MANJEERA CONSTRUCTIONS LTD
CIN: L45200TG1987PLC007228
Regd. Off.: 304, 3RD FLOOR , Aditya Trade center, Aditya Enclave road, Ameerpet, Hyderabad, telangana, Sanjeev Reddy Nagar, Hyderabad, Ameerpet, Telangana, India, 500038 **Email:** mclgrouphyd@gmail.com

Date: November 29, 2026

To,
Department of Listing Operations BSE Limited,
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

Trading Symbol: **MANJEERA**
Scrip Code: **533078**

Dear Sir/Madam,

Sub: Notice of 39th Annual General Meeting along with Annual Report of the Company for the Financial Year 2025-2026

With reference to above captioned and pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby enclose the Annual Report of the Company, Manjeera Constructions Ltd for the financial year 2025-2026 along with Notice of the 39th Annual General Meeting (AGM) of the shareholders of the Company to be held on Monday, November 30, 2026 at 4:30 PM (IST) through physical mode at registered office of Company.

The Annual Report is also uploaded on the website of the Company at www.manjeera.com.

Kindly take the above on record and oblige.

Thanking you,

Your Faithfully
For **Manjeera Constructions Ltd**

Sandip Omprakash Agarwal
Digitally signed by Sandip Omprakash Agarwal
Date: 2026.11.29 20:59:53 +05'30'

Sandip Omprakash Agarwal
(DIN: 06873744)

Place: Hyderabad
Enclosure: Notice along with Annual Report for 2025-2026.

MANJEERA
Life Elevated

ANNUAL REPORT FOR THE YEAR 2025-26

MANJEERA CONSTRUCTIONS LIMITED

Board of Directors and Various Committees thereof

(Pursuant to implementation of the approved Resolution Plan, the Company is in the process of constituting an optimum Board structure and reconstituting its various Committees.)

Board of Directors

Mr. Sandip Omprakash Agrawal

Director

Mr. Rohi Ram Kathal

Director

Mr. Nisheet Gupta
Additional Director

Company Secretary & Compliance Officer

Vacant

(The Company is in the process of appointing a Company Secretary & Compliance Officer.)

Audit Committee

Under Reconstitution

Nomination & Remuneration Committee

Under Reconstitution

Stakeholders Relationship Committee

Under Reconstitution

Statutory Auditors

M/s. Bhanu Juneja & Associates, Chartered Accountants (Firm Registration No. 178877W),

Principal Banker
Punjab National Bank

Registered Office
304, 3RD FLOOR ,
Aditya Trade center,
Aditya Enclave road, Ameerpet,
Hyderabad, telangana, Sanjeev Reddy Nagar,
Hyderabad, Ameerpet, Telangana,
India, 500038
Website: www.manjeera.com

Registrar & Share Transfer Agents
M/s. XL Softech Systems Limited
Plot No. 3, Sagar Society,

Road No. 2, Banjara Hills,
Hyderabad – 500034
Ph: +91-40-23545913 / 14 / 15
Fax: +91-40-23553214
Email: xlfield@gmail.com
Website: www.xlsoftech.com
Contact Person: Mr. Ram Prasad

MANJEERA
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NOTICE OF ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE THIRTY-NINTH ANNUAL GENERAL MEETING ("AGM") OF MANJEERA CONSTRUCTIONS LIMITED ("COMPANY") WILL BE HELD ON MONDAY, NOVEMBER 30, 2026 AT 4.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 304, 3RD FLOOR, ADITYA TRADE CENTER, ADITYA ENCLAVE ROAD, AMEERPET, HYDERABAD, TELANGANA, SANJEEV REDDY NAGAR, HYDERABAD, AMEERPET, TELANGANA, INDIA, 500038.

ORDINARY BUSINESS:

1. ADOPTION OF STANDALONE FINANCIAL STATEMENTS AND THE CONSOLIDATED FINANCIAL STATEMENTS

a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.
b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

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

"**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Auditors thereon, be and are hereby received, considered and adopted."

2. DIRECTORS LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Rohi Kathal (DIN: 09224176) who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013 (herein after called as "the Act" and being eligible offers himself for re-appointment as a Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013, Rohi Kathal (DIN: 09224176), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

3. APPOINTMENT OF STATUTORY AUDITORS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the eligibility, consent and certificate required under the Act and the rules made thereunder, Bhanu Juneja & Associates, Chartered Accountants (Firm Registration No. 178877W), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 39th Annual General Meeting until the conclusion of the 44th Annual General Meeting of the Company, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

4. APPOINTMENT OF DIRECTOR

Regularization of Additional Director, Mr. Nisheet Gupta (DIN – 08218509) as Non- Executive and Non-Independent Director of the Company.

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

"RESOLVED THAT Mr. Nisheet Gupta (DIN: 08218509), who was appointed as an Additional Director who holds office upto the date of this Annual General Meeting in terms of Section of the Company by the Board of Directors with effect from 01st October, 2026 as per 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive and Non- Independent Director of the Company."

"RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

For and on behalf of
Manjeera Constructions Limited
Sd/-
Sandip Omprakash Agrawal
Director
DIN: 06873744

Place: Hyderabad
Date: November 26, 2026

IMPORTANT NOTES

1. Notice of the AGM along with the Annual Report for financial year ("FY") 2025-26 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories). Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website https:// www.manjeera.com website of the Stock Exchange i.e. BSE Limited at www.bseindia.com

2. The Explanatory Statement setting out material facts concerning the business under Item No. 2 of the Notice is annexed here to [Section 102 of the Companies Act, 2013 ("Act")] Further, the relevant details with respect to "Director seeking appointment and re-appointment at this AGM" are also provided as Annexure A

3. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through physical mode, physical attendance of Members is required. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives and participate there at and cast their votes through e-voting.

4. The attendance of the Members attending the AGM physically will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https:// www.manjeera.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.cdslindia.com.

6. AGM has been convened through physical mode in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

7. In compliance with the aforesaid MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Notice of the AGM along with the Annual Report for F.Y. 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

8. Members may note that the notice and the annual report 2025-26 will also be available on the Company's website https:// www.manjeera.com, websites of the stock exchanges i.e. BSE at www.bseindia.com and on the website of CDSL www.evotingindia.com.

9. CDSL will be providing facility for voting through remote e-Voting, for participation in the 39th Annual General Meeting through physical facility and e-Voting at during the 39th Annual General Meeting.

10. The Members can join the AGM atleast 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

11. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

12. Dispute Resolution:

    SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - https://smartodr.in/login") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website https:// www.manjeera.com [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023].

Annexure A

DETAILS OF DIRECTOR RETIRING BY ROTATION AT THE ANNUAL GENERAL MEETING.

