



MANAS PROPERTIES

CIN : U70100MH2004PLC149362

Date: 24th September, 2018.

To,
The Bombay Stock Exchange (BSE Limited)
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.

Script Code 540402

Dear Sir / Madam,

Sub: Annual Report 2017-2018 approved and adopted at the 14th Annual General Meeting of the Company.

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report 2017-2018 of the Company approved and adopted at the 14th Annual General Meeting held on September 24, 2018 at 11.00 a.m. at Dev Plaza, 10th Floor, Opp. Andheri Fire Station, S.V. Road, West, Mumbai-400058.

Kindly take the same on your record and acknowledge the receipt of same

For Manas Properties Limited

**Leesa Parekh
Company Secretary
Membership No. 42002**

Encl: Annual Report 2017-2018





Annual Report of Manas Properties Limited
Financial Year 2017-2018

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CORPORATE INFORMATION

Board of Directors

Sr. No.	Name of Directors	Designation	DIN /PAN
1	Mr. Dev Vijay Thakkar	Chairman and Managing Director	07698270
2	Mr. Vijay Thakordas Thakkar	Whole time Director	00189355
3	Mrs. Madhuriben Thakordas Thakkar	Non- Executive Director	00284480
4	Mrs. Tanam Vijay Thakkar	Non- Executive Director	00284512
5	Mr. Anil Kumar Dhar	Non- Executive Independent Director	01524239
6	Miss. Daisy Maring Sairel Maku	Non- Executive Independent Director	07732031

Key Managerial Personnel

Sr. No.	Name of KMP	Designation	DIN/PAN
1	Mr. Kamlesh Thakordas Thakkar	Chief Financial Officer	ABVPT8664P
2	Mr. Dev Vijay Thakkar	Chief Executive Officer	07698270
3	Miss. Leesa Mahesh Parekh	Company Secretary	BODPP6917B

Registered Office

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

Registrar & Transfer Agents **Bigshare Services Pvt. Ltd**

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments (Next to Keys Hotel),
Marol Maroshi Road, Andheri East, Mumbai - 400059.

Shares Listed At

BSE Limited

Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001

Statutory Auditors

M/s. JMR & Associates
Chartered Accountants

Secretarial Auditor

HS Associates,
Company Secretaries

Banker

Cosmos Co-op. Bank Ltd,
Axis Bank Limited

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY MANAS PROPERTIES LIMITED, WILL BE HELD ON MONDAY, 24TH SEPTEMBER, 2018 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 10TH FLOOR, DEV PLAZA, OPP. ANDHERI FIRE STATION, S. V. ROAD, ANDHERI (WEST), MUMBAI – 400058 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the Financial Year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Madhuriben Thakurdas Thakkar (DIN 00284480), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. REVISION OF REMUNERATION PAYABLE TO STATUTORY AUDITORS OF THE COMPANY.

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

RESOLVED THAT pursuant to provisions of Section 139 & 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and any other applicable provisions, if any, Remuneration Payable to Statutory Auditors of the company M/S JMR & Associates, Chartered Accountants during the period from 2017 to 2022 has increase to Rs.120,000/- and the Board has revised the Auditor's Remuneration has recommended by the Audit committee in their Board Meeting as mutually decided between the Board of Directors and M/S JMR& Associates, Chartered Accountants, subject to approval of member in General meeting.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for effecting the aforesaid resolution including but not limited to filing of necessary forms with Registrar of Companies.

4 . APPROVAL OF RELATED PARTY TRANSACTIONS UP TO THE MAXIMUM LIMITS AS SPECIFIED WITH THE RELATED PARTIES

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Corporate Governance and any other applicable provisions of the Listing Obligation and Disclosure Requirements, Regulations, 2015 (including any amendment, modification(s) or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for entering into transaction(s) with the

following related party upto the maximum amount mentioned there against, in each financial year as mentioned Below:

	Nature of Transaction as per Section 188 of the Companies Act 2013	Name of the Related Party	Amounts in Rs.				
			Year 2017-18	Year 2018-19	Year 2019-20	Year 2020-21	Year 2021-22
1.	Commission	Dev Land & Housing Private Limited.	30,000,000/-	40,000,000/-	50,000,000/-	60,000,000/-	70,000,000/-

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

By Order of the Board

SD/-

**Leesa Parekh
Company Secretary**

**Place: Mumbai
Date: 13th August, 2018**

Registered Office;
10th Floor, Dev Plaza, Opp. Andheri Fire Station,
S.V. Road, Andheri (West), Mumbai- 400058.
CIN: U70100MH2004PLC149362
Website: www.manasproperties.co.in
Email Id: info@manasproperties.co.in

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A Person Can Act as Proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
5. Members / Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.
6. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from **Tuesday, 18th September, 2018 to Monday, 24th September, 2018 (both days inclusive).**
7. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the Meeting.
8. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email id with the Company or with the Registrar and Transfer Agents.
9. Members / Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
10. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updating of Savings Bank Account details to their respective Depository Participants.

12. Electronic copy of the Notice of the 14th Annual General Meeting of the Company inter alia indicating the process and manner of e- voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 14th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. Members may also note that the Notice of the 14th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.manasproperties.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@manasproperties.co.in
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

Bigshare Services Pvt. Ltd

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments (Next to Keys Hotel),
Marol Maroshi Road, Andheri East, Mumbai - 400059.

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants. (DPs).

16. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

In case of members receiving e-mail:

- (i) The voting period begins at **9:00 a.m. (IST) on Friday, 21st September, 2018 and end on Sunday, 23rd September, 2018 at 5:00 p.m. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut- off date (record date) of Monday, 17th September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open e-mail
- (iii) Log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on "Shareholders" tab. (v) Now Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID;
 - b) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification Code / Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and had cast your vote earlier for EVSN of any company/entity, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below

Now, fill up the following details in the appropriate boxes:

PAN*	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

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

(ix) Members holding shares in physical form will then reach directly the EVSN selection screen.

(x) Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xii) Click on the **180825033** EVSN number of Manas Properties Limited on which you choose to vote.

- (xiii) On the voting page, you will see Resolution Description and against the same the option “YES / NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
- (xiv) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and image verification code/Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xix) For Non-Institutional Shareholders:
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy

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

Other Instructions:

- (A) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (B) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.CDSL.com
 - (E) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of **Monday, 17th September, 2018**.
 - (F) Mr. Hemant S. Shetye, Partner of M/s. HS Associates, Practicing Company Secretaries (Membership No. FCS: 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (G) The Scrutinizer shall within a period not exceeding two days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.manasproperties.co.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited.
 - (I) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant S. Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company **not later than Sunday, 23rd September, 2018 (5.00 pm IST)**
 - (J) Ballot Form received after this date will be treated invalid.
 - (K) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 17) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal

business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

- 18) The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.

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

Name	Mrs. Madhuriben Thakurdas Thakkar
DIN	00284480
Date of Birth and Age	07 th October, 1942 / 75 Years
Date of Appointment on Board	01 th October, 2008
Qualifications	Housewife
Brief profile, experience and expertise	Having Business Experience in Real Estate Sector
Number of meetings of the Board attended during the year	07(Seven)
Directorships held in other Companies	1. Videv Realtors Private Limited
Committee Positions held in other Companies	NIL
Shareholding in Manas Properties Limited	10 Equity Shares
Relationship with other directors, manager and other Key Managerial Personnel of the Company	1. Mother of Mr. Vijay Thakkar, Whole time Director of the Company 2. Grand Mother of Mr. Dev Thakkar, Managing Director of the Company 3. Mother in Law of Mrs. Tanam Thakkar, Director of the Company. 4. Mother in Law of Mr. Kamlesh Thakkar, Chief Financial Officer of the Company
Terms and Conditions of appointment or reappointment along with details of remuneration sought to be paid and	Mrs. Madhuriben Thakkar, retires by rotation in accordance with applicable provision of the Articles of Association of the Company and Companies Act, 2013 applicable to retirement of directors by rotation. She being eligible has offered herself for reappointment.

remuneration last drawn by such person	On re-appointment, she will continue to be Director of the Company
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By Order of the Board

SD/-

**Leesa Parekh
Company Secretary**

Place: Mumbai

Date: 13th August, 2018

Registered Office;

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

CIN: U70100MH2004PLC149362

Website: www.manasproperties.co.in

Email Id: info@manasproperties.co.in

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

Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the revised remuneration of Rs. 1,20,000/- p.a from 100,000/- p.a to be paid to M/S JMR& Associates, Chartered Accountants as Statutory Auditors to conduct the audit of the Company for the period from 2017 to 2022 i.e. remaining tenures”

In accordance with the provisions of Section 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the statutory Auditors has to be revised by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Statutory Auditors for the remaining terms.

The Board of Directors accordingly recommends the Resolutions set out at Item No. 3 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution.

Item No.4

The Board of Directors and Members of Audit Committee of the Company, at their meeting held **on Monday, 05th March, 2018** has approved the proposal for enter related part transactions with Dev Land & Housing Private Limited (DLH).

