

# MEGH MAYUR INFRA LIMITED

(Formerly Poddar Infrastructure Limited)

25<sup>th</sup> August, 2018



To,  
The Manager,  
Corporate Service Department  
BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai- 400 001

Company Code: 509003

Name of the Company: Megh Mayur Infra Limited

(Formerly known as Poddar Infrastructure Limited)

E-Mail Id of the Company: [grievances@meghmayur.com](mailto:grievances@meghmayur.com)

Sub: Submission of Annual Report for the Financial Year 2017-18.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Annual Report for the Financial Year 2017-2018 of the Company.

You are requested to take same on your record and acknowledge the receipt.

For Megh Mayur Infra Limited

(Mitul Shah)

Managing Director

DIN No: 00509114

Address: 10E/F, Anjan Shalaka Complex, Athwa Lines, Surat-395007

Encl: As above



Regd. Office : 208, Lalji Shopping Centre, S. V. Road, Borivali (West), Mumbai - 400 092  
Ph. : 022 28993841 Email: [grievances@meghmayur.com](mailto:grievances@meghmayur.com)

CIN : L51900MH1981PLC025693

**MEGH MAYUR INFRA LIMITED**  
**L51900MH1981PLC025693**  
**(FORMERLY PODDAR INFRASTRUCTURE LIMITED)**

**37<sup>th</sup> ANNUAL REPORT**  
**2017-2018**

**Builders & Organizer**

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## **Company Information**

### **BOARD OF DIRECTORS**

<b>Executive Director</b>	
Mr. Mitul Shah	Chairman and Managing Director
Mr. Rajendra Shah	Director
<b>Non-Executive Director</b>	
Mr. Jayant Pandya	Independent Director
Ms. Forum Shah	Independent Director (from 13.02.2017 to 27.07.2017)
Ms. Rupal Shah	Women Director (w.e.f 13.02.2017)
Ms. Gudia Agarwal	Independent Director (from 27.07.2017 to 24.01.2018)
Ms. Nilam Lamboria	Independent Director (Form 24.01.2018 to 15.03.2018)
Ms. Rachana Agarwal	Independent Director (w.e.f 15.03.2018)

### **COMPANY SECRETARY, COMPLIANCE OFFICER AND CHIEF FINANCIAL OFFICER**

Ms. Shikha Shah (from 22.06.2016 to 24.01.2018)

Mrs. Nikita Desai (w.e.f 24.01.2018)

### **STATUTORY AUDITORS**

**DSI & Associates,**

MF/14-26, Nariman Point Shopping Centre

Near Raghuvir Bungalows,

City Light Raod,

Surat-395007

### **REGISTERED OFFICE**

208, Lalji Shopping Centre

S.V.Road, Borivali (West),

Mumbai-400 092

### **CORPORATE OFFICE**

First floor, Megh Dhvani Complex

Udhna Magdalla Road,

Surat-395017

### **REGISTRAR & SHARE TRANSFER AGENTS**

**SATELLITE CORPORATE SERVICES P LTD**

B-302, Sony Apartment, Opp. St. Jude High School,

90 Feet Road, Jarimari, Sakinaka, Mumbai-400072

Email id: [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

## NOTICE

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of **Megh Mayur Infra Limited (Formerly known as Poddar Infrastructure Limited)** will be held on **Thursday, the 23<sup>rd</sup> August, 2018 at 11.30 a.m.** at the Registered Office of the Company at 208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400 092 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement of the Company for the year ended March 31, 2018 and the reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Shri Rajendra Shah (DIN 01765634) who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of DSI & Co as Statutory Auditors  
**“RESOLVED in partial modification of the resolution passed at the Thirty Sixth Annual General Meeting held on 6<sup>th</sup> September,2017 and pursuant to the enforcement of first proviso and explanation to Section 139 of the Companies Act,2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules,2014 and all other applicable Sections read with relevant rules under the Companies Act,2013 (including any statutory modifications or re-enactment thereof for the time being in force) THAT M/s. DSI & Co., Chartered Accountant, (FRN : 127226W) , who were appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the Thirty Sixth Annual General Meeting shall continue to hold such office till the conclusion of the Forty-first Annual General Meeting without any ratification form the members at a remuneration inclusive of Goods and Service tax and such other tax (es) (as may be applicable) and reimbursement of all out-of pocket expenses (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee**

### SPECIAL BUSINESS:

#### Item No. 4

#### **Appointment of Ms. Rachana Agarwal as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Ms. Rachana Agarwal

(DIN 08081299), who was appointed as an Additional Director of the Company at the meeting of the Board of Directors held on 15<sup>th</sup> March, 2018 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from the member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for two (2) consecutive years effective from 15<sup>th</sup> March, 2018."

**Place: Surat**  
**Date: 31/07/2018**

For and on behalf of the Board  
For Megh Mayur Infra Limited

**Mitul Shah**  
**Chairman and Managing Director**  
**(DIN:00509114)**

**NOTES:**

1. The relevant Explanatory Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
2. In respect of resolution at Item No. 2, and Item No. 4 a Statement giving additional information on director seeking re-appointment is annexed herewith as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

(a) Pursuant to the provisions of Section 105 of the Companies Act, 2013, a PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member

(b) Proxy form in order to be effective should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A proxy may not vote except on poll. A proxy so appointed shall not have any right to speak at the meeting. Blank proxy form is enclosed. The instrument appointing proxy

should be lodge with the Company at its Registered office atleast by 11.30 a.m. on Tuesday, 21<sup>st</sup> August,2018.

(c ) During the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Member would be entitled to inspect the proxies lodged with the Company during normal business hours (10.00 a.m. IST to 6.30 p.m. IST) at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting

4. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 17<sup>st</sup> August, 2018 to Thursday, 23<sup>rd</sup> August, 2018 (both days inclusive).
5. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 (Annexed to the Report) with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
6. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialization form only with effect from \_\_\_\_\_, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries
7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for longer periods. Periodic statement of holdings should be obtained from the concerned Depository Participant and holding should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent
9. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.

10. Members/Proxies should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such Members are advised to bring the relevant identity card, issued by the Depository Participant, to attend the Annual General Meeting.
11. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail addresses either with the company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are entitled to receive such communication in physical form upon request.
12. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at [www.meghmayurinfra.com](http://www.meghmayurinfra.com).
13. A route Map showing directions to reach the venue of the 37<sup>th</sup> Annual General Meeting is given as per the requirement of Secretarial Standard 2 on General Meetings
14. Members are requested to bring their physical copies of the Annual Report at the Meeting.
15. The Company's Equity shares is listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2018-2019  
Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at Satellite Corporate Services P Ltd Unit No. 49 , Bldg No. 13-A-B, 2<sup>nd</sup> Floor, Samhita Commercial Co-op Soc. Ltd. Off Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai-400072
16. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.



## 17. E –Voting

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (amended from time to time) and sub-regulation (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the secretarial standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 37<sup>th</sup> Annual General Meeting (AGM) by electronic means on all the resolutions set forth in the Notice convening 37<sup>th</sup> Annual General Meeting to be held on 23<sup>rd</sup> August, 2018. **The Company has engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility. The Notice is displayed on the Company’s website, [www.meghmayurinfra.com](http://www.meghmayurinfra.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).**
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday, 18<sup>th</sup> August, 2018, (09:00 am) and ends on Wednesday 22<sup>nd</sup> August, 2018 (05:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16<sup>th</sup> August, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing

IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below :
  - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail(Scrutinizer mail ID) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

**Other information:**

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

- i. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, 17<sup>th</sup> August, 2018. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
- iv. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- v. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
- vi. Mr. Sanjaykumar Prakashchandra Jain (Partner at ASJ & Associates, M.No. 13559) Chartered Accountant has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- vii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- viii. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.meghmayurinfra.com](http://www.meghmayurinfra.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**Place: Surat**  
**Date: 31/07/2018**

For and on behalf of the Board  
For **Megh Mayur Infra Limited**

**Mitul Shah**  
**Chairman and Managing Director**  
**(DIN:00509114)**

As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief profile of the Directors proposed to be appointed at the Annual General Meeting is given below:

Name of the Director	Rajendra Shah	Rachana Agarwal
Date of Birth	04/08/1965	20/10/1987
Date of Appointment	28/02/2008	15/03/2018
Qualification	B.-E. Civil Engineer	Bcom and C.A.
Experience in specific functional areas	21	07
Directorship in other Companies	Director in 9 Companies and DP in 1 LLP	No
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	0	0
No. of Shares held in the Company	2133600 Equity Shares of Rs. 10/- each	0
Inter-se relationship between Directors	NO	NO
Director Identification Number	01765634	08081299

Place: Surat  
Date: 31/07/2018

For and on behalf of the Board  
For Megh Mayur Infra Limited

Mitul Shah  
Chairman and Managing Director  
(DIN:00509114)

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 setting out material facts.**

As required under section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned in Item No. 4 and Item no. 5

#### **Item No. 4**

Ms. Rachana Agarwal, age 30 years, was appointed as Additional Director of the Company in the category of Non-Executing Independent Director w.e.f 15<sup>th</sup> March, 2018.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Rachana Agarwal as an Additional Director in the category of Independent Director with effect from 15<sup>th</sup> March, 2018 under Section 149 of the Companies Act, 2013 to hold office for a period of 2 years. Her appointment is subject to the approval of the members. The Company has received a notice from a member proposing Ms. Rachana Agarwal as a candidate for the office of Director of the Company.

Ms. Rachana Agarwal is a Chartered Accountant by Profession. She is also a Bachelor of Commerce. Ms. Rachana Agarwal does not hold by herself or on behalf of any other person on a beneficial basis, any shares in the Company. Ms. Rachana Agarwal has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Ms. Rachana Agarwal fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Rachana Agarwal as an Independent Director is available for inspection on company's website. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Rachana Agarwal as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. Rachana Agarwal as an Independent Director for period of 2 years starting from 15<sup>th</sup> March, 2018 for the approval by the members of the Company.

