



MEGH MAYUR INFRA LIMITED

(Formerly Poddar Infrastructure Limited)

26th August, 2020

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

Company Code: 509003

Name of the Company: Megh Mayur Infra Limited

(Formerly known as Poddar Infrastructure Limited and therebefore known as Transoceanic Properties Limited)

E-Mail Id of the Company: grievances@meghmayur.com

Sub: Submission of Notice of AGM to be held on 23rd September, 2020.

With reference to the above subject, please be informed that the 39th Annual General Meeting of the Megh Mayur Infra Limited is scheduled to be held on 23rd September, 2020 at 11:30 a.m at the registered office of the Company at 208, Lalji Shopping Centre, S.V. Road Borivali (West), Mumbai- 400 092.

Please find enclosed the Notice of 39th Annual General Meeting of Megh Mayur Infra Limited for your record

For Megh Mayur Infra Limited

Bijay Laxmi Singh.

Bijay Laxmi Singh

Company Secretary & Compliance Officer

Mem. No. ACS51192



Encl: As above

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

CIN : L51900MH1981PLC025693



MEGH MAYUR INFRA LIMITED

(Formerly Poddar Infrastructure Limited)

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **Megh Mayur Infra Limited (Formerly known as Poddar Infrastructure Limited and therefore Known as Transoceanic Properties Limited)** will be held on **Wednesday, the 23rd September, 2020 at 11.30 a.m.** at the Registered Office of the Company at 208, Lalji Shopping Centre, S.V. Road, Borivali (West), Mumbai - 400 092 to transact the following business:

ORDINARY BUSINESS

Item No. 1

To receive, consider and adopt the audited financial statement of the Company for the year ended March 31, 2020 and the reports of the Board of Directors and the Auditors thereon.

Item No.2

To appoint Director in place of Mr. Rajendra Shah DIN: 01765634 who retires by rotation and being eligible, offers himself for re-appointment.

Item No.3

To approve the appointment of Secretarial Auditor, H. Tosniwal & Co. Chartered Accountants and Re-appoint them for another term of five consecutive years.

SPECIAL BUSINESS:

Item No. 4

Appointment of Ms. Simmy Arora as an Independent Director for a second term of five consecutive years.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**: -

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company Ms. Simmy Arora (DIN: 08267654) who is not disqualified to become a Director under the Act and who meets the criteria of Independence as prescribed under Section 149 (6) of the Act and Annual General Meeting in terms of Section 161 of the Act and in respect of whom Company has received a notice in writing from a Member,

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proposing her candidature for the office of Director of the Company pursuant to the provisions of Section 160 of the Act and who is not disqualified to become a Director under the Act, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of Five(5) consecutive years, with effect from the 02nd November 2020.

Place: Surat
Date: 14.08.2020

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



Mitul Shah
Chairman and Managing Director
(DIN:00509114)

Registered Office: 208, Lalji Shopping Centre,
S.V. Road, Borivli West, Mumbai-400092.

CIN: L51900MH1981PLC025693

Email: grievances@meghmayur.com

Website: www.meghmayurinfra.com

NOTES:

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

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

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- (b) The instruments appointing proxy as per the format including in the Annual Report should be lodged with the Company at its Registered office not less than 48 hours the Commencement of the meeting i.e. by 11.30 a.m. on Monday 21st September, 2020.
- (c) During the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Member would be entitled to inspect the proxies lodged with the Company during normal business hours (10.00 a.m. IST to 6.30 p.m. IST) at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 16th September, 2020 to Wednesday 23rd of September, 2020 (both days inclusive).
 5. Pursuant to Section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH-13 (Annexed to the Report) with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
 6. As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form so as to be able to freely transfer them and participating corporate actions such as buyback. Members can contact the Company or Company's registrar and transfer Agents, Satellite Corporate Services Private Limited for assistance in this regard.
 7. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialization form only with effect from 01.04.2019, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
 8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for longer periods. Periodic statement of holdings should be obtained from the concerned Depository Participant and holding should be verified.

