

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF MEGLON INFRA-REAL (INDIA) LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT 09:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT W-4/510, USMANASAHEBPET, STONEHOUSEPET, NELLORE, ANDHRA PRADESH - 524002, INDIA.

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors there on.
2. To appoint the Statutory Auditors of the Company and fix their remuneration.

To approve the appointment of the Statutory Auditors and fix their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendations of the Audit Committee M/s. NSVR & Associates LLP Chartered Accountants, Hyderabad (FRN: 008801S/S200060) be appointed as auditors of the Company, in place of retiring auditors M/s. Ramasamy Koteswara Rao and Co LLP, Chartered Accountants, Hyderabad (FRN: 010396S/S200084) be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to be held for financial year ended 31st March, 2020 at a remuneration and other terms as may be determined by the Audit Committee and Board of Directors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to sign and execute all applications, documents, writings and filing of requisites forms that may be required on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

SPECIAL BUSINESS:

3. Appointment of Mr. Sunand Bhardwaj (DIN: 07962512) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149,150,152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), Mr. Sunand Bhardwaj (DIN: 07962512), who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of Five consecutive years with effect from 01st February, 2019 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

4. Appointment of Ms. Seemaben Jayeshsinh Gaderia (DIN: 07917002) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149,150,152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof for the time being in force), Ms. Seemaben Jayeshsinh Gaderia (DIN: 07917002), who was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and whose term expires at the ensuing Annual General Meeting of the Company, in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term of Five consecutive years with effect from 01st February, 2019 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

5. Appointment of Mr. Inderjit K Sharma (DIN: 07937704) as a Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification (s) or re-enactment thereof for the time being in force and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr. Inderjit K Sharma (DIN: 07937704) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 on 28th December, 2018 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT Pursuant to the applicable provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mr. Inderjit K Sharma (DIN: 07937704), Director of the Company be and is hereby appointed as Managing Director of the Company for a period of five years with effect from 3rd September 2019 to 2nd September 2024 liable to retire by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, notwithstanding the fact that in any financial year the Company's profits made are inadequate.

RESOLVED FURTHER THAT notwithstanding anything contained herein, in any financial year, during the tenure of Mr. Inderjit K Sharma, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, the above mentioned remuneration from time to time and it shall not exceed the maximum permissible limit as per Schedule V, Part II, Section II of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

6. Appointment of Ms. Shikha Sharma (DIN: 07914240) as a Director & Whole-Time Director of the of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152,160 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification (s) or re-enactment thereof for the time being in force and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Ms. Shikha Sharma (DIN: 07914240) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 on 28th December, 2018 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT Pursuant to the applicable provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') and applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment(s) made thereof, for the time being in force), if any, and in terms of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such approvals, permissions and sanctions as may be required, Mrs. Shikha Sharma, Director of the Company be and is hereby appointed as Whole-Time Director of the Company for a period of five years with effect from 3rd September 2019 to 2nd September 2024 liable to retire by rotation on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, notwithstanding the fact that in any financial year the Company's profits made are inadequate.

RESOLVED FURTHER THAT Notwithstanding anything contained herein, in any financial year, during the tenure of Ms. Shikha Sharma, the Board of Directors of the Company be and is hereby authorized (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter, vary, revise, the above mentioned remuneration from time to time and it shall not exceed the maximum permissible limit as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 % OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. THE PROXY-HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.

CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE RESOLUTION UNDER SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.

2. M/s. Ramasamy Koteswara Rao & Co, Chartered Accountants, (FRN: 010396S), were appointed as Statutory Auditors of the Company till the conclusion of Annual General Meeting to be held for the financial year ended 31st March, 2019. With respect to this and subject to approval of shareholders, M/s. NSVR & ASSOCIATES LLP Chartered Accountants, Hyderabad (FRN: 008801S/S200060) be appointed as Auditors of the Company, in place of retiring Auditors M/s. Ramasamy Koteswara Rao & Co, Chartered Accountants, (FRN: 010396S).
3. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2019 to 29th September, 2019 (both days inclusive).

5. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent ('RTA'), Sharex (Dynamic) India Private Limited, Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072, Maharashtra, India.
6. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to Sharex (Dynamic) India Private Limited at the above mentioned address.

Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

7. Members are requested to bring their copy of the Annual Report to the Annual General Meeting (AGM).
8. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Sharex (Dynamic) India Private Limited cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
10. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
11. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item No. 3 of the Notice is Annexed hereto.
12. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
14. The Notice of the AGM along with the Annual Report 2018-19 physical/electronic copy is being sent by through permitted mode.