Except Ms. Rachana Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Place: Surat  
Date: 31/07/2018

**For and on behalf of the Board  
For Megh Mayur Infra Limited**

**Mitul Shah  
Chairman and Managing Director  
(DIN:00509114)**

## **BOARD'S REPORT**

Dear Members,

Your Directors are presenting their 37<sup>th</sup> Annual Report on the business and operations of your Company along with the audited financial statements for the financial year ended 31<sup>st</sup> March, 2018. The Statement of Accounts, Auditors' Report, Board's Report and attachment thereto have been prepared in accordance with the provisions contained in Section 134 of Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

### **1. FINANCIAL RESULTS: ( Amount in Rupees)**

<b>Financial Result</b>	<b>2017-18</b>	<b>2016-17</b>
Revenue from Operation	-	-
Other Income	8,620	7,975
Total expense	13,80,836	13,18,531
Profit/Loss Before Tax	(13,72,216)	(13,10,556)
Provision For tax	--	--
Deferred Tax on Special Reserve	--	--
Profit/Loss After Tax	(13,72,216)	(13,10,556)
<b>Total Profit/Loss</b>	<b>(13,72,216)</b>	<b>(13,10,556)</b>

The Company is not having any Depreciable Assets hence no provision of Depreciation is made.

### **2. INDIAN ACCOUNTING STANDARDS:**

The Ministry of Corporate Affairs (MCA), vide its notification in the Official Gazette dated 16<sup>th</sup> February, 2015, notified the Indian Accounting Standards (IND AS) applicable to certain classes of Companies IND AS has replaced the existing IND GAAP prescribed under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. For our Company IND AS shall be applicable from 01<sup>st</sup> April, 2017 with a transition date of 1<sup>st</sup> April, 2016. Your Company has adopted the Ind AS and the financial Statements comply with all aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. The comparative financial information of the Company for the year ended 31<sup>st</sup> March, 2017 and the transition date opening balance sheet as at 1<sup>st</sup> April, 2016 included in the Ind AS financial Statements are based on the previously issued statutory financial statements for the year ended 31<sup>st</sup> March, 2017 and 31<sup>st</sup> March, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) and adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS.



**3. RESERVES:**

Due to continuous losses, your Company does not propose to carry any amount to General Reserves.

**4. SHARE CAPITAL:**

The paid up Share Capital as on 31<sup>st</sup> March 2018 was Rs. 6,30,00,000 during the year under review.

**5. PERFORMANCE AND AFFAIRS OF THE COMPANY:**

The year under review was not satisfactory for the company due to the difficult market conditions and effects of demonetization, the Company has made loss of Rs. 13,72,216/- (previous year loss of Rs. 13,10,556/-). As we all know the world economy faced global recession which is still continuing and because of which economic activities slowed down. India, being now global player, also experience the global economic slow down but its impact was not so much harsh as experienced by the developed nations. In India, real estate is one sector which experienced worst of economic slow down. However your Company is exploring various sites for undertaking new projects.

The performance and outlook of the Company has been discussed in the Management Discussion and Analysis Report, which is forming part of the Annual report

**6. DIVIDEND:**

In view of accumulated losses incurred by the Company, the Board does not recommend any Dividend for the year ended 31<sup>st</sup> March, 2018.

**7. MATERIAL CHANGES AND COMMITMENTS:**

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company on 31<sup>st</sup> March, 2018 and the date of this report.

**8. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

During the year under review, your Company did not have any subsidiary, associate and joint venture Company.

## **9. PUBLIC DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014. The question of non-compliance of the relevant provisions of the law relating to acceptance of deposit does not arise.

## **10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

### **(i) Directors**

Shri Rajendra Shah, (DIN NO: 01765634) Director will retire by rotation and being eligible and not being disqualified under section 164 of the Companies Act, 2013, offers himself for re-appointment.

Further during the year under review following changes took place in Board;

1. Ms. Forum Shah (07692552) was appointed as an Additional Director in the category of Non-Executive independent Director with effect from 13.02.2017 has resigned from the Company on 27.07.2017.
2. Ms. Gudia Agarwal (DIN: 07887219) was appointed as the Additional Director in the Category of Non-Executive Independent Director with effect from 27.07.2017 and has resigned from the Company on 24.01.2018
3. Ms. Nilam Lamboria (DIN: 08055069) was appointed as the Additional Director in the Category of Non-Executive Independent Director with effect from 24.01.2018 and has resigned from the Company on 15.03.2018
4. Ms. Rachana Agarwal (DIN: 08081299) was appointed as the Additional Director in the Category of Non-Executive Independent Director with effect from 15.03.2018

The Company has received a notice from a member proposing the candidature of Ms. Rachana Agarwal for her appointment as Director at the ensuing Annual General Meeting

### **(ii) Key Managerial Personnel**

During the year under review, Ms. Shikha Shah who was appointed as Company Secretary and CFO on 22.06.2016 has resigned with effect from 24.01.2018 from both the post.

Mrs. Nikita Desai has been appointed as the Company Secretary and Compliance Officer and Chief Financial officer of the Company w.e.f. 24.01.2018.

**(iii) Declaration by an Independent Director(s)**

The Company has complied with provisions of section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to section 149(7) of the Companies Act, 2013.

**(iv) Annual Evaluation of Board**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance and other Directors. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, promotion of participation by all directors and developing consensus amongst the directors for all decisions.

**11. MANAGEMENT'S DISCUSSION AND ANALYSIS:**

In terms of regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report is attached with this Directors Report As Annexure-I.

**12. NUMBER OF BOARD MEETINGS:**

During the Financial year 2017-2018, the Board of Directors of the Company met Six (06) times respectively on 22<sup>nd</sup> May, 2017, 27<sup>th</sup> July, 2017, 11<sup>th</sup> November, 2017, 24<sup>th</sup> January, 2018, 14<sup>th</sup> February, 2018 and 15<sup>th</sup> March, 2018 and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The maximum gap between any two meetings was less than 120 days.

The attendance of the Directors at their Board Meetings is as under:

Name of the Director	22.05.2017	27.07.2017	11.11.2017	24.01.2018	14.02.2018	15.03.2018	AGM Dated 06.09.2017
Mr. Mitul Shah	Present	Present	Present	Present	Present	Present	Present
Mr. Rajendra Shah	Present	Present	Present	Present	Present	Present	Present
Mr. Jayant Pandya	Present	Present	Present	Present	Present	Present	Present

Ms. Rupal Shah	Present	Present	Present	Present	Present	Present	Present
Forum Shah*	Present	Present	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Ms. Gudia Agarwal**	Not Applicable	Not applicable	Present	Present	Not Applicable	Not Applicable	Present
Ms. Nilam Lamboria***	Not Applicable	Not Applicable	Not applicable	Not Applicable	Present	Present	Not Applicable
Ms. Rachana Agarwal****	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable

\* Ms. Forum Shah was appointed as a Director with effect from 13.02.2017 and resigned on 27.07.2017

\*\* Ms. Gudia Agarwal was appointed as an Additional Director of the Company with effect from 27.07.2017 and resigned on 24.01.2018

\*\*\* Ms. Nilam Lamboria was appointed as Additional Director of the Company with effect from 24.01.2018 and resigned on 15.03.2018

\*\*\*\* Ms. Rachana Agarwal has been appointed as Additional Director of the Company with effect from 15.03.2018

The Annual General Meeting was held on 06<sup>th</sup> September, 2017; the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No Extra-ordinary General Meeting was held during the Financial year 2017-2018.

### **13. DIRECTOR'S RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by your Directors they make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 and hereby confirm that:-

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2018 and of the loss of the Company for the year ended on that date;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. the directors have prepared the annual accounts on a going concern basis and the
- e. directors have laid down proper systems financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **14. NOMINATION AND REMUNERATION COMMITTEE:**

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, senior management, key Managerial Personnel and their remuneration. The Nomination and Remuneration Policy is uploaded on the website of the Company. Currently Nomination and Remuneration Committee Consist of;

1. Mr. Rajendra Shah
2. Mr. Jayant Pandya
3. Ms. Rachana Agarwal

The Nomination and Remuneration Committee met Two (3) times during the year on 27<sup>th</sup> July, 2017, 24<sup>th</sup> January, 2018 & 15<sup>th</sup> March, 2018 respectively

Name of the Director	No of Meetings attended
Mr. Jayant Pandya	3
Mr. Rajendra Shah	3
Ms. Forum Shah*	1
Ms. Gudia Agarwal**	1
Ms. Nilam Lamboria***	1
Ms. Rachana Agartwal****	Not Applicable

\* Ms. Forum Shah was appointed as a Director with effect from 13.02.2017 and resigned with from 27.07.2017

\*\*Ms. Gudia Agarwal was appointed as an Additional Director of the Company with effect from 27.07.2017 and resigned of 24.01.2018

\*\*\*Ms. Nilam Lamboria was appointed as Additional Independent Director of the Company with effect from 24.01.2018 and resigned on 15.03.2018

\*\*\*\* Ms. Rachana Agarwal was appointed as Additional Independent Director of the Company with effect from 15.03.2018

### 15. AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015. The Managing Director, Company Secretary, Internal Auditors and Statutory Auditors are permanent invitees to the Audit Committee meetings. The Members of the Committee are qualified, experienced and possess professional knowledge with reference to powers, role and scope of the Committee and as such. Currently Audit Committee Consist of;

1. Mr. Mitul Shah
2. Mr. Jayant Pandya
3. Ms. Rachana Agarwal

The Audit Committee met Four times (4) times during the year on 22<sup>nd</sup> May, 2017, 27<sup>th</sup> July, 2017, 11<sup>th</sup> November, 2017 and 14<sup>th</sup> February, 2018

Name of the Director	No of Meetings attended
Mr. Jayant Pandya	4
Mr. Mitul Shah	4
Ms. Forum Shah*	2
Ms. Gudia Agarwal**	1
Ms. Nilam Lamboria***	1
Ms. Rachana Agarwal***	Not Applicable

\* Ms. Forum Shah was appointed as a Director with effect from 13.02.2017 and resigned with from 27.07.2017 and has resigned from the Company on 27.07.2017

\*\*Ms. Gudia Agarwal was appointed as an Additional Director of the Company with effect from 27.07.2017 and has resigned from the Company on 24.01.2018

\*\*\* Ms. Nilam Lamboria was appointed as Additional Independent Director of the Company with effect from 24.01.2018 and has resigned from the Company on 15.03.2018.

\*\*\*\* Ms. Rachana Agarwal was appointed as Additional Director of the Company with effect from 15.03.2018

### 16. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (LODR), Regulations, 2015. Currently Stakeholders Relationship Committee consists of:

1. Mr. Mitul Shah
2. Mr. Jayant Pandya
3. Ms. Rachana Agarwal

One Meeting of Stakeholders Relationship Committee was held on 14.02.2018 during the year.