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of Director	Rohi Ram Kathal
DIN	09224176
Item No	02
Date of Birth and Age	07-11-1987
Number of shares held as on March 31, 2026	0
Date of first appointment on the board	June 02, 2025
Terms of appointment/ re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013 however his terms as a Director shall continue.
Fulfilment of Skills and Capabilities for role (for Independent Directors)	NA
Directorships held in other Public companies as on March 31,2026	NIL
Listed entities from which Director resigned in the past three years	NIL

Relationship with other directors, Manager and other Key Managerial Personnel (KMP)	None
Chairman/Member of the Committee of the Board of Directors of other Public Companies as on March 31, 2026	None

For and on behalf of
Manjeera Constructions Limited
Sd/-
Sandip Omprakash Agrawal
Director
DIN: 06873744

Place: Hyderabad
Date: November 26, 2026

EXPLANATORY STATEMENT
[Pursuant to Sections 102 of the Companies Act, 2013]

The following Statement sets out all material facts relating to the businesses mentioned under Item

Item No. 1:
Regularization of Additional Director, Mr. Nisheet Gupta (DIN: 08218509), as Non-Executive and Non-Independent Director of the Company.

Mr. Nisheet Gupta (DIN: 08218509), was appointed as an Additional Director of the Company a the Board Meeting held on 30th April,2024. In terms of Section 161(1) of the Companies Act, 2013.

Pursuant to the provision of Section 161 of the Companies Act,2013, Mr. Nisheet Gupta (DIN: 08218509), holds office up to the date of the next Annual General Meeting of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, is of the view that the appointment of Mr Nisheet Gupta on the Company Board desirable and would be beneficial to the Company and hence it recommends the said resolution No.4 for approval by the members of the Company.

The board recommends the said resolution No. 4 to be passed as an ordinary resolution.

For and on behalf of
Manjeera Constructions Limited
Sd/-
Sandip Omprakash Agrawal
Director
DIN: 06873744

Place: Hyderabad
Date: November 26, 2026

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : **Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

Step 2 **: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(i) The voting period begins at 9 AM on October 27, 2026 and and ends on 5 PM on October 29, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date November 20, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast

their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Logi Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon& New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companieswhere the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting optionwhere the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name

Type of shareholders	Login Method
	or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Manjeera Constructions Ltdon which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mclgrouphyd@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process of those Shareholder whose email/phone no. not registered with Company/Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email to** mclgrouphyd@gmail.com

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

For and on behalf of
Manjeera Constructions Limited
Sd/-
Sandip Omprakash Agrawal
Director
DIN: 06873744

Place: Hyderabad
Date: November 26, 2026

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the Thirty-Eighth Annual Report together with the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025.

FINANCIAL HIGHLIGHTS

An overview of the financial performance of your Company on standalone and consolidated basis for the year 2023-24 is as under – Attached Financials

OPERATIONAL PERFORMANCE REVIEW

The financial statements for the Financial Year 2025-26 have been prepared in accordance with the applicable provisions of the Companies Act, 2013, Indian Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A detailed analysis of the operational and financial performance of the Company is provided in the Management Discussion and Analysis Report forming part of this Annual Report.

CORPORATE INSOLVENCY RESOLUTION PROCESS AND APPROVAL OF RESOLUTION PLAN

The Company continued to remain under the Corporate Insolvency Resolution Process during the financial year under review pursuant to the order passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench under Section 7 of the Insolvency and Bankruptcy Code, 2016.

Consequent upon commencement of CIRP, the powers of the Board of Directors stood suspended and the affairs of the Company were managed by the Resolution Professional in accordance with Sections 17 and 23 of the Insolvency and Bankruptcy Code, 2016.

Subsequently, the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, approved the Resolution Plan submitted by the Successful Resolution Applicants under Section 31 of the Insolvency and Bankruptcy Code, 2016 vide its Order dated 26th March, 2025.

Pursuant to implementation of the approved Resolution Plan, a new Board of Directors has been constituted for carrying forward the affairs of the Company and implementation of the Resolution Plan.

STATE OF COMPANY'S AFFAIRS

During the year under review, the affairs of the Company continued to be managed under the CIRP framework. The Company continued its efforts towards preservation of value of assets and implementation of the approved Resolution Plan.

The Directors are confident that the implementation of the Resolution Plan would facilitate revival of the Company and strengthen its operational and financial position in the coming years.

CHANGE IN NATURE OF BUSINESS

During the period under review, there has been no change in the nature of business of the Company.

MATERIAL CHANGES IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

The approval of the Resolution Plan by the Hon'ble National Company Law Tribunal constitutes a material event affecting the financial position and future operations of the Company.

Further, implementation activities pursuant to the approved Resolution Plan, including satisfaction of certain charges and restructuring of liabilities, have commenced after the close of the financial year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

The Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, vide its Order dated 26th March, 2025 approved the Resolution Plan under Section 31 of the Insolvency and Bankruptcy Code, 2016.

The approved Resolution Plan has become binding upon the Company and all its stakeholders in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

DIVIDEND

In view of the financial position of the Company and ongoing implementation of the approved Resolution Plan, your Directors do not recommend any dividend for the Financial Year 2025-26.

DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution policy as stipulated under Regulation 43A of the Listing Regulations is not required to be disclosed in the annual report and on the website of the Company as the provisions of the said regulation are not applicable to your Company.

TRANSFER TO RESERVES

No amount is proposed to be transferred to the General Reserve for the Financial Year 2025-26.

LISTING OF EQUITY SHARES

The securities of the Company are listed at BSE Limited (BSE). Further, the Company has no equity shares carrying differential rights.

SHARE CAPITAL

The Authorised Share Capital of the Company as on March 31, 2025 stood at Rs. 25,00,00,000/- divided into 2,50,00,000 Equity Shares of Rs. 10/- each.

The Issued, Subscribed and Paid-up Equity Share Capital of the Company as on March 31, 2025 stood at Rs. 12,50,84,000/- divided into 1,25,08,400 Equity Shares of Rs. 10/- each.

During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options or sweat equity shares.

NUMBER OF BOARD MEETINGS

Pursuant to the commencement of the Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016, the powers of the Board of Directors remained suspended during the financial year under review and were exercised by the Resolution Professional in accordance with the provisions of Sections 17 and 23 of the Insolvency and Bankruptcy Code, 2016.

Accordingly, no meetings of the Board of Directors or its Committees were held during the period in which the affairs of the Company were managed by the Resolution Professional.

Subsequent to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, vide its Order dated 26th March, 2025 and implementation thereof, a new Board of Directors has been constituted for carrying on the affairs and management of the Company.

The Company is presently in the process of constituting an optimum Board structure, including the induction of Independent Directors and other Directors, as may be required, and reconstituting the various Committees of the Board in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary steps in this regard are being undertaken and the requisite compliances shall be completed within the timelines prescribed under the applicable laws.

