



Modern Engineering and Projects Limited

Shaping the Road Ahead

Date: September 05, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE SCRIP CODE: 539762

Sub: Submission of Annual Report pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

Pursuant to Regulation 34 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Annual Report of the Company for the year ended March 31, 2024

Kindly take the same on records.

Thanking you.

Yours faithfully,

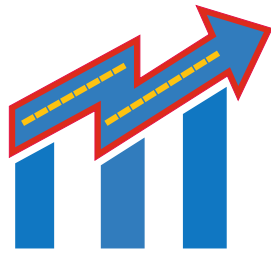
For Modern Engineering and Projects Limited,

Sanjay Jha

Sanjay Jha
Company Secretary



Encl: as above



**Modern Engineering
and Projects Limited**

Shaping the Road Ahead

78th Annual Report

COMPANY INFORMATION

BOARD OF DIRECTORS	Mr. Sitaram Dhulipala	Managing Director
	Mr. Jashandeep Singh	Non-executive Director
	Mrs. Vaishali Mulay	Non-executive Director
	Dr. Pandit Sawant	Independent Director
	Mr. Shivratn Agarwal	Independent Director

CHIEF FINANCIAL OFFICER	Mr. Navraj Bhatt (w.e.f. June 04, 2024)
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COMPANY SECRETARY & COMPLIANCE OFFICER	Mr. Sanjay Jha (w.e.f. November 08, 2023)
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STATUTORY AUDITORS	M/s. S K Patodia & Associates, Chartered Accountants, Mumbai
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SECRETARIAL AUDITORS	M/s. Nidhi Bajaj & Associates, Company Secretary, Mumbai
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INTERNAL AUDITOR	M/s. R R Bajaj & Associates, Chartered Accountants, Mumbai
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BANKERS	ICICI Bank Limited
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<p>REGISTRAR AND SHARE TRANSFER AGENT</p> <p>PURVA SHAREGISTRY (INDIA) PVT. LTD 9 SHIV SHAKTI INDUSTRIAL ESTATE, J R BORICHA MARG, NEAR LODHA EXCELUS, LOWER PAREL (EAST), MUMBAI 400011 TEL: 022- 31998810/ 49614132 Email: support@purvashare.com</p>	<p>REGISTERED OFFICE</p> <p>103/4, PLOT-215, FREE PRESS HOUSE, JOURNAL MARG, FL-10 FREE PRESS, NARIMAN POINT, MUMBAI 400021 MAHARASHTRA TEL: 022- 6666 6007 EMAIL: cs@mep.ltd</p>
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NOTICE

NOTICE is hereby given that the Seventy Eighth (78th) Annual General Meeting of the Members of **Modern Engineering and Projects Limited** will be held on **Monday, September 30, 2024 at 12:30 p.m.** at Registered office of the Company at 103/4, Plot-215, Free Press House, Journal Marg, FI-10 Free Press, Nariman Point, Mumbai - 400021 to transact following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as on March 31, 2024 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Vaishali Mulay (DIN: 06444900), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Shivratn Agarwal (DIN: 03496765) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions if any of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) and other applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required Mr. Shivratn Agarwal (DIN: 03496765), who was appointed as an Additional Director by the Board of Directors with effect from February 13, 2024 in terms of Section 161 of the Act and who is eligible for appointment as Non-Executive Independent Director and has submitted a declaration that he meets the criteria for independence as provided in Section 149(7) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company for a first term of five consecutive years Commencing from February 13, 2024 till February 12, 2029 (both day inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

4. Appointment of Mr. Sitaram Dhulipala (DIN: 03408989) as a Managing Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V thereto and the Rules made thereunder and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and pursuant to the provisions of the Article of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company, consent of the Members of the company be and is hereby accorded for appointment of Mr. Sitaram Dhulipala (DIN: 03408989) as Managing Director of the company for a period of three years commencing from December 20, 2023 to December 19, 2026 on the remuneration as set out below:

Terms of Appointment:

Mr. Sitaram Dhulipala (DIN: 03408989) appointed as a Managing Director of the Company for a period of 3 (Three) years commencing from December 20, 2023 to December 19, 2026 (both days inclusive) at a remuneration not exceeding Rs.74,74,440/- (Rupees Seventy-four Lakhs Seventy-four thousand four hundred and forty only) per annum (including remuneration to be paid in the event of any loss, absence or inadequacy of profit during his term). The revisions in annual remuneration and increments in remuneration will be recommended by the Nomination & Remuneration Committee and will be decided by the Board of Directors depending on the performance of Mr. Sitaram Dhulipala as Managing Director, the profitability of the Company and other relevant factors.