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

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

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

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

By Order of the Board

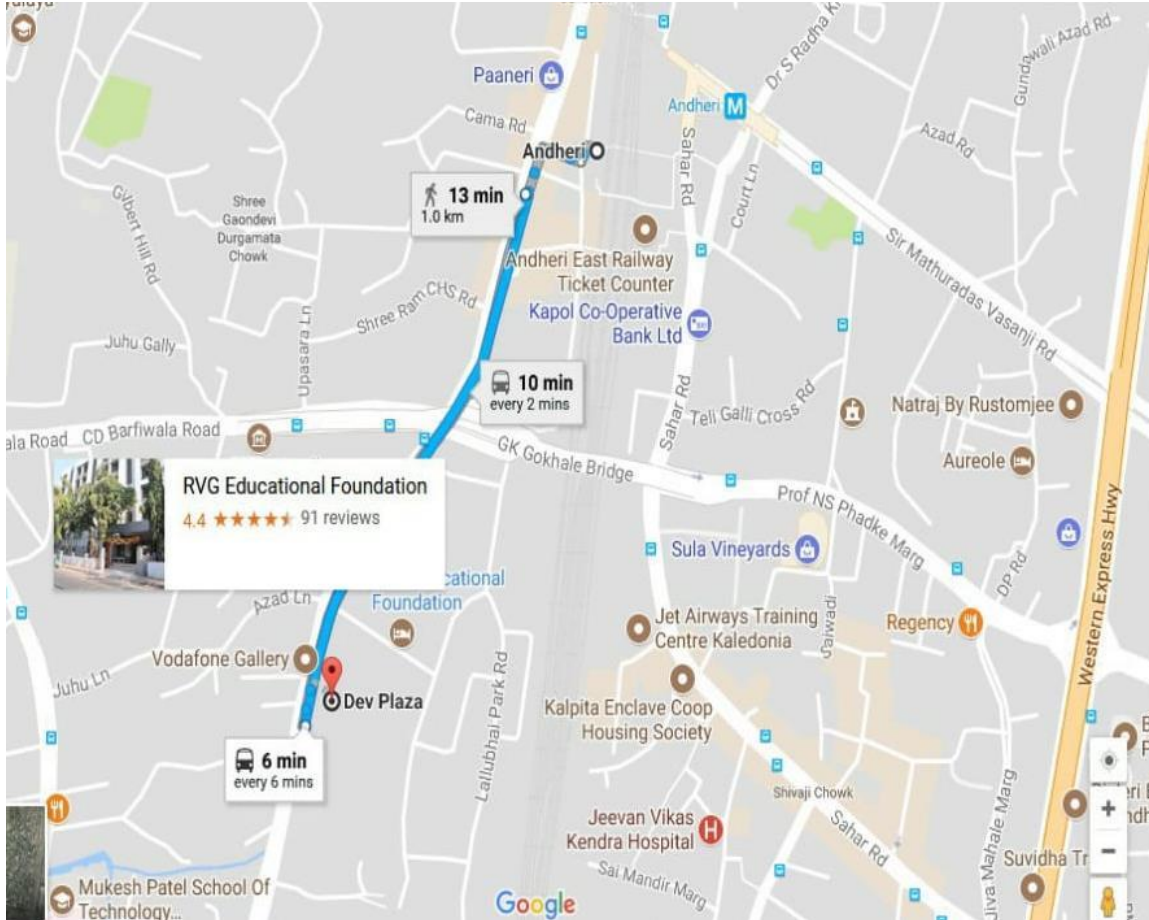
SD/-

**Leesa Parekh
Company Secretary**

**Place: Mumbai
Date: 13th August, 2018**

Registered Office;
10th Floor, Dev Plaza, Opp. Andheri Fire Station,
S.V. Road, Andheri (West), Mumbai- 400058.
CIN: U70100MH2004PLC149362
Website: www.manasproperties.co.in
Email Id: info@manasproperties.co.in

Route Map



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

DIRECTORS' REPORT

Dear Members,

The Directors of the Company are pleased to present the 14th Annual Report of the Company together with the audited financial statements for the financial year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS AND THE STATE OF COMPANY'S AFFAIRS

The Company's financial performance, for the year ended 31st March, 2018 is summarized below:

Particulars	Amt in (Rs.)	
	F.Y. 2017-2018	F.Y. 2016-2017
Revenue from Operations	7,00,000/-	19,060,705/-
Other Income	55,76,566/-	1,389,944/-
Total Revenue	62,76,566/-	20,450,649/-
Less: Expenses	62,49,550/-	10,003,207/-
Profit before exceptional and extraordinary items and tax	27,016/-	10,447,442/-
Profit Before Tax	27,016/-	10,447,442/-
Less: Tax Expenses	-9779/-	4,336,560/-
Profit After Tax	36,795/-	6,110,882/-

During the year your Company has made lower profit Rs. 36,795/- (Rupees Thirty-Six Thousand Seven Hundred and Ninety-Five Only), as compare to last year, due to substantially reduce in the other income and increase in expenses pertaining to MCGM / BMC charges, Initial Public Offer or Listing of equity share of the Company on BSE Limited etc.

Your Directors are expecting to achieve better performance and taking efforts to control the cost and optimize the results in the coming year.

No material changes and commitments have occurred after the close of the financial year 2017-18 till the date of this Report, which affect the financial position of the Company.

SHARE CAPITAL

During the financial year 2017-2018, there is no change in the Share Capital of the Company.

DIVIDEND AND RESERVES

In order to conserve the resources for the ongoing projects of the Company, the Board of Directors do not recommend any dividend for the financial year ended 31st March, 2018. The details of reserves and surplus are provided in note no.4 of the notes to the financial statement.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no Dividend declared since Inception of the Company, Hence the provisions of Section 125 of the Companies Act, 2013 do not apply.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the financial year 2017-18, as stipulated under Regulation 34 read with Schedule “V” to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

During the last year, the Company had completed the Initial Public Offer (IPO) and raised a total capital of Rs. 540.00 lakhs comprising a fresh issue of 150,000 Equity Shares of face value of Rs. 10/- each for cash at a premium of Rs. 350/- Per Share. The equity shares of the company were listed on BSE SME Platform effective from 30th March, 2017. The proceeds from IPO has been fully deployed for the purpose of the objects as stated in the prospectus dated 08th March, 2017.

Details of Utilization of IPO Proceeds are as follows:

Particulars	(Rupees in Lakhs)			
	Balance as at 31st March, 2017	Amount Utilized	Amount Un-Utilized	Balance as at 31st March, 2018
Repayment of Loans *	0.88	53.55	(52.67)	-
Advance against Acquisition of Property	200.00	200.00	-	-
Expenditure for General Corporate Purpose	121.35	68.68	52.67	-
Total	322.23	322.23	-	-

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134(5) of the Companies Act, 2013, the Board of Directors of the Company, to the best of their knowledge and ability, confirm that:

(a) in the preparation of the annual accounts for the year ended 31st March, 2018, the applicable accounting standards have been followed and there are no material departures from the same;

(b) the Directors had 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 31st March, 2018 and of the profit of the Company for the year ended on that date;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 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;

(e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

(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.

INTERNAL FINANCIAL CONTROLS

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by Statutory Auditors. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

RISK MANAGEMENT POLICY

The Company has formulated and implemented a Risk Management Policy that outlines the framework and procedures to assess and mitigate the impact of risks. Under the guidance of the Board of Directors of the Company, Key Managerial Personnel and senior employees who are conversant with risk management systems and procedures have been entrusted with the risk management of the Company in accordance with the formulated policy. The Audit Committee has additional oversight in the area of financial risks and controls. All risks are systematically addressed through mitigating actions on a continuing basis.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Madhuriben Thakurdas Thakkar, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered herself for reappointment. The Board of Directors of the Company commends her re-appointment.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. However during the year 2017-2018 Mr. Vijay Thakkar is disqualified Under Section 164(2) of the Act; But Company has not Vacated Vijay Thakkar from office of directorship due to Chief Promoter of the Company.

The remuneration paid to the Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The information required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of Directors/ employees of the Company is set out in the Annexure 1 to this report and is also available on the website of the Company www.manasproperties.co.in.

The Independent Directors have submitted their disclosure to the Board that they fulfill all the requirements as stipulated in section 149 (7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

The Company has devised a Policy for performance evaluation of the Board of Directors, Committees and other individual Directors (including Independent Directors) which includes criteria for performance evaluation of the Non-executive Directors and Executive Directors. The evaluation process interalia considers attendance of Directors at Board of Directors and Committee meetings, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers, etc.

The Board of Directors has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee.

The performance evaluation of the Chairman and Non-Independent Directors was carried out by Independent Directors. The reports on performance evaluation of the Individual Directors were reviewed by the Nomination and Remuneration Committee and the Chairman of the Board held discussions with each Board member and provided feedback to them on the evaluation .

BOARD MEETING

During the year 07(Seven) meetings of the Board of Directors were held.

AUDIT COMMITTEE

During the period under review, 05 (Five) Meeting were held.

As on 31st March, 2018, the Audit Committee comprises as follows;

Mr. Anil Dhar – Chairman
Miss. Daisy Maring Sairel Maku – Member
Mr. Dev Thakordas Thakkar – Member

During the financial year 2017-18, there were no instances of non-acceptance of any recommendation of the Audit Committee by the Board of Directors.

NOMINATION AND REMUNERATION COMMITTEE

As on 31st March, 2018, the Nomination and Remuneration Committee comprises as follows;

Mr. Anil Dhar – Chairman
Miss. Daisy Maring Sairel Maku – Member
Mrs. Tanam Vijay Thakkar – Member

The Board has, on the recommendation of the Nomination & Remuneration Committee formulated Nomination and Remuneration Policy for determining the criteria for determining qualifications, positive attributes and independence of a director and also criteria for determining the remuneration of directors, key managerial personnel and other employees. The policy is available on the Company's website at the link www.manasproperties.co.in

CORPORATE SOCIAL RESPONSIBILITY

During the period under review, 2 (Two) Meeting were held.

As on 31st March, 2018, the Corporate Social Responsibility (CSR) Committee comprises as follows;

Mr. Anil Dhar- Chairman
Mrs. Tanam Vijay Thakkar – Member
Mr. Dev Vijay Thakkar – Member

CSR activities of the Company are guided by its CSR Policy, which is framed and approved by the Board of Directors of the Company.

The company do not required to spend CSR activity during the period 2017 -2018 as per Section 135 of the Companies Act 2013, due to low profit, net worth and turnover in financial year 2016-2017.

ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY:

As per the provisions of Section 177 of the Companies Act, 2013, the Company has adopted the Vigil Mechanism / Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issues which is perceived to be in violation of or in conflict with the fundamental business principals of the Company. The employees are free to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or any improper activity to the Audit Committee of the Company or Chairman of the Company.

The Whistle Blower Policy has been appropriately communicated within the Company. The policy empowers the Chairman of the Audit Committee/Chairman of the Company to investigate any protected disclosure including matters concerning financials/ accounting, etc. received from the employees under this policy. During the financial year 2017-18, the Company has not received any complaint through Vigil Mechanism. The Whistle Blower Policy is available on the Company's website at the link www.manasproperties.co.in

DISCLOSURE OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

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

During the year and under review the Company has not received any complaints on sexual harassment.

PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Loan or guarantee given or security provided and Investment made by the Company as on F. Y. Ended 31st March, 2018 are within the limit as prescribed under section 186 of the Act and the necessary approval of the members of the company has been taken in the Extra General Meeting held on 24th December, 2016 upto the limit of Rs.100 Crores.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has approved a policy on related party transactions. The policy on related party transactions has been placed on the Company's website at the link www.manasproperties.co.in

All Related Party Transactions are placed on a quarterly basis before the Audit Committee and also before the Board of Directors for approval. The particulars of contracts or arrangements with related parties referred to in Section 188(1) and applicable rules of the Companies Act, 2013 is provided in the prescribed form AOC-2 as **Annexure – 2** which forms part of this Report.

AUDITORS

Statutory Auditors

M/s. JMR & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 106912W), Mumbai, Were appointed as Statutory Auditor of the Company for a period of 5 years, in the last AGM held on 15th September,2017.As per Companies (Amendment) Act ,2017 notified on 7th May, 2018 the provisions regarding to the ratification of Auditor in every AGM has been done away.

Secretarial Auditor

The Board has appointed M/s. H S Associates, Practicing Company Secretaries, Mumbai, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report is annexed as **Annexure –3**, with this Report. The Secretarial Audit Report contain qualification, reservation, adverse remark or disclaimer.

Auditor observation:

1. ***Mr. Vijay Thakkar is disqualified Under Section 164(2) as per Companies Act, 2013.***

Director Comments:

1. Mr. Vijay Thakkar is disqualified Under Section 164(2) due to non-filing of one Body Corporate on list published dated 07th September,2017 by Registrar of Companies ,Mumbai. Further Directors of that body corporate had initiated the process of revival.

AUDITORS' REPORT

The report of the Auditor's on the accounts of the Company does not contain any observations / remarks or qualifications and the same does not calls for any clarifications or explanations to be given in the Directors' Report.

EXTRACT OF ANNUAL RETURN

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2018 is annexed as **Annexure – 4**.

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

Your Company is not covered by the schedule of industries which are required to furnish the information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule (8) of the Companies (Accounts) Rules, 2014.

The Company has not imported any technology or carried out any business of export or import and therefore the disclosure requirement against technology absorption are not applicable. The details of Foreign Exchange outgo are as under:

Expenditure in Foreign Currency:

F.Y. 2016-2017 Rs. Nil

F.Y. 2017-2018 Rs. Nil

PARTICULARS OF EMPLOYEES

The statement containing particulars of employees as required pursuant to Section 197 of the Companies Act, 2013, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable since none of the employees are in receipt of remuneration in excess of the limits set out in the said rules.

OTHER DISCLOSURES

The Board of 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 financial year 2017-18: –

- Deposits covered under Chapter V of the Companies Act, 2013.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- The Company does not have any Employees' Stock Option Scheme.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.
- The Company has not received any complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No fraud has been reported by the Auditors to the Audit Committee or the Board.

ACKNOWLEDGEMENTS

The Board of Directors of the Company expresses its sincere appreciation for the continuous assistance and co-operation received from the Banks, Government Authorities, Customers and Shareholders. The Directors also wish to place on record their appreciation for the committed services by the Company's employees.

On behalf of the Board of Directors

SD/-

**Dev Vijay Thakkar
Chairman Cum Managing Director
DIN: 07698270**

**Place: Mumbai
Date: 13th August, 2018**

Registered Office;
10th Floor, Dev Plaza, Opp. Andheri Fire Station,
S.V. Road, Andheri (West), Mumbai- 400058.
CIN: U70100MH2004PLC149362
Website: www.manasproperties.co.in
Email Id: info@manasproperties.co.in

Annexure -1

The information required under section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2017-2018 are as follows::**

Name of the Director(s)	Total Remuneration Amount in Rs.	Ratio of Remuneration of Director to the Median Remuneration *
Mr. Dev Vijay Thakkar	24,00,000/-	6.45
Mr. Vijay Thakordas Thakkar	-	-
Miss. Daisy Maring Sairel Maku	-	-
Mr. Anil Kumar Dhar	-	-
Mrs. Tanam Vijay Thakkar	-	-
Mrs. Madhuriben Thakordas Thakkar	-	-

Notes:

1. * Median remuneration for the financial year 2017-18 is Rs. 372,000/- (Three Lakh Seventy-Two Thousand).
 2. The Aforesaid details are Calculated on the basis of all employee Remuneration During the Year.
- b. **The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year 2017-2018 are as follows:**

Name of Director(s)	Remuneration (in Rs.)		% increase in remuneration in the financial year
	2017-2018	2016-2017	
Mr. Vijay Thakordas Thakkar	-	-	-
Mr. Dev Vijay Thakkar	24,00,000/-	24,00,000/-	0%
Mrs. Madhuriben Thakordas Thakkar	-	-	-
Mrs. Tanam Vijay Thakkar	-	-	-
Mr. Anil Kumar Dhar	-	-	-
Miss. Daisy Maring Sairel Maku	-	-	-

CFO & Company Secretary	Remuneration (in Rs.)		% increase in remuneration in the financial year
	2017-2018	2016-2017	
Mr. Kamlesh Thakordas Thakkar (CFO)	6,00,000/-	6,00,000/-	0%
Mr. Dev Vijay Thakkar (CEO)	24,00,000/-	24,00,000/-	0%
*Miss. Leesa Mahesh Parekh (CS)	1,44,000/-	24,000/-	500%

*During the period 2016-2017 Miss **Leesa Mahesh Parekh** was appointed **Company Secretary** w.e.f. 14th January ,2017 and She received only 2 month Salary i.e **24,000/-**

- c. The percentage increase in the median remuneration of all employees in the financial year 2017-2018:

(Amount in Rs.)

Particular	2017-2018	2016-2017	Increase (%)
Median Remuneration of employees Per annum	372,000/-	166,500/-	23.42

- d. The number of permanent employees on the rolls of Company as on 31st March, 2018: 4 (Four).

- e. **Comparison of average percentage increase in salary of employees other than Key Managerial Personnel and the percentage increase in the remuneration paid to key Managerial personnel:**

(Amount in Rs.)

Particular	2017-2018	2016-2017	Increase/ decrease (%)
Average salary of all employees (other than Key Managerial Personnel)	1,05,000/-	9,96,000/-	-89.45%
Key Managerial Personnel			
- Salary of MD & CEO	24,00,000/-	24,00,000/-	0%
- Salary of CFO & CS	744,000/-	624,000/-	19.23

- f.** Affirmation that the remuneration is as per the remuneration policy of the Company: it is affirmed that the remuneration paid to the Directors and Key Managerial Personnel is as per the Nomination and Remuneration Policy of the Company.

- g.** The statement containing particulars of employees as required under section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company and has been uploaded on the website of the Company www.manasproperties.co.in. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

Annexure – 2

Form No. AOC -2

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

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

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

Sr. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	No contract or arrangements made with related parties during the period under review.
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

3. Details of contracts or arrangements or transactions at Arm's length basis.

4.

(a) Name(s) of the related party and nature of relationship:	(b) Nature of contracts /arrangements/ transactions:	(c) Duration of the contracts/ arrangements/ transactions:	(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	(e) Date(s) of approval by the Board, if any:	(f) Amount paid as advances, if any:
Dev Land & Housing Private Limited	Commission Received	2017-18 to 201-22	----	05 th March,2018	----

**On behalf of the Board of Directors
SD/-**

**Dev Vijay Thakkar
Chairman Cum Managing Director
DIN: 07698270
Place: Mumbai
Date: 13th August, 2018**

Annexure -3

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR FINANCIAL YEAR ENDED ON 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,
Manas Properties Limited.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Manas Properties Limited (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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 authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on March 31, 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:

We have examined the books, papers and minute books, Forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018, to the extent applicable 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 thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company: -
 - 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;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - e. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited and National Stock Exchange of India Limited
- VI.** The Management has identified and confirmed the Sector Specific laws as applicable to the Company being in Real Estate Sector as Given in **Annexure-1**.

We have also examined compliances with the applicable clauses of the following:

- i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India along with revised Secretarial Standard 1 and 2 as issued by the institute of Company Secretaries of India with effect from 1st October, 2017.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015).

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards, etc. as mentioned above subject to the following observations:

- ***Mr. Vijay Thakkar is disqualified Under Section 164(2) as per Companies Act, 2013.***

We 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. 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, agenda and detailed notes on agenda were sent 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.

We further report that 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.

We further report that during the Audit period:

1. Regularized Mr. Dev Vijay Thakkar, (DIN 07698270) was appointed as an Additional Executive Director of the Company w.e.f. January 14, 2017 and appointed as a Managing Director of the Company for the period of 3 years w.e.f. 14th January,2017 in the Annual General Meeting Held on 15th September, 2017.
2. Obtained Shareholders approval pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013 for appointment of M/s JMR & Associates, Chartered Accountants (ICAI Firm Registration No. 106912W) as the Statutory Auditors of the Company for a period of 5 years.
3. Obtained Shareholders approval for Related Party Transaction pursuant to the provisions of Sections 188.

Date: 13th August, 2018
Place: Mumbai

For HS Associates
Company Secretaries

Prasad R Chavan
Partner
ACS No.:49921
CP No.: 20415

Annexure-A

OTHER APPLICABLE LAWS

Sr. No.	Applicable Laws
1	Development Control Regulations for Greater Mumbai, 1991
2	Maharashtra Regional and Town Planning Act, 1966
3	Mumbai Municipal Corporation Act, 1888
4	Maharashtra Ownership Flats Act, 1963
5	Housing Board Act, 1965
6	Transfer of Property Act, 1882
7	Building and Other Construction Workers" (Regulation of Employment and Conditions of Services) Act, 1996
8	Environmental (Protection) Act, 1986 and Rules made there under
9	Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996
10	Contract Labour (R & A) Act, 1970 & Contract Labour Rules, 1971

Date: 13th August, 2018
Place: Mumbai

For HS Associates
Company Secretaries

Prasad R Chavan
Partner
ACS No.:49921
CP No.: 20415

This report is to be read with our letter of even date which is annexed as **Annexure - B** and forms an integral part of this report.