COMMITTEES OF THE BOARD

The Board of Directors of the Company had constituted various Committees in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, namely the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

However, consequent upon initiation of the Corporate Insolvency Resolution Process ("CIRP"), the powers of the Board of Directors and its Committees remained suspended during the continuance of the CIRP and the affairs of the Company were managed by the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

Pursuant to the approval and implementation of the Resolution Plan, a new Board of Directors has been constituted for carrying on the affairs of the Company. The Company is presently in the process of constituting an optimum Board structure and reconstituting its various Committees, including the induction of Independent Directors and other members, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary steps in this regard are being undertaken and the requisite compliances shall be completed within the timelines prescribed under the applicable laws.

PUBLIC DEPOSITS

As per the provisions of Section 73 of the Companies Act, 2013 read along with Companies (Acceptance of Deposits) Rules, 2014,

a) the Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 and as such, no amount of principal or interest was outstanding as on March 31, 2026.

b) the Company does not have any unclaimed or unpaid deposits at the end of the year under review or any other previous year.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the implementation of the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, the affairs of the Company are presently managed by the newly constituted Board of Directors.

As on the date of this Report, the Board of Directors comprises:

- Mr. Sandip Omprakash Agrawal - Director
- Mr. Nisheet Gupta – Additional Director
- Mr. Rohi Ram Kathal – Director

As on the date of this Report, the Company is in the process of identifying and appointing suitable Key Managerial Personnel in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary steps in this regard are being undertaken and the requisite appointments shall be made within the timelines prescribed under the applicable laws.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

As informed to the Members in the previous Annual General Meeting, the affairs of the Company were being managed by the Resolution Professional in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 during the Corporate Insolvency Resolution Process.

Subsequent to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, vide its Order dated 26th March, 2025 and implementation thereof, a new Board of Directors was constituted for carrying on the affairs and management of the Company. Accordingly, Mr. Sandip Omprakash Agrawal (DIN: 06873744) and Mr. Rohi Ram Kathal (DIN: 09224176) were appointed as Directors of the Company with effect from 2nd June, 2025.

Mr Nisheet Gupta is appointed as Additional Director on 1st Oct 2026. And Vikrant Jain is resigned.

As on the date of this Report, the Company is in the process of identifying and appointing suitable Key Managerial Personnel and constituting an optimum governance structure in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary steps in this regard are being undertaken and the requisite appointments shall be completed within the timelines prescribed under the applicable

BOARD EVALUATION AND FAMILIRIZATION PROGRAMME

As informed to the Members in the previous Annual General Meeting, the affairs of the Company were being managed by the Resolution Professional during the Corporate Insolvency Resolution Process in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

Pursuant to the approval and implementation of the Resolution Plan, a new Board of Directors has been constituted. The Company is presently in the process of constituting an optimum Board structure and induction of Independent Directors. Accordingly, no formal annual performance evaluation of the Board, its Committees and individual Directors was carried out during the financial year under review.

The Familiarisation Programme for Independent Directors shall be conducted upon appointment of Independent Directors in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

PERFORMANCE INDICATORS FOR EVALUATION OF INDEPENDENT DIRECTORS:

As the Company is in the process of constituting an optimum Board structure including appointment of Independent Directors pursuant to implementation of the approved Resolution Plan, no separate meeting of the Independent Directors was held during the financial year under review.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company's Policy on Directors' Appointment and Remuneration and other matters pursuant to Section 178(3) of the Companies Act, 2013 is available on the website of the Company at www.manjeera.com

The Remuneration Policy for selection of Directors and determining Directors' independence set out the guiding principles for the Nomination and Remuneration Committee for identifying the persons who are qualified to become the Directors. Your Company's Remuneration Policy is directed towards rewarding performance based on review of achievements. The

Remuneration Policy is in consonance with existing industry practice.

We affirm that the remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy of your Company.

THE CRITERIA FOR THE APPOINTMENT OF DIRECTORS, KMPS AND SENIOR MANAGEMENT

A person for appointment as Director, KMP or in senior management should possess adequate qualifications, expertise and experience. The Nomination and Remuneration Committee decides whether qualification, expertise and experience possessed by a person are sufficient for the concerned position. The NRC reviews and evaluates the profiles of potential candidates for appointment of Directors. Specific requirements for the position, including expert knowledge expected, are communicated to the appointee and after proper evaluation recommends to the Board, his / her appointment.

The Committee, while identifying suitable persons for appointment to the Board, will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment, re-appointment and the Board shall assess the same annually. The Board shall re-assess determination of independence when any new interests or relationships are disclosed by a Director.

The criteria of independence are as prescribed in the Act and the listing regulations and the Independent Directors shall abide by the Code specified for them in Schedule IV of the Act.

DECLARATION BY INDEPENDENT DIRECTORS

Pursuant to the implementation of the approved Resolution Plan, the Company is in the process of constituting an optimum Board structure including appointment of Independent Directors in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, as on the date of this Report, no declaration under Section 149(7) of the Companies Act, 2013 has been received from any Independent Director.

Consequently, the statement regarding the opinion of the Board with regard to integrity, expertise and experience (including proficiency) of the Independent Directors is presently not applicable.

DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors of the Company confirm that:

a. in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b. such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2024 of the profit and loss of the Company for the year ended on that date;

c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. the annual financial statements have been prepared on a going concern basis;

e. proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and

f. proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

EXTRACT OF ANNUAL RETURN

As required under the provisions of Section 134(3) and of section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return for the FY 2024-25 is placed on the website of the Company i.e. www.manjeera.com.

STATUTORY AUDITORS

Pursuant to the provisions of Sections 139, 141 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, the Company has appointed M/s. Bhanu Juneja & Associates, Chartered Accountants (Firm Registration No. 178877W), as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting of the Company.

The Auditor's Report for Standalone Financial Statements for the Financial Year 2025-26 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

The Notes on Accounts referred to in the Auditors Report are self-explanatory and therefore do not require any further comments.

REPORTING ON FRAUD

The Auditors have not reported any offence involving fraud committed against the Company by the officers or employees of the Company under sub section (12) of Section 143 to Board.

The Statutory Audit Report for the Financial Year 2025-26 forms part of the Annual Report.

COST AUDITOR

Your Company does not qualify for the eligibility norms of Companies (Cost Records and Audit) Rules, 2014 regarding appointment of Cost Auditor for conducting cost audit. Accordingly, Cost Audit was not conducted for the Financial Year 2025-26. However, the Company is maintaining adequate cost records as stated under the said rules.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS AND SECURITIES[1]

The details of loans given, guarantees provided and investments made during the Financial Year ended on March 31, 2025 are enclosed in **Annexure II** to this Report in compliance with the provisions of Section 186 of the Act read with the Companies (Meetings of the Board and its Powers) Rules, 2014.

The particulars of aggregate loans, guarantees and investments under Section 186 of the Act are also disclosed in Financial Statements which may be read as part of this Report.

PARTICULARS OF CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES

During the Financial Year 2024-25, your Company has entered into transactions with related parties as defined under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014, all of which were in ordinary course of Business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013, read with the Rules issued thereunder and the Listing Regulations. Further, there were no transactions with related parties which qualify as material transactions under the Listing Regulations.

