141]). Accordingly, Mr. Sri Vamsi Kambhammettu in his capacity as IRP took control and custody of the management and operations of the Company from 18-07-2023. Consequently, all actions that are deemed to be taken by the Board of Directors have been given effect to by the IRP during the continuance of the CIRP as per the provisions of the IBC. Subsequently, the committee of creditors ("CoC") of the Corporate Debtor, pursuant to the meeting held on 16.08.2023 and in terms of Section 27 (3)(b) of the Code, resolved, with 80.95% voting share, to replace the existing Interim Resolution Professional with Mr. Birendra Kumar Agarwal (IP Registration No. [IBBI/IPA-001/IP-P00564/2017-18/11040]) as the Resolution Professional ("RP").

The appointment/re-appointments of the Directors are recommended only for the sole purpose of complying with the applicable provision(s) of the Companies Act, 2013 (as amended) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, pursuant to Section 17 of the IBC, the powers the Board of Directors shall stand suspended during the continuance of the CIRP.

Notice is hereby given that the 36th Annual General Meeting of the Members of "**Manjeera Constructions Ltd**" will be held on Saturday, 30th December, 2023 at 10.00 A.M 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 Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 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 ended March 31, 2023 together with the reports of Statutory Auditors thereon.

Item No. 2 – Re-Appointment of Ms. Gajjala Veena, Director of the Company liable to retire by rotation

To consider the reappointment of Ms. Gajjala Veena, 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 read with the rules made thereunder (including any statutory modifications or re-enactments made thereof for the time being in force), Ms. Gajjala Veena (**DIN: 06380343**), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Item No. 3 – Appointment of SVD & Associates as Statutory Auditors of the Company

To consider appointment of Statutory Auditor of the Company, and to fix their remuneration 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 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable (including any statutory amendment(s), modification(s), variation or re-enactment(s) thereof for the time being in force), M/s. SVD & Associates, Chartered Accountants (Firm Registration No. 015405S), be and is hereby appointed as the Statutory Auditors of the Company, to fill the causal vacancy caused due to vacancy of M/s. M Bhaskara Rao & Co, Chartered Accountants (Firm's Registration No. 000459S) to hold office from the conclusion of the Thirty-Sixth Annual General Meeting until the conclusion of the Thirty-Seventh Annual General Meeting of the Company, on such remuneration including out of pocket expenses and other expenses as may be mutually agreed.

RESOLVED FURTHER THAT the Resolution Professional, be and is hereby authorised to file all the necessary forms with the office of Registrar of Companies, Hyderabad, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for giving effect to the aforesaid resolution."

By Order of the Board
For **Manjeera Constructions Ltd**

Narsimha A. Mettu
Company Secretary
(ACS-54840)

Place: Hyderabad
Date: 14.08.2023

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 bearing number 2/2022 dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (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 May 13, 2022 read with circulars dated January 15, 2021 and May 12, 2020 ("SEBI Circulars") 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 36th AGM of the Company is being held through VC / OAVM on Saturday, 30th December, 2023 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 Companies 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, 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 Saturday, 23.12.2023 to Saturday, 30.12.2023 (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. 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 2022-23 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 for the Financial Year 2022-23 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 Obligations & Disclosure Requirements) Regulations, 2015, 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, 2016 ('the Rules'), all shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more (relevant shares), were 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:
Ms. Gajjala Veena, 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 Ms. Gajjala Veena 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 an e-mail to cs@manjeera.com or secretarial@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.