

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighth Annual General Meeting (AGM) of the Members of **MANAS AGRO INDUSTRIES & INFRASTRUCTURE LIMITED** will be held on **Thursday, 31ST December, 2020 at 1.00 p.m. IST** through **Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following businesses:-

ORDINARY BUSINESS:-

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Auditors' Report thereon and the Directors' Report attached thereto for that year.**
2. **To appoint a Director in place of Shri. Vishnu Changde (DIN No.: 03619404), who retires by rotation and being eligible, offers himself for re-appointment.**
3. **Re-appointment of 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 the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. J. P. Joshi & Associates, Chartered Accountants Firm, Nagpur (Firm Registration No.: 116953W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for their second term of 5 (Five) years from the conclusion of this Annual

General Meeting till the conclusion of the 13th AGM of the Company, subject to ratification by shareholders annually, at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:-

4. **RE-APPOINTMENT OF SHRI. SARANG GADKARI AS THE WHOLE-TIME DIRECTOR OF THE COMPANY:-**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as **A SPECIAL RESOLUTION:-**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the Article 65(iv) of the Articles of Association of the Company and subject to such consents and permissions, as may be required, approval of the Members of the Company be and is here accorded for re-appointment of Shri. Sarang Nitin Gadkari (DIN: 01956871), as a Director not liable to retire by rotation, and also as the Whole-time Director of the Company, for a period of 3 (Three) years with effect from 15th June, 2021, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the

'Nomination and Remuneration Committee' of the Board) of the Company".

5. **APPOINTMENT OF SHRI. SAMAY MADHUSUDAN BANSOD AS THE WHOLE-TIME DIRECTOR OF THE COMPANY:-**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and Article 65(i) & (ii) of Article of Association of the Company, Mr. Samay Madhusudan Bansod (DIN No: 03193142), who was appointed as an Additional Director (Executive) of the Company with effect from November 1, 2020 and who holds office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), and subject to the approval of the Central Government, as may be required, Mr. Samay Madhusudan Bansod (DIN No: 03193142) be and is hereby appointed as the Whole-time Director of the Company, to hold office for a period of 3 (Three) years with effect from November 1, 2020 to October 31, 2023, on such

terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board of Directors (hereinafter referred to as the "Board" which expression shall also include the 'Nomination and Remuneration Committee' of the Board) of the Company."

6. **RE - APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR:-**

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 Sections 149, 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 read with the rule 4 and 5 of Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Schedule IV to the Companies Act, 2013, Shri. Pramod Bhaskarrao Borawar (DIN:-02014308), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and whose term expired on 9th July, 2020 is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of Five (5) consecutive years with effect from 10th July, 2020 to 09th July, 2025 and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation."

7. **RATIFICATION OF REMUNERATION OF COST AUDITOR:-**

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 2,00,000/- (Rupees Two Lakhs only) and the payment of applicable tax and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit,

as approved by the Board of Directors, payable to M/s. Ujwal P. Loya & Co., Cost Accountants, Nagpur (Firm Registration No. 101399), who are appointed as Cost Auditor to conduct the audit the relevant cost records of the Company for the Financial Year ending March 31, 2021."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors
For **Manas Agro Industries & Infrastructure Ltd.**

Mumbai
December 22, 2020

Sarang Gadkari
Whole-time Director
DIN:01956871

Registered Office:
Unit No. 605, 6th Floor, Raheja Chambers,
Nariman Point, Mumbai-400021
(Maharashtra)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 04:

Shri. Sarang Gadkari, aged about 32 years, is individually holding 766 equity shares in the Company. The Members at the 7th Annual General Meeting ("AGM") held on 30th September, 2019 approved the appointment of Shri. Sarang Gadkari as a Whole-time Director of the Company for a period of three (3) year with effect from 15th June, 2020. Shri. Sarang Gadkari will complete his present term on 14th June, 2021.

The Board of Directors of the Company ("the Board") at the meeting held on 22nd December, 2020, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the re-appointment of Shri. Sarang Gadkari as Director, and also as Whole-time Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration:-

1. **Period of Appointment:** From 15th June, 2021 to 14th June, 2024.
2. **Proposed Remuneration:-**
 - a) **Basic Salary:** Rs. 182,000/- per month.
 - b) **Various allowances as per Company's policy:** Rs.229,000/- per month.
 - c) **Others:** as may be decided by the Board from time to time.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Shri. Sarang Gadkari as the Whole-time Director for a further period of one year, post completion of his present term on 14th June, 2021, on terms and conditions more particularly provided in Agreement of Whole-time Director.