The details of the related party transactions as per Accounting Standard 18 are set out in Note 36 to the Standalone Financial Statements forming part of this report.

The particulars of contracts/arrangements made with related parties as required under Section 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set as **Annexure III.**

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO

As the Company is not engaged in the manufacturing activity and at present it carries out the construction activities only, the prescribed information regarding compliance of rules relating to conservation of Energy & Technology absorption pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not provided as the same is not applicable to the Company.

The Company does not have any Foreign Exchange Earnings & Outgo during the Financial Year and hence provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3)(c) of the Companies (Accounts) Rules, 2014 regarding disclosure of Foreign Exchange Earnings & Outgo is not applicable.

COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with BSE Limited and framed the following policies which are available on Company's website i.e. www.manjeera.com

- Related Party Policy
- Risk Management Policy
- Policy on Material Subsidiary
- Code of Conduct Insider Trading
- Policy on Preservation of Documents
- Corporate Social Responsibility Policy
- Policy on Disclosure of Material Events
- Vigil Mechanism-Whistle Blower Policy
- Policy on Sexual Harassment of Employees

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- Nomination and Remuneration Committee Policy
- Independent Directors Familiarization Programme
- Code of Conduct for the Board of Directors and Senior Management.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES

Manjeera Retail Holdings Private Limited (MRHPL) is a wholly owned subsidiary of Manjeera Constructions Ltd (MCL). The Company has inherent skills and resources and has developed Manjeera Mall, Manjeera Trinity Corporate, 18 storied office building, Manjeera Majestic Commercial, Manjeera Majestic Homes, a residential building with 255 apartments by using innovative technology through value engineering.

GM Infra Ventures Private Limited, a Wholly owned Subsidiary Company developed an A+ Office building.

"THE PLATINA" is certified as Gold rated by Indian Green Building Council for core and shell at Gachibowli.

Other details of Subsidiary companies & Associates are attached as **Annexure IV** in Form AOC-1 to the Board's Report.

INSURANCE

All the properties of the Company including buildings, plant and machinery and stocks have been adequately insured.

INTERNAL FINANCIAL CONTROL SYSTEM

The details in respect of internal financial control and their adequacy are included in Management and Discussion & Analysis Report, which forms part of this Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and Regulation 22 of Listing Regulations, the Company has Whistle blower Policy for Directors and employees to deal with instance of fraud and mismanagement, if any. The Whistle blower Policy has been uploaded on the website of the Company.

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

All amounts lying unclaimed in the dividend account has already been transferred to Investor Education and Protection Fund.

DISCLOSURE ON ESTABLISHMENT OF VIGIL MECHANISM

The Company established a vigil mechanism for Directors and employees to report genuine concerns pursuant to Section 177 of the Act. The vigil mechanism provides for adequate safeguards against victimisation of employees who use such mechanism and for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

The policy lays down the mechanism for making enquiry into whistle blower complaint received by the Company. Employees who may become aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit Committee.

The details of such mechanism are communicated to all the Directors and employees and the same is also disclosed on the website of the Company at www.manjeera.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

The Company has constituted Corporate Social Responsibility Committee (CSR) of the Board of Directors in accordance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014, and formulated a Corporate Social Responsibility Policy. However, as our Company ceases to be a company covered under subsection (1) of Section 135 of the Act for three consecutive financial years the composition of CSR Committee and requirements for complying with the provisions contained in sub- section (2) to (6) of the said section is not applicable to the Company/ not required by the Company.

The Company continues to have a Corporate Social Responsibility Committee. However, the company is not required to comply with the provisions contained in sub-section (2) to (6) of the section 135 as there are inadequate profit/losses in the previous 3 years i.e the company does not have net profit of rupees five core or more.

PARTICULARS OF EMPLOYEES

Table containing the particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure V** to this Report.

During the year none of the employees have received monthly or yearly remuneration more than the limit specified under the Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

EMPLOYEE RELATIONS

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 should form an integral part of this Boards Report. The same has been appended as **Annexure VI** to the Report which gives details of the overall industry structure, economic developments, performance and state of affairs of your Company.

Disclosures under Regulation 34(3) read with Schedule V of the Listing Regulations – Financials attached.

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, a separate report on Corporate Governance confirming the compliance of conditions of Corporate Governance is attached as **Annexure VII** to this report.

RISK MANAGEMENT POLICY

Your Company has a risk management policy in place. The policy works at various levels of the organization. Risk management process has been established and is designed to identify the elements of risk including those that may threaten the existence of the Company. Policy on Risk Management is available on the Company's website at the web link www.manjeera.com.

GREEN INITIATIVE IN CORPORATE GOVERNANCE BY HON'BLE MINISTRY OF CORPORATE AFFAIRS

The Ministry of Corporate Affairs (MCA) has taken a green initiative in Corporate Governance by allowing paperless compliances by the Companies and permitted the service of Annual Reports and documents to the shareholders through electronic mode subject to certain conditions and the Company continues to send Annual Reports and other communications in electronic mode to the members having email ids.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules there under.

Pursuant to the POSH Act, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year under review.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS:

The Company has generally complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, subject to the impact of the Corporate Insolvency Resolution Process and the implementation of the approved Resolution Plan, wherever applicable.

ACKNOWLEDGEMENT

Resolution professional would like to take this opportunity to express sincere gratitude to the customers, bankers and other business associates for the continued cooperation and patronage. Resolution professional gratefully acknowledge the ongoing co-operation and support provided by the Government, Regulatory Bodies and the Stock Exchanges.

Resolution professional place on record their deep appreciation for the exemplary contribution made by the employees at all levels. The Directors also wish to express their gratitude to the valued shareholders for their unwavering trust and support.

On Behalf

For **MANJEERA CONSTRUCTIONS LIMITED**

Sd/-

Sandip Omprakash Agrawal

Director

DIN: 06873744

Place: Hyderabad

Date: November 26, 202**6**

ANNEXURE II

Particulars of Loans, Guarantees or Investments during the FY 2024-25 under Section 186 of the Companies Act, 2013 – Financials attached

ANNEXURE III

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.) – Financials attached.

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

   There were no contracts or arrangements or transactions entered into during the year ended March 31, 2026, which were not on Arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis during the year.

ANNEXURE IV

FORM AOC – 1 – Financials attached

PART - A: SUBSIDIARIES INFORMATION

1	Names of subsidiaries which are yet to commence operations	Nil
2	Names of subsidiaries which have been liquidated or sold during the year:	Nil

PART-B- ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures – Kindly refer to the financials attached.

ANNEXURE V

(A) Details /Disclosures of Ratio of Remuneration to each Director and KMP

(Pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014): - Kindly refer to the financials attached.

(B) Statement showing Details of Employees of the Company as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: Not Applicable.

