



MANAS PROPERTIES

CIN : U70100MH2004PLC149362

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY MANAS PROPERTIES LIMITED, WILL BE HELD ON FRIDAY, 15TH SEPTEMBER, 2017 AT 11.00 A.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 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Tanam Vijay Thakkar (DIN 00284512), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. JMR & Associates, Chartered Accountants (FRN 106912W) as Statutory Auditors of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. JMR & Associates., Chartered Accountants, Mumbai, registered with the Institute of Chartered Accountants of India vide firm registration no 106912W, be and is hereby appointed as Statutory Auditors of the Company, as the tenure of retiring Auditor M/s. Bhuta Shah & Co. LLP, be expired at this meeting, to audit the accounts of the Company for a period of 5 (Five) Consecutive years from the conclusion this Annual General Meeting till the conclusion of 18th (Eighteen) Annual General Meeting to be held in the year 2022, subject to ratification of the appointment by the shareholders of the Company at every Annual General Meeting till the completion of their term of Five consecutive years;

RESOLVED FURTHER THAT the said appointment of M/s. JMR & Associates, as the statutory auditors be on the terms and conditions and on remuneration of Rs. 100,000/- (Rupees One Lakh Only) P.A. plus applicable taxes, if any. as decided by the Board on due recommendation of the Audit Committee;

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution”





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SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Dev Vijay Thakkar (DIN: 07698270) who was appointed as an Additional Director, pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and for the appointment of whom, the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution”

5. 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 Sections 2(54), 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule “V” to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to appoint Mr. Dev Vijay Thakkar as a Managing Director of the Company for a period of 3 (Three) years w.e.f. 14th January, 2017, on the remuneration and on such terms and conditions as set out in Agreement;

RESOLVED FURTHER THAT Board of Directors of the Company, Nomination and Remuneration Committee, Audit Committee, be and are hereby also authorised to amend, alter, modify or otherwise vary the aforesaid terms and conditions of appointment and Remuneration of Mr. Dev Thakkar, Managing Director of the Company, from time to time;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay remuneration, perquisites, benefits and amenities to Mr. Dev Thakkar, Managing Director not exceeding the ceiling laid down in Schedule “V” of the Companies Act, 2013 as may be decided by the Board of Directors, subject to necessary sanctions and approvals;





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RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution”

6. To consider 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 Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Corporate Governance and any other applicable provisions of the Listing Obligation and Disclosure Requirements, Regulations, 2015 (including any amendment, modification(s) or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for entering into transaction(s) with the following related party upto the maximum amount mentioned there against, in each financial year on such terms and conditions as may be mutually agreed between the Company and the related party;

Sr. No.	Name of the Related Party	Nature of Transaction(s) (Singly or all taken together)	Maximum Value of the Transaction(s) per annum (Amt in Rs)
1	Dev Land & Housing Private Limited	Commission	20,000,000/- (Rupees Two Crore Only)

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto.”

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

“**RESOLVED THAT** pursuant to provisions of section 20 and other applicable provisions of the Companies Act, 2013 and respective rules made thereunder, the members of the Company hereby approve that on receipt of request from a member requesting for delivery of any document through a particular mode, a fee of Rs. 50/- per document be levied or charged from a member of the Company, over and above the reimbursement of actual expenses incurred by the Company for sending of the document to him in the desired manner.





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FURTHER RESOLVED THAT the estimated fees for delivery of the documents shall be paid by the members in advance to the Company, before dispatch of such document(s).

FURTHER RESOLVED THAT the key managerial personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, things and matters as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of the matter, including determination of estimated fees for delivery of document to be paid in advance by member(s) of the Company."

By Order of the Board

Leesa Patekh
Company Secretary

Place: Mumbai

Date: 18th August, 2017

Registered Office:

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

CIN: U70100MH2004PLC149362

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 INSTEAD 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 any other 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.





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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 sent herewith.
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 **Friday, 08th September, 2017 to Friday, 15th September, 2017 (both days inclusive)**.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.
12. Electronic copy of the Notice of the 13th 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 13th 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.
13. Members may also note that the Notice of the 13th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website





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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

14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. Members are requested to send all communications relating to shares, bonds 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).

16. Voting through electronic means:

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 to exercise their right to vote at the 13th 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.





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In case of members receiving e-mail:

- (i) The voting period begins at **9:00 a.m. (IST) on Tuesday, 12th September, 2017 and end on Thursday, 14th September, 2017 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 Friday, 08th September, 2017** 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.
- (vi) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- (vii) 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.
- (viii) 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> <ul style="list-style-type: none">• 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.• 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 CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
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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)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the EVSN selection screen.
- (xi) 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (xiii) Click on the **170821082** EVSN number of Manas Properties Limited on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, 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.