Additional Terms:

The remuneration is inclusive of Basic salary and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, medical allowance, house maintenance allowance, together with reimbursement, leave travel concession for self and family, club fees, medical/ accident insurance, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Benefits under the Provident Fund Scheme, the Company's Pension/Superannuation Fund Scheme in accordance with the Company's rule and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income Tax Act, 1961. Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration as aforesaid. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long-distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Minimum Remuneration:

In the event the company has no profit or its profit are inadequate in any Financial year during the tenure of the Managing Director, he will be paid or provided the salary, the allowances, and the perquisites and other benefit as set out in the foregoing part of this resolution as the 'minimum remuneration' notwithstanding the fact that such remuneration in excess of limit set-out in section 196, 197 or other applicable provisions if any, of the companies Act, 2013 or in section II of Part II of Schedule V of the companies Act, 2013.

RESOLVED FURTHER THAT any one Directors or Company Secretary of the Company be and is hereby severally authorize to issue certified true copy of the aforesaid resolution and to do all such act, deed or things as may be required to give effect to the aforesaid resolution"

**By Order of the Board of Directors
For Modern Engineering and Projects Limited**

**Sanjay Jha
Company Secretary
ACS: 60793**

**Place: Mumbai
Date: July 15, 2024**

Registered Office:

103/4 Plot -215, Free Press House
FI-10 Free Press Journal Marg,
Nariman Point Mumbai 400021

CIN: L01132MH1946PLC381640

Website: www.mep.ltd

Email: cs@mep.ltd

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ("AGM") 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. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. Proxies submitted on behalf of the Companies, Societies, etc., must be supported by an appropriate resolution /authority, as applicable.

A person can act as proxy on behalf of members not exceeding 50 (fifty) in number 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) per-cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or member. The holder of the proxy shall prove his / her identity at the time of attending the AGM.

2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

3. Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorising their representative(s) to attend and vote on their behalf at the AGM.
4. Members, Proxies and Authorised Representatives are requested to bring to the AGM, the copy of the Annual Report and Attendance Slip, duly completed and signed mentioning therein details of their shareholding, DP ID and Client ID / Folio Number.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under Item Nos. 3 to 4 set out above and relevant details of the Directors seeking appointment / re-appointment at this AGM as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Secretarial Standard on General Meetings issued by The Institute of the Company Secretaries of India ("SS-2") are annexed hereto. Requisite declarations have been received from the Directors seeking appointment / re-appointment.
6. In compliance with the Circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI"), this Notice calling the AGM together with the Annual Report for the financial year ended March 31, 2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participants ("DPs") for communication purpose unless any Member has requested for a physical copy of the same. Members whose email address is not registered with the Company / DPs, physical copies of the Notice and Annual Report are being sent by the mode permitted under the Act. Members may also note that the Notice and Annual Report for financial year ended March 31, 2024 has also been uploaded on the website of the Company at www.mep.ltd and on website of BSE Limited at www.bseindia.com.
7. The Company's Registrar & Share Transfer Agent ("RTA") for its Share Registry Work (Physical and Electronic) are Purva Sharegistry (India) Pvt. Ltd, having their office premises at 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Near Lodha Excelus, Lower Parel (East), Mumbai 400011. Their registered email address is support@purvashare.com.
8. For receiving all communication (including Annual Report) from the Company electronically:
 - (a) Members holding share(s) in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the R & T Agent at their registered email address at support@purvashare.com or by sending mail to cs@mep.ltd; and
 - (b) Members holding share(s) in electronic mode are requested to register / update their e-mail address with their respective DPs.
9. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, and other documents as referred in the Notice are available for inspection by the Members at the Registered office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.
11. Members holding shares in single name are advised to avail the facility of nomination in respect of the shares held by them pursuant to the provisions of Section 72 of the Act. Members holding the shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the R & T Agent of the Company. Members holding the shares in electronic mode may contact their respective DPs for availing this facility.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed Companies to issue securities in dematerialised form only while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Investors Section available on the website of the Company and is also available on the website of the R & T Agent. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. 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 to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
14. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its R & T Agent for assistance in this regard.
15. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S R & T AGENT.**
16. The Company has made special arrangement with the R & T Agent for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast their vote electronically.
17. Members are requested to address all correspondences, including shareholding related documents to the Company's R & T Agent.
18. Members holding the shares in dematerialised form are requested to intimate the change of bank mandates, address, name, bank details, nomination, e-mail address, etc., if any, to their respective DPs.
19. Members holding shares in physical form are requested to intimate changes, if any, pertaining to their name, address, e-mail address, telephone number, bank details to the Company's R & T Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Investors Section on the Company's website and is also available on the website of the R & T Agent at www.purvashare.com.
20. Non-Resident Indian Members are requested to immediately inform the Company or its R & T Agent or the concerned DP, as the case may be, about the change in residential status on return to India for permanent settlement and the particulars of the NRE account with a bank in India, if not furnished earlier.
21. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and National Holidays, up to the date of the AGM and also at the AGM.
22. A brief resume of each of the Directors proposed to be appointed / re-appointed at this AGM, nature of their expertise in specific functional areas, name of the Companies in which they hold directorship and membership / chairmanship of Board Committees, shareholding and relationship between directors *inter se* as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per SS-2 on General Meetings, are provided as Appendix A to the Notice.
23. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive) for the purpose of Annual General Meeting.
24. **Voting through electronic means:**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Rules made thereunder, as amended from time to time, Regulation 44 of the Listing Regulations and SS-2, read with the circular of SEBI on e-Voting Facility provided by the Listed Entities dated December 9, 2020, the Company is providing its members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility.

