

MANVIJAY DEVELOPMENT COMPANY LIMITED

CIN: L45208MH1982PLC264042

701, 7th Floor, Plot - 96/98, Platinum Arcade, JSS Rd, Central Plaza Cinema, Charni Rd, Girgaum, Mumbai - 400004
Email Id- manvijaydcl@yahoo.com Telephone No. 022-26735290

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF MANVIJAY DEVELOPMENT COMPANY LIMITED WILL BE HELD AT SRI GURU NANAK SACHKHAND DARBAR, DHARAMSHEEL COMMUNITY HALL, BLOCK NO.5/6, ROOM NO.1, MULUND COLONY, OPP. YOUTH CIRCLE, MULUND (WEST), MUMBAI - 400082, ON SATURDAY 29TH SEPTEMBER, 2018 AT 10.00 A.M., TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company for the year ended on 31st March, 2018 (including audited consolidated financial statement) and the Reports of the Board of Directors and the Auditor's thereon;
2. To appoint a Director in place of Mr. Prabhakar Shankar Patil (DIN 01627690), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Appointment of Auditors:

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. G. P. Kapadia & Co., Chartered Accountants (Firm Registration No.: 104768W), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 38th AGM of the Company to be held in the year 2020, at such remuneration plus service tax, out-of-pocket, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. Appointment of Mr. Harish Venkatesh Kharvi (DIN: 08198602) as an Independent Director

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

"RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Harish Venkatesh Kharvi (DIN: 08198602) who was appointed by the Board of Directors pursuant to the provision of Section 161 of the Act and the Articles of Association of the Company as an Additional Director of the Company in the category of Non-Executive Independent Director with effect from 06th August 2018 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years.

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RESOLVED FURTHER THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Harish Venkatesh Kharvi (DIN: 08198602), a Director of the Company who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 be appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from 06th August 2018."

For Manvijay Development Company Limited

Sd/-

Prabhakar Patil

Director

DIN: 01627690

Place: **Mumbai**

Date: **06th September, 2018**

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Details of Director Seeking Re-appointment at the Annual General Meeting

Particulars	
DIN	01627690
Name	Mr. Prabhakar Patil
Fathers' Name	Mr. Shankar Patil
Date of Birth	13/10/1954
Date of Appointment	28/05/2016
Terms and condition of his appointment	Appointed at the position of Executive Director.
Details of Remuneration	2,87,845 (last year's remuneration i.e 2017-2018). Current year's remuneration will be as per the provisions of the Companies Act, 2013 and other applicable laws.
Expertise in specific functional areas	Liasoning between Banks & other Institutions
Years of Experience	15 years
Qualification	Graduation
Directorship in Other Companies	Preses Constructions Solutions Private Limited Property Trading of India Limited Pradman Property Consortium of India Private Limited MPH Armour Investment Advisors Private Limited
Disclosure of relationships between directors inter se	None
Number of Meetings of the Board attended during the year.	6
Member/Chairman of the Committees	None
No. of shares held in own name or in the name of relatives	Nil

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Explanatory Statement

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the **item No. 4** of the accompanying Notice:

Item No. 4

The Board of Directors at its meeting held on 06th August 2018 appointed Mr. Harish Venkatesh Kharvi as an Additional Director of the Company in the category of Non-Executive Independent Director with immediate effect. Mr. Harish holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("the Act"). Pursuant to Sections 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed that Mr. Harish Venkatesh Kharvi who meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 06th August 2018. Mr. Harish Venkatesh Kharvi, is not disqualified from being re-appointed as Director by virtue of the provisions of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Harish Venkatesh Kharvi being a Company Secretary has rich experience of various industries and can provide the Company his valuable inputs on various matters affecting the growth of the Company.

He fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management of the Company. Having regard to the qualifications, knowledge and experience, his appointment for the first term of five consecutive years as Independent Director will be in the interest of the Company. Copy of the draft letter of appointment for Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday. The Board recommends his appointment as Non-Executive Independent Director in the interest of the Company.

Brief resume of Mr. Harish Venkatesh Kharvi, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Committees of the Board and his shareholding, etc. as stipulated under Regulation 36(3) of SEBI LODR and SS-2 on General Meetings, are provided are given below:

Particulars	
Name	Harish Kharvi
Fathers' Name	Venkatesh Kharvi
Date of Birth	28/12/1987
Date of Appointment	06/08/2018

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Expertise in specific functional areas	Expertise in Companies Act and allied Laws.
Years of Experience	More than 3 years
Qualification	Bachelor of Financial Markets and ACS
Directorship in Other Companies	None
Disclosure of relationships between directors inter se	None
Member/Chairman of the Committee	Nil
No. of shares held in own name or in the name of relatives	Nil
Remuneration Last Drawn	Nil
No. of meetings attended	Since Mr. Harish was appointed on 6th August 2018 no meetings were attended till date.

The Directors recommend passing of Resolution at Item No. 4 as an Ordinary Resolution. Except Mr. Harish Venkatesh Kharvi, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at **Item No. 4.**