Annexure- B

To,
The Members,
Manas Properties Limited

Our 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. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we 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 the management. Our 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 Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 13th August, 2018
Place: Mumbai

For HS Associates
Company Secretaries

Prasad R Chavan
Partner

ACS No.:49921
CP No.: 20415

Annexure – 4.

Form No. MGT - 9.

EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31st March 2018

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

Sr. No.	<u>I. REGISTRATION AND OTHER DETAILS.</u>	
i	CIN	U70100MH2004PLC149362
ii	Registration Date	02 nd November, 2004
iii	Name of the Company	Manas Properties Limited
iv	Category / Sub-Category of the Company	Company Limited by Shares Indian Non-Government Company
v	Address of the Registered office and contact details: -	10 th Floor, Dev Plaza, Opp. Andheri Fire Station S. V. Road, Andheri (West), Mumbai – 400058 info@manaspropertiescoin
vi	Whether listed company	Yes
vii	Name, Address and Contact details of Registrar and Transfer	Bigshare Services Pvt Ltd 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai - 400059.

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
1	Real Estate Business	6810	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. NO	Name and address of the company	CIN/GLN	Holding/ Subsidiary / Associate	%of Shares held	Applicable Section
NIL					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-04-2017]				No. of Shares held at the end of the year [As on 31-03-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1) Indian									
a) Individual/ HUF	2849550	Nil	2849550	68.50	2849550	Nil	2849550	68.50	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	200450	Nil	2004500	4.82	200450	Nil	200450	4.82	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1)	3050000	Nil	3050000	73.32	3050000	Nil	3050000	73.32	Nil
(2) Foreign									
a) NRIs – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other – Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corp.	Nil	NIL	NIL	NIL	Nil	NIL	NIL	NIL	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of promoter (A) = (A) (1) + (A) (2)	3050000	Nil	3050000	73.32	3050000	Nil	3050000	73.32	Nil
B. PUBLIC SHAREHOLDING									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FII's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp.	261900	Nil	261900	6.30	191100	Nil	191100	4.59	-1.71
i) Indian	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	47400	Nil	47400	1.14	27300	Nil	27300	0.66	-0.48
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	519600	Nil	519600	12.49	540600	Nil	540600	13.00	0.51
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Resident Indians	151800	Nil	151800	3.65	150300	Nil	150300	3.61	-0.04
Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	99600	Nil	99600	2.39	112200	Nil	112200	2.70	0.31
Market Maker	29700	Nil	29700	0.71	88500	Nil	88500	2.12	1.41
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Total Public Shareholding (B)=(B)(1)+(B)(2)	1110000	0	1110000	26.68	1110000	0	1110000	26.68	Nil
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	4160000	Nil	4160000	100	4160000	Nil	4160000	100	Nil

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	
1	Vijay Thakordas Thakkar	2849500	68.50	Nil	2849500	68.50	Nil	Nil
2	Dev Land & Housing Private Limited	200450	4.82	Nil	200450	4.82	Nil	Nil
3	Kamlesh T Thakkar	10	Negligible	Nil	10	Negligible	Nil	Nil
4	Tanam V Thakkar	10	Negligible	Nil	10	Negligible	Nil	Nil
5	Madhuriben T Thakkar	10	Negligible	Nil	10	Negligible	Nil	Nil
6	Alka J Somaiya	10	Negligible	Nil	10	Negligible	Nil	Nil
7	Dev V Thakkar	10	Negligible	Nil	10	Negligible	Nil	Nil
Total		3050000	73.32	Nil	3050000	73.32	Nil	

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
There is no change in the promoter shareholding during the year					

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

Sr. No	Name & Type of Transaction	Shareholding at the beginning		Transaction during the year		Cumulative Shareholding at the end of the year	
		No. of share held	% of Total share of the Company	Date of Transaction	No. of share	No. of shares held	% of total shares of the Company.
1	Dimple Kamal Dalia - Purchase	210000	5.05	Nil	Nil	210000	5.05
	At the end of the year	-	-	-	-	210000	5.05
2	Devendranauth Misir – Purchase	150000	3.61	Nil	Nil	150000	3.61
	At the end of the year	-	-	-	-	150000	3.61
3	Pankaj Jayantilal Patel – Purchase	124800	3.00	Nil	Nil	124800	3.00
	At the end of the year	-	-	-	-	124800	3.00
4	Prashant Jayantilal Patel – Purchase	124800	3.00	Nil	Nil	124800	3.00
	At the end of the year	-	-	-	-	124800	3.00
5	Tuscany Square Feet LLP	50100	1.20	Nil	Nil	50100	1.20
	At the end of the year	-	-	-	-	50100	1.20
6	Angel Acreage LLP	50100	1.20	Nil	Nil	50100	1.20
	At the end of the year	-	-	-	-	50100	1.20

	Spiritual Marketing Private Limited	36900	0.89	Nil	Nil	36900	0.89
	Transfer	-	-	07.04.2017	-36900	-	-
	At the end of the year	-	-			-	-
7	Premium Polycot Private Limited	36900	0.89	Nil	Nil	36900	0.89
	Transfer	-	-	07.04.2017	-36900	-	-
	At the end of the year					-	-
8	Anvil Fintrade Pvt Ltd	69600	1.67	Nil	Nil	69600	1.67
	Transfer	-	-	21.04.2017	-4200	65400	1.57
	Transfer	-	-	05.05.2017	-18000	47400	1.14
	Transfer	-	-	09.06.2017	-18000	29400	0.71
	Transfer	-	-	23.06.2017	-5100	24300	0.58
	Transfer	-	-	30.06.2017	-10500	13800	0.33
	Transfer	-	-	14.07.2017	-13800	-	-
				31.03.2017	-	-	-
	At the end of the year	-	-	-	-	-	-
9	JM Financial Services Private Limited.	69600	1.67	Nil	Nil	69600	1.67
	Transfer	-	-	7.04.2017	-69000	-	-
	Transfer	-	-	21.07.2017	300	300	0.01
	Transfer	-	-	28.07.2017	-300	-	-
		-	-	31.03.2018	-	-	-
	At the end of the year	-	-		-	-	-
10	Keynote Capitals LTD	Nil	Nil	Nil	Nil	Nil	Nil
	Transfer	-	-	30.06.2017	81300	81300	1.95
	Transfer	-	-	21.07.2017	24900	106200	2.55
	At the end of the year	-	-	-	-	106200	2.55
11	MBM Bearings (Rajasthan) Private Limited	-	-	-	20400	-	-

12	Aryaman Capital Markets Limited	57600	1.38	Nil	Nil	57600	1.38
	Transfer	-	-	7.04.2017	-47700	9900	0.24
	Transfer	-	-	14.04.2017	600	10500	0.25
	Transfer	-	-	21.04.2017	3000	13500	0.32
	Transfer	-	-	28.04.2017	4800	18300	0.44
	Transfer	-	-	5.05.2017	300	18600	0.45
	Transfer	-	-	12.05.2017	300	18900	0.45
	Transfer	-	-	19.05.2017	600	19500	0.47
	Transfer	-	-	26.05.2017	17700	37200	0.89
	Transfer	-	-	9.06.2017	22500	59700	1.44
	Transfer	-	-	16.06.2017	8400	68100	1.64
	Transfer	-	-	23.06.2017	27300	95400	2.29
	Transfer	-	-	30.6.2017	-11400	84000	2.02
	Transfer	-	-	7.07.2017	900	84900	2.04
	Transfer	-	-	14.07.2017	10800	95700	2.30
	Transfer	-	-	21.07.2017	-10800	84900	2.04
	Transfer	-	-	28.07.2017	6000	90900	2.19
	Transfer	-	-	04.08.2017	-10500	80400	1.93
	Transfer	-	-	11.08.2017	-15000	65400	1.57
	Transfer	-	-	18.08.2017	-4800	60600	1.46
	Transfer	-	-	25.08.2017	-900	59700	1.44
	Transfer	-	-	01.09.2017	2100	61800	1.49
	Transfer	-	-	07.09.2017	-9000	52800	1.27
	Transfer	-	-	06.10.2017	-17100	35700	0.86
	Transfer	-	-	13.10.2017	1800	37500	0.90
	Transfer	-	-	20.10.2017	13500	51000	1.23
	Transfer	-	-	27.10.2017	25800	76800	1.85
	Transfer	-	-	31.10.2017	300	77100	1.85
	Transfer	-	-	03.11.2017	8400	85500	2.06

	Transfer	-	-	10.11.2017	-1200	84300	2.03
	Transfer	-	-	17.11.2017	1200	85500	2.06
	Transfer	-	-	24.11.2017	-14700	70800	1.70
	Transfer	-	-	01.12.2017	9300	80100	1.93
	Transfer	-	-	08.12.2017	-300	79800	1.92
	Transfer	-	-	15.12.2017	8700	88500	2.13
	Transfer	-	-	22.12.2017	2100	90600	2.18
	Transfer	-	-	29.12.2017	1200	91800	2.21
	Transfer	-	-	05.01.2018	-3600	88200	2.12
	Transfer	-	-	12.01.2018	-9900	78300	1.88
	Transfer	-	-	19.01.2018	1800	80100	1.93
	Transfer	-	-	26.01.2018	-1800	78300	1.88
	Transfer	-	-	02.02.2018	3300	81600	1.96
	Transfer	-	-	09.02.2018	-2100	79500	1.91
	Transfer	-	-	16.02.2018	900	80400	1.93
	Transfer	-	-	23.02.2018	600	81000	1.95
	Transfer	-	-	16.03.2018	7200	88200	2.12
	Transfer	-	-	30.03.2018	300	88500	2.13
	At the end of the year	-	-	-	-	88500	2.13
13	Harsh Somaiya	-	-	31.03.2017	-	-	-
	Transfer	-	-	23.06.2017	46200	46200	1.11
	Transfer	-	-	30.06.2017	34800	81000	1.95
	At the end of the year	-	-	-	-	81000	1.95
14	Shri Ravindra Media Ventures	-	-	31.03.2017	-	-	-
	Transfer	-	-	15.09.2017	51900	51900	1.25
	At the end of the year	-	-	-	-	51900	1.25