Name of the Director	No of Meetings attended
Mr. Jayant Pandya	1
Mr. Rajendra Shah	1
Ms. Forum Shah	Not Applicable
Ms. Gudia Agarwal	Not Applicable
Ms. Nilam Lamboria	1
Ms. Rachana Agarwal	Not Applicable

Mention the details of appointment

**17. LISTING OF SHARES:**

Your Company's shares are listed on the BSE Limited .Your Directors wish to state that the Equity Shares of your Company are compulsorily traded in the dematerialized form w.e.f. 26/06/2000. Presently 67.67 % of Equity Shares which are held by Promoters are in electronic/dematerialized form.

**18. STATEMENT SHOWING THE DETAILS OF EMPLOYEES OF THE COMPANY PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

None of the employees of the Company is in receipt of remuneration prescribed under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

**19. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:**

The Company has adopted a Whistleblower Policy, to provide a formal mechanism to the Directors, employees and its stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The policy provides for adequate safeguards against victimisation of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. No complaint has been received by the Chairman of the Audit Committee during the year.

**20. CORPORATE SOCIAL RESPONSIBILITY:**

As per section 135 of the Companies Act, 2013, every company having net worth of rupees five hundred Crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee. Your companies does not fall under the said criteria hence, your company has not formed Corporate Social Responsibility Committee.

## **21. RISK MANAGEMENT SYSTEM:**

The Board is of the opinion that there exist no risk threatening the existence of the Company and it discusses the various risks namely business, finance and legal risks from time to time and take corrective actions as and when required

At present there is no identifiable risk which, in the opinion, of the Board may threaten the existence of the Company.

## **22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are given as under:

Energy Conservation: N.A.

Technology Absorption: N.A.

Foreign Exchange Earnings and outgo: Nil

## **23. INTERNAL CONTROL SYSTEMS:**

Adequate internal control systems commensurate with the nature of the Company's business, size and complexity of its operations are in place. It has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

## **24. EXTRACT OF ANNUAL RETURN:**

Extract of the Annual Return in form MGT-9 for the financial year ended 31<sup>st</sup> March, 2018 made under the provisions of Section 92(3) of the Act is annexed as "Annexure II" which forms part of this Report.

## **25. SECRETARIAL STANDARDS**

It is hereby confirmed that the Company has complied with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.



## **26. GREEN INITIATIVES**

Pursuant to Sections 101 and 136 of the Companies Act, 2013 the Company has sent Annual Report through electronic mode (email) to all the shareholders who have registered their email addresses with the Company or with the Depository to receive the Annual Report through electronic mode and initialed steps to reduce consumption of paper. For members who have not registered their email addresses, physical copies will be sent through a permitted mode.

## **27. AUDITORS:**

### **I. STATUTORY AUDITOR**

The Statutory Auditors of your Company namely , M/s. DSI & Co., Chartered Accountant were appointed for a period of five years at the Annual General Meeting held on 6<sup>th</sup> September,2017 subject to ratification every year. The Companies (Amendment) Act,2017 has waived the requirement for ratification of the appointment of the shareholders at every Annual General Meeting. In view of this the approval of the members is sought for appointment of Auditors for remaining period without any ratification every year. Auditors have confirmed their eligibility and submitted the Certificate in writing that they are not disqualified to hold the office of the Statutory Auditor.

The Statutory Auditor have not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their audit report.

### **II. SECRETARIAL AUDITOR**

The Board has appointed Jigar Shah & Associates., Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2017-2018. The Report of the Secretarial Audit Report is annexed herewith as “Annexure III”. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

### **III. INTERNAL AUDITOR**

The Board has appointed Amar Morawala & Co., Chartered Accountant to undertake the Internal Audit of the Company for the financial year 2018-2019.

#### **IV. COST AUDITOR**

The Company is not required to appoint Cost Auditor as it is not required to submit cost audit report pursuant to the provision of the Companies (Cost Records and Audit) Rules, 2014.

#### **28. HUMAN RESOURCES:**

Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Policies and Systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

#### **29. ENVIRONMENT AND SAFETY:**

The Company is conscious of the importance of being environmentally clean and has safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliance of environmental regulations and preservation of natural resources. There was no accident during the year.

#### **30. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has an adequate system of internal financial controls commensurate with its size and nature of business. Detailed procedures are in place to ensure that all assets are safeguarded and protected against losses, all transactions authorised, recorded and appropriately reported. The internal control system is monitored and evaluated by an Internal Audit team which interacts closely with the Audit Committee. No material issues in relation to the adequacy of Company's control systems were raised during the year.

#### **31. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:**

The Company has taken loan from Director of the Company during the year. The details of loans given are given in the notes to Financial Statements.

#### **32. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:**

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. Hence, the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus disclosure in form AOC-2 is not required.

**33. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Your Company is not required to frame any policy as during the year there were only 3 employees.

**34. GENERAL DISCLOSURES:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
2. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
3. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
- 4.
5. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 hence no information is furnished.
6. No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

**35. ACKNOWLEDGEMENT:**

Your Directors wish to thank Bankers, Government authorities and various stakeholders, such as, shareholders, customers and suppliers, among others for their support and valuable guidance to the Company. Your Directors also wish to place on record their appreciation for the committed services of all the Employees of the Company.

**Place: Surat**  
**Date: 31/07/2018**

**For and on behalf of the Board**  
**For Megh Mayur Infra Limited**

**Mitul Shah**  
**Chairman and Managing Director**  
**(DIN:00509114)**

## **ANNEXURE TO BOARD'S REPORT**

### **"ANNEXURE-I"**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

This report discusses and analyses the business performance for the year ended 31st March, 2018.

#### **1) INDUSTRY STRUCTURE AND DEVELOPMENT**

The Indian Construction Industry is an integral part of the Indian economy and an important part of investment into development of the Indian economy takes place through the construction industry. The construction industry is expected to grow with further economic development, industrialization, urbanization and improvements in the standard of living.

#### **2) OUTLOOK**

The Company's business prospects are closely linked to the economic environment prevailing locally and globally. Substantial improvement in the current market conditions is not expected in the near future. Given, the challenging market environment, stiff competition and recession scenario all over the world, it is difficult to make an optimistic prediction for business prospect in the coming year.

#### **3) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate internal control and Internal Audit Systems commensurate with its size and nature of business. To make the internal control system more effective and project specific, a comprehensive internal audit manual is in place with guidelines for internal auditors.

#### **4) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year under review the Company has made a loss of Rs.13,72,216 /- (previous year loss of Rs. 13,10,223/-) after providing depreciation NIL(previous year NIL) and deferred tax of Rs. NIL/- (previous year Rs NIL/-).

**5) RISK AND CONCERNS**

The Company recognizes that managing business risk is an integral part of generating substantial and sustainable shareholder value. This positive interpretation of risk reflects the new understanding of the connection between well managed risk and improved performance. Hence the Management has always been proactive on risk identification and its mitigation.

**6) CAUTIONARY STATEMENT**

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the Members updated on changes in these factors except as may be statutorily required from time to time.

Place: Surat  
Date: 31/07/2018

For and on behalf of the Board  
For Megh Mayur Infra Limited

Mitul Shah  
Chairman and Managing Director  
(00509114)

## “ANNEXURE II”

### FORM NO. MGT – 9 EXTRACT OF ANNUAL RETURN As on the financial year ended 31.03.2017

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

CIN	L51900MH1981PLC025693
Registration Date	24/11/1981
Name of the Company	Megh Mayur Infra Limited
Category / Sub-Category of the Company	Listed Public Limited Company
Address of the Registered Office and contact details	208, Lalji Shopping Centre, S.V. Road, Borivali (West) Mumbai
Whether listed Company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd, B-302, Sony Apartment, Opp. St. Jude High School, 90 Feet Road, Jarimari, Sakinaka, Mumbai-400072 022-28520461/462. Fax. 022 28511809 service@satellitecorporate.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
NIL			

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Not applicable as there is no subsidiary and associate company.

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### (i) Category wise shareholding

Category of Shareholders	No. of Shares at the beginning of the Year 01.04.2017				No. of Shares held at the end of the year 31.03.2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.PROMOTERS</b>									
<b>(1) Indian</b>									
a) Individual/HUF	4263000	--	4263000	67.67	4263000	--	4263000	67.67	Nil
b) Central Govt	--	--	--	--	--	--	--	--	--
c) State Govt (s)	--	--	--	--	--	--	--	--	--
d) Bodies Corp.	--	--	--	--	--	--	--	--	--
e) Banks / FI	--	--	--	--	--	--	--	--	--
f) Any Other....	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (1):-</b>	<b>4263000</b>	<b>--</b>	<b>4263000</b>	<b>67.67</b>	<b>4263000</b>	<b>--</b>	<b>4263000</b>	<b>67.67</b>	<b>Nil</b>
<b>(2) Foreign</b>	--	--	--	--	--	--	--	--	--
a) NRIs Individuals	--	--	--	--	--	--	--	--	--
b) Other Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corp.	--	--	--	--	--	--	--	--	--
d) Banks / FI	--	--	--	--	--	--	--	--	--
e) Any Other....	--	--	--	--	--	--	--	--	--
<b>Sub-total (A) (2):-</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>	<b>--</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>4263000</b>	<b>--</b>	<b>4263000</b>	<b>67.67</b>	<b>4263000</b>	<b>--</b>	<b>4263000</b>	<b>67.67</b>	<b>Nil</b>
<b>B. PUBLIC SHAREHOLDING</b>	--	--	--	--	--	--	--	--	--
<b>1. Institutions</b>	--	--	--	--	--	--	--	--	--
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt	--	--	--	--	--	--	--	--	--
d) State Govt(s)	--	--	--	--	--	--	--	--	--



e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
<b>2. Non-Institutions</b>	--	--	--	--	--	--	--	--	--
a) Bodies Corp.	--	--	--	--	--	--	--	--	--
i) Indian	--	--	--	--	--	--	--	--	--
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals	--	--	--	--	--	--	--	--	--
i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh		260400	260400	4.13	--	260400	260400	4.13	Nil
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh		1776600	1776600	28.20	--	1776600	1776600	28.20	Nil
c) Others Directors and Relatives	--	--	--	--	--	--	--	--	--
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	--	--	--	--	--	--	--	--	--
ii) Other Foreign Nationals	--	--	--	--	--	--	--	--	--
iii) Foreign Bodies	--	--	--	--	--	--	--	--	--
iv) NRI / OCBs	--	--	--	--	--	--	--	--	--
v) Clearing Members / Clearing House	--	--	--	--	--	--	--	--	--
vi) Trusts	--	--	--	--	--	--	--	--	--

vii) Limited Liability Partnership	--	--	--	--	--	--	--	--	--
viii) Foreign Portfolio Investor (Corporate)	--	--	--	--	--	--	--	--	--
ix) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
<b>Sub-Total (B)(2):</b>	--	<b>2037000</b>	<b>2037000</b>	<b>32.33</b>	--	<b>2037000</b>	<b>2037000</b>	<b>32.33</b>	<b>Nil</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	--	<b>2037000</b>	<b>2037000</b>	<b>32.33</b>	--	<b>2037000</b>	<b>2037000</b>	<b>32.33</b>	<b>Nil</b>
	--	--	--	--	--	--	--	--	--
<b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>4263000</b>	<b>2037000</b>	<b>6300000</b>	<b>100</b>	<b>4263000</b>	<b>2037000</b>	<b>6300000</b>	<b>100</b>	<b>Nil</b>