Shri. Sarang Gadkari is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Whole-time Director of the Company. Shri. Sarang Gadkari satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

Accordingly, it is proposed to seek the member's approval for the appointment of and remuneration payable to Shri. Sarang Gadkari, Whole-time Director in terms of applicable provisions of the Act at item No. 4 by way of Special Resolution.

Except Shri. Sarang Gadkari and his relatives pursuant to section 2(77) read with Rule 4 of chapter I of Companies Act, 2013, being an appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 05:

Shri. Samay Bansod, aged about 39 years, is individually or jointly not holding any equity or preference shares in the Company. Shri. Samay Bansod is an additional Director (Executive) of the Company with effect from 1st November, 2020 appointed by the Board of Directors in its meeting held on 30th October, 2020, who holds their office only upto ensuing Annual General Meeting. Pursuant to the provisions of section 161(1) and other applicable provisions of the Companies Act, 2013 and Articles of Association, the Company has received a notice from a shareholder proposing his candidature for the office of Director along with requisite deposit as per section 160 of the Companies Act, 2013.

The Board of Directors of the Company ("the Board") at the meeting held on 22nd December, 2020, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Shri. Samay Bansod as Director, and also as Whole-time Director of the Company, as set out in the Resolution relating to his appointment, on the following remuneration:-

1. **Period of Appointment:** From 1st November, 2020 to 30th October, 2023.
2. **Proposed Remuneration:-**
 - a) **Basic Salary:** Rs. 66,013/- per month.

(Rs. in Crores)

b) **Various allowances as per Company's policy:** Rs.37,500/-per month.

c) **Others:** as may be decided by the Board from time to time.

Shri. Samay Bansod is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director and Whole-time director of the Company. Shri. Samay Bansod satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

Accordingly, it is proposed to seek the member's approval for the appointment of and remuneration payable to Shri. Samay Bansod in terms of applicable provisions of the Act at item No. 5 by way of Special Resolution.

Except Shri. Samay Bansod and his relatives pursuant to section 2(77) read with Rule 4 of chapter I of Companies Act, 2013, being an appointee, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

The following additional information as required under Schedule V Part II Section II to the Companies Act, 2013 with reference to the Item No. 4 and 5 is as follows:-

I. GENERAL INFORMATION:-

- 1) **Nature of Industry:** Manufacturing of Sugar, Ethanol, Rectified Spirit, Power Generation, Organic Manure, trading in Motor Spirit and Bottling & Refilling of LPG Cylinders.
- 2) **Date or Expected date of commencement of Commercial Production:** Existing Company, Not Applicable.
- 3) **In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus:** Existing Company, Not Applicable.
- 4) **Financial Performance based on given indicators:**

Financial Parameters	2018-19	2017-18	2016-17
Revenue From Operations	594.02	568.13	565.65
Other Income	83.63	19.96	20.03
Total Revenue	602.38	588.10	585.68
Total Expenses	592.20	581.56	580.91
Finance Cost (net)	68.89	62.18	68.41
Depreciation & Amortisation Profit/(loss) before Tax	31.48	33.14	33.07
Extra-ordinary Items & Taxes	--	--	4.77
Profit/(loss) before Tax	10.17	6.54	1.45
Profit/(loss) after Taxes	12.90	9.64	0.46

5) **Foreign Investments or Collaborations, if any:-**
NIL

II INFORMATION ABOUT THE APPOINTEES:

(A) SHRI.SARANG NITIN GADKARI:

1) Background Details

Shri. Sarang Gadkari has completed Bachelor's Degree in Engineering (Civil) from G. H. Rasoni College of Engineering.

2) Past Remuneration:

(Amt in Rs.)

Particulars	2019-2020	2018-2019	2017-2018
Basic Salary	182,000	182,000	182,000
Perquisite	229,000	229,000	229,000
Other	--	--	--
Total	411,000	411,000	411,000

3) **Recognition or rewards:** He has handled various projects in Infrastructure sector.

4) Job Profile and his Suitability:-

Shri. Sarang Gadkari has an overall experience of more than 13 years working in various levels including management and administration. He has worked with

Constructions, Infrastructure Sector and has been involved extensively in the Agro Based Industry. Shri. Sarang Gadkari is the Director of Chaitanya Constructions & Builders Pvt. Ltd. He has handled the various construction & development projects of various other Companies.

In view of the above, and his diverse experience and the high esteem in which he is held in the Corporate Sector, the Board considers Shri. Sarang N. Gadkari as the most suitable person for shouldering responsibilities pertaining to various facets governing the Management of the Company.