(v) Shareholding of Directors and Key Managerial Personnel

Sr. No	Name of Director and KMP	Shareholding at the beginning of the year as on 01.04.2017		Cumulative Shareholding during the Year		Shareholding at the end of the year as on 31.03.2018	
		No. of share held	% of Total share of the Company	No. of share held	% of Total share of the Company	No. of shares held	% of total shares of the Company.
1	Mr. Vijay Thakkar - Whole Time Director	2849500	68.50	-	-	2849500	68.50
2	Mr. Dev Thakkar – Managing Director	10	Negligible	-	-	10	Negligible
3	Mrs. Tanam Thakkar - Director	10	Negligible	-	-	10	Negligible
4	Mrs. Madhuriben Thakkar – Director	10	Negligible	-	-	10	Negligible
5	Mr. Kamlesh Thakkar – Chief Financial Officer	10	Negligible	-	-	10	Negligible

V.INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i)Principal Amount	Nil	6,909,431/-	Nil	6,909,431/-
ii)Interest due but not paid	Nil	Nil	Nil	Nil
iii)Interest accrued but not due	Nil	Nil	Nil	Nil
Total(i+ii+iii)	Nil	6,909,431/-	Nil	6,909,431/-
Change in Indebtedness during the financial year				
Additions	Nil	100,000/-	Nil	100,000/-
Deletions	Nil	169,873/-	Nil	169,873/-
Net Change	Nil	-69,873/-	Nil	-69,873/-
Indebtedness at the end of the financial year				
i)Principal Amount	Nil	6,839,558/-	Nil	6,839,558/-
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii)Interest accrued but not due	Nil	Nil	Nil	Nil
Total(i+ii+iii)	Nil	6,839,558/-	Nil	6,839,558/-

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
1	Directors Remuneration	Mr. Dev Vijay Thakkar – Managing Director w.e.f. 14 th January, 2017 (Amt in Rs)
	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	24,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil
2	Stock Option	Nil
3	Sweat Equity	Nil
4	Commission - as % of profit - others, specify...	Nil
5	Others, please specify	Nil
	Total	24,00,000/-

B. Remuneration to other directors

Sr. no.	Particulars of Remuneration	Name of Director	Total Amount
		NIL	

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD.

Sr. no.	Particulars of Remuneration	Name of CFO (Amt in Rs)	Name of CS (Amt in Rs)
1	Directors Remuneration	Mr. Kamlesh Thakordas Thakkar – Chief Financial Officer, w.e.f. 14 th January, 2017 (Amt in Rs.)	Miss. Leesa Mahesh Parekh – Company Secretary, w.e.f. 14 th January, 2017 (Amt in Rs.)
	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600,000/-	144,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil

4	Commission - as % of profit - others, specify...	Nil	Nil
5	Others, please specify	Nil	Nil
Total		600,000/-	144,000/-

VII. PENALTIES/PUNISHMENT/COMPOUNDING OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give Detail
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC OVERVIEW

The overall economy continue to decline during the year under the review and all economic indicators such as GDP, Industrial Growth rate, etc. speak out the dismal business conditions prevalent during the year under review.

The infrastructure sector is closely linked with the national economy and therefore bore the brunt of the slowdown. However, considering that targets of growth of the economy cannot be achieved without infrastructure growth, ambitious plans for investment into various sectors of infrastructure It is therefore expected that going forward some of the factors that have held up infrastructure growth will be resolved.

INDUSTRY STRUCTURE AND DEVELOPMENT

We are engaged in the business of real estate development and construction. Our operation will span all aspects of real estate development, from the identification and acquisition of land, the planning, execution and marketing of our projects, through to the maintenance and management of our completed developments.

The real estate sector is showing some improvement and your Directors are expecting better Industrial Development in the coming years.

SEGMENTWISE PERFORMANCE

The Company is only engaged in the business of Real estate sector, therefore the requirement of segment wise reporting is not applicable.

OPPORTUNITIES AND THREATS

The company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years.

The major threats for the company are competition from the Govt. Policies.

RISKS AND CONCERNS

Your company is taking adequate measures to safeguard against Risks & Concerns.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company has been maintaining an adequate internal control system commensurate with the size & nature of its business.

The Company conducts its business with integrity and high standard of ethical behavior and in compliance with the laws and regulations that govern its business.

HUMAN RESOURCES POLICIES

Your Company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the Company to actuate the talent by providing opportunities to develop themselves within the organization. The Company continued to have maintained very cordial & harmonious relations with its employees.

CAUTIONARY STATEMENT

Due to unfavorable market conditions your company is facing profitability problems however, your management is making optimum efforts to minimize the overheads & cost reduction.

On behalf of the Board of Directors

SD/-

**Dev Vijay Thakkar
Chairman Cum Managing Director
DIN: 07698270**

**Place: Mumbai
Date: 13th August, 2018**

Independent Auditors' Report

**To the Members of
Manas Properties Limited
(Formerly known as Manas Properties Private Limited)**

Report on the Financial Statements

We have audited the financial statements of **Manas Properties Limited** ("the Company"), which comprise the Balance Sheet as at 31 March, 2018, the Statement of Profit and Loss Statement and the Cash Flow Statement for the year then 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 and presentation 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 controls, 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 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 there under.

We conducted our audit in accordance with the Standards on Auditing 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 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 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31 March 2018 and its Profit and its cash flows 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 it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of written representations received from the directors as on 31 March 2018 and taken on record by the Board of Directors, none of the directors, except Vijay Thakkar, is disqualified as on 31 March 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) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations in its financial statements (Refer Note No 22 to the financial statements);
- ii. The Company did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For JMR & Associates
Chartered Accountants
Firm Registration No. : 106912W**

**Nikesh Jain
(Partner)
Membership No.: 114003**

**Place: Mumbai
Date: 23rd May,2018**

“Annexure A”

The Annexure referred to an Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2018, we report that:

- (i) In respect of fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) As explained to us, all the fixed assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
 - (c) According to information & explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) According to the information and explanation given to us, the Company does not have any inventory. Accordingly, Clause (ii) of paragraph 3 of the Order is not applicable to the Company.
- (iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured, to Companies, Firms, Limited Liability Partnerships or any other parties covered in the register maintained under section 189 of the Companies Act 2013 during the year. Accordingly, Clause (iii) of paragraph 3 of the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and has not provided any guarantees or securities to directors or any other parties during the year.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Accordingly, Clause (v) of paragraph 3 of the Order is not applicable to the Company.
- (vi) In our opinion and according to information and explanation given to us, maintenance of cost records under section (1) of section 148 of the Companies Act, 2013 is not applicable of the Company under Rule 3 of the Companies (Cost Records and Audit) Amendment Rules, 2014.
- (vii)(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, cess and any other statutory dues have generally

been regularly deposited during the year by the Company with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31 March 2018, for a period of more than six months from the date they became payable.

- (b) According to the information and explanation given to us, there are no dues outstanding in respect of sales tax or wealth tax or value added tax which have not been deposited on account of any dispute.

- (viii) In our opinion and according to the information and explanations given to us, the Company did not have any borrowings from banks, government and financial institutions. The Company has not issued debentures during the year.

- (ix) According to the information and explanation given to us, during the year, the Company had completed the Initial Public Offer (IPO) and raised a total capital of Rs. 540.00 lakhs comprising a fresh issue of 150,000 Equity Shares of face value of Rs. 10/- each for cash at a premium of Rs. 350/- per share. The equity shares of the company were listed on BSE SME platform effective from 30th March, 2017. The proceeds from IPO has been deployed for the purpose of the objects as stated in the prospectus dated 08th March, 2017. The Company did not raise any money through term loans during the year.

- (x) To the best of our knowledge and according to the information and explanations given by the Management, we report that no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.

- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

- (xii) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to Nidhi Company. Accordingly, Clause (xii) of paragraph 3 of the Order is not applicable to the Company.

- (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 Companies Act, 2013 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. Accordingly, Clause (xiv) of paragraph 3 of the Order is not applicable to the Company.
- (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 the directors. Accordingly, Clause (xv) of paragraph 3 of the Order is not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45–IA of the Reserve Bank of India Act, 1934. Accordingly, Clause (xvi) of paragraph 3 of the Order is not applicable to the Company.

For JMR & Associates

Chartered Accountants

Firm Registration No. : 106912W

Nikesh Jain

(Partner)

Membership No.: 114003

Place: Mumbai

Date: 23rd May, 2018

“Annexure B”

To Independent Auditors’ Report of even date referred to in paragraph 2(f) under the heading of “Report on Other Legal and Regulatory Requirements”

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 **Manas Properties Limited (Formerly known as Manas Properties Private Limited)** (“the Company”) as of 31 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 (“the 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 Act.

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 Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and 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 31st 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 JMR & Associates

Chartered Accountants

Firm Registration No. : 106912W

Nikesh Jain

(Partner)

Membership No.: 114003

Place: Mumbai

Date: 23rd May, 2018

Manas Properties Limited (Formerly known as Manas Properties Private Limited)

(Currency: Indian Rupees)

Balance Sheet as at 31 March 2018

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	41,600,000	41,600,000
Reserves and Surplus	4	56,747,957	56,711,163
		98,347,957	98,311,163
Non-Current Liabilities			
Long Term Borrowings	5	6,739,558	6,909,431
Deferred Tax Liabilities (Net)		-	1,460
Other Long Term Liabilities	6	210,000,000	210,000,000
		216,739,558	216,910,891
Current Liabilities			
Short Term Borrowings	7	100,000	-
Trade Payables	8	1,624,069	407,225
Other Current Liabilities	9	68,531,250	69,274,100
		70,255,319	69,681,325
		385,342,835	384,903,379
ASSETS			
Non-Current Assets			
<u>Fixed Assets</u>			
Tangible Assets	10	11,840	29,231
Non-Current Investments	11	326,439,151	326,439,151
Deferred Tax Asset		622	-
Long Term Loans and Advances	12	34,354,497	9,940,311
Other Non-Current Assets		-	-
		360,806,110	336,408,693
Current Assets			
Trade Receivables	13	5,093,161	93,161
Cash and Bank Balances	14	5,206	29,044,372
Short Term Loans and Advances	15	19,438,359	19,357,153
		24,536,725	48,494,686
		385,342,835	384,903,379
Significant accounting policies	2		
Notes to the Financial Statements	3-34		