By Order of the Board

For **MANJEERA CONSTRUCTIONS LIMITED**

Sd/-

Sandip Omprakash Agrawal

Director

DIN: 06873744

Place: Hyderabad

Date: November 26, 202**6**

ANNEXURE VI

Management Discussions & Analysis Report

Industry Structure an Developments The

Global Economy

The global economy witnessed several headwinds in the reported year. While volatility in commodity prices weighed on economic growth, geopolitical disequilibrium further strained the supply chains. On the other hand, central banks resorting to calibrated interest rate hikes further impacted economic activity. Furthermore, tightening global financial conditions exacerbated fiscal and debt vulnerabilities in developing nations. These factors cumulatively declined global growth from 3.4% in CY22 to 3.2% in CY23. However, the global economy still remained resilient while navigating the tumultuous CY23.

Over 85% of central banks resorted to calibrated interest rate hikes to rein in inflation. While the tight monetary policies weighed upon global growth, it successfully prevented an economic downturn.

Projections indicate modest growth of approximately 2.8% for economies such as Ghana and around 1% for South Africa. These estimations are expected to enhance productivity and ensure better services in these regions. As the Company is looking forward to expanding its operations into these markets, the Company stands to gain from these favourable forecasts.

Global growth is expected to hold steady at 3.2% in CY2024 and maintain this rate into CY2025. Inflation is projected to decline in most regions owing to unwinding of supply-side pressures and easing of restrictive monetary policies. Global headline inflation is also anticipated to decline to 5.9% in CY24.

For advanced economies, growth is projected to decline slightly from 1.6% in CY23 to 1.7% in CY24, before rising to 1.8% in CY25. This highlights the impact of restrictive monetary policies and withdrawal of fiscal support. On the other hand, the world trade is estimated to grow to 3.0% in CY24 and 3.3% in CY25. However, the projection is expected to stay persistently below the historical average of 4.9%.

(Source: IMF, Deloitte 2024 economic outlook)

The Indian Economy

The Indian economy maintained its positive growth trajectory despite a sluggish global economy. In FY24, India's GDP touched 8.2% with Current Account Deficit (CAD) at 1.9% of GDP. There have been various primary drivers for GDP growth. Strong domestic demand and continuous government spending, coupled with rising exports, substantial increase in private consumption, growing focus on infrastructure development and a positive investing environment have augured well for the Indian economy.

India, one of the fastest growing major economies in the world, is an attractive destination for foreign investments. Moreover, the government's proactive stance to implement favourable fiscal policies have lend stability to the Indian economy. The introduction of flagship programmes like 'Make in India', 'Aatmanirbhar Bharat', Smart City Mission, Digital India and the PLI scheme have enabled growth across different sectors.

Several high-performance indicators point towards robust growth in the Indian economy. Increasing capex, strong tax revenue collections, growing domestic demand and surging capacity utilisation across sectors, coupled with a thriving food industry have bolstered the growth of the industry. Furthermore, stable repo rates, government bond yields and healthy foreign exchange reserves indicate towards macroeconomic stability in the forthcoming years.

The Government of India has allocated 3.3% of its GDP to the infrastructure sector in FY24, focusing on the transport and logistics segments. The aim of these initiatives is to augment economic growth of the country. The total budgetary outlay for infrastructure-related ministries has increased from around INR 3.7 Lakh crores in FY23 to INR 5 Lakh crores in FY24, offering investment prospects for the private sector across various transport sub-segments.

(Source: Deloitte India economic outlook, April 2024, investindia.gov.in)

INDUSTRY OVERVIEW

It is projected that by 2040, the Indian real estate market will grow to INR 65,000 crore from INR 12,000 crore in 2019. The sector is expected to reach a value USD 1 trillion ad compared with USD 200 billion in 2021.

The Indian real estate sector, a cornerstone of India's economic progress, is undergoing transformative shifts influenced by policy reforms, technological advancements, and evolving consumer preferences. Currently the real estate sector in India is performing very well, post being overall slow for few years and then suffering with the impact of the Covid-19 Pandemic. The sector contributes close to 7% to the country's GDP and is a primary contributor to employment. It is projected that the sector's contribution to the GDP will grow to 13% by 2025.

OUTLOOK

The Indian real estate sector continues to demonstrate resilience, supported by favourable demographics, rapid 24rbanization, increasing infrastructure investments and policy initiatives of the Government. Demand across residential and commercial segments continues to remain robust, particularly in key metropolitan and emerging urban centres.

Pursuant to the approval and implementation of the Resolution Plan, the Company is well positioned to leverage its established brand value, project portfolio and extensive experience in the real estate sector. The management is committed to reviving ongoing projects, strengthening governance standards and restoring operational and financial stability.

While challenges relating to market conditions, regulatory approvals and financing environment continue to persist, the management remains optimistic that the implementation of the approved Resolution Plan will provide a strong foundation for future growth.

Risks and Concerns

The successful implementation of the approved Resolution Plan and restoration of normal business operations remain one of the key focus areas for the Company. The management continues to monitor various internal and external risks including market conditions, regulatory environment, liquidity management, project execution and macroeconomic developments.

In a recent analysis, we find that financial conditions are indeed an important driver of commercial real estate prices, and they help to explain the divergent performance of the sector across regions during the pandemic.

In general, economies with easier financial conditions (that is, lower real interest rates and other market conditions that make it easier to obtain financing) saw a smaller decline in commercial property prices during the pandemic and a faster recovery. Commercial property prices have also been higher in countries which implemented relatively less stringent public containment measures to control the spread of the virus, rolled out larger fiscal support packages, and have a higher vaccination rate.

A sharp tightening in financial conditions could thus put the commercial real estate sector under renewed pressure, especially in regions where economic growth prospects are weak and if stringent containment measures need to be put in place to curb new waves of infections.

Our analysis also suggests that trends catalyzed by the pandemic, such as working from home and e-commerce, have an impact on commercial real estate prices.

Developments

During the Financial Year under review, the Company continued to focus on preservation of value of its assets and maintaining continuity of its business operations under the framework of the Corporate Insolvency Resolution Process ("CIRP").

Subsequent to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, vide its Order dated 26th March, 2025, and implementation thereof, the Company has entered into a new phase of revival and restructuring.

The Company is presently focusing on strengthening its operational capabilities, improving execution efficiencies, enhancing cost competitiveness and rebuilding stakeholder confidence. The management is also evaluating opportunities for revival and completion of existing projects while exploring new avenues for sustainable growth.

The key aspects of the business philosophy of the Company continue to be quality construction, timely execution, customer satisfaction and long-term value creation.

Segment-Wise Performance

The Company has two separate business segments – Real Estate and Construction Contracts. These are reportable segments in accordance with the IND AS 108 issued by the Companies (Indian Accounting Standards), Rules, 2015. The Segment wise results are given at Note No.37 to the financial statements.