The manner of voting, including voting remotely by (a) Individual Shareholders holding shares of the Company in demat mode (b) shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	From 9.00 a.m. on September 26, 2024
End of remote e-voting	Up to 5.00 p.m. on September 29, 2024

The remote e-voting module shall be disabled by CDSL for voting thereafter.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cutoff date, that is, September 23, 2024 ("cut-off date"). 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 cutoff date only shall be entitled to avail the facility of remote e-voting. A person who is not a Member of the Company as on the cut-off date, should treat the Notice for information purpose only.

The Board of Directors of the Company has appointed M/s. Nidhi Bajaj & Associates, Company Secretary in Practice (Membership No. 28907 and CP No. 14596) as the Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Information and Instructions relating to e-voting

The way to cast vote electronically on CDSL e-voting system consists of "Two Steps" which are as mentioned below

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 21 09 911
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@nsdl.com or contact at 022- 4886 7000 and 022 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password.

The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mep.ltd (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (Self attested scanned copy of PAN card), AADHAR (Self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by The Institute of the Company Secretaries of India (“SS-2”).

ITEM NO. 3

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, had at its Meeting held on February 13, 2024 appointed Mr. Shivratn Agarwal (DIN: 03496765), as an Additional Director (Non-Executive) of the Company and also as an Independent Director, not being liable to retire by rotation, for a first term of five years commencing from February 13, 2024 to February 12, 2029 (both days inclusive).

The Company has received declaration from Mr. Shivratn Agarwal to the effect that he meets the criteria of independence as required under the provisions of Section 149(6) Companies Act, 2013 (“the Act”) and the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The Company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and that no order of Securities and Exchange Board of India or any other such authority has been passed against Mr. Shivratn Agarwal debaring him from accessing the capital markets and restraining from holding the position of Director in any listed Company.

Mr. Shivratn Agarwal has confirmed that he is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Board of Directors of the Company is of the opinion that Mr. Shivratn Agarwal, fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time and is independent of the management.

The brief profile of Mr. Shivratn Agarwal in terms of Regulation 36(3) of Listing Regulations and Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, is annexed Annexure “A” to this Notice.

Considering Mr. Shivratn Agarwal knowledge and experience, the Board of Directors is of the view that his appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Mr. Shivratn Agarwal appointment and accordingly recommends passing of special resolution at item no. 3 of the notice.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member signifying the intention to propose Mr. Shivratn Agarwal as a candidate for the office of Independent Director of the Company.

Except Mr. Shivratn Agarwal and their relative, none of the directors and key managerial personnel of the Company and their respective relatives are, in anyway concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 3 of this notice.