(ii) Shareholding of Promoters

Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
Mitul Shah	2129400	33.80	Nil	2129400	33.80	Nil	Nil
Rajendra Shah	2133600	33.87	Nil	2133600	33.87	Nil	Nil
<b>Total</b>	<b>4263000</b>	<b>67.67</b>		<b>4263000</b>	<b>67.67</b>		

(iii) Change in Promoters' Shareholding

There is no change in the shareholding of the Promoter Group.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sunil R Sanghvi	273000	4.33	273000	4.33
2	Neha Jitendra Jhaveri	262500	4.17	262500	4.17
3	Sunil.K.Khasgiwala	155400	2.47	155400	2.47
4	Rameshbhai A Patel	153300	2.43	153300	2.43
5	Sunita. M.Kothari	147000	2.33	147000	2.33
6	Mahedra Kothari	136500	2.17	136500	2.17
7	Maulik.D.Mehta	136500	2.17	136500	2.17
8	Dipak Mehta	126000	2.00	126000	2.00
9	Jyotiben R Patel	88200	1.40	88200	1.40
10	Rajesh Gijubhai Patel	63000	1.00	63000	1.00
	<b>Total</b>	<b>1541400</b>	<b>24.47</b>	<b>1541400</b>	<b>24.47</b>

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of change in shareholding	Reason for change
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company		
	<b>Directors</b>						
1	Mitul Shah	2129400	33.80	2129400	33.80		
2.	Rajendra Shah	2133600	33.87	2133600	33.87		
	<b>Total</b>	<b>4263000</b>	<b>67.67</b>	<b>4263000</b>	<b>67.67</b>		

Other than this, no other Director and Key Managerial Personnel hold any shares in the Company.

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment:**

The Company has not borrowed any amount from the Bank or financial institution.

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total amount
1.	Gross salary	Mitul Shah	Rajendra Shah	
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	----	--	--
3.	Sweat Equity	--	--	--
4.	Commission - as % of profit -others, specify	--	--	--
5.	Others, please Specify(Sitting Fees)	10,000	7,000	--
	Total (A)	10,000	7,000	--
	Ceiling as per the Act	--	--	--

**B. Remuneration to other directors**

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
1.	<b>Independent Directors</b>	<b>Jayant Pandya</b>	<b>Forum Shah</b>	<b>Gudia Agarwal</b>	<b>Nilam Lamboria</b>	
	- Fee for attending board and Audit committee meetings - Commission - Others, please specify	1000/- for each meeting attended (Mr. Jayant Pandya has attended 6 Board Meeting and 4 Audit Committee10* 1000)+1000 for 1 NRC Meeting	1000*4 as she had attended 2 BM and 2 ACM	1000*3 as she has attended Two BM One ACM	1000*4 as she has attended Two BM, One ACM and One NRC	--
	<b>Total(1)</b>	11000/-	4000/-	3000/-	4000	22000/-
2.	<b>Other Non Executive Director</b>	<b>Rupal Shah</b>	--	-	--	
	<b>Other Non-Executive Directors</b> - Fee for attending board / committee meetings - Commission - Others, please specify	6000	-	-	-	0
	<b>Total(2)</b>	6000	-	-	-	6000/-
	<b>Grand Total = (1+2)</b>	17000	4000/-	3000/-	4000	28000/-
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

Apart from above Directors Company has not paid remuneration to any director in any form

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CEO	CS & CFO	Total
1	Gross salary	--	315000	315000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission	--	--	--
	- as % of profit	--	--	--
	others, specify...	--	--	--
5	Others, please specify	--	--	--
	<b>Total</b>	<b>---</b>	<b>315000</b>	<b>315000</b>

**II. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

No Penalty has been levied on the Company during the Financial Year.

Place: Surat  
Date: 31/07/2018

For and on behalf of the Board  
For Megh Mayur Infra Limited

Mitul Shah  
Chairman and Managing Director  
(00509114)

**Annexure - 3**

**Secretarial Audit Report**

**For the Financial Year Ended 31st March, 2018**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

**The Members,**

**Megh Mayur Infra Limited**

**208, Lalji Shopping Centre,**

**S.V. road, Borivali (west),**

**Mumbai, Maharashtra-400092**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MEGH MAYUR INFRA LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March,2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of

India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (upto 14th May, 2015);
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (with effect from 15th May, 2015);
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) Listing Agreement (upto 30th November 2015) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (with effect from 1st December 2015);

(v) Other laws applicable specifically to the Company as per representations made by the Company.

During the period under review and as per the explanations given to me and the representations made by the Management and relied upon by me, provisions of the following regulations / guidelines were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;



I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) pursuant to section 118(10) of the act, issued by The Institute of Company Secretaries of India with respect to Board and general meetings (effective 1st July, 2015);
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s) (as applicable upto 30th November, 2015; and
- (iii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as applicable with effect from 1st December, 2015).

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations to the Company. I report that during the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one Woman Director. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings including Committees thereof, along with agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions were carried unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there was no other event / action having major bearing on the Company's affair.

**For Jigar Vyas & Associates**  
Company Secretaries

Place: Surat  
Date: 27<sup>th</sup> July, 2018

**Jigar Vyas**  
Proprietor  
FCS No. 8019 CP No. 14468

Note: This report is to be read with my letter of even date which is annexed as 'Appendix A' and forms an integral part of this report.

**'Appendix A'**

To,

**The Members,**

**MeghMayur Infra Limited**

**208, Lalji Shopping Centre,**

**S.V. road, Borivali (west),**

**Mumbai, Maharashtra-400092**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Jigar Vyas & Associates**  
Company Secretaries

Place: Surat

Date: 27<sup>th</sup> July, 2018

**Jigar Vyas**  
Proprietor  
FCS No. 8019 CP No. 14468

## INDEPENDENT AUDITOR'S REPORT

To the Members of

**MEGH MAYUR INFRA LIMITED**

### Report on the Financial Statements

We have audited the accompanying financial statements of **MEGH MAYUR INFRA LIMITED**, ("the company"), which comprises the Balance Sheet as at **31 March, 2018**, the Statement of Profit and Loss, Statement of changes in Equity and cash flow statement for the year ended and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility:

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements:**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
  - c) The Balance Sheet & Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended.

- e) On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014, in our opinion and to the best of our information and according to the explanation given to us:
  - i. The Company does not have any pending litigation which would impact its Financial position;
  - ii. The company did not have any long-term contracts including derivative contracts for which they were any material foreseeable losses under the applicable law or accounting standards.
  - iii. There has been no delay in transferring amounts if applicable, required to be transferred, to the Investor Education and Protection Fund by the company.

**Other Matter**

- i. The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 prepared in accordance with Ind AS, included in these Ind AS financial statements, have been audited by the predecessor auditor who had audited the financial statements for the relevant periods. The report of the predecessor auditor on the comparative financial information and the opening balance sheet dated May 22, 2017 expressed an unmodified opinion.

**For DSI & Co.**  
**Chartered Accountants**  
**ICAI FRN 127226W**

Place: Surat  
Date : 15-05-2018

**Parimal Bhagat**  
**Partner**  
**Membership No. 103566**

**Annexure – A to the Independent Auditor’s Report:**

The Annexure referred to in Independent Auditor’s Report to the members of the Company on the financial statements of the company for the year ended March 31, 2018, we report that:

- (i) (a) The company does not have any fixed assets during the year, therefore, provision regarding thereto are not applicable.  
  
(b) As the company does not have any fixed assets as specified in Paragraph (i)(a), reporting under Paragraph (i)(b) and (i)(c) of Companies(Auditor’s Report) Order, 2016 is not applicable.
- (ii) (a) According to information and explanations give to us, the management of the company has conducted physical verification at reasonable intervals of inventories during the period and no material discrepancies have been noticed during such verification.
- (iii) (a) In our opinion and according to the information and explanation given to us, the company has not granted any loan secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.  
  
(b) As the company has not granted any loan as specified in Paragraph (iii)(a), reporting under Paragraph (iii)(b) and (iii)(c) of Companies(Auditor’s Report) Order, 2016 is not applicable.
- (iv) In our opinion and according to the information and explanation given to us, the company has complied with the provision of section 185 and 186 of the Act, with respect to the loans and investment made.
- (v) The company has not accepted any deposits from public.
- (vi) To the best of our knowledge and explanation given to us, the provisions of maintenance of cost records under sub section (1) of Section 148 of the Act are not applicable for to company for the financial year 2017-18. Accordingly, paragraph (vi) of Order is not applicable.
- (vii) According to the information and explanations given to us, there is no undisputed amounts payable for a period of more than six months from the date they became payable.
- (viii) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph (viii) of the Order is not applicable.