Strengths and Opportunities

- Wide range of expertise spanning over 37 years in the construction sector, professional and competent senior management team.
- Well established brand recognition and goodwill.
- Diversified product mix ranging across residential, commercial and retail and Hospitality space.
- Strategically located projects with high selling potential. Identifying customer requirements and developing quality products.
- The Company's brand image has further improved with a recall value owing to its presence for a longer period and its commitment to quality and timely completion of projects.
- The experience and expertise gained in its field of activities have enabled the company to fast identify and create opportunities for new businesses.

Weaknesses and Threats

- Changes in government policies and regulatory framework.
- Delays in statutory approvals and clearances.
- Volatility in interest rates and financing conditions.
- Cyclical nature of the real estate industry.
- Successful implementation of the approved Resolution Plan and restoration of normal business operations remain critical to the Company's future growth strategy.

Internal Control Systems

During the period under review, the affairs of the Company were administered in accordance with the framework prescribed under the Insolvency and Bankruptcy Code, 2016 and thereafter pursuant to implementation of the approved Resolution Plan. The management continues to strengthen its internal control framework and governance mechanisms to support the future growth and operational requirements of the Company.

Financial Performance & Operational Review

During the Financial Year under review, the affairs of the Company continued to be managed in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016. The primary focus remained on preserving the value of the assets of the Company and facilitating the successful completion of the Corporate Insolvency Resolution Process.

Subsequent to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, the Company has commenced implementation of the approved Resolution Plan and is taking necessary steps towards operational revival and strengthening of its financial position.

The financial performance of the Company for the Financial Year 2024-25 is summarized below:

Details of Projects

All the Company's ongoing and completed projects are based in Hyderabad, Vijayawada, Rajahmundry, Ongole, Amaravati and Bangalore. The Company has developed several landmark projects, both residential and commercial.

Human Resources and Industrial Relations

The Company's Human Resource philosophy is to establish, build and retain a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has been focused to create an environment that assists the employees to enhance their sense of pride in what they are doing thereby contributing to better productivity. The Company through its effective HR policies and systems has always encouraged its workers to innovate and apply new ideas to achieve quantum leaps in both size and scale of operations. The company has focused on employee lifecycle for good human resource management and feels proud of the commitment, competence and dedication shown by its employees in all areas of business.

The Company recognises that its employees are one of its most valuable assets and remains committed to fostering a culture of integrity, professionalism and accountability. During the year under review, industrial relations remained cordial and harmonious.

Following the implementation of the approved Resolution Plan, the Company is also in the process of strengthening its organisational structure to support its future business objectives.

Corporate Social Responsibility (CSR)

Your Company is committed to conduct business in an accountable manner that creates a sustained positive implication in society and it endeavours to make a positive contribution towards social cause. Your Company, in association with the Vasavi Foundation for Empowerment, has made several contributions for supporting, imparting training to persons who have an excellent academic record and limited financial means in the previous years. However, due to inadequate profits/losses in the previous 3 years the provisions of Section 135 of the Companies Act, 2013 ceased to apply to the Company. Hence, the Company did not contribute towards CSR activities for the Financial Year 2023-24.

Cautionary Statement

Certain statements in the MDA concerning future prospects may be forward-looking statements, which involve a number of underlying identified / non-dentified risks, and uncertainties that could cause actual results to differ materially. In addition to the foregoing changes in the macro-environment, global pandemic like COVID-19 may pose an unforeseen, unprecedented, unascertainable and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain statements in the report. Since the factors underlying these assumptions are subject to

change over time, the estimates on which they are based are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made.

IMPLEMENTATION OF RESOLUTION PLAN

Pursuant to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, vide its Order dated 26th March, 2025, the Company has commenced implementation of the approved Resolution Plan. The management remains focused on strengthening governance standards, restoring operational stability, improving financial discipline and maximizing stakeholder value through the effective implementation of the Resolution Plan.

The Company believes that the approved Resolution Plan provides a strong platform for business revival and sustainable long-term growth.

Annexure-VII

REPORT ON CORPORATE GOVERNANCE

A report for the Financial Year ended March 31, 2025 on the compliance by the Company with Corporate Governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is furnished below.

1. *COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE*

The Company believes that good Corporate Governance is an essential element for sustainable growth and enhancement of stakeholder value. The Company's philosophy on Corporate Governance is based on the principles of transparency, accountability, fairness, integrity and compliance with all applicable laws.

As informed to the Members in the previous Annual General Meeting, the Company was undergoing Corporate Insolvency Resolution Process ("CIRP") under the provisions of the Insolvency and Bankruptcy Code, 2016. Subsequently, the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, vide its Order dated 26th March, 2025, approved the Resolution Plan submitted by the Successful Resolution Applicants.

Pursuant to the implementation of the approved Resolution Plan, a new Board of Directors has been constituted for carrying on the affairs of the Company. The Company is presently in the process of constituting an optimum Board structure and reconstituting its various Board Committees, including appointment of Independent Directors, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. *BOARD OF DIRECTORS*

A. *Composition of the Board*

i. The Board of Directors of the Company ("the Board") provides leadership and strategic guidance to the management of the Company and oversees its affairs in the best interests of all stakeholders. The Board is responsible for ensuring sound governance practices, transparency, accountability and compliance with the applicable laws.
As informed to the Members in the previous Annual General Meeting, the affairs of the Company were managed by the Resolution Professional during the Corporate Insolvency Resolution Process in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016. Subsequent to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, vide its Order dated 26th March, 2025 and implementation thereof, a new Board of Directors has been constituted for carrying on the affairs and management of the Company.
The details of the Directors constituting the Board as on March 31, 2026 are as follows:

Name of the Director	**Category of Directorship and Designation**	**Date of Appointment**
Mr. Sandip Omprakash Agrawal	Non-Executive Director	02/06/2025
Mr. Nisheet Gupta	Additional Director	01/10/2026
Mr. Rohi Ram Kathal	Non-Executive Director	02/06/2025

* Excluding Directorships in Private Limited Companies, Foreign Companies and Section 8 Companies.
** Membership/Chairmanship in Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of all Public Limited Companies, whether listed or not, including this Company.
The Company is presently in the process of constituting an optimum Board structure, including the appointment of Independent Directors and a Woman Director, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Upon such appointments, the terms and conditions of appointment of the Independent Directors shall be placed on the website of the Company.
ii. As on the date of this Report, the Company is in the process of appointing Independent Directors pursuant to the

implementation of the approved Resolution Plan. Accordingly, no separate meeting of the Independent Directors was held during the financial year under review.

Committees of the Board:

The powers of Board of Directors of the Company are suspended vide order dated July 18, 2023, passed by Hon'ble NCLT Bench, Hyderabad for initiation of the Corporate Insolvency Resolution Process, the powers of the suspended Board of Directors of the Company are vested in Resolution Professional Mr. Birendra Kumar Agrawal, Regulation 15(2A) of SEBI (LODR) REGULATIONS, 2015 provides that the regulations regarding the composition of the Board shall not be applicable to the Company under CIRP.