5) Remuneration Proposed:

(a) **Basic Salary:** Rs. 182,000/- per month.

(b) **Various allowances as per Company's policy:** Rs. 229,000/- per month.

(c) **Others:** as may be decided by the Board from time to time

The Board shall be entitled to revise or amend the remuneration of Shri. Sarang Gadkari within the ceiling limit set out U/s 196, 197, 203 read with Schedule V of the Companies Act, 2013.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration structure offered to Shri. Sarang Gadkari is comparable with similar kind of position in the Industry and is purely based on merit.

7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Shri. Sarang Gadkari is a promoter director individually holding 766 equity shares in the Company consisting of 0.02% of the paid-up capital of the Company. Apart from remuneration as stated above and dividend, if any as a member of the Company, he does not receive any emoluments from the Company. No managerial personnel have any relationship with Shri. Sarang Gadkari.

(B) SHRI. SAMAY MADHUSUDAN BANSOD:

1) Background Details

Shri. Samay Bansod has completed Diploma

in Education (D.Ed.), Postgraduate Degree and also Pursuing Doctorate (Ph.D.) from RTM Nagpur University.

2) Past Remuneration : Not Applicable

3) Recognition or rewards: He is Elected Member on Indian Sugar Mills Association (ISMA) and also Executive Council Member of Western Indian Sugar Mills Association (WISMA). He is also holding position of Senate Member on RTM Nagpur University, appointed by Governor of Maharashtra.

4) Job Profile and his Suitability:-

Shri. Samay Bansod has an overall experience of more than 15 years working in various levels including management and administration. He was also holding position of Vice-president (Sugar & Agriculture) with the Company from last 5 years and has been involved extensively in the Sugar and Agriculture segment of the Company.

Shri. Samay Bansod is the Director of Cian Agrotech Limited, Centrica Food Processor & Infrastructure Limited, Wardha Mega Food Parks Pvt Ltd.

Shri. Samay Bansod as an exceptional leadership track record, deep strategic expertise, a unique ability to forge long-standing client relationships, and proven experience of driving transformation and managing technological disruption and the high esteem in which he is held in the Corporate Sector, the Board considers Shri. Samay Bansod as the most suitable person for shouldering responsibilities pertaining to various facets governing the Management of the Company.

5) Remuneration Proposed:

(a) **Basic Salary:** Rs. 66,013/- per month.

(b) **Various allowances as per Company's policy:** Rs. 37,500/- per month.

(c) **Others:** as may be decided by the Board from time to time

The Board shall be entitled to revise or amend the remuneration of Shri. Samay Bansod within the ceiling limit set out U/s 196, 197, 203 read with Schedule V of the Companies Act, 2013.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration structure offered to Shri. Samay Bansod is comparable with similar kind of position in the Industry and is purely based on merit.

7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Shri. Samay Bansod is an additional director of the Company. Apart from remuneration as stated above, he does not receive any emoluments from the Company. No managerial personnel have any relationship with Shri. Samay Bansod.

III. OTHER INFORMATION:

1) Reasons of loss or Inadequate Profits:

Company has considerably improved its performance in the financial year 2019-20 against the financial year 2018-19 due to timely availability of working Capital. However there is inadequate profit as on 31st March, 2020 as compared to estimated target as on 31st March, 2020 due to delay in power sale proceed from Maharashtra State Electricity Distribution Company Limited, inadequate quantity of molasses for distillery Division.

2) Steps Taken Or proposed to be taken for improvement:

- i) The Company has undertaken sizable efforts towards Sugar plantation in commendable area and propose to crush about 6,16,000 MT of Sugarcane in coming Sugar season. We are focusing on increase in sugar Recovery in future. Commencement of commercial operation of Sugar Refinery will provide value addition to the sugar division of the Company.
- ii) In Power segment, we are planning to reduce downtime in Power division by proper preventive maintenance. It is also propose to use of multi-fuels at power division of the Company.
- iii) In Distillery and Ethanol Division, we have booked sizable quantity of Molasses for current financial Year 2020-21 in comparison

to previous period. We have kept target to arrange for 110,000 MT of Molasses for financial year 2020-21. This shall help us to run our distilleries at peak PLF till commencement of next Sugar season.

- iv) Further in LPG segment, we are focusing on industrial consumer and setting new Autogas station. Further Company is proposed to enter into central India and southern states of India for setting up retail Outlets of E-10.