ITEM NO.4

The Board of Directors of the Company based on the recommendations of Nomination & Remuneration Committee and pursuant to the provisions of the Companies Act, 2013 ("Act") read with the Article of Association of the Company, had approved the appointment of Mr. Sitaram Dhulipala (DIN: 03408989) as a Managing Director of the Company with effect from December 20, 2023 at its Meeting held on December 19, 2023.

Mr. Jashandeep Singh (DIN: 03408989) has resigned from the post of Managing Director of the Company effective from the close of business hours on December 19, 2023 and Board of Directors of the Company accepted his resignation at its meeting held on December 19, 2023. Consequent to the resignation of Mr. Jashandeep Singh and based on the recommendation of the Nomination & Remuneration Committee, Board at the meeting held on December 19, 2023 appointed Mr. Sitaram Dhulipala as a Managing Director for a period of three years with effect from December 20, 2023 on terms and conditions contained herein, subject to the approval of the Members. Mr. Sitaram Dhulipala satisfies all the conditions set out in Part-I of schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for this appointment.

In view of the above, it is proposed to obtain approval of the Members by way of Special Resolution as mentioned in Item no. 4 of the Notice for appointment of Mr. Sitaram Dhulipala as Managing Director for a period of three years from December 20, 2023 to December 19, 2026 and for the remuneration payable to him.

The Nomination & Remuneration Committee and Board of Directors of the Company at their Meetings held on December 19, 2023 respectively have inter alia recommended the above Resolutions for approval of the Members by means of Special Resolutions.

Except Mr. Sitaram Dhulipala and their relative, none of the directors and key managerial personnel of the Company and their respective relatives are, in anyway concerned or interested, financially or otherwise, in the aforesaid Special Resolution set out at Item No. 4 of this notice.

ANNEXURE "A"**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)**

Name of the Director	Mr. Shivratn Agarwal (DIN: 03496765)	Mr. Sitaram Dhulipala (DIN: 03408989)	Mrs. Vaishali Mulya (DIN: 06444900)
Age (Years)	40	65	50
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	February 13, 2024	August 06, 2022	April 16, 2021
Brief resume and Expertise in specific functional area	He has more than 15 years of professional experience in the field of accounts, finance, statutory audit, internal audit, loan syndication, initial public offering (IPO), Direct and Indirect taxation, Implementation of SAP, handling bank stock audits and bank unit inspection on behalf of companies. He has designed & implemented internal controls in companies which have helped them to reduce its cost by optimum utilisation of the resources and detection of fraud. He has worked across companies as Chief Financial Officer. He has handled internal audit and concurrent audit of Banks. He has handled stock audits and unit inspection of various banks on behalf of companies. He was a core team member of legal & financial due diligence team for advising various Asset Recons-truction Companies and banks in buying and selling of Non-Performing Assets (NPA). He has started his own practice in 2017 with the aim of providing quality services to clients. Currently he is handling forensic audit assignments for Resolution Professional and Banks. Further, he is also handling Statutory Audit of the Companies under IBC, 2016.	He is in the construction and infrastructure industry for more than 25 years with varied experience in Administration, Operation with excellent control over contract management and Business development and prior to that served in Government of India and Government of Andhra Pradesh.	She is a Graduate from Aurangabad University in Marketing and has an experience of more than 15 years in real estate sector, infrastructure, food & beverage sectors.
Shareholding in the Company	Nil	Nil	4,27,295 Equity Shares
Qualification	Chartered Accountant	Graduate	Graduate
No. of Board meetings attended during the year	Nil	7 Board Meeting	8 Board Meeting
Terms & Conditions of appointment, including remuneration	Appointed as an Independent Director for a term of five consecutive years commencing from February 13, 2024 to February 12, 2029, subject to the approval of Members	Appointment as a Managing Director of the Company for a period of 3 years commencing from December 20, 2023 to December 19, 2026, subject to the approval of members.	Appointed as Non-executive Director of the Company liable to retire by rotation.