- (ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph (ix) of Order is not applicable.
- (x) According to the information and explanation given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us, and based on our examination of the records of the company, the company has not paid/provided for any managerial remuneration. Accordingly, paragraph (xi) of Order is not applicable.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a nidhi company in terms of section 406 of the Companies Act, 2013. Accordingly, paragraph (xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph (xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For DSI & Co.**  
**Chartered Accountants**  
**ICAI FRN 127226W**

Place: Surat  
Date : 15-05-2018

**Parimal Bhagat**  
**Partner**  
**Membership No. 103566**



## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **MEGH MAYUR INFRA LIMITED** ("the Company") as of 31<sup>st</sup> March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment,

including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over

financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DSI & Co.  
ICAI FRN 127226W**

Place: Surat  
Date : 15-05-2018

**Parimal Bhagat  
Partner  
Membership No. 103566**

**MEGH MAYUR INFRA LIMITED**  
**(FORMERLY: PODDAR INFRASTRUCTURE LIMITED)**  
**208, LALJI SHOPPING CENTRE, S.V. ROAD, BORIVALI WEST, MUMBAI**  
**CIN - L51900MH1981PLC025693**

**Balance Sheet as at 31st March, 2018**

Particulars	Note No.	31/03/2018	31/03/2017	01/04/2016
<b>Assets</b>				
<b>(1) Non-current assets</b>				
(a) Property, Plant and Equipment				
(b) Capital work-in-progress		-	-	-
(c) Intangible assets		-	-	-
(d) Financial assets		-	-	-
(i) Investments	1	31,000	31,000	31,000
(ii) Trade receivables				
(iii) Loans and Advances	2	116,433	107,813	99,837
(iii) Other Financial assets				
(iv) Intangible assets under development		-	-	-
(e) Advance Income tax assets (net)		-	-	-
(f) Other non-current assets	3	75,800,000	75,804,154	75,812,463
		<b>75,947,433</b>	<b>75,942,967</b>	<b>75,943,300</b>
<b>(2) Current assets</b>				
(a) Inventories	4	3,924,997	3,924,997	3,924,997
(b) Financial assets				
(i) Investments		-	-	-
(ii) Trade Receivables		-	-	-
(iii) Cash and cash equivalents	5	175,962	51,233	345,779
(iv) Other Bank balances		-	-	-
(v) Loans		-	-	-
(vi) Other financial assets	6	4,154	8,308	8,309
(c) Current Income tax assets (net)		-	-	-
(d) Other current assets	7	39,805	1,968	1,954
		<b>4,144,918</b>	<b>3,986,506</b>	<b>4,281,038</b>
<b>Total</b>		<b>80,092,351</b>	<b>79,929,473</b>	<b>80,224,339</b>
<b>Continued..</b>				

**MEGH MAYUR INFRA LIMITED**  
**(FORMERLY: PODDAR INFRASTRUCTURE LIMITED)**  
**208, LALJI SHOPPING CENTRE, S.V. ROAD, BORIVALI WEST, MUMBAI**  
**CIN - L51900MH1981PLCO25693**

Balance Sheet as at 31st March, 2018				
Particulars	Note No.	31/03/2018	31/03/2017	01/04/2016
<b>EQUITY AND LIABILITIES</b>				
<b>(1) Equity</b>				
(a) Equity Share Capital	8A/8B	63,000,000	63,000,000	63,000,000
(b) Other Equity	9	8,099,383	9,471,599	10,782,155
		<b>71,099,383</b>	<b>72,471,599</b>	<b>73,782,155</b>
<b>(2) Liabilities</b>				
<b>(A) Non-Current Liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	10	8,834,700	7,334,700	6,334,700
(ii) Other Financial liabilities		-	-	-
(b) Provisions				
(c) Deferred tax liabilities		-	-	-
(d) Other non-current liabilities		-	-	-
<b>Total A</b>		<b>8,834,700</b>	<b>7,334,700</b>	<b>6,334,700</b>
<b>(B) Current Liabilities</b>				
(a) Financial liabilities				
(i) Borrowings		-	-	-
(ii) Trade Payables	11	12,405	-	-
(ii) Other Financial liabilities		-	-	-
(b) Other current liabilities				
(c) Provisions	12	145,863	123,174	107,483
(d) Current tax liabilities		-	-	-
<b>Total B</b>		<b>158,268</b>	<b>123,174</b>	<b>107,483</b>
<b>Total liabilities (A+B)</b>		<b>8,992,968</b>	<b>7,457,874</b>	<b>6,442,183</b>
<b>Total Equity and Liabilities</b>		<b>80,092,351</b>	<b>79,929,473</b>	<b>80,224,338</b>

Notes forming a part of accounts

18

As per our report of even date

*for* **DSI & Company**  
**Chartered**  
**Accountants**

**Mitul J. Shah**  
DIN-00509114

**Rupal M. Shah**  
DIN-07730349

**Nikita Desai**

**Parimal Bhagat**  
**(PARTNER)**

**(Managing Director)**  
Place : Surat  
Date: 15/05/2018

**(Director)**

**(CS & CFO)**

M. No. 103566  
F. R. NO. 127226W

**MEGH MAYUR INFRA LIMITED**  
**(FORMERLY: PODDAR INFRASTRUCTURE LIMITED)**  
**208, LALJI SHOPPING CENTRE, S.V. ROAD, BORIVALI WEST, MUMBAI**  
**CIN - L51900MH1981PLC025693**

Profit and Loss statement for the year ended 31st March, 2018				
Particulars	Note No.	31/03/2018	31/03/2017	01/04/2016
I. Revenue from operations		-	-	-
II. Other Income	13	8,620	7,975	3,762
<b>III. Total Revenue (I +II)</b>		8,620	7,975	3,762
<b>IV. Expenses:</b>				
(a)Cost of materials consumed		-	-	-
(b)Purchase of Stock-in-Trade		-	-	-
(c)Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	14	-	-	-
(d)Employee benefit expense	15	486,853	447,437	510928
(e)Financial costs	16	9,588	8,808	5800
(f)Depreciation and amortization expense		-	-	-
(g)Other expenses	17	884,395	862,286	909710
<b>Total Expenses</b>		1,380,836	1,318,531	1,426,438
V. Profit/ (Loss) before exceptional and extraordinary items and tax (III - IV)		(1,372,216)	(1,310,556)	(1,422,676)
VI. Exceptional Items		-	-	0
VII. Profit/ (Loss) before extraordinary items and tax		(1,372,216)	(1,310,556)	(1,422,676)
VIII. Extraordinary Items		-	-	0
IX. Profit/ (Loss) before tax (VII - VIII)		(1,372,216)	(1,310,556)	(1,422,676)
X. Tax expense:				
(1) Current tax		-	-	0
(2) Deferred tax		-	-	0
XI. Profit(Loss) for the period from continuing operations(VII-VIII)		(1,372,216)	(1,310,556)	(1,422,676)
XII. Profit/(Loss) from discontinuing operations before tax		-	-	0
XIII. Tax expense of discounting operations		-	-	0
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-	0
XV. Profit/(Loss) for the period (XI + XIV)		(1,372,216)	(1,310,556)	(1,422,676)
XVI. Earning per equity share:				
(1) Basic		(0.22)	(0.21)	(0.23)

(2) Diluted		(0.22)	(0.21)	(0.23)
Notes forming a part of accounts	18			

As per our report of even date

For Megh Mayur Infra Limited

for DSI &  
Company  
Chartered  
Accountants

Mitul J. Shah  
DIN-00509114

Rupal M. Shah  
DIN-07730349

Nikita Desai

Parimal Bhagat  
(PARTNER)

(Managing Director)  
Place : Surat  
Date: 15/05/2018

(Director)

(CS & CFO)

M. No. 103566  
F. R. NO. 127226W

**MEGH MAYUR INFRA LIMITED**  
**(FORMERLY: PODDAR INFRASTRUCTURE LIMITED)**  
**208, LALJI SHOPPING CENTRE, S.V. ROAD, BORIVALI WEST, MUMBAI**  
**CIN - L51900MH1981PLC025693**

**Cash Flow Statement for the year ended 31 March, 2018**

Particulars	For the year ended 31 March, 2018		For the year ended 31 March, 2017	
<b>A. Cash flow from operating activities</b>				
Net Profit / (Loss) before extraordinary items and tax	(1,372,528)		(1,310,223)	
<u>Adjustments for:</u>				
Depreciation and amortisation			-	
Operating profit / (loss) before working capital changes	(1,372,528)		(1,310,223)	(1,310,223)
<u>Changes in working capital:</u>		(1,372,528)		
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories		-		-
Other current assets		(37837)		(14)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables		12405		0
Other current liabilities		22,689		15,691
Cash flow from extraordinary items				
Cash generated from operations		(1,375,271)		(1,294,546)
Net income tax (paid) / refunds				
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(1,375,271)</b>		<b>(1,294,546)</b>
<b>B. Cash flow from investing activities</b>				
Effect of conversion of fixed assets into stock-in-trade		-		-
<b>Net cash flow from / (used in) investing activities (B)</b>		<b>-</b>		<b>-</b>
<b>C. Cash flow from financing activities</b>				



Proceeds from long-term borrowings	1,500,000	1,000,000
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>1,500,000</b>	<b>1,000,000</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>124,729</b>	<b>(294,546)</b>
Cash and cash equivalents at the beginning of the year	51,233	345,779
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		
Cash and cash equivalents at the end of the year	175,962	51,233

As per our report of even date

For Megh Mayur Infra Limited

for DSI &  
Company  
Chartered  
Accountants

Mitul J. Shah  
DIN-00509114

Rupal M. Shah  
DIN-07730349

Nikita Desai

ParimalBhagat  
(PARTNER)

(Managing Director)

(Director)

(CS & CFO)

M. No. 103566  
F. R. NO.  
127226W

Place : Surat  
Date: 15/05/2018

**SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2018**

**Schedule:1**

**Financial Assets- Non Current Investments**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
<b><u>Other Investments</u></b>			
<b><u>Investments in Equity Shares</u></b>			
<b><u>Unquoted Investments</u></b>	-	-	-
Padmini Technologies Ltd. (at cost)	31,000	31,000	31,000
	-	-	-
<b>Total</b>	<b>31,000</b>	<b>31,000</b>	<b>31,000</b>

**Schedule : 2**

**Loans and Advances - Non Current**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
<b><u>(a) Secured Deposits</u></b>			
<b><u>(i) Secured, considered good</u></b>			
Rent Deposit	115,433	106,813	98,837
Telephone Deposit	1,000	1,000	1,000
<b><u>(ii) Unsecured, considered good</u></b>	-	-	-
<b><u>(iii) Doubtful</u></b>	-	-	-
<b><u>Less : Provision for Doubtful Deposits</u></b>	-	-	-
<b>Total</b>	<b>116,433</b>	<b>107,813</b>	<b>99,837</b>

**Schedule : 3**

**Other Non Current Assets**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
Balance of Advance against Rental(More Than 12 Months)	-	4,154	12,463
<b>Capital Advances</b>			
Megh Mayur Realities Pvt. Ltd.	75,800,000	75,800,000	75,800,000
<b>Total</b>	<b>75,800,000</b>	<b>75,804,154</b>	<b>75,812,463</b>

**Schedule : 4**

**Inventories**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
<b>Stock in Trade</b>	3,924,997	3,924,997	3,924,997
<b>Total</b>	<b>3,924,997</b>	<b>3,924,997</b>	<b>3,924,997</b>