15. As on date of notice of 31st Annual General Meeting ('AGM'), the Company has Four Additional Directors namely Mr. Inderjit K Sharma, Mrs. Shikha Sharma, Ms. Seemaben Gaderia and Mr. Sunand Bhardwaj who are not to be counted in the number of director(s) liable to retire by rotation at the AGM. Since, as on date of Notice of AGM, the Company does not have any director whose period of office is liable to determination by retirement of directors by rotation, hence, the said agenda item has not been included in the notice of 31st AGM.
16. 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 (3.00 p.m. to 5.00 p.m.) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
19. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act and the rules made there under, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 27th September, 2019 at 09:00 a.m. and ends on Sunday, 29th September, 2019 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) 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) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip / Address Sticker indicated 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. <ul style="list-style-type: none">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 (IV).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN <190905095> for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

- A) The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on Monday, 23rd September, 2019.
- B) Mr. Nitin Sohanlal Sharma, a Company Secretary (Membership No.F8518) has been appointed as the Scrutinizer to scrutinize the voting process (e-voting and poll) in a fair and transparent manner.
- C) Any person, who acquires the shares of the Company and become member of the Company after dispatch of notice and holding shares as on the Cut-off date i.e. Monday, 23rd September, 2019 may obtain the login ID and password by sending the request at the email id helpdesk.evoting@cdslindia.com or to the Scrutinizer B) Mr. Nitin Sohanlal Sharma at Flat No.9, Prachi Complex, Kokanwadi, Aurangabad- 431001, Maharashtra, India.

- D) The Scrutinizer shall, within a period not exceeding two days from the conclusion of AGM shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E) The facility for voting through Polling Paper shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- F) A Member can opt for only one mode of voting i.e. either through e-voting or by poll. If a Member casts votes by both modes, then voting done through e-voting shall prevail and polling paper shall be treated as invalid.
- G) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again.
- H) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than two days of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favor and against, if any, to
- I) the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Date : 03/09/2019
Place: Gujarat

By Order of the Board of Directors
Meglon Infra-Real (India) Limited

SD/-

Inderjit K Sharma
Director
DIN: 07937704

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Sunand Bhardwaj (DIN: 07962512) as an Additional Director (Independent Director) of the Company with effect from 1st February, 2019 for a period of 5 (Five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Mr. Sunand Bhardwaj is having experience of 3 to 4 years in the field of Real Estate and has been involved in on field work of Real Estate. Mr. Sunand Bhardwaj not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director. Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Mr. Sunand Bhardwaj as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 1st February, 2019 and shall not be liable to retire by rotation. Mr. Sunand Bhardwaj will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings.

Except Mr. Sunand Bhardwaj being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice in the interests of the Company.

Item No. 5:

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Ms. Seemaben Gaderia (DIN: 07917002) as an Additional Director (Independent Director) of the Company with effect from 1st February, 2019 for a period of 5 (Five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting.

Ms. Seemaben Gaderia is having experience of 4 to 5 years in the field of Real Estate and has been involved in on field work of Real Estate. Ms. Seemaben Gaderia not disqualified from being appointed as a Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director. Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Ms. Seemaben Gaderia as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 1st February, 2019 and shall not be liable to retire by rotation. Ms. Seemaben Gaderia will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings.

Except Ms. Seemaben Gaderia being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice in the interests of the Company.

Item No. 6:

Pursuant to Section 161 of the Companies Act, 2013 and rules made thereunder, Mr. Inderjit k Sharma has been appointed as an Additional Director of the Company by the Board of Directors dated 28th December, 2018 and whose term expires at the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Mr. Inderjit k Sharma is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and a member proposing his candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and has given his consent to act as Director.

The Members are further informed that, Mr. Inderjit K Sharma is currently associated with the Company. Considering fund requirements for management of day to day expenses, business operations, fulfillment of working capital and his active involvement of the Company the Board of Directors of the Company after having detailed discussion feels to approve his candidature as a Chairman and Managing Director of the Company.

Considering the current financial position of the Company, board of directors decided that no remuneration shall be paid by the Company to Mr. Inderjit K Sharma for the Financial Year 2019-20.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Mr. Inderjit k Sharma being appointee and Mrs. Shikha Sharma, spouse of appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Special Resolution** set out at Item No. 6 of the accompanying Notice in the interests of the Company.

Item No. 7:

Pursuant to Section 161 of the Companies Act, 2013 and rules made thereunder, Mrs. Shikha Sharma (DIN: 07914240) has been appointed as an Additional Executive Director of the Company by the Board of Directors, whose term expires at the ensuing Annual General Meeting of the Company. Ms. Shikha Sharma is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and a member proposing her candidature for the office of the Director in terms of Section 160 of Companies Act, 2013 and has given her consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Shikha Sharma as a Director, liable to retire by rotation.