The notes referred to above form an integral part of the Financial Statements
As per our report of even date attached

For JMR & Associates
Chartered Accountants
Firm Reg No. 106912W

Nikesh Jain
Partner
Membership No. 114003

Mumbai, 23 May, 2018

For and on behalf of the Board of the Directors

Sd/-
TanamThakkar
Director
DIN : 00284512

Sd/-
Kamlesh Thakkar
Chief Financial Officer

Mumbai, 23 May, 2018

Sd/-
Dev Thakkar
Managing Director & CEO
DIN : 07698270

Sd/-
Leesa Parekh
Company Secretary

Manas Properties Limited (Formerly known as Manas Properties Private Limited)

(Currency: Indian Rupees)

Profit and Loss Statement for the year ended 31 March 2018

Particulars	Note No.	As at 31st March 2018	As at 31st March 2017
Revenue from Operations	16	700,000	19,060,705
Other Incomes	17	5,576,566	1,389,944
Total Revenue		6,276,566	20,450,649
Expenses:			
Employee Benefits Expenses	18	3,249,000	4,020,000
Finance Costs	19	56,933	114,778
Depreciation and Amortization Expenses	20	17,391	29,669
Other Expenses	21	2,926,226	5,838,760
Total Expenses		6,249,550	10,003,207
Profit before tax		27,016	10,447,442
Tax Expenses:			
Current tax		42,330	3,873,340
Deferred tax		(2,082)	1,460
MAT Credit		(50,027)	-
Short / (Excess) provision of tax for earlier year		-	461,760
Profit after tax		36,795	6,110,882
Earning per equity share: (Face Value of Rs. 10 per share)			
(1) Basic earnings per share		0.01	1.52
(2) Diluted earnings per share		0.01	1.52

Significant accounting policies

2

Notes to the Financial Statements

3-34

The notes referred to above form an integral part of the Financial Statements

As per our report of even date attached

For JMR & Associates

For and on behalf of the Board of the Directors

Chartered Accountants

Firm Reg No. 106912W

Nikesh Jain

Partner

Membership No. 114003

TanamThakkar

Director

DIN : 00284512

Dev Thakkar

Managing Director & CEO

DIN : 07698270

Kamlesh Thakkar

Chief Financial Officer

Leesa Parekh

Company Secretary

Mumbai, 23 May, 2018

Mumbai, 23 May, 2018

Manas Properties Limited (Formerly known as Manas Properties Private Limited)

Cash Flow Statement for the year ended 31 March 2018

(Currency: Indian Rupees)

Particulars	As at 31st March 2018	As at 31st March 2017
<u>Cash flow from operating activities</u>		
Profit / (Loss) before extraordinary items and tax	27,016	10,447,442
Adjustments for:		
Depreciation and Amortization Expenses	17,391	29,669
Dividend Received	-	(8,000)
Interest on Income Tax Refund	(53,849)	(555,910)
Sundry Balances Written Back	-	(826,034)
Operating profit before working capital changes	(9,442)	9,087,167
Adjustment for Working Capital Changes:		
(Increase)/Decrease in Trade Receivables	(5,000,000)	(4,568,945)
Increase/(Decrease) in Trade Payables	1,216,844	394,277
Increase/(Decrease) in Provision	-	(2,003,340)
Increase/(Decrease) in Other Liabilities	(5,278,862)	808,047
Cash Generated from Operating Activity	(9,071,459)	3,717,206
Income tax paid / TDS (Net of Refund)	7,897	(14,129,082)
Net cash from operating activities	(A) (9,063,762)	(10,411,876)
<u>Cash flow from Investing Activities</u>		
Purchase of Tangible Fixed assets	-	(58,900)
Dividend received	-	8,000
(Increase)/Decrease in Loans & Advances	(24,495,392)	432,151,510
Net Cash from investing activities	(B) (24,495,392)	432,100,610
<u>Cash flow from Financing Activities</u>		
Proceeds from issue of Share Capital	-	54,000,000
Short Term Borrowings	100,000	(446,359,549)
Net Repayment of Long Term Borrowings	(169,873)	(920,361)
Interest on Income Tax Refund	53,849	555,910
Net Cash from Financing activities	(C) (16,024)	(392,724,000)
Net increase in cash and cash equivalents	(A+B+C) (33,575,178)	28,964,734
Cash and cash equivalents at the beginning of year	29,044,372	79,638
Cash and cash equivalents at the end of year	(4,530,806)	29,044,372

Note: The Cash flow statement has been prepared under the Indirect Method as set out in "Accounting Standard (AS) 3 - Cash Flow Statements" as notified by the Companies (Accounts) Rules 2014.

As per our report of even date attached

For JMR & Associates
Chartered Accountants
Firm Reg No. 106912W

For and on behalf of the Board of the Directors

Nikesh Jain
Partner
Membership No. 114003

TanamThakkar
Director
DIN : 00284512

Dev Thakkar
Managing Director & CEO
DIN : 07698270

Kamlesh Thakkar
Chief Financial Officer

Leesa Parekh
Company Secretary

Mumbai, 23 May, 2018

Mumbai, 23 May, 2018

No.	Particulars
1	Background & General Information
	<p>Manas Properties Limited, formerly known as Manas Properties Private Limited ("the Company"), got listed at BSE SME platform on 30 March 2017, is domiciled in Mumbai, India. The registered office of Company is 10th Floor, Dev Plaza, Opp. Andheri Fire Station, S.V. Road, Andheri (West), Mumbai, Maharashtra, India. The Company was incorporated on 02 November 2004. The Company is engaged in the business of Construction, Redevelopment and Leasing of Properties.</p>
2	Significant Accounting Policies
2.1	Basis of Preparation of Financial Statements:
	<p>The Ministry of Corporate Affairs, vide notification dated March 30, 2016, has issued The Companies (Accounting Standards) Rules, 2016 thereby amending The Companies (Accounting Standards) Rules, 2006 ('principal rules'). The said Rules come into effect from the date of notification, i.e., March 30, 2016. The Company believes that Rule 3(2) of the principal rules has not been withdrawn or replaced and accordingly, the Companies (Accounting Standards) Rules, 2016 will apply for the accounting periods commencing on or after March 30, 2016. In view of the same, the accounting policies adopted in the preparation of financial statements for the current year are consistent with those of previous year.</p>
2.2	Use of Estimates:
	<p>Preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision of accounting estimates is recognised prospectively in current and future periods.</p>
2.3	Cash flow statement:
	<p>Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.</p>
2.4	Current / Non-current classification:
	<p>The Schedule III to the Act requires assets and liabilities to be classified as either Current or Non-current.</p> <p>An asset is classified as current when it satisfies any of the following criteria:</p> <ul style="list-style-type: none">(i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;(ii) it is held primarily for the purpose of being traded;(iii) it is expected to be realised within twelve months after the reporting date; or(iv) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. <p>All other assets are classified as non-current.</p> <p>A liability is classified as current when it satisfies any of the following criteria:</p> <ul style="list-style-type: none">(i) it is expected to be settled in, the Company's normal operating cycle;(ii) it is held primarily for the purpose of being traded;(iii) it is due to be settled within twelve months after the reporting date; or(iv) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the opinion of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification. <p>All other liabilities are classified as non-current.</p> <p><u>Operating Cycle</u></p> <p>Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 3 to 4 years for the purpose of current and non-current classification of assets and liabilities.</p>

2.5 Revenue Recognition:

- (i) The Company follows the Percentage Completion Method of Accounting to recognize revenue in respect of civil construction projects / development of real estate.
- (ii) Determination of revenues under the Percentage Completion Method necessarily involves making estimates by the Company, some of which are of technical nature, concerning, where relevant, the percentages of completion, and the foreseeable losses to completion. The auditors have relied upon such estimates.
- (ii) Income from leasing of property is recognised on a straight line basis over the lease term.
- (iii) The commission income is recognised on accrual basis.

2.6 Other Income:

- (i) Interest income is accounted on accrual basis.
- (ii) Dividend Income is accounted for when the right to receive is established.

2.7 Fixed Assets:

- (i) Fixed assets are stated at cost less accumulated depreciation / amortization and impairment losses, if any. Cost comprises of purchase price and any attributable cost such as duties, freight, borrowing costs, erection and commissioning expenses incurred in bringing the asset to its working condition for its intended use.
- (ii) Capital work-in-progress includes the cost of fixed assets that are not ready to use at the balance sheet date and advances paid to acquire fixed assets on or before the balance sheet date.

2.8 Inventories:

Inventories are valued at lower of cost and net realizable value. Construction work-in-progress includes cost of land, premium for development rights, and interest and expenses incidental to the projects undertaken by the Company. Inventories of finished units / stock in trade, if any, are valued at cost or estimated net realizable value whichever is lower.

2.9 Investments:

- (i) Long term Investments are carried at Cost plus brokerage and other charges. Provision is made to recognise a decline, other than temporary in value of investments and is determined separately for each individual investment.
- (ii) Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.
- (iii) Investment properties are carried individually at cost less impairment, if any.

2.10 Employee Benefits

(i) Short-Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related services.

(ii) Post Employment Benefits:

Defined contribution & benefit plans:

The provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Gratuity Act, 1972 are not applicable to the Company. The Company does not have any other retirement benefit scheme for employees.

2.11 Borrowing Cost:

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of the cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

2.12 Segment reporting:

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company.

2.13 Leases:

Lease arrangements where the risk and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating lease. Lease payments under operating leases are recognised as an expense on accrual basis in accordance with respective lease agreements.

2.14 Earnings per share:

The Basic EPS is computed by dividing the net profit/(loss) attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit/(loss) attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

2.15 Taxes on Income:

- (i) Income tax expense comprises of current tax, (i.e. amount of tax for the Year determined in accordance with the Income Tax Act) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the Year).
- (ii) Tax on current income for the current Year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961.
- (iii) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that are enacted or are substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under Taxation laws, deferred tax assets are recognised only if there is virtual certainty that such assets can be realised. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonable / virtually certain (as the case may be) to be realised.