**Schedule : 5**

**Cash & Cash Equivalents**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
<b>(i) Balances with Bank</b>			
Bank of Baroda	175,527	47,789	337,281
<b>(ii) Cash on Hand</b>	435	3,444	8,498
<b>Total</b>	<b>175,962</b>	<b>51,233</b>	<b>345,779</b>

**Schedule : 6**

**Financial Assets - Other Current Assets**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
Balance of Advance For Rentals	4,154	8,308	8,308
<b>Total</b>	<b>4,154</b>	<b>8,308</b>	<b>8,308</b>

**Schedule : 7**

**Other Current Assets**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
Prepaid Insurance	3,277	1,968	1,954
CGST Input	15,429	-	-
IGST Input	5,670	-	-
SGST Input	15,429	-	-
<b>Total</b>	<b>39,805</b>	<b>1,968</b>	<b>1,954</b>

**Schedule : 9**

**Other Equity**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
<b>Other Equity</b>			
<b>(i) Capital Reserve</b>			
Opening Balance	2,517,605	2,517,605	2,517,605
Add: Additions during the year	-	-	-
Less: Utilized/Transferred during the year	-	-	-
Closing Balance	2,517,605	2,517,605	2,517,605
<b>(ii) Profit &amp; Loss a/c</b>			
Opening Balance	6,953,994	8,264,550	9,687,226
Add: Additions during the year	-	-	-
Less: Utilized/Transferred during the year	(1,372,216)	(1,310,556)	(1,422,676)
Closing Balance	5,581,778	6,953,994	8,264,550
<b>Total</b>	<b>8,099,383</b>	<b>9,471,599</b>	<b>10,782,155</b>

**Schedule : 10**

**Borrowings**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
<b>Loans and advances from related parties:</b>			
<b>(i) Secured</b>			
<b>(a) From Directors</b>	-	-	-
<b>(b) From Others</b>	-	-	-
<b>(ii) Unsecured</b>			
<b>(a) From Directors</b>	8,834,700	7,334,700	6,334,700
<b>Total</b>	<b>8,834,700</b>	<b>7,334,700</b>	<b>6,334,700</b>

**Schedule : 11**

**Financial Liabilities- Trade Payables**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
<b>Trade Payables exceeding six months :</b>			
(i) Gracious Communication Pvt. Ltd.	12,189	-	-
(ii) Satellite Corporate Pvt. Ltd.	216	-	-
<b>Total</b>	<b>12,405</b>	<b>0</b>	<b>0</b>

**Schedule : 12**

**Other Current Liabilities**

Particulars	As on 31/03/2018	As on 31/03/2017	As on 01/04/2016
<b>Other Payables</b>			
Audit Fees Payable	22,000	10,000	10,000
Satellite Corporate	-	190	0
Secretarial Audit Fees Payable	20,000	20,000	20,000
Rasesh Shah & Associates (Professional Fees Payable)	53,750	28,750	28,625
Professional Tax Payable	5,100	4,800	5,400
Bharat Shah (Outstanding Expenses)	15,657	15,620	13,158
Provision for Telephone Expense	239	250	200
Shikha Shah (Retention of Salary)	-	22,164	10,500
Provision for Electricity Expense	870	-	1,000
Salary Payable	17,700	21,400	18,600
IGST	1,440	-	-
TDS Payable	3,300	-	-
Retention-(Nikita Desai)	5,807	-	-
<b>Total</b>	<b>145,863</b>	<b>123,174</b>	<b>107,483</b>

**SCHEDULES FORMING A PART OF PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED ON 31ST MARCH, 2018**

**Schedule  
: 13**

**Other Income**

<b>Particulars</b>	<b>As on 31/03/2018</b>	<b>As on 31/03/2017</b>	<b>As on 01/04/2016</b>
Amortization of Deferred Rental Income	8,620	7,975	3,762
<b>Total</b>	<b>8,620</b>	<b>7,975</b>	<b>3,762</b>

**Schedule : 14**

**Changes in Inventories of Finished Goods, Work In Progress & Stock-in-Trade**

<b>Particulars</b>	<b>As on 31/03/2018</b>	<b>As on 31/03/2017</b>	<b>As on 01/04/2016</b>
<b>(i) Inventories at the end of the year</b>			
Finished Goods	-	-	-
Work-in-Progress	-	-	-
Stock-in-Trade	3,924,997	3,924,997	3,924,997
<b>(ii) Inventories at the beginning of the year</b>			
Finished Goods	-	-	-
Work-in-Progress	-	-	-
Stock-in-Trade	3,924,997	3,924,997	3,924,997
<b>Net increase/(decrease)</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Schedule : 15**

**Employee Benefits Expense**

<b>Particulars</b>	<b>As on 31/03/2018</b>	<b>As on 31/03/2017</b>	<b>As on 01/04/2016</b>
Bonus paid	39,500	37,310	37,700
Staff Insurance Expenses	2,099	2,033	2,008
Salary & Wages	445,254	408,094	471,220
<b>Total</b>	<b>486,853</b>	<b>447,437</b>	<b>510,928</b>

**Schedule  
: 16**

**Finance Cost**

<b>Particulars</b>	<b>As on 31/03/2018</b>	<b>As on 31/03/2017</b>	<b>As on 01/04/2016</b>
Discounting of Rent Deposit Liability	8,308	8,308	4,154
Bank Charges	1,280	500	1,646
<b>Total</b>	<b>9,588</b>	<b>8,808</b>	<b>5,800</b>

**Other Expenses**

<b>Particulars</b>	<b>As on 31/03/2018</b>	<b>As on 31/03/2017</b>	<b>As on 01/04/2016</b>
<b>Administrative and General Expenses</b>			
Statutory Audit Fees	25,000	28,750	28,625
Secretarial Audit Fees	24,000	20,000	20,000
Internal Audit Fees	10,000	10,000	10,000
Advertisement Expenses	50,755	43,994	72,687
Conveyance Expense	-	112	0
Electricity Expenses	14,990	12,970	13,750
Interest For Late Payment	-	777	0
Interest on TDS	2	202	32
Legal And Professional Fees	117,128	139,813	211,207
Office Expenses	10,935	11,088	10,130
Office Rent Expenses	200,817	211,953	205,083
Postage and Courier Expenses	3,690	6,625	11,905
Processing Charges	-	11,500	0
Professional Tax	2,500	2,500	2,500
ROC Charges	9,613	10,200	0
Repairs & Maintenance	3,020	-	-
Service Charges	70,002	70,991	51,526
Sitting Fees To Directors	45,000	35,000	32,000
Stationery And Printing Expenses	6,336	13,393	12,803
Telephone Expenses	3,107	3,375	2,698
Miscellaneous Expenses	-	43	44
Listing Fees	287,500	229,000	224,720
<b>Total</b>	<b>884,395</b>	<b>862,286</b>	<b>909,710</b>

**MEGH MAYUR INFRA LIMITED**  
**(FORMERLY PODDAR INFRASTRUCTURE LIMITED)**  
**208, LALJI SHOPPING CENTRE, S.V. ROAD, BORIVALI WEST, MUMBAI**  
**CIN - L51900MH1981PLC025693**

**NOTES FORMING A PART OF BALANCE SHEET AS AT 31ST MARCH, 2018**

Schedule : 8A

**STATEMENT SHOWING DETAILS OF SHARE CAPITAL**

Particulars	As at 31 March, 2018		As at 31 March, 2017		As at 1 April, 2016	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs. 10/- each with voting rights	6,500,000	65,000,000	6,500,000	65,000,000	6,500,000	65,000,000
	6,500,000	65,000,000	6,500,000	65,000,000	6,500,000	65,000,000
(b) Issued Equity shares of Rs. 10/- each with voting rights	6,300,000	63,000,000	6,300,000	63,000,000	6,300,000	63,000,000
	6,300,000	63,000,000	6,300,000	63,000,000	6,300,000	63,000,000
(c) Subscribed and fully paid up Equity shares of Rs. 10/- each with voting rights	6,300,000	63,000,000	6,300,000	63,000,000	6,300,000	63,000,000
	6,300,000	63,000,000	6,300,000	63,000,000	6,300,000	63,000,000
(d) Subscribed but not fully paid up Equity shares of Rs. 10/- each with voting rights, "Nil" not paid	-	-	-	-	-	-
	-	-	-	-	-	-
(out of the above, 60,00,000 equity shares of Rs. 10/- each, full paid up have been issued out of capitalisation of free reserves)						
<b>Total</b>	<b>6,300,000</b>	<b>63,000,000</b>	<b>6,300,000</b>	<b>63,000,000</b>	<b>6,300,000</b>	<b>63,000,000</b>

**DETAILS OF SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES**

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017		As at 1 April, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights						
Mitul J. Shah	2129400	33.80	2129400	33.80	2129400	33.80
Rajendra Shah	2133600	33.87	2133600	33.87	2133600	33.87

### **Rights And Restrictions Attached To Equiy Shareholders.**

The Company has one class of shares referred to as equity shares having a par value of 10 each. Each shareholder is entitled to one vote per share held. The dividend as and when proposed by the Board of Directors is subject to the approval of the shareholders at the Annual General Meeting. In the event of liquidation, Equity Shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.



**STATEMENT SHOWING RECONCILIATION OF NUMBER OF SHARES AND AMOUNT  
OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD**

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes (give details)	Closing Balance
Equity shares with voting rights								
Year ended 31 March, 2018								
- Number of shares	6,300,000	-	-	-	-	-	-	6,300,000
- Amount (Rs.)	63,000,000	-	-	-	-	-	-	63,000,000
Year ended 31 March, 2017								
- Number of shares	6,300,000	-	-	-	-	-	-	6,300,000
- Amount (Rs.)	63,000,000	-	-	-	-	-	-	63,000,000
Year ended 1 April, 2016								
- Number of shares	6,300,000	-	-	-	-	-	-	6,300,000
- Amount (Rs.)	63,000,000	-	-	-	-	-	-	63,000,000

**MEGH MAYUR INFRA LIMITED**  
**(FORMERLY: PODDAR INFRASTRUCTURE LIMITED)**  
**208, LALJI SHOPPING CENTRE, S.V. ROAD, BORIVALI WEST, MUMBAI**  
**CIN - L51900MH1981PLC025693**

**Statement of Changes in Equity as at 31 March, 2018**

**) Equity Share Capital**

Balance at April 01, 2016	Changes in equity share during the year	Balance as at March 31, 2017	Changes in equity share during the year	Balance as at March 31, 2018
63,000,000		63,000,000		63,000,000

**) Other Equity**

Particulars	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves- Debtenture Redemption Reserves	Retained Earnings	
Balance as on 1st April, 2016	2,517,605	0	0	8,264,550	<b>10,782,155</b>
Profit/Loss for the period	0	0	0	-1,310,556	<b>-1,310,556</b>
Other Comprehensive income for the year , net of income tax	0	0	0	0	<b>0</b>
Total Comprehensive income for the year	0	0	0	0	<b>0</b>
Balance at the end of 31st March, 2017	2,517,605	0	0	6,953,994	<b>9,471,599</b>
Profit/Loss for the period	0	0	0	-1,372,216	<b>-1,372,216</b>
Other Comprehensive income for the year , net of income tax	0	0	0	0	<b>0</b>
Total Comprehensive income for the year	0	0	0	0	<b>0</b>
Balance at the end of 31st March, 2018	<b>2,517,605</b>	<b>0</b>	<b>0</b>	<b>5,581,778</b>	<b>8,099,383</b>

**MEGH MAYUR INFRA LIMITED**  
**208, LALJI SHOPPING CENTRE, S.V ROAD, BORIWALI(W), MUMBAI, MAHARASHTRA**

**NOTE NO.18: SIGNIFICANT ACCOUNTING POLICIES**

Significant accounting policies adopted in the preparation and the presentation of the accounts is stated as under. These accounting policies adopted by the company are as per standard accounting practices prescribed by the Institute of Chartered Accountants of India.