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9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent
10. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.
11. Members/Proxies should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company.
12. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail addresses either with the company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company who have registered their e-mail address are entitled to receive such communication in physical form upon request.
13. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at www.meghmayurinfra.com.
14. A route Map showing directions to reach the venue of the 39th Annual General Meeting is given as per the requirement of Secretarial Standard 2 on General Meetings.
15. Members are requested to bring their physical copies of the Annual Report at the Meeting.
16. The Company's Equity shares is listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2019-2020. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at Satellite Corporate Services Pvt. Ltd. Office no. 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka- Mumbai-400072.
17. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members

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who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

18. E –Voting

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (amended from time to time) and sub-regulation (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the secretarial standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 39th Annual General Meeting (AGM) by electronic means on all the resolutions set forth in the Notice convening 39th Annual General Meeting to be held on Wednesday, the 23rd September, 2020. **The Company has engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility. The Notice is displayed on the Company's website, www.meghmayurinfra.com and on the website of NSDL at www.evoting.nsdl.com.**
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Saturday, 19th September, 2020, (09:00 am) and ends on Tuesday 22nd September, 2020 (05:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

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3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below:
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at prem1989_21@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

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

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

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

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-

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voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

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

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact Ms. Sarita Mote Assistant Manager, NSDL, at SaritaM@nsdl.co.in/ www.nsdl.co.in or on Phone No: 022-24994890 or NSDL toll free no.: 1800-222-990.

- i. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iii. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 16th September, 2020. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
- iv. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- v. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

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- vi. Mr. Praful Kumar Rana (Advocate, M. No. G/2916/2013) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- vii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.meghmayurinfra.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Surat
Date: 14.08.2020



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

Mitul Shah
Chairman and Managing Director
(DIN:00509114)
Registered Office: 208, Lalji Shopping Centre,
S.V. Road, Borivli West, Mumbai-400092.
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Website: www.meghmayurinfra.com

ANNEXURE TO ITEM NO 2 AND 4 TO THE NOTICE OF THE AGM

As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings, brief profile of the Directors retiring by rotation/ seeking appointment/ re-appointment at the ensuing Annual General Meeting, is given below:

Name of the Director	Rupal Shah	Simmy Arora	Jayant Pandya
Date of Birth	06/03/1971	16/04/1988	14/11/1953
Date of Appointment	13/02/2017	02/11/2019	01/04/2014
Qualification	B.com	B.com and C.A.	B.com and C.A.
Experience in specific functional areas	0	07	40
Directorship in other Companies	No	No	Director in 1 company
Chairman/Member of the	0	0	0

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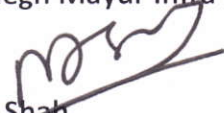
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Committees of the Board of Directors of the other Companies in which he is a Director			
No. of Shares held in the Company	0	0	0
Inter-se relationship between Directors	YES	NO	NO
Director Identification Number	07730349	08267654	02144823

Place: Surat
Date: 14.08.2020



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


Mitul Shah
Chairman and Managing Director
(DIN:00509114)
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ANNEXURE TO THE NOTICE

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

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

Item no. 4

Ms. Simmy Arora (DIN: 08267654) was appointed as an Independent Director of the Company pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') read with the rules made thereunder (not liable to retire by rotation) for a term of two (2) consecutive years with effect from 02nd November, 2018.

It is proposed to re-appoint Ms. Simmy Arora (DIN: 08267654) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 02nd November 2020, subject to the approval of the Members of the Company by Special Resolution as set out at Item No. 4 of this Notice and other regulatory approvals, if any. In the opinion of the Board of Directors, Ms. Simmy Arora (DIN: 08267654) fulfils the conditions specified in the Act and the rules made thereunder for her re-appointment as an Independent Director of the Company and is independent of the Management. The annual performance evaluation results for Ms. Simmy Arora (DIN: 08267654) were also positive on an overall basis confirming high performance standards. Further, Ms. Simmy Arora (DIN: 08267654) is a person of high repute, integrity and has rich and varied experience which will be an invaluable input to the Company's strategic direction and decision making. Her contributions and guidance during the deliberations at the Board and Committee meetings have been of immense help to the Company.

After taking into consideration report of performance evaluation of Ms. Simmy Arora (DIN: 08267654), Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts concerning each item of special business background, experience and contribution made by her, the Board of Directors at its meeting held on 14th August 2020, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Ms. Simmy Arora (DIN: 08267654), as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from 02nd November 2020 upto 01st November 2025, subject to the approval of the Members of the Company by Special Resolution and other regulatory approvals, if any. As per the requirements of Regulation 36 (3) of Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, the required details of Ms. Simmy Arora (DIN: 08267654) are appended in the Annexure forming part of the Notice. The Directors recommend the Resolution at Item No. 4 of the accompanying Notice as a Special Resolution for approval of the Members of the Company. Except

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Ms. Simmy Arora (DIN: 08267654) and her relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the passing of resolution set out at Item No. 4 of the accompanying Notice. Documents relevant to the re appointment of Ms. Simmy Arora (DIN: 08267654) as an Independent Director of the Company are available for inspection at the Registered Office of the Company during business hours on any working day of the Company without payment of fee.

Place: Surat
Date: 14.08.2020

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



Mitul Shah
Chairman and Managing Director
(DIN:00509114)
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