2.16 Impairment of Assets:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Statement. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

2.17 Provision, Contingent Liabilities and Contingent Assets:

The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made where there is a possible obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

For JMR & Associates
Chartered Accountants
Firm Reg No. 106912W

Nikesh Jain
Partner
Membership No. 114003

Mumbai, 23 May, 2018

For and on behalf of the Board of the Directors

TanamThakkar
Director
DIN : 00284512

Dev Thakkar
Managing Director & CEO
DIN : 07698270

Kamlesh Thakkar
Chief Financial Officer

Leesa Parekh
Company Secretary

Mumbai, 23 May, 2018

Manas Properties Limited

(Currency: Indian Rupees)

Notes forming part of the financial statements as at 31 March 2018

No.	Particulars	As at 31st March 2018	As at 31st March 2017
3	Share Capital		
	Authorized Share Capital		
	5,000,000 (2017: 5,000,000) Equity Shares of Rs. 10 each	50,000,000	50,000,000
		50,000,000	50,000,000
	Issued, Subscribed & Paid Up Capital		
	4,160,000 (2017: 4,160,000) Equity Shares of Rs. 10 each, fully paid up	41,600,000	41,600,000
	Total Share Capital	41,600,000	41,600,000

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Equity Shares	As at 31st March 2018		As at 31st March 2017	
	Nos.	Amount	Nos.	Amount
Number of Shares outstanding at the beginning of the year	4,160,000	41,600,000	4,010,000	40,100,000
Movement during the year	-	-	150,000	1,500,000
Number of Shares outstanding at the end of the year	4,160,000	41,600,000	4,160,000	41,600,000

b. Terms/Rights attached to equity shares:

The Company has only one class of equity shares of face value of Rs 10 per share. Each holder of equity shares is entitled to one vote per equity share. A member shall not have any right to vote whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such member. All equity shares of the Company rank pari passu in all respects including the right to dividend. The dividend is recommended by the Board of Directors and declared by the members at the ensuing Annual general Meeting. The Board of Directors have a right to deduct from the dividend payable to any member any sum due from him to the Company.

The Shareholders have all other rights as available to Equity Shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

c. Details of Shareholders holding more than 5% equity shares in the company.

Name of Shareholder	As at 31st March 2018		As at 31st March 2017	
	Nos.	% Holding	Nos.	% Holding
(i) Mr. Vijay Thakordas Thakkar	2,849,500	68.50	2,849,500	68.50
(ii) Mrs. Dimple Kamal Dalia	210,000	5.05	210,000	5.05

d. Details of Holding/Subsidiary Company,if any- Nil

e. Details of Shares issued for consideration other than in cash in Last 5 Years- Nil

4 **Reserves and Surplus**

a. Securities Premium Account	52,500,000	-
Addition during the Year	-	52,500,000
b. Surplus / (Deficit) in Profit and Loss Statement		
Balance brought forward from previous year	4,211,163	(1,899,719)
Add: Profit/(Loss) after tax for the year transferred	36,795	6,110,882
Net Surplus/(Deficit) in Profit and Loss Statement at the end of the year	4,247,958	4,211,163
Total Reserves and Surplus	56,747,957	56,711,163

Manas Properties Limited

(Currency: Indian Rupees)

Notes forming part of the financial statements as at 31 March 2018

No.	Particulars	As at 31st March 2018	As at 31st March 2017
5	<u>Long Term Borrowings</u>		
	<u>Unsecured</u>		
	From Director	5,739,558	6,909,431
	From Related Parties (Refer Note 5.1 and 29)	1,000,000	-
	Total Long Term Borrowings	6,739,558	6,909,431
5.1	Loans are interest free.		
6	<u>Other Long Term Liabilities</u>		
	Security Deposits Received	210,000,000	210,000,000
	Total Other Long Term Liabilities	210,000,000	210,000,000
7	<u>Short Term Borrowings</u>		
	<u>Unsecured</u>		
	From Shareholder	100,000	-
	Total Short Term Borrowings	100,000	-
8	<u>Trade Payables</u>		
a.	Dues to Micro, Small and Medium Enterprises (Refer Note 26)	-	-
b.	Others	1,624,069	407,225
	Total Trade Payables	1,624,069	407,225
9	<u>Other Current Liabilities</u>		
a.	Advance received	63,692,160	63,692,160
b.	Statutory Liabilities Payable	154,811	651,752
c.	Book Overdraft	4,536,012	-
d.	Others	148,268	4,930,188
	Total Other Current Liabilities	68,531,250	69,274,100

Manas Properties Limited (Formerly known as Manas Properties Private Limited)

(Currency: Indian Rupees)

Note : 10

Fixed Assets

Sr No.	Particulars	Gross Block			Depreciation			Net Block		
		As at 01/04/2017	Additions	Sales/ Adjustment	As at 31/03/2018	As at 01/04/2017	For the year	Deduction / Adjustment	As at 31/03/2018	As at 31.03.2017
	<u>Tangible Assets</u>									
	Computers	58,900	-	-	58,900	29,669	17,391	-	47,060	29,231
	SUB TOTAL (A)	58,900	-	-	58,900	29,669	17,391	-	47,060	29,231
	Total (A+B+C+D) Previous Year	58,900	-	-	58,900	29,669	17,391	-	47,060	29,231

Manas Properties Limited
(Currency: Indian Rupees)

Notes forming part of the financial statements as at 31 March 2018

No.	Particulars	As at 31st March 2018	As at 31st March 2017
11	<u>Non-Current Investments</u>		
A	Trade Investments Un-Quoted (At Cost)		
	Investment in Property		
	Hotel Premises	326,339,051	326,339,051
B.	Non-Trade Investments (At Cost)		
	Investment in Un-Quoted Equity Instruments		
	Others		
	Cosmos Co-op Bank Limited (Including Membership Fees of Rs 100) (1,000 (2016: 1,000) Equity Shares of ₹ 100/- each fully paid up)	100,100	100,100
Total	Non-Current Investments	326,439,151	326,439,151
	Aggregate Amount Of Unquoted Investments	326,439,151	326,439,151
12	<u>Long Term Loans and Advances</u>		
	Unsecured, Considered Good :		
a.	Capital Advance	25,000,000.00	-
b.	MAT Credit Entitlement	9,037,785	8,987,758
c.	Advance Income Tax/Refund Due (Net of Provision)	316,712	952,553
Total	Long Term Loans and Advances	34,354,497	9,940,311
13	<u>Trade Receivables</u>		
	Unsecured, Considered Good :		
a.	Outstanding for more than six months	5,093,161	93,161
b.	Others	-	-
Total	Trade Receivables	5,093,161	93,161
14	<u>Cash and Bank Balances</u>		
a.	Balance with Banks		
	In Current Accounts With Scheduled Banks	-	24,384,608
	In Escrow Account	-	4,654,000
b.	Cash & Cash Equivalents		
	Cash-in-Hand	5,206	5,764
Total	Cash and Bank Balances	5,206	29,044,372
15	<u>Short Term Loans and Advances</u>		
(i)	Unsecured, Considered Good :		
	Security Deposits	14,000,000	14,000,000
(ii)	<u>Advances to Related Parties</u>		
	Dev Land & Housing Private Ltd	4,555,145	4,568,945
(iii)	<u>Others</u>		
a.	Balance with Revenue Authorities for Indirect Taxes	861,270	770,462
b.	Prepaid Expenses	21,944	17,746
Total	Short Term Loans and Advances	19,438,359	19,357,153

Manas Properties Limited

(Currency: Indian Rupees)

Notes forming part of the financial statements as at 31 March 2018

No.	Particulars	As at 31st March 2018	As at 31st March 2017
16	<u>Revenue from Operations</u>		
a.	Commission Income	700,000	19,060,705
	Total Revenue from Operations	700,000	19,060,705
17	<u>Other Income</u>		
a	Consultancy Charges	2,500,000	-
b	Dividend Income on Non-Current Investment	-	8,000
c	Interest on Income Tax Refund	53,849	555,910
d	Sundry Balance Written Back	-	826,034
e	Reimbursement of MCGM Charges	3,022,717	-
	Total Other Income	5,576,566	1,389,944
18	<u>Employee Benefits Expenses</u>		
a	Salaries and Bonus	849,000	4,020,000
b	Directors Remuneration	2,400,000	-
	Total Employee Benefits Expenses	3,249,000	4,020,000
19	<u>Finance Cost</u>		
a	Interest on Service Tax	-	40,881
b	Interest on TDS	55,430	73,046
c	Bank Charges	1,503	851
		56,933	114,778
20	<u>Depreciation and Amortization Expenses</u>		
	Depreciation of Tangible Assets (Refer Note 11)	17,391	29,669
	Total Depreciation and Amortization Expenses	17,391	29,669
21	<u>Other Expenses</u>		
	Payment to Auditors (Refer Note 25)	120,000	20,000
	Advertisement Expenses	5,760	-
	Labour Charges	7,000	-
	Legal and Professional Expenses	2,276,658	830,000
	Commission Charges	90,400	-
	Director Sitting Fees	40,000	-
	Annual Charges to Exchange Board	170,343	149,760
	Insurance Expenses	102,595	86,452
	Donations (Refer Note 34)	-	100,000
	Krishi Kalyan Cess	33,512	-
	MCGM/BMC	-	3,022,717
	Profession Tax (Company)	2,500	-
	Printing and Stationery	-	14,040
	Share Issue Expenses	56,000	1,423,129
	Swacch Bharat Cess	6,944	32,118
	Miscellaneous Expenses	9,275	160,544
	Sundry Expenses	5,239	-
	Total Other Expenses	2,926,226	5,838,760

Manas Properties Limited

(Currency: Indian Rupees)