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- (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 by the system.
- (xx) For Non-Institutional Shareholders:
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to 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.

In case of members receiving the physical copy

- (i) Please follow all steps from sl.no. (i) to sl.no. (xxi) above, to cast vote.

Other Instructions:

- (A) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.CDSL.com
- (E) 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





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Friday, 08th September, 2017.

- (F) Mr. Hemant Shetye, Partner of M/s. HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (G) The Scrutinizer shall within a period not exceeding two days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.manasproperties.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
- (I) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company **not later than Thursday, 14th September, 2017 (5.00 pm IST)**
- (J) Ballot Form received after this date will be treated invalid.
- (K) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 17) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
- 18) The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.





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19) Details of Directors Seeking Appointment/ Re-Appointment at the Forthcoming Annual General Meeting:

Name	Mrs. Tanam Vijay Thakkar	Mr. Dev Vijay Thakkar
DIN	00284512	07698270
Date of Birth and Age	25 th December, 1970 / 47 Years	08 th May, 1994 / 24 Years
Date of Appointment on Board	18 th November, 2004	14 th January, 2017
Qualifications	Bachelor of Arts from Mumbai University	Bachelor of Science (having followed an approved Programme in Real Estate) from the University of Westminster.
Brief profile, experience and expertise	Having Business Experience in Real Estate Sector more than 10 Years	Having Business Experience in Real Estate Sector more than 2 Years
Number of meetings of the Board attended during the year	11 (Elven)	4 (Four)
Directorships held in other Companies	1. Shivam Dev Infracon Private Limited 2. Fly Wings Aviation Private Limited 3. Flamingo Realtors Private Limited 4. Antique Realtors Private Limited 5. Dev Land & Housing Private Limited 6. Growassests Estate Private Limited 7. Bluepearl Structure Private Limited	NIL



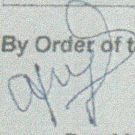


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	8. Clear Vision Publicity Private Limited	
Committee Positions held in other Companies	NIL	NIL
Shareholding in Manas Properties Limited	10 Equity Shares	10 Equity Share
Relationship with other directors, manager and other Key Managerial Personnel of the Company	1. Wife of Mr. Vijay Thakkar, Chairman and Whole time Director of the Company 2. Mother of Mr. Dev Thakkar, Managing Director of the Company 3. Daughter in Law of Mrs. Madhuriben Thakkar, Director of the Company. 4. Sister in Law of Mr. Kamlesh Thakkar, Chief Financial Officer of the Company	1. Son of Mr. Vijay Thakkar, Chairman and Whole time Director of the Company 2. Son of Mrs. Tanam Thakkar, Director of the Company 4. Grandson of Madhuriben Thakkar, Director of the Company. 3. Nephew of Mr. Kamlesh Thakkar, Chief Financial Officer of the Company.
Terms and Conditions of appointment or reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Mrs. Tanam Thakkar, retires by rotation in accordance with applicable provision of the Articles of Association of the Company and Companies Act, 2013 applicable to retirement of directors by rotation. She being eligible has offered herself for reappointment. On re-appointment, she will continue to be Director of the Company	As mentioned in Agreement

By Order of the Board


Leesa Parekh
Company Secretary
Place: Mumbai





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Date: 18th August, 2017

Registered Office;