3) EXPECTED IMPROVEMENT IN PRODUCTIVITY AND PROFITS IN MEASURABLE TERMS:

The aforesaid steps in the operations of the various segments of the Company will help for considerable savings, would result in improvement in the future profitability and debt servicing capacity of the Company. Further Expansion and diversification of business of the Company will also help the Company to build strong business fundamentals of the Company.

ITEM NO. 6:-

Shri. Pramod Bhaskarrao Borawar (DIN: 02014308) is an Independent Non-Executive Director of the Company and Chairman of the Audit Committee and a Member of the Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company in 10th July, 2017. Shri. Borawar was appointed as an Independent Non-Executive Director to hold office for three consecutive years for a term upto 9th July, 2020, by the Members of the Company in the 5th AGM held on 24th November, 2017.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto three consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto Five consecutive years on the Board of a Company.

Based on recommendation of the Nomination and Remuneration Committee and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, Shri. Borawar, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to

be re-appointed as an Independent Director for a second term of Five consecutive years from 10th July, 2020 upto 09th July, 2025.

Shri. Borawar does not hold by himself or for any other person on a beneficial basis, any shares in the Company. She has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act").

In the opinion of the Board, Shri. Borawar fulfils the conditions specified in the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. A copy of the draft Letter of Appointments for Independent Director, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Except Shri. Borawar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice of the AGM. Shri. Borawar is not related to any Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri. Borawar as an Independent Director and based on the recommendation of the Nomination and Remuneration Committee recommends the

Special Resolution as set out at Item No. 6 of the Notice of the AGM for approval of the members.

ITEM NO.7:-

On the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on 22nd December, 2020 has approved the appointment and remuneration of M/s Ujwal P. Loya & Co., Cost Accountant, Nagpur to conduct the cost audit of cost records of the Company for the financial year ending March 31, 2021 at a remuneration of Rs. 2,00,000/- (Rupees Two Lacs only) per annum plus applicable tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 7 of accompanying Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2021.

In view of the above, the Board recommends the resolution at Item No. 7 of this Notice for approval of the shareholders as an Ordinary Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing the said resolution mentioned at Item No. 7 of this Notice.

By order of the Board of Directors
For **Manas Agro Industries & Infrastructure Ltd.**

Sarang Gadkari
Whole-time Director
DIN:01956871

Mumbai

December 22, 2020

Registered Office:

Unit No. 605, 6th Floor, Raheja Chambers,
Nariman Point, Mumbai-400021
(Maharashtra)

NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to **mail.csd@gmail.com**.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at **www.manasindustry.com**.
6. The Company has appointed M/s V.R. Khemuka & Associates, Practicing Company Secretaries, Nagpur as the Scrutinizer for conducting the process of e-voting & voting through VC/OAVM & poll papers at the AGM in a fair and transparent manner.
7. As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Company at **www.manasindustry.com**.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as per MCA Circulars, the Company is offering "remote e-voting facility" 3 days prior to the date of AGM and "e- voting facility" during the AGM to its Members (holding shares in physical or electronic form) in respect of all businesses to be transacted at the AGM.
11. Pursuant to MCA Circulars, a designated email address viz., **mail.csd@gmail.com** has been created by the company so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the R&T/Depository Participant. The Members will be allowed to post questions during the course of

the Meeting. However, the queries can also be given in advance at **mail.csd@gmail.com**.

12. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item nos. 4-7 is annexed hereto.
13. All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Company for inspection by the Members. The same will be shared with the members on receipt of request.
14. Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. December 24, 2020), shall be entitled to cast their vote through VC/OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
16. On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them.

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.

Process and manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (appendix) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id **mail.csd@gmail.com** created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Remote e-voting Instructions for shareholders

Remote E-voting period starts on Sunday, December 27, 2020 (09:00 A.M. IST) and ends on Wednesday, December 30, 2020 (05:00 P.M. IST). The remote e-voting module will be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of Link Intime India Pvt. Limited (LIPL) e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID: Enter your User ID
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Registrar.
 - Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
 - Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-

Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour/Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LI IPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative (s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password'?
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

InstaVote Support Desk

Link Intime India Private Limited

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting,

shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. "Favour/ Against" as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk

Link Intime India Private Limited

Appendix

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:-

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

Or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

Route Map and Prominent Landmark of AGM Venue and Attendance Slip:-

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required.



NOTES

If undelivered please return to



Company Secretary

MANAS AGRO INDUSTRIES & INFRASTRUCTURE LIMITED

Registered Office: Unit No. 605, 6th Floor, Raheja Chambers, Nariman Point, Mumbai-400021

CIN: U15122MH2012PLC235369 **Website:** www.manasindustry.com

Email: info@manasindustry.com; **Tel:** 022- 22021002