Notes forming part of the financial statements as at 31 March 2018

No.	Particulars	As at 31st March 2018	As at 31st March 2017
22	<u>Contingent Liabilities and Commitments:</u>		
a.	Contingent Liabilities		
(i)	Income Tax matter pending with CIT for A.Y. 2013-14	-	48,351,580
(ii)	Capital Commitments	41,400,000	-
23	In the opinion of the Board, the current assets, loans and advances have the value at which they are stated in the balance sheet, if realised in the ordinary course of business.		
24	In the opinion of the Board, the Company has made adequate provisions for all the known liabilities and the same is not in excess of the amounts considered as reasonably necessary.		
25	<u>Micro, Small and Medium Enterprises Development Act, 2006:</u>		
	Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October, 2006, certain disclosure are required to be made relating to Micro, Small and Medium Enterprises. On the basis of the information and records available with the management, there are no parties registered as Micro, Small and Medium Enterprises with whom the Company has carried out any transactions.		
26	<u>Details of Payment to Auditors:</u>		
	Statutory Audit Fees	120,000	20,000
	Total	120,000	20,000
27	<u>Segment Reporting:</u>		
	The Company is operating in the single segment of real estate broking and has income within India. Therefore, the Company has only one reportable business segment, which is real estate brokers and only one reportable geographical segment. Accordingly, these financial statements are reflective of the information required by the Accounting Standard 17, for the real estate and property development segment.		
28	<u>Related Party Transaction:</u>		
	Disclosures as required by Accounting Standard (AS) – 18 "Related Party Disclosure" are as under:		
a.	List of Related Parties where transaction has taken place during the year		
	<u>Name of Party</u>	<u>Nature of Relationship</u>	
	Dev land & Housing Private Limited	Promoter	
	Videv Realtors Private Limited	Associate Company	
	Tanish Realtors Private Limited	Associate Company	
	Dev Thakkar	Managing Director & CEO (w.e.f 14.01.2017)	
	Vijay Thakordas Thakkar	Whole Time Director	
	Kamlesh Thakkar	Chief Financial Officer (w.e.f 14.01.2017)	
b.	Transactions with related parties:		
	Remuneration to Key Managerial Personnel		
	Dev Thakkar	2,400,000	600,000
	Kamlesh Thakkar	600,000	600,000
		3,000,000	1,200,000
*	Remuneration given to Dev Thakkar includes payment made from Jan-17 to Mar-18		
	Advance Paid towards Acquisition of Property		
	Dev Land & Housing Private Limited	25,000,000	-
		25,000,000	-
	Expenses incurred on our behalf:		
(i)	Dev Land & Housing Private Limited	13,800	159,900
(ii)	Vijay Thakordas Thakkar	5,977,868	369,870,815
	Less: Reimbursement	7,147,741	363,291,176
		(1,169,873)	6,579,639
		(1,156,073)	6,739,539

Manas Properties Limited

(Currency: Indian Rupees)

Notes forming part of the financial statements as at 31 March 2018

No.	Particulars	As at 31st March 2018	As at 31st March 2017
c.	Balances with related parties outstanding as at year end:		
	<u>Trade Receivable / Capital Advance:</u>		
	Dev Land & Housing Private Limited	29,555,145	4,568,945
	<u>Long Term Borrowing:</u>		
	Videv Realtors Private Limited	1,000,000	1,000,000
	Vijay Thakordas Thakkar	5,739,558	6,909,431
	<u>Short Term Security Deposits</u>		
	Tanish Realtors Private Limited	10,000,000	10,000,000
	<u>Creditors For Expenses:</u>		
	Dev Thakkar	396,480	3,646,690
	Kamlesh Thakkar (Salary Payable)	49,800	91,830
29	<u>Details of Leasing arrangements :</u>		
	The Company has not taken any asset on lease during the current or previous year.		
30	<u>Earnings Per Share (EPS):</u>		
	Net Profit / (Loss) attributable to shareholders	36,795	6,110,882
	Earnings Per Share (Basic & Diluted)	0.01	1.52
	Nominal value per Equity Share	10	10
31	<u>Deferred Tax:</u>		
	Major components of deferred tax assets and liabilities as at year-end are as under:		
	Opening Deferred Tax Liability / (Assets)	1,460	-
	Deferred tax liability on account of		
	- Depreciation	622	1,460
	Movement during the year - deferred Tax (Income)/ Expense	622	1,460
	Closing Deferred Tax Liability / (Asset)	2,082	1,460

Manas Properties Limited*(Currency: Indian Rupees)*

Notes forming part of the financial statements as at 31 March 2018

No.	Particulars	As at	
		31st March 2018	31st March 2017
32	During the last year, the Company had completed the Initial Public Offer (IPO) and raised a total capital of Rs. 540.00 lakhs comprising a fresh issue of 150,000 Equity Shares of face value of Rs. 10/- each for cash at a premium of Rs. 350/- Per Share. The equity shares of the company were listed on BSE SME Platform effective from 30th March, 2017. The proceeds from IPO has been fully deployed for the purpose of the objects as stated in the prospectus dated 08th March, 2017		

Details of Utilisation of IPO Proceeds are as follows :

(Rupees in Lakhs)

Particulars	Balance as at 31st March, 2017	Amount Utilised	Amount Un-Utilised	Balance as at 31st March, 2018
Repayment of Loans *	0.88	53.55	(52.67)	-
Advance against Acquisition of Property	200.00	200.00	-	-
Expenditure for General Corporate Purpose	121.35	68.68	52.67	-
Total	322.23	322.23	-	-

33 The Company, consequent upon dispute with the party, has not recognised lease rental in absence of certainty of receipt. Further, the Company is exploring various options, including legal course, to recover the dues from the Party.

34 Prior Year Comparatives:

Previous year's figures are regrouped, rearranged or reclassified wherever considered necessary, to confirm to the current year's classification.

Signature to Notes 1 to 34 forming part of the Financial Statements

As per our report of even date attached

For JMR & Associates
Chartered Accountants
Firm Reg No. 106912W

For and on behalf of the Board of the Directors

TanamThakkar
Director
DIN : 00284512

Dev Thakkar
Managing Director & CEO
DIN : 07698270

Nikesh Jain
Partner
Membership No. 114003

Kamlesh Thakkar
Chief Financial Officer

Leesa Parekh
Company Secretary

Mumbai, 23 May, 2018

Mumbai, 23 May, 2018

FORM NO SH-13

Nomination Form

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

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

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

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

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

(2) PARTICULARS OF NOMINEE/S –

- a) Name:
- b) Date of Birth:
- c) Father's / Mother's / Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail Id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR -

- a) Date of Birth
- b) Date of attaining majority

c) Name of guardian

d) Address of guardian

Name : _____

Address: _____

Name of the Security Holder (s) : _____

Signature _____

Witness with the name and address: _____

Form No. SH-14

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

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

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

Or

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

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

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

PARTICULARS OF NOMINEE/S

Name :

Relationship with the security holder:

.....

Date of Birth:.....

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

Occupation:.....

Nationality:.....

Address:.....

E-mail Id:.....

14th Annual General Meeting – at Registered Office of the Company Situated at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058 On Monday, 24th September, 2018 at 11.00 AM.

ATTENDANCE SLIP

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

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

I / We hereby record my /our presence at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058 On Monday, 24th September, 2018 at 11.00 AM.

Member's / Proxy's Signature

Note:

1. Please complete the above details and sign this attendance slip and hand it over at the attendance verification counter at the meeting hall.
2. Electronic copy of the Annual Report for FY 2017 -2018 and the Notice of the Annual General Meeting along with attendance slip and proxy form is being sent to all the members whose email address is registered with the depository participant. Members receiving electronic copy and attending the AGM can print copy of this attendance slip.
3. Physical copy of the Annual Report for 2017-2018 and the Notice of the Annual General Meeting along with the attendance slip and proxy form is sent in the permitted mode(s) to all members whose email is not registered or who have requested for a hard copy

Manas Properties Limited

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

ELECTRONIC VOTING PARTICULARS

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

Note : Please read instructions given in the Notice of the 14th Annual General Meeting Carefully before Voting electronically.

**14th Annual General Meeting – at Registered Office of the Company Situated at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058
On Monday, 24th September, 2018 at 11.00 AM.**

PROXY FORM

Manas Properties Limited

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

14th Annual General Meeting – 24th September, 2018

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

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

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

or failing him

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

or failing him

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

or failing him

as per my / our proxy to vote (on a poll) for me / us on my /our behalf at the 14th Annual General Meeting of the Company to be held on Monday, 24th September, 20178 at 11.00 a.m at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058 on and adjournment thereof.

Ordinary Business

1. **Ordinary Resolution** for adoption of Audited Financial Statements for the year ended 31st March, 2018.
2. **Ordinary Resolution** for Appointment Mrs. Madhuriben Thakkar who is retiring by rotation and being eligible, offers himself for re-appointment.

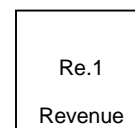
Special Business

3. **Ordinary Resolution** for Revision in Auditors Remuneration of M/S JMR & Associates, Chartered Accountants, Mumbai.
4. **Ordinary Resolution** for approval of Related Party Transactions upto the Maximum Limits as specified with the related party.

Signed this _____ day of _____ 2018

Signature of the Shareholder _____

Signature of Proxy _____



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory statements and notes, please refer to the notice of 14th Annual General Meeting.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission

MANAS PROPERTIES LIMITED

**14th Annual General Meeting – at Registered Office of the Company Situated at 10TH Floor, Dev Plaza, Opp. Andheri Fire Station, S. V. Road, Andheri (West), Mumbai – 400058
On Monday, 24th September, 2018 at 11.00 A.M.**

ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

Manas Properties Limited

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

14th Annual General Meeting – 24th September, 2018

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

5. I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual general Meeting dated **13th August, 2018** by conveying my/ our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

SR. No	Resolutions	Optional **	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended 31 st March, 2018.		
2	Ordinary Resolution for Appointment Mrs. Madhuriben Thakkar who is retiring by rotation and being eligible, offers herself for re-appointment.		
Special Business			
4	Ordinary Resolution for Revision in Auditors Remuneration of M/S JMR & Associates, Chartered Accountants, Mumbai.		
5	Ordinary Resolution for approval of Related Party Transactions		

	upto the Maximum Limits as specified with the related party.		
--	--	--	--

Place:

Date:

Signature of the Member

Or

Authorized Representative

Notes: i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
 ii) Last date for receipt of Assent/ Dissent Form: **23rd September 2018 (5.00 pm)**
 iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through physical assent/dissent shall be considered, subject to the assent/dissent form being found to be valid and vote cast through e-voting shall be treated as invalid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on **24th August, 2018**.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e **5.00 pm on 23rd September, 2018** .All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a

certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.

4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If nay such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.