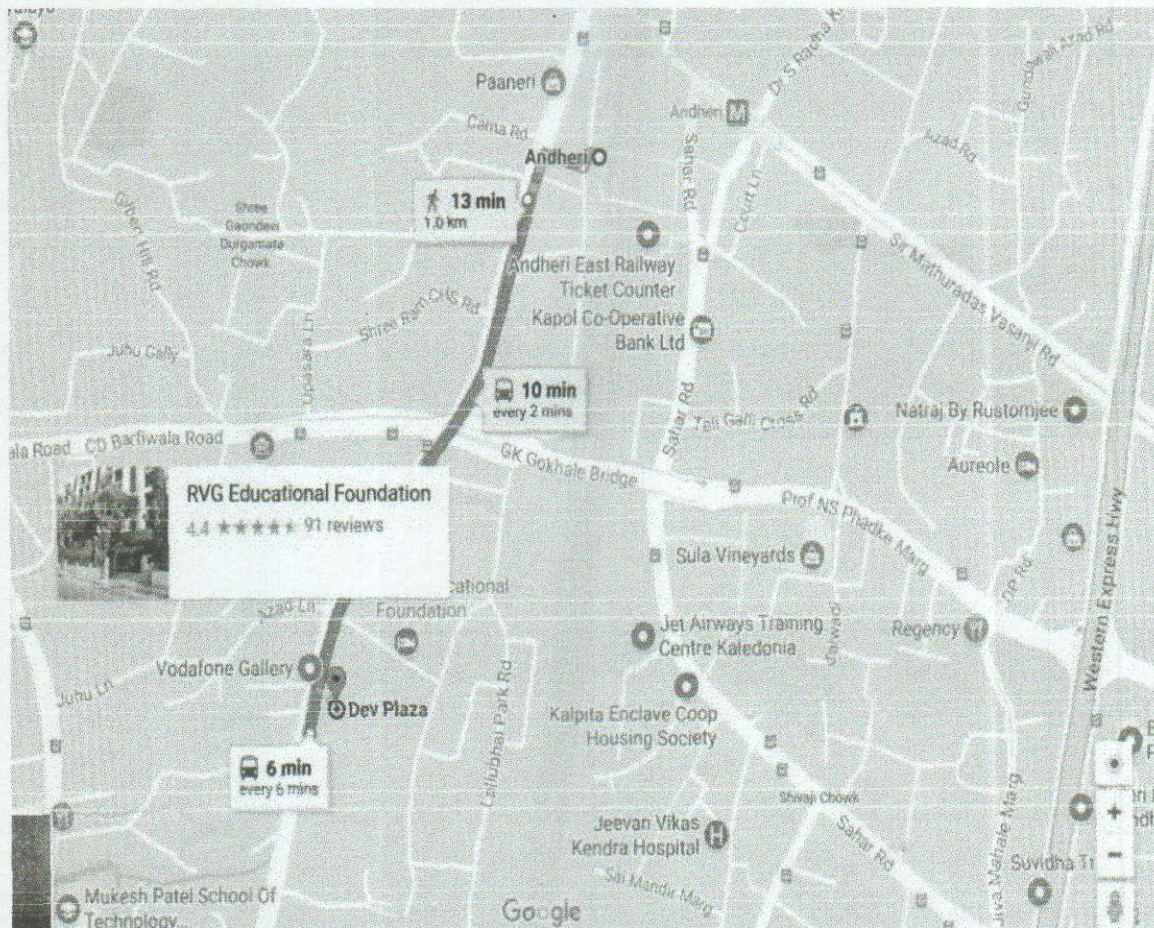
10th Floor, Dev Plaza, Opp. Andheri Fire Station,
S.V. Road, Andheri (West), Mumbai- 400058.

CIN: U70100MH2004PLC149362

Website: www.manasproperties.co.in

Email Id: info@manasproperties.co.in

Route Map



Route from nearest railway station: Andheri Railway Station (W) Venue: 10TH Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West), Mumbai- 400058.





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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4 & 5

Based on the recommendation of the Nomination & Remuneration committee, Mr. Dev Vijay Thakkar was appointed as an Additional Director on the Board of the Company with effect from 14th January, 2017 to hold office upto the date of the Annual General Meeting And he was also appointed as a Managing Director of the Company, subject to the approval of the Members.

Further the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Dev Thakkar as a Director of the Company.

The Company has received from Mr. Dev Thakkar Consent to act as director of the Company; and a declaration that he is not disqualified from being appointed as a director of the Company.

Major terms and conditions of appointment and remuneration of Mr. Dev Thakkar as Managing Director as set out set below;

I. SALARY: Up to Rs.250,000/- p.m. (Rupees Two Lakhs Fifty Thousand Only) & the Board of Directors be authorized to determine the salary and grant such increases from time to time within the limits specified as per the Act.

II. PERQUISITES:

Mr. Dev Thakkar as a Managing Director will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) Contribution to provident Fund, Superannuation Fund or Annuity Fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company where it is proposed that the leave be spent in home country instead of anywhere in India.

III). Salary and perquisites specified herein shall be payable to the Managing Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.





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IV). The Managing Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

V). The Managing Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VI). The terms and conditions of the said appointment and/or may be altered and varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in the Act, or any amendment hereafter in that regard.

Agreement entered with Mr. Dev Thakkar is available for inspection by the Members at the Registered office of the Company during business hours on any working day and the date of the Annual General Meeting of the Company.

Directors recommend the resolution in item 4 & 5 of the Notice for approval by the members as **Ordinary / Special Resolution**

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, except to the extent of shares held by them.