3. *BOARD/COMMITTEE MEETINGS AND PROCEDURE*

As informed to the Members in the previous Annual General Meeting, the affairs of the Company were managed by the Resolution Professional during the Corporate Insolvency Resolution Process in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

Subsequent to the approval of the Resolution Plan by the Hon'ble National Company Law Tribunal, Hyderabad Bench, Court-II, vide its Order dated 26th March, 2025 and implementation thereof, a new Board of Directors has been constituted for carrying on the affairs and management of the Company.

The Company is presently in the process of constituting an optimum Board structure and reconstituting the various Committees of the Board in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary steps in this regard are being undertaken and the requisite compliances shall be completed within the timelines prescribed under the applicable laws.

4. *AUDIT COMMITTEE*

Pursuant to the implementation of the approved Resolution Plan, a new Board of Directors has been constituted for carrying on the affairs and management of the Company.

The Company is presently in the process of reconstituting the Audit Committee in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including appointment of Independent Directors as members thereof. The necessary steps in this regard are being undertaken and the requisite compliances shall be completed within the timelines prescribed under the applicable laws.

5. *NOMINATION & REMUNERATION COMMITTEE*

Pursuant to the implementation of the approved Resolution Plan, a new Board of Directors has been constituted for carrying on the affairs and management of the Company.

The Company is presently in the process of reconstituting the Nomination and Remuneration Committee in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including appointment of Independent Directors as members thereof. The necessary steps in this regard are being undertaken and the requisite compliances shall be completed within the timelines prescribed under the applicable laws.

i. Remuneration paid to Directors:

a. Executive Directors

During the Financial Year 2025-26, no remuneration was paid to the present Board of Directors constituted pursuant to the implementation of the approved Resolution Plan.

b. Non-Executive Directors

No sitting fees or any other remuneration was paid to the present Non-Executive Directors during the Financial Year 2025-26.

Except as stated above, no payment was made to any Director towards remuneration, sitting fees, commission or reimbursement of expenses during the Financial Year under review.

c. Details of fixed component and performance linked incentives, along with the performance criteria:

Nil

d. Service contracts, notice period and severance fees: Nil

e. Stock option details, if any, and whether issued at a discount as well as the period over which accrued and over which exercisable: Nil

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Pursuant to the implementation of the approved Resolution Plan, a new Board of Directors has been constituted for carrying on the affairs and management of the Company.

The Company is presently in the process of reconstituting the Stakeholders' Relationship Committee in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The necessary steps in this regard are being undertaken and the requisite compliances shall be completed within the timelines prescribed under the applicable laws.

The Company is also in the process of appointing a Company Secretary and Compliance Officer in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has a designated e-mail address, **investors@manjeera.com**, for addressing investors' grievances. During the year under review, the Company has not received any complaint from its shareholders and there was no unresolved investor complaint as at the end of the financial year.

Pending appointment of the Company Secretary and Compliance Officer, the investor grievance redressal mechanism is being administered by the management of the Company in coordination with M/s. XL Softech Systems Limited, Registrar and Share Transfer Agent.

7. GENERAL BODY MEETINGS

a) *Annual General Meetings:*

The details of date, time and location of Annual General Meetings (AGM) of the Company held during the last three years and the Special Resolutions passed thereat are as follows:

Meeting	Venue	Date	Time	Special Resolutions passed
38th AGM	Held through Virtual mode and deemed to be held at the registered office of the Company situated at registered office .	30.08.2026	9.00 AM	NIL
37th AGM	Held through Virtual mode and deemed to be held at the registered office of the Company situated at #711, Manjeera Trinity Corporate, JNTU Hitech City Road, Kukatpally, Hyderabad-500072.	30.12.2024	11:00 AM	NIL

36th AGM	Held through Virtual mode and deemed to be held at the registered office of the Company situated at #711, Manjeera Trinity Corporate, JNTU Hitech City Road, Kukatpally, Hyderabad-500072.	30.12.2023	10:00 AM	NIL

b) *Extra-Ordinary General Meetings:*
No Extra-Ordinary General Meeting was held during the year under review.

c) *Postal Ballot:*
No Postal Ballot has been conducted by the Company during the year under review.

8. SUBSIDIARIES

The Company has two wholly owned subsidiaries i.e., M/s/ Manjeera Retail Holdings Private Limited and M/s. GM Infra Ventures Private Limited.

Pursuant to Regulation 24 of SEBI (LODR) Regulations, 2015, Mr. K. Krishna Murty and Mr. DLS Sreshti, (Non-Executive Independent Directors) of the Company is on the Board of Manjeera Retail Holdings Private Limited, a material unlisted Indian subsidiary of the Company.

9. MEANS OF COMMUNICATION

The Company regularly interacts with the shareholders from time to time and promptly and efficiently disseminates information through the Annual report and the Company's website.

- *Website:*

  The Company has dedicated a section to the investors in its website **www.manjeera.com** wherein information as to financial results, shareholding pattern and Annual Reports are periodically updated.

- *Designated email-id:*

  The Company has also designated email-id **investors@manjeera.com** exclusively for investor servicing.

- *Annual Report:*

  Annual Report containing Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Management's Discussion and Analysis and Corporate Governance reports, information pursuant to Para 2 of General instructions regarding subsidiary companies and other important information is circulated to Members and others entitled thereto and updated in the Company's website.

- *SEBI Complaints Redressal System (SCORES):*

  The investors' complaints are also being processed through the centralized web based complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints and uploading online action taken reports by the Company. Through SCORES, the investors can view online, the actions taken and current status of the complaints.

10. DISCLOSURES

i) *Related Party Transactions:*

There are no materially significant Related Party Transactions which are potentially in conflict with the interests of the Company since all such transactions are negotiated at prevailing market rates/prices, in the best interests of the Company.

All material transactions entered into with related parties as defined under the Act and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business. These have been approved by the Audit Committee. The Board has approved a Policy for related party transactions which has been uploaded on the Company's website at www.manjeera.com.

There have been no materially significant related party transactions between the Company and its Directors, the Management, subsidiaries or relatives, except for those disclosed in the Board's report. Detailed information on materially significant related party transactions is enclosed as Annexure- III to the Board's report and the details of all Related Party Transactions during FY 2023-24 are given at note no. 35 to the Standalone Financial Statements.

ii) Compliances:

During the year under review there are no penalties or strictures imposed on the Company by Stock Exchanges, SEBI or other statutory authorities for non-compliance of any matter related to capital markets. All the returns have been filed within the stipulated time with the authorities concerned.

iii) Code of conduct for Board and Senior Management:

The Company has framed and adopted a Code of Conduct for its Directors and senior management personnel duly approved by the Board.

A copy of the said Code of Conduct is available on the Company's website www.manjeera.com.