**(A) Basis of preparation and compliance with Ind AS**

i. For all periods upto and including the year ended March 31, 2018, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind ASs") with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the "Ind AS Financial Statements") are the first financial statements, the Company has prepared in accordance with Ind AS.

(ii) Accounting Policies not specifically referred to otherwise are consistent with generally accepted accounting principles followed by the company.

(iii) All income and expenditure items & assets and liabilities having a material bearing on the financial statements are recognized on accrual basis.

iv) The Company has followed the provisions of Ind AS 101-"First Time adoption of Indian Accounting Standards" (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2017. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders' equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017.

(B) Use of Estimates

The Financial Statements are prepared in conformity with accounting principles generally accepted in India. Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of Financial Statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognized in the period the same is determined.

(C) Investments:

Investments are valued at cost of acquisition, inclusive of related expenses.

(D) Inventories:

Closing Stock – Stock-in-Trade is valued at cost consisting of land development, construction, administration and other expenses or market value whichever is lower.

(E) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial assets**

**Initial recognition and measurement**

Financial assets comprises of cash and cash equivalent, rent deposits, and investments which are recognized initially at amortized cost.

**Financial Liability**

**Initial recognition and measurement**

Financial Liability comprises of trade payables which are also recognized initially at amortized cost.

Amortization cost for financial assets represents amount at which financial asset is measured at initial recognition minus prepaid rent plus/ minus cumulative amortization using the effective interest method of any difference in between that initial amount and the maturity amount.

**NOTE NO. 19: OTHER NOTES FORMING PARTS OF ACCOUNTS:**

(A) Contingent liability in respect of bills discounted with bank is Rs. Nil.

(B) Auditor's Remuneration:

			<u>Cr. Year</u>	<u>Pr. Year</u>
A	(i)	As Auditor	25,000	28,750

B	As advisor, or in any other capacity, in respect of:		
(i)	Company Law Matters	-----	-----
(ii)	Taxation Matters	-----	-----

(C) Earnings Per Share (EPS):

Sr. No.	Particulars	2017-18	2016-17
i.	Net Profit as per Profit & Loss Account (Numerator used for calculation)	(13,72,216)	(13,10,556)
ii.	Number of weighted average equity shares used as Denominator for calculating EPS	63,00,000	63,00,000
iii.	Basic and Diluted Earnings per shares of Rs.10 each	(0.22)	(0.21)

(D) Previous year's figures have been re-grouped and re-casted wherever necessary.

(E) Related Party Transactions :

Disclosure required as per AS-18 issued by ICAI in respect of related party is as under. As per accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

**List of Related Parties where control exists**

Sr. No.	Name	Relatives
1.	Mitul J. Shah	Key Managerial Personnel
2.	Rajendra S. Shah	Key Managerial Personnel
3.	Rupal M. Shah	Relative of Key Managerial Personnel

Entity under Common Control		Mitul Shah	Rajendra Shah	Rupal Shah
4.	Abhyudaya Textile Pvt. Ltd.	Director	-----	-----
5.	Bella Apartments Pvt. Ltd.	Director	-----	-----
6.	Bhavik Properties Pvt. Ltd.	Director	-----	-----
7.	Darshan Apartments Pvt. Ltd.	Director	-----	-----
8.	Dharmarth Construction Pvt. Ltd.	Director	-----	-----
9.	Megh Mayur Reality Pvt. Ltd.	Director	Director	-----
10.	Mitul Construction Pvt. Ltd.	Director	-----	-----
11.	Mitul Hotels Pvt. Ltd.	Director	-----	-----
12.	Nami Properties Pvt. Ltd.	Director	-----	-----
13.	NutanApartmenrtsPvt. Ltd.	Director	-----	-----
14.	Poojan Properties Pvt. Ltd.	Director	-----	-----
15.	Rutvan Hotels Pvt. Ltd.	Director	-----	-----
16.	Sarswat Properties Pvt. Ltd.	Director	-----	-----
17.	Sarathi Properties Pvt. Ltd.	Director	-----	-----
18.	Sumeru Textile Pvt. Ltd.	Director	-----	-----
19.	Vasupujay Construction Pvt. Ltd.	Director	-----	-----
20.	Samkit Enterprise LLP	Designated Partners	-----	-----
21.	Java Realities Pvt. Ltd.	-----	Director	-----
22.	Silver Arch Flats Pvt. Ltd.	-----	Director	-----
23.	Shruti Park Pvt. Ltd.	-----	Director	-----
24.	Sanskruiti Flats Pvt. Ltd.	-----	Director	-----
25.	Samarth Flats Pvt. Ltd.	-----	Director	-----
26.	Samrat Apartments Pvt. Ltd.	-----	Director	-----
27.	Sashwat Park Pvt. Ltd.	-----	Director	-----
28.	Siddhchal Properties Pvt. Ltd.	-----	Director	-----
29.	Megh Mayur Associates	Partner	-----	-----
30.	Chimanlal Corporation	Partner	-----	-----
31.	Samruddhi Corporation	Partner	Partner	-----
32.	Darshan Ratana Buildcon LLP	Partner	-----	-----
33.	Arihant Corporation	Partner	Partner	-----
34.	Shott Amusement LLP	-----	Designated Partner	-----
35.	Nami Enterprise	Partner	Partner	-----

36.	Prarthana Enterprise	Partner	Partner	-----
37.	Prabhavana Enterprise	Partner	Partner	Partner
38.	Samkit Corporation	Partner	Partner	-----
39.	Sadhana Corporation	Partner	Partner	-----
40.	Shikhar Enterprise	Partner	Partner	-----
41.	Dahyabhai Achaldas and Company	-----	-----	Partner

**Related party disclosure with whom transactions have taken place:**

Sr. No.	Nature of transaction	Key management personnel	Relatives to Key management personnel	Others	Total
(A)	Loans Taken:	15,00,000/-	-----	-----	15,00,000/-
	Taken during the year				
	Repaid during the year				

**NOTE NO. 20 Financial Instruments**

**Financial risk management objective and policies**

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in Note 3

**Financial assets and liabilities as at 31/03/2018**

Particulars	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
<b>Financial Assets</b>					
Cash and cash equivalents	0	0	435	435	435
Other bank balances	0	0	1,75,527	1,75,527	1,75,527
Non current investments	0	0	31000	31000	31000
Loans and Advances- non current	0	0	116433	116433	116433
Loans and Advances-current	0	0	0	0	0
Other Non-current financial assets	0	0	0	0	0
Other Current financial assets	0	0	4154	4154	4154
<b>Financial Liabilities</b>					
Trade payables	0	0	12405	12405	12405

**Financial assets and liabilities as at 31/03/2017**

Particulars	FVTPL	FVTOCI	Amotised Cost	Carrying Value	Fair Value
<b>Financial Assets</b>					
Cash and cash equivalents	0	0	3,444	3,444	3,444
Other bank balances	0	0	47,789	47,789	47,789
Non current investments	0	0	31000	31000	31000
Loans and Advances- non current	0	0	107813	107813	107813
Loans and Advances- non current	0	0	0	0	0
Other Non-current financial assets	0	0	4154	4154	4154
Other Current financial assets	0	0	8308	8308	8308
<b>Financial Liabilities</b>					
Trade payables	0	0	0	0	0

**Financial assets and liabilities as at 01/04/2016**

Particulars	FVTPL	FVTOCI	Amotised Cost	Carrying Value	Fair Value
<b>Financial Assets</b>					
Cash and cash equivalents	0	0	8,498	8,498	8,498
Other bank balances	0	0	3,37,281	3,37,281	3,37,281
Non current investments	0	0	31000	31000	31000
Loans and Advances- non current	0	0	99837	99837	99837
Loans and Advances- non current	0	0	0	0	0
Other Non-current financial assets	0	0	12463	12463	12463
Other Current financial assets	0	0	8309	8309	8309
<b>Financial Liabilities</b>					
Trade payables	0	0	0	0	0



### **Note No-21 First time adoption of Ind AS**

The Financial Statement for the year ended March 31st, 2018 are the first financial statement prepared by the company in accordance with IND AS. For the period upto and inclusive of the year ended March 31st, 2017 the company prepared its financial statement in accordance with accounting standard specified in Sec 133 of Companies Act, 2013, read together with Rule 7 of Companies (Accounting Standard) Rules 2014 (previous GAAP). Reconciliation and description of the effect of transition from previous GAAP to IND AS on equity, profit and loss account and cash flow provided in notes. The balance sheet as on the date of transition has been prepared in accordance with IND AS 101 First time adoption of Indian Accounting Standard.

Ind AS 101 requires that or IND AS for first IND AS financial statements, be applied consistently and retrospectively for all fiscal years presented, however this standard provide some exceptions and exemptions to the general requirement in specific cases. The application of this exception and exemption are as discussed below.

#### **Exception to retrospective application of other IND AS:**

##### **i) Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustment to reflect any difference in accounting policies). unless there is an objective evidence that those estimates were in error. The company had not made any changes to estimates made in accordance with previous GAAP.

##### **ii) Ind AS 16 Property, Plant and Equipment / Ind AS 38 Intangible Assets**

As the Company does not have any property, Plant and machinery and equipment at the date of transition to Ind AS. Hence the company not required to comply with Ind AS 16. Also the company does not have any intangible assets so is not required to comply with Ind AS 38.