The Members are further informed that, Shikha Sharma is currently associated with the Company. Considering fund requirements for management of day to day expenses, business operations, fulfillment of working capital and her active involvement of the Company, the Board of Directors of the Company after having detailed discussion feels to approve her candidature as a Whole Time Director of the Company for a period of five years.

Considering the current financial position of the Company, board of directors decided that no remuneration shall be paid by the Company to Mrs. Shikha Sharma for the Financial Year 2019-20.

In terms of pursuant to provisions of Section 196, 197, 198, 203 and read with Schedule V to the extent applicable and all other applicable provisions along with rules made there under, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the proposed appointment requires approval of members of the Company in form of Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly.

Except Ms. Shikha Sharma being appointee, and Mr. Inderjit Sharma, spouse of appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

The Board recommends the **Special Resolution** set out at Item No. 7 of the accompanying Notice in the interests of the Company.

Date : 03/09/2019
Place: Gujarat

By Order of the Board of Directors
Meglon Infra-Real (India) Limited

SD/-

Inderjit K Sharma
Director
DIN: 07937704

Details of Director (s) seeking appointment/re-appointment at the Annual general Meeting (pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of Secretarial Standard - 2):

(1)

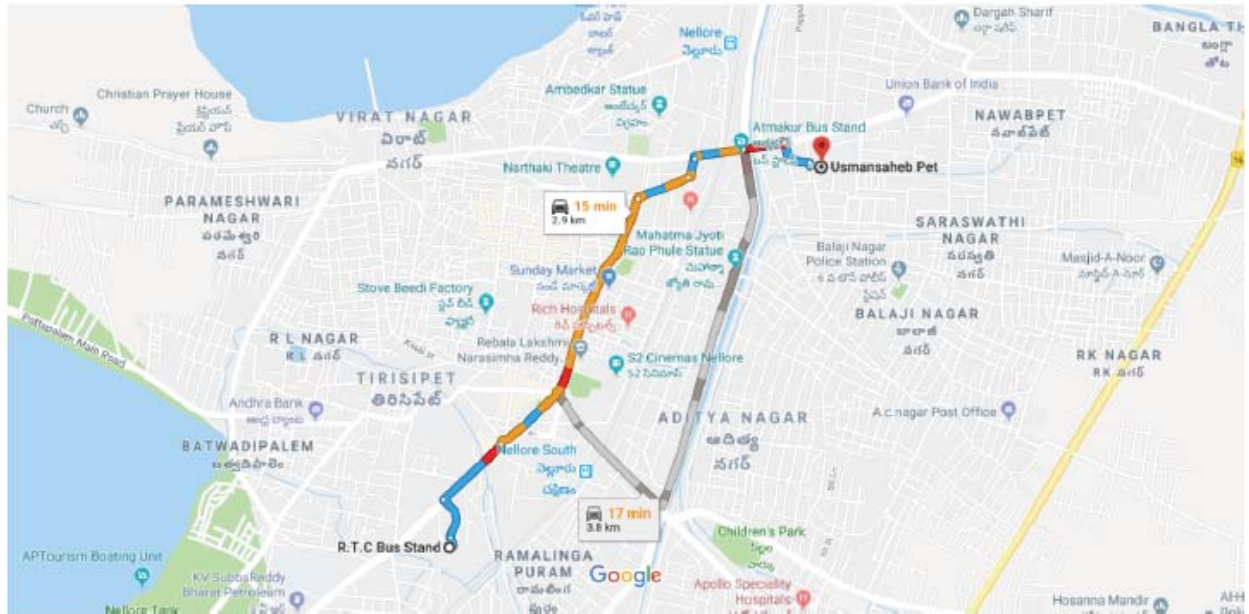
Particulars	Inderjit K Sharma	Shikha Sharma
Age	38 Years	33 Years
Nature/Experience in functional area	Having 3 to 4 years of experience in the Industry	Having 3 to 4 years of experience in the Industry
Qualification	Bachelor of Commerce	Bachelor of Commerce
Terms and Condition of Appointment & Last Remuneration	Additional Director Last Remuneration Drawn - Nil	Additional Director Last Remuneration Drawn - Nil
Directorship in other Companies including Listed Company	1	2
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	-	-
No. of Shares held in the Company	-	-
First Appointment by the Board	28/12/2018	28/12/2018
Relationship with other Director, Manager & KMP	Spouse of Shikha Sharma and not related to any Directors/Key Managerial Personnel	Spouse of Inderjit Sharma and not related to any Directors/Key Managerial Personnel
Board Meeting attended (F.Y. 2018-19)	1	1
Justification for appointment	Mentioned in Explanatory Statement	Mentioned in Explanatory Statement