All Board Members and senior management personnel have confirmed compliance with the Code of Conduct for the financial
year 2023-24. A declaration to this effect signed by the Managing Director of the Company is enclosed at the end of this report.

iii) *Whistle Blower Policy/ Vigil Mechanism:*

The Company has adopted a Whistle Blower Policy and has established necessary mechanism for employees to report concerns about unethical behavior or violation of the Company's Code of Conduct. The Whistle Blower Policy requires every

employee to promptly report to the Management any actual or possible violation of the code. The disclosures if any reported are addressed in the manner and within the time frames prescribed in the policy.

No person has been denied access to the Management/Audit Committee. Further, the said policy has been posted to the Company's website, www.manjeera.com.

iv) *Policy on Prevention of Insider Trading:*

In line with the commencement of the Companies Act 2013, the Company has adopted a policy for prevention of Insider Trading in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 15th May 2015, applicable to all the directors and other designated employees who may have access to unpublished price-sensitive information. Accordingly, such officials are prohibited from trading in the securities of the Company during the notified "closure of trading window" period. This policy is an amendment of the policy made under SEBI (Prohibition of Insider Trading) Regulations, 2015.

v) Details of compliance with mandatory requirements and adoption of non-mandatory requirements:

vi) The Company has complied with all the applicable mandatory requirements. The Company has not adopted the non-mandatory requirements of the Listing Regulations.

vii) *Accounting Treatment in preparation of Financial Statements:*

The guidelines /accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) and prescribed under Section 133 of the Companies Act, 2013 have been followed in preparation of the financial statements of the Company in all material aspects.

viii) *Web link determining policy for material subsidiary*

The Company has formulated the policy on material subsidiary and on dealing with related party transactions and it is available at the website of the Company at www.manjeera.com.

ix) The Company is not dealing in commodity and hence disclosure relating to commodity price risks and commodity hedging is not required.

x) Details of utilization of funds raised through preferential allotments or qualified institutional placement as specified under
Regulation 32(7A): **Not Applicable**

xi) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

a. number of complaints filed during the financial year : Nil
b. number of complaints disposed of during the financial year : NA
c. number of complaints pending as on end of the financial year : Nil

xii) **Non-Compliance of any requirement of corporate governance report of sub-paras (2) to (10) above, with reasons thereof**: All the above requirements are complied with.

11. GENERAL SHAREHOLDERS' INFORMATION

Company Registration Details:

The Company is registered in the State of Andhra Pradesh (currently Telangana State), India. The Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L45200TG1987PLC007228.**

The registered office of the Company is situated 304, 3RD FLOOR , Aditya Trade center, Aditya Enclave road, Ameerpet,Hyderabad, telangana, Sanjeev Reddy Nagar, Hyderabad, Ameerpet, Telangana, India, 500038

Details of 39th Annual General Meeting:

	Date and Time	:	30.11.2026, 4.30 PM
	Venue	:	At the registered office of the Company
a)	**Financial Year**	:	April 1 to March 31
b)	**Date of Book Closure**	:	**16.11.2026-20.11.2026** (Both days inclusive)
c)	**Dividend Payment Date**	:	No dividend declared during the year

d) *Listing on Stock Exchanges* : ***The Company's Equity Shares of the face value of Rs. 10/- each are listed in the following Stock Exchange in India:***

i) *Bombay Stock Exchange Limited*
Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001

e) *Stock Code*

a) Scrip Code on BSE	:	533078
b) Trading Symbol on BSE	:	MANJEERA
c) Demat ISIN in NSDL & CDSL for Equity Shares	:	INE320D01018

f) *Details of Registrars and Share Transfer Agents:*

M/s. XL Softech Systems Limited
Plot No. 3, Sagar Society, Banjara Hills, Road No. 2, Hyderabad - 500 034
Tel: +91-40- 23545913/ 14/ 15, Fax: +91-40- 23553214
Email: xlfield@gmail.com
Website: **http:// www.xlsoftech.com**
Contact Person: **Mr. R. Ram Prasad**

g) *Share Transfer System:*

The Company's shares are compulsorily traded in the dematerialized form in the Stock Exchanges where it is listed.

Dematerialized shares are transferable through depository system while the physical share transfers are processed by the Registrar and Share Transfer Agent, M/s. XL Softech Systems Ltd. The Share Transfer requests which are valid and complete in all respects are normally processed within 15 days of receipt of the documents. Dematerialisation requests are processed within 10 days.

The summary of the above information is placed before the Stakeholders Relationship Committee

The Company obtains a yearly audit certificate with regard to compliance of share transfer formalities as required under Regulation 7(3) of the SEBI (LODR) Regulations, 2015 with Stock Exchanges and also the Reconciliation of Share Capital Audit Report from a Company Secretary in Whole-time Practice on quarterly (every 3 months) basis, and also files copies of the same with the Stock Exchanges.

(I) *Distribution of Shareholding:-*

The distribution of shareholding as on 31st March, 2026 is detailed below

Sr. No.	Name of the Allottee	No. of Equity shares allotted	Face Value per share(Rs.)	Full consideration amount of shares allotted
1	Nexa Infraspace Private Limited	99,994	10	999940
2	Mr. Sandip Omprakash Agrawal	1	10	10
3	Mr. Vikrant Mahendra Kumar Jain	1	10	10
4	Mr.Abhilash Dhanrajji Kshirsagar	1	10	10
5	Mr. Anil Shankarrao Pise	1	10	10

6	Mr. Sagar Vijay Thakre	1	10	10
7	Mr. Raj Kumar Badal Kumar Das	1	10	10
	Total	**1,00,000**	**10**	**10,00,000**

m) *Dematerialization of Shares and Liquidity:*

The Company's securities are being held in dematerialized form in both National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

There is no American depository receipts (ADR) and / or Global depository receipts GDR holding in the Company.

n) **Project Locations:** Project details are as given in Management Discussion and Analysis Report.

o) *Equity Shares in the Suspense Account*

In accordance with the requirement of Regulations 34(3) and Schedule V Part F of SEBI (LODR) Regulations, 2015, the Company reports the following details in respect of equity shares lying in the suspense account which were issued in dematerialized form pursuant to the public issue of the Company:

Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year.	**No. of shareholders who approached the Company for transfer of shares from suspense account during the year.**	**No. of shareholders to whom shares were transferred from suspense account during the year.**	**Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year.**
NIL	NIL	NIL	NIL

p) *Address for Communication*

In the event of any queries / grievances, please contact:

Mr. Sandeep Omprakash Agrawal
Director
Manjeera Constructions Ltd
304, 3RD FLOOR , Aditya Trade center, Aditya Enclave road, Ameerpet,Hyderabad, telangana, Sanjeev Reddy Nagar, Hyderabad, Ameerpet, Telangana, India, 500038

Details of dates of transfer to Investor Education and Protection Fund (IEPF):

Since the Company has not declared any dividend from the Financial Year 2013-14 there is no need to transfer any amount of unclaimed dividend to Investor Education and Protection fund. The Company has already transferred the unclaimed amounts to Investor Education and Protection fund till the Financial Year 2012-13.