##### **iii) Ind AS 109 financial instruments (Classification And measurement of financial Assets)**

Classification and measurement of financial asset shall be made on the basis of facts and circumstances that exists at the time of transition to IND AS. The Company has evaluated the facts and circumstances existing on the date of transition to IND AS for the purpose of classification and measurement of Financial Assets and accordingly has classified and measured Financial Assets on the date of transition.

### **Note No-22 Reconciliations between previous GAAP and Ind AS**

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from erstwhile Indian GAAP to IND AS.

I Reconciliation of Equity between IND-AS and previous GAAP

Nature of Adjustment	31-Mar-17	1-Apr-16
Shareholder's Equity as per previous GAAP	9,472,324.00	10,782,547.00
Adjustments		
Discounting of Security Deposit(Adjustment on account of IND AS 109)	(725)	(392)
Shareholder's Equity as per Ind AS	<u>9,471,599.00</u>	<u>10,782,155.00</u>

In line with Ind AS 101, the above adjustments have been carried out through retained earnings in Reserves and Surplus.

II Reconciliation of Profit/(loss) after tax between IND-AS and previous GAAP March 31<sup>st</sup>, 2017

Net profit/(loss) as per Previous GAAP  
(13,72,528)  
Adjustment  
Discounting of Security Deposit (Adjustment on account of IND AS 109)312

Net profit/(loss) as per Ind AS  
(13,72,216)

III Reconciliation of cash flows for the year ended March 31, 2016

The transition from erstwhile Indian GAAP to Ind AS has not made a material impact on the statement of cash flows.

**Form No. SH-13-Nomination Form**

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

To,  
Megh Mayur Infra Limited,  
208, LALJI SHOPPING CENTRE , S.V.ROAD ,BORIVLI (WEST) MUMBAI Mumbai City MH 400092 IN

I/We \_\_\_\_\_ residing \_\_\_\_\_ at \_\_\_\_\_

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

**1) Particulars of the Securities (in respect of which nomination is being made)**

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

**2) Particulars of Nominee**

<b>Name:</b>		<b>Date of Birth:</b>	
<b>Father's Mother/Spouse Name:</b>		<b>Occupation:</b>	<b>Nationality:</b>
<b>Email id:</b>		<b>Phone No.</b>	
<b>Relationship with security holder:</b>	<b>Address:</b>		
	<b>Pin Code:</b>		

Please affix recent passport size photograph of the Nominee signed across	<b>Signature of Nominee:</b>
---	------------------------------

Name of the Security Holder(s)

Signature

1.

2.

3.

Name of witness:

Signature of Witness with date

Address of witness: \_\_\_\_\_

\_\_\_\_\_ Pin code \_\_\_\_\_

Place:

Date:

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

- 1 The Nomination can be made by individual's only holdings shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
- 2 The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
- 3 The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
- 4 As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
- 5 If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
- 6 The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company i.e. **M/s. SATELLITE CORPORATE SERVICES P LTD**, Unit No – 49, Building No. 13AB, 2<sup>nd</sup> Floor, Samhita Commercial Co-Op Society Ltd. Off Andheri Kurla Rd, MTNL Lane, Sakinaka, Mumbai-400072. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
- 7 The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
- 8 Nomination stands cancelled whenever the shares in the given folio are transferred/dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.

- 9 The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
- 10 Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
- 11 Affixing photograph of the Nominee is not mandatory and if affixed the nominee should sign across the photograph.

FOR OFFICE USE ONLY			
Nomination No.	Registration	Date of Registration	Signature of Employee with Code No.

**Form No. SH-14**  
**Cancellation or Variation of Nomination**  
**[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and rule 19(9) of the**  
**Companies (Share Capital and Debentures) Rules 2014]**

Name of the Company:

Registered Address of the Company :

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

**Or**

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

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

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

(2) (a) PARTICULARS OF THE NEW NOMINEE/S –

- i. Name :
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail Id. & Telephone No. :
- viii. Relationship with the security holder:

(b) IN CASE NEW NOMINEE IS A MINOR –

- i. Date of birth:
- ii. Date of attaining majority :
- iii. Name of guardian:
- iv. Address of guardian :

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY –

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name:

- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail id. & Telephone No. :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

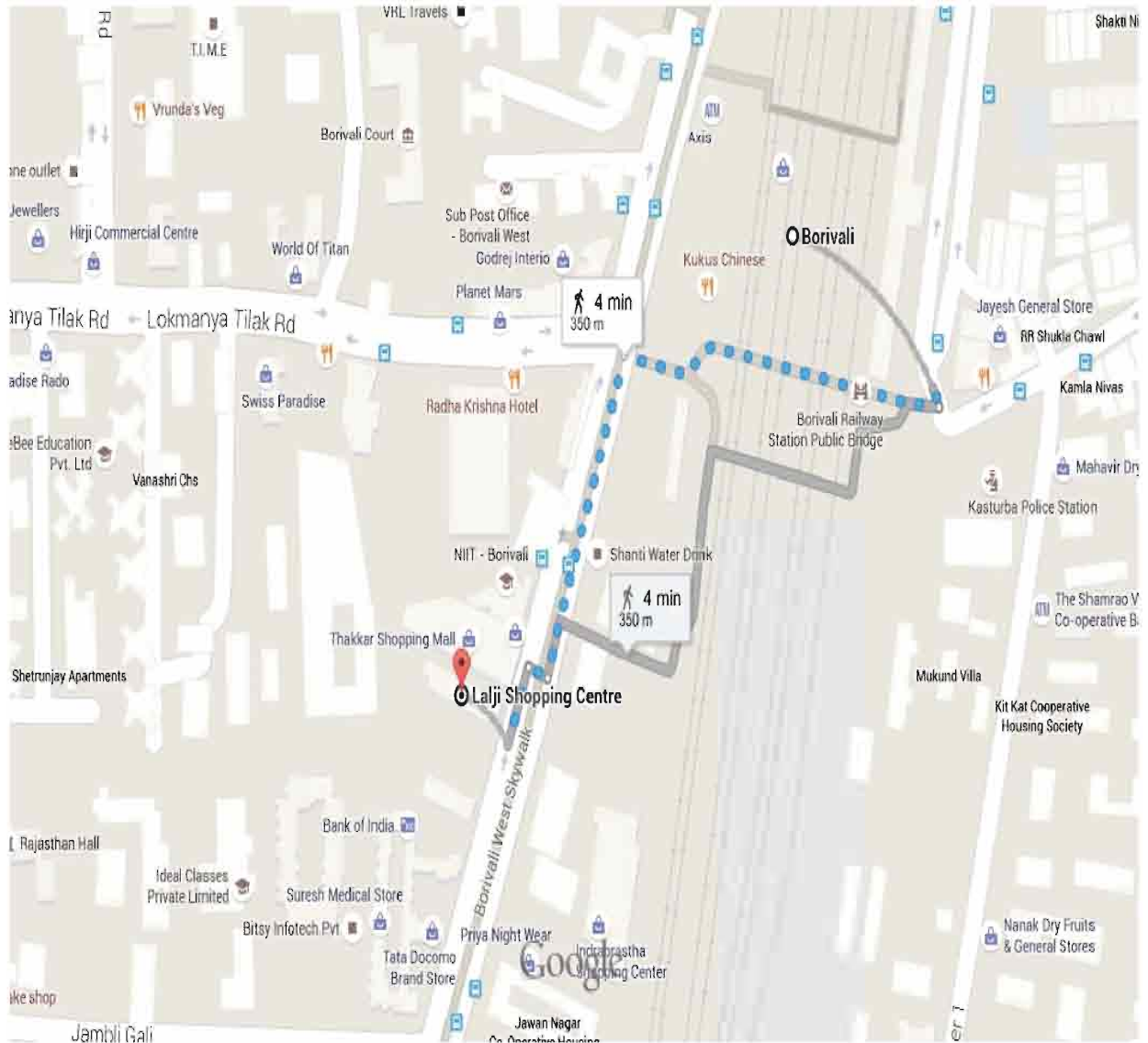
Name(s) and Address of Security holder(s):

Signature(s)

Name and Address of Witness:

Signature(s)

**The Route Map of the AGM Venue is given below:**





**PROXY FORM**

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

Name of Member(s):

Registered address:

E-mail ID:

Folio No. / Client ID No. :

DP ID No.:

I/We, being the member(s) of \_\_\_\_\_ Shares of Megh Mayur Infra Limited (Formerly known as Poddar Infrastructure Limited), hereby appoint:

1. Name: \_\_\_\_\_

Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him/her;

2. Name: \_\_\_\_\_

Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_

Or failing him/her;

3. Name: \_\_\_\_\_

Email ID: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty-Seventh ANNUAL GENERAL MEETING of the Company to be held on Thursday, 23<sup>rd</sup> August, 2018 at 11.30 a.m. at 208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400092 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolutions**

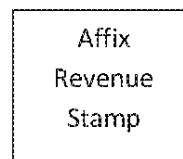
**Ordinary Business**

1. To receive, consider and adopt the Financial Statements of the Company for the Year ended on 31<sup>st</sup> March, 2018, including the audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon
2. To appoint Director in place of Shri Rajendra Shah (DIN 01765634) who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of appointment of Auditor

**Special Business**

4. Appointment of Ms. Rachana Agarwal as an Independent Director of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018



Signature of the member \_\_\_\_\_  
holder(s) \_\_\_\_\_

Signature of Proxy

**Note: This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**

**ATTENDENCE SLIP**

**THIRTY SEVENTH ANNUAL GENERAL MEETING**

**Thursday, 23<sup>rd</sup> August, 2018**

Full Name of the Shareholder/ Proxy:

\_\_\_\_\_

Regd. Folio No./Client ID.:

\_\_\_\_\_

No. of Shares Held:

\_\_\_\_\_

I certify that I am a registered shareholder/Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the ThirtySeventhAnnual General Meeting of the Company at 208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400 092 at 11:30 a.m. on Thursday, the 23<sup>rd</sup> August, 2018.

.....  
Proxy name in Block Letters

.....  
Member's/Proxy Signature

- Note: 1. If attending please bring this form duly completed at the time of the Meeting.  
2. Only Member/Proxy holder can attend the Meeting.

**BOOK POST**

**If Undelivered please return to:**

**MEGH MAYUR INFRA LIMITED**  
**Registered Office: 208, Lalji Shopping Centre, S.V. Road,**  
**Borivali (West), Mumbai-400 092**