(2)

Particulars	Sunand Bhardwaj	Seemaben Jayeshsinh Gaderia
Age	27 Years	25 Years
Nature/Experience in functional area	Having 3 to 4 years of experience in the Industry	Having 4 to 5 years of experience in the Industry
Qualification	Bachelor of Commerce	Bachelor of Commerce
Terms and Condition of Appointment & Last Remuneration	Independent Director of the Company for Five years from 1 st February, 2019 to 31 st January, 2024. Last Remuneration Drawn - Nil	Independent Director of the Company for Five years from 1 st February, 2019 to 31 st January, 2024. Last Remuneration Drawn - Nil
Directorship in other Companies including Listed Company	Nil	1
Membership of Committees of other Companies including Listed Company (Audit Committee /Nomination Remuneration Committee/Stakeholders Relationship Committee)	-	-
No. of Shares held in the Company	-	-
First Appointment by the Board	01/02/2019	01/02/2019
Relationship with other Director, Manager & KMP	No Relation	No Relation
Board Meeting attended (F.Y. 2018-19)	1	1
Justification for appointment	Mentioned in Explanatory Statement	Mentioned in Explanatory Statement

Land Mark:

ROUTE MAP:



FORM NO MGT-11

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: L70100AP1987PLC007484

Name of the Company: Meglon Infra-Real (India) Limited

Regd. Office: W-4/510, Usmanasaheb Peth, Stone House Peth, Nellore, Andhra Pradesh - 524002, India.

Email: meglonlimited@gmail.com

Website: www.meglonindia.in

Tel. 022-2265 1479

Fax: 022-2265 1479

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:

Name: Address: or failing him

Name: Address: or failing him

Name: Address:
.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 09.30 a.m. at the registered office of the Company situated at W-4/510, Usmanasaheb Peth, Stone House Peth, Nellore, Andhra Pradesh - 524002, India and at any adjournment thereof in respect of the such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
Ordinary Business			
1	To consider and adopt the audited financial statement of the Company for the financial year ended 31 st March, 2019 together with the Reports of the Board of Directors and the Auditor there on.		
2.	To appoint the Statutory Auditors of the Company and fix their remuneration.		
Special Business			
3.	To appoint Mr. Sunand Bhardwaj as an Independent Director of the Company.		
4.	To appoint Ms. Seemaben Jayeshsinh Gaderia as an Independent Director of the Company.		
5.	To appoint Mr. Inderjit K Sharma as a Managing Director of the Company.		
6.	To appoint Ms. Shikha Sharma as a Director & Whole Time Director of the Company.		

Signed this _____ day of _____, 2019.

Signature of the Shareholder. _____

Signature of Proxy holder(s). _____

<p>Please affix the Revenue Stamp of Re. 1</p>
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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.

Meglon Infra-Real (India) Limited
CIN: L70100AP1987PLC007484
Regd. Office: W-4/510, Usmanasaheb Peth, Stone House Peth, Nellore,
Andhra Pradesh - 524002, India.
Tel. 022-2265 1479 Fax: 022-2265 1479
Website: www.meglonindia.in

ATTENDANCE SLIP

THIRTY FIRST (31ST) ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

Name	
Address	
No. of Shares held	
DP ID No.	
Client Id No	
Regd. Folio No	

I certify that I am a member/ proxy / authorized representative for the member of the Company.

I hereby record my presence at the 31st Annual General Meeting of Meglon Infra-Real (India) Limited on Monday, 30th September, 2019 at 09:30 a.m. at the registered office of the Company situated at W-4/510, Usmanasaheb Peth, Stone House Peth, Nellore, Andhra Pradesh - 524002, India.

Name of the Member / proxy (in block letters)

Signature of the Member / Proxy

Note: Please read the instructions printed overleaf carefully before exercising your votes

INSTRUCTIONS:

1. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited.
2. A Proxy form which does not state the name of the Proxy shall not be considered valid.
3. Undated Proxy shall not be considered valid.
4. An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
5. Client ID/DP ID is not required to fill. Fill only Folio No. in Proxy Form and Attendance Slip.
6. Proxy form should be signed by the Shareholders and Proxy Holder. Attendance Slip should be signed by members/proxy holder along with name in block letters.
7. The Proxy-holder shall prove his identity at the time of attending the Meeting.
8. Polling Paper for voting will be provided at the venue of the Meeting.
9. If multiple proxies received for the same Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on Monday, 23rd September, 2019.