Item No. 6

The Board of Directors and Members of Audit Committee of the Company, at their meeting held on **Friday, 18th August, 2017** has approved the proposal for enter related part transactions with Dev Land & Housing Private Limited (DLH).

In terms of Section 188 of the Companies Act, 2013 and the applicable rules thereunder require approval of the Shareholders by passing Ordinary Resolution.

Further, in terms of Section 188 of the Companies Act, 2013, the Mr. Vijay Thakkar, Mrs. Tanam Thakkar, Mr. Dev Thakkar, Mrs. Madhuriben Thakkar and Mr. Kamlesh Thakkar being interested shall abstain from voting on these resolution as shareholders of the Company.

Directors recommend the resolution in item 6 of the Notice for approval by the members as **Ordinary Resolution**

Except the Mr. Vijay Thakkar, Mrs. Tanam Thakkar, Mr. Dev Thakkar, Mrs. Madhuriben Thakkar and Mr. Kamlesh Thakkar, none of the Directors or Key managerial persons of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution





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Item No. 7

Section 20(2) of the Companies Act 2013 mandates that a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or delivering at his office or address, or by such electronic or other mode as may be prescribed. It further provides that a member may request for delivery of any document to him through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members of the Company to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of document in a particular mode, as mentioned in the resolution.

Since, section 20 of the Companies Act 2013 requires the fees to be determined in the Annual General Meeting, your directors accordingly recommend the matter for approval of members the of the Company by passing an **ordinary resolution**.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution set out at item no. 7 of the accompanying Notice.

By Order of the Board

Leesa Parekh

Company Secretary

Place: Mumbai

Date: 18th August, 2017

Registered Office;

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

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

CIN: U70100MH2004PLC149362

Website: www.manasproperties.co.in

Email Id: info@manasproperties.co.in



Dev Plaza, 10th Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai-58



info@manasproperties.co.in



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FORM NO SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Manas Properties Limited
10th Floor, Dev Plaza, Opp. Andheri Fire Station,
S. V. Road, Andheri (West), Mumbai – 400058.

I / We, _____ the holder(s)
of the securities particulars of which are given hereunder wish to make nomination and do hereby
nominate the following persons in whom shall vest, all the rights in respect of such securities in
the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

(2) PARTICULARS OF NOMINEE/S –

- Name:
- Date of Birth:
- Father's / Mother's / Spouse's name:
- Occupation:
- Nationality:
- Address:
- E-mail Id:
- Relationship with the security holder:





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(3) IN CASE NOMINEE IS A MINOR -

- a) Date of Birth
- b) Date of attaining majority
- c) Name of guardian
- d) Address of guardian

Name : _____

Address: _____

Name of the Security Holder (s) : _____

Signature _____

Witness with the name and address: _____





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Form No. SH-14

Cancellation or Variation of Nomination [Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Manas Properties Limited
10th Floor, Dev Plaza, Opp. Andheri Fire Station,
S. V. Road, Andheri (West), Mumbai – 400058

I / We hereby cancel the nomination(s) made by me / us in favor of
..... name and address of the nominee) in respect of
the below mentioned securities

Or

I / We hereby nominate the following person in place of as
nominee in respect of the below mentioned securities in whom shall vest all rights in respect of
such securities in the event of my/our death

PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

PARTICULARS OF NOMINEE/S

Name :

Address:

Date of Birth:.....

.....

E-mail Id:

Father's/Mother's/Spouse's name:.....

.....

Relationship with the security holder:

Occupation:
.....

.....

Nationality:.....





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IN CASE NOMINEE IS A MINOR -

Date of Birth:

Date of attaining majority:

Name of guardian:

Address of guardian:

Name and address of security holder (s)

Signature

Name and address of witness

Signature

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holdings shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, and Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. **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. Tel: 022 - 62638200 Fax: 022-62638299 Email: investor@bigshareonline.com Website: www.bigshareonline.com
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)





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8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.





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**13th Annual General Meeting – at Registered Office of the Company Situated at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058
On Friday, 15th September, 2017 at 11.00 A.M.**

ATTENDANCE SLIP

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

.....

Registered address :

.....

E-mail Id :

.....

Folio No. / Client ID No. :

.....

DP ID No :

.....

I / We hereby record my /our presence at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058 On Friday, 15th September, 2017 at 11.00 AM.

