



Ref.: MPL/CS/HYD/2016

Date: 29.08.2016

To

The Stock Exchange Mumbai (BSE) Corporate Relationship Dept., 1st Floor, New Trading Ring Rotunda Building, PJ Towers Dalal Street, Fort, Mumbai -400 001	National Stock Exchange (NSE) of India Limited, 5th Floor, Exchange Plaza, Bandra (East), Mumbai- 400 051.
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Deutsche Bank Luxembourg S.A., 2, Boulevard Konrad Adenauer, L-1115 Luxembourg,

Sub.: Notice of the 26th Annual General Meeting to be held on 24th September 2016

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Twenty Sixth Annual General Meeting of the Company to be held on Saturday the 24th September, 2016 at 3.00 PM at The Registered Office of the Company situated at Madhu Complex 1-7-70, Jublipura, Khammam-507003.

Kindly take the same on record

Thanking you,

For Madhucon Projects Limited


Asfia Moin
Company Secretary
ACS-37280



Encl.: As above

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Madhucon Projects Limited will be held on Saturday the 24th September, 2016 at 3.00pm at The Registered Office of the Company situated at Madhu Complex 1-7-70, Jublipura, Khammam-507003 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the report of the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year 2015-16.
3. To appoint Auditors and to fix their remuneration.

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of section 139 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Kota & Company, Chartered Accountants, (FRN - 011982S) Hyderabad, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration (including out of pocket and incidental expenses) as may be determined by the Board of Directors of the Company”.



SPECIAL BUSINESS:

4. **Re-appointment of Sri. Nama Seethaiah (DIN- 00784491) as Managing Director & CEO of the company:**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any, and subject to the approval of Members of the Company, consent of the Board be and is hereby accorded for the re-appointment of Sri. Nama Seethaiah, Managing Director & CEO of the Company for a period of three years w.e.f. 1st May, 2016 on monthly Managerial Remuneration of Rs.5,00,000/- (Rupees Five lakhs only) (inclusive of all allowances & perquisites) on the recommendations and approval of the Nomination & Remuneration Committee.

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

5. **Approval for the remuneration of the Cost Auditor for the financial year ending on March 31, 2017:**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the remuneration of Rs.1,50,000(Rupees One Lakh fifty Thousand only) inclusive of all taxes payable to M/s. BVR & Associates, Cost Accountants (Firm Registration No. 000453), the Cost Auditors of the Company to conduct audit of cost records made and maintained by the Company for the financial year ending March 31st, 2017, as recommended by Audit Committee and approved by Board of Directors be and is hereby ratified.

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

By Order of the Board
For Madhucon Projects Limited

Date : 10-08-2016

Place: Hyderabad

 Asfia Moin
ACS-37280
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with a copy of this Notice to the members separately.
3. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the meeting. Proxy form is attached herein.

A person can act as proxy on behalf of the members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder as per rule 19 of the Companies (Management and Administration) Rules, 2014.

4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representative to attend and vote at this Annual General Meeting as per Section 113 of the Companies Act, 2013.
5. In case of Joint shareholders attending the Meeting, only such joint holder whose name stands first on the Register in respect of such share will be entitled to vote.
6. Members who hold shares in the physical form and wish to make/ change nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit their request to the Company in Form No. SH.13.
7. Members who are holding shares in physical form are requested to dematerialize their physical shareholdings with Depository Participants (DP) in order to facilitate the benefit of electronic trading.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are



requested to advise any change in their address or bank mandates immediately to the Company / Karvy Computershare Private Limited (RTA).

9. Members, who have not registered their e-mail addresses so far and holding shares in electronic form are requested to register their e-mail address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to register their e-mail address to the Company / Karvy Computershare Private Limited (RTA) for receiving all communication including Annual Report, Notices etc.
10. The Register of Members and Share Transfer Books will remain closed from 17th September, 2016 to 24th September, 2016 (inclusive of both days) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
11. Dividend on Equity Shares, if declared, will be paid to the members whose names appear in the Company's Register of Members on 17th September, 2016; in respect of shares held in electronic mode, the dividend will be paid to the beneficiaries as per the details furnished by the National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
12. Dividend, if any remained unpaid or unclaimed for a period of 7 years or more, will be transferred to "Investor Education and Protection Fund" pursuant to the provisions of the Companies Act and thereafter, no claim shall lie against such fund or against the Company.
13. The Shareholders who have not encashed their dividend for the financial year 2008-2009 to 2014-2015 may approach the Secretarial Department of the Company for issue of fresh Demand Drafts against production of such proof of documents as may be required.
14. The Dividend which remained uncashed for the financial year 2008-2009 is due to be transferred to "Investor Education and Protection Fund" on 29th October, 2016. Therefore, Shareholders may approach Secretarial Department of the Company for claiming their dividend on or before 29th October, 2016.
15. Members may also note that the copy of notice of this Meeting and the Annual Report for the financial year 2015-16 will also be available on the website of the Company www.madhucon.com



ANNEXURE:

Explanatory Statement Pursuant to the provision of Section 102(1) of the Companies Act, 2013:

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice.

Item No.4: Re-appointment of Sri. Nama Seethaiah (DIN-00784491) as Managing Director & CEO of the company:

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 15th April 2016 had recommended for the re-appointment of Sri. Nama Seethaiah as Managing Director & CEO of the Company on the existing monthly managerial remuneration of Rs.5,00,000 (inclusive all allowances and perquisites) for a period of 3 (Three) Years w.e.f. 1st May, 2016.

In terms of the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 approved by the Board of Directors Accordingly, the Shareholders are requested to ratify re-appointment of Sri. Nama Seethaiah as Managing Director & CEO of the Company, as set out in the Ordinary Resolution in Item No. 4.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested financial or otherwise, in the said Resolution

Item No. 5: Approval for the remuneration of the Cost Auditor for the financial year ending on 31st March, 2017:

The Board of Directors of the Company on the recommendation of Audit Committee approved the appointment and remuneration of M/s. BVR & Associates, Cost Accountants (Firm Registration No. 000453) as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the financial year ending on 31st March, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as approved by Board of Directors, has to be ratified by the Shareholders of the Company. Accordingly, the Shareholders are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2017, as set out in the Ordinary Resolution in Item No. 5.

None of the Directors and Key Managerial Personnel of the Company is concerned or interested financial or otherwise, in the said Resolution

**By Order of the Board
For Madhucon Projects Limited**

Date : 10-08-2016

Place: Hyderabad


Asfia Moin
ACS-37280
Company Secretary