Member's / Proxy's Signature

Note:

1. Please complete the above details and sign this attendance slip and hand it over at the attendance verification counter at the meeting hall.
2. Electronic copy of the Annual Report for FY 2016 -2017 and the Notice of the Annual General Meeting along with attendance slip and proxy form is being sent to all the members whose email address is registered with the depository participant. Members receiving electronic copy and attending the AGM can print copy of this attendance slip.
3. Physical copy of the Annual Report for 2016-2017 and the Notice of the Annual General Meeting along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy

Manas Properties Limited

Regd Office: **10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058.**





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ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Note : Please read instructions given in the Notice of the 13th Annual General Meeting Carefully before Voting electronically.





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**13th Annual General Meeting – at Registered Office of the Company Situated at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058
On Friday, 15th September, 2017 at 11.00 A.M.**

PROXY FORM

Manas Properties Limited

Regd Office: 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058.

13th Annual General Meeting – 15th September, 2017

Name of the Member(s) :
.....
Registered address :
.....
E-mail Id :
.....
Folio No. / Client ID No. :
.....
DP ID No :
.....

I / We being the member (s) of _____ shares of the above named company hereby appoint

1. Name: _____
Email ID: _____
Address _____
Signature: _____

or failing him

2. Name: _____
Email ID: _____
Address _____
Signature: _____

or failing him





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3. Name: _____
Email ID: _____
Address _____
Signature: _____

or failing him

as per my / our proxy to vote (on a poll) for me / us on my /our behalf at the 13th Annual General Meeting of the Company to be held on Friday, 15th September, 2017 at 11.00 a.m at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058 on and adjournment thereof.

Ordinary Business

1. **Ordinary Resolution** for adoption of Audited Financial Statements for the year ended 31st March, 2017.
2. **Ordinary Resolution** for Appointment Mrs. Tanam Thakkar who is retiring by rotation and being eligible, offers herself for re-appointment.
3. **Ordinary Resolution** for appointment of M/s. JMR & Associates, Chartered Accountants, Mumbai, Firm registration no 106912W as a statutory auditor of the Company for a period of 5 Years and fixing their remuneration.

Special Business

4. **Ordinary Resolution** for regularize the appointment of Mr. Dev Thakkar as Director of the Company.
5. **Special Resolution** for Appointment of Mr. Dev Thakkar as Managing Director of the Company
6. **Ordinary Resolution** for approval of Related Party Transactions upto the Maximum Limits as specified with the related party.
7. **Ordinary Resolution** pursuant to section 20 of the Companies Act, 2013, to Service of Documents by particular mode of delivery

Signed this _____ day of _____ 2017

Signature of the Shareholder _____

Re.1
Revenue





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Signature of Proxy _____

Note:

1. 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.
2. For the resolutions, explanatory statements and notes, please refer to the notice of 13th Annual General Meeting.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission

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**13th Annual General Meeting – at Registered Office of the Company Situated at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058
On Friday, 15th September, 2017 at 11.00 A.M.**

ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

Manas Properties Limited

Regd Office: 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058.

13th Annual General Meeting – 15th September, 2017

1.	Name(s) & Registered Address : Of the sole / first named Member	
2.	Name(s) of the Joint-Holder(s) : If any	
3.	i) Registered Folio No. :	
	ii) DP ID No & Client ID No. [Applicable to Members Holding shares in dematerialized Form]	
4.	Number of Shares(s) held	

5. I/ We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated **18th August, 2017** by conveying my / our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

SR. No	Resolutions	Optional *	
		For	Against
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2017.		





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2	Ordinary Resolution for Appointment Mrs. Tanam Thakkar who is retiring by rotation and being eligible, offers herself for re-appointment.		
3	Ordinary Resolution for appointment of M/s. JMR & Associates, Chartered Accountants, Mumbai, Firm registration no 106912W as a statutory auditor of the Company for a period of 5 Years and fixing their remuneration.		
Special Business			
4	Ordinary Resolution for regularize the appointment of Mr. Dev Thakkar as Director of the Company.		
5	Special Resolution for Appointment of Mr. Dev Thakkar as Managing Director of the Company		
6	Ordinary Resolution for approval of Related Party Transactions upto the Maximum Limits as specified with the related party.		
7	Ordinary Resolution pursuant to section 20 of the Companies Act, 2013, to Service of Documents by particular mode of delivery		

Place:

Date:

Signature of the Member

Or

Authorized Representative

- Notes: i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
ii) Last date for receipt of Assent/ Dissent Form: **14th September 2017 (5.00 pm)**
iii) Please read the instructions printed overleaf carefully before exercising your vote.





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General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through physical assent/dissent shall be considered, subject to the assent/dissent form being found to be valid and vote cast through e-voting shall be treated as invalid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on **22nd August, 2017**.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. **5.00 pm on 14th September, 2017**. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.





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6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If nay such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