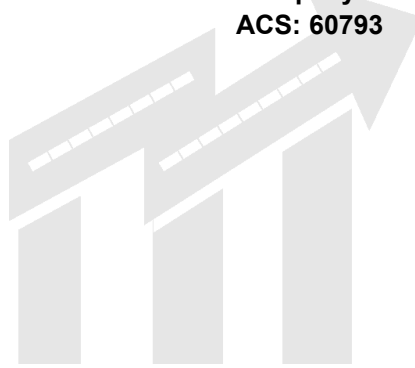
Remuneration last drawn	Rs. 75,000/- (Sitting fees)	Rs. 41,15,010/- p.a.	Rs. 2,30,000/- (sitting fees for attending Board and committee meeting)
Other directorship	Ekansh Concepts Limited	Nil	Nil
Chairman / Membership in committees of the Board of Directors of other Listed Company in which he/she is a Director	Member of Nomination and Remuneration Committee of Ekansh Concepts Limited	There is no directorship in other listed Company	There is no directorship in other listed Company
Inter-se relationship with other directors/ Key Managerial Personnel	None	None	Mrs. Vaishali Mulay is promoter of the Company except that there is no relationship with other directors/Key Managerial personnel

**By Order of the Board of Directors
For Modern Engineering and Projects Limited**

**Place: Mumbai
Date: July 15, 2024**

**Sanjay Jha
Company Secretary
ACS: 60793**

Registered Office:
103/4 Plot -215, Free Press House
FI-10 Free Press Journal Marg,
Nariman Point Mumbai 400021
CIN: L01132MH1946PLC381640
Website: www.mep.ltd
Email: cs@mep.ltd



DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting their Seventy-Eighth Directors' Report of Modern Engineering and Projects Limited ("the Company") along with the Audited Financial Statements for the year ended March 31, 2024.

1. FINANCIAL HIGHLIGHTS:

The financial performance of the Company during the financial year ended March 31, 2024, as compared to previous financial year are summarized below:

(₹ In Lacs)

Particulars	March 31, 2024	March, 31 2023
Income		
Revenue from Operations	9321.93	6779.89
Other Income	62.45	163.45
Total Income	9384.38	6943.34
Profit before Tax	669.01	(281.22)
Profit after Tax	364.52	(264.88)
Other Comprehensive Income	(0.85)	0
Total Comprehensive Income	363.37	(264.88)

2. STATE OF COMPANY'S AFFAIRS

Ø During the year under Revenue from operation of the Company has been increased from Rs. 6779.89 Lakhs to Rs. 9321.93 Lakhs as compared to previous year and other income has been decrease from Rs. 163.45 lakhs to Rs. 62.45 lakhs. as compared to the previous year.

Ø The Company has booked Profit after Tax of Rs. 364.52 Lakhs as compared to loss of Rs. 264.88 Lakhs.

3. DIVIDEND

The Board of Directors has not recommended any dividend for the financial year under review.

4. TRANSFER TO RESERVES

The Board of Directors of the Company has not recommended any amount to transfer in to the reserves.

5. SHARE CAPITAL AND CHANGES THEREIN

There was no change in the Authorized share capital of the Company during the financial year. As on March 31, 2024, the paid-up equity share capital of your Company was Rs.3,09,00,000 divided into 30,90,000 equity shares of Rs.10/- each.

Further Board of Directors of the Company has approved the issue of equity shares of Rs. 10/- each of the Company on Rights issue basis up to an aggregate amount of Rs. 49,90,00,000/- (Rupees Forty-Nine crores and Ninety Lakhs only).

6. ANNUAL RETURN

As required under section 92 read with section 134(3)(a) of the Companies Act, 2013 (the "Companies Act") the Annual Return for the financial year ended March 31, 2024 is available on the website of the Company and can be accessed at www.mep.ltd

7. DIRECTORS RESPONSIBILITY STATEMENT

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

- In the preparation of the annual accounts for financial year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- ii. Have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the Profit for that period;
- iii. Have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. Have prepared the annual accounts for financial year ended March 31, 2024 on a 'going concern' basis;
- v. Had laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently; and
- vi. Have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

8. DEPOSITORY SYSTEM

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2024, 99.34% of the Equity Shares of your Company were held in dematerialized form.

9. NUMBER OF MEETINGS OF THE BOARD

During the financial year, the Board of Directors met 8 (Eight) times on April 20, 2023; April 28, 2023; May 30, 2023; August 10, 2023; September 01, 2023; November 08, 2023; December 19, 2023; and February 13, 2024.

10. COMMITTEES OF THE BOARD

A. Audit Committee

Composition:

The Audit Committee comprises of Two Independent Director and one Non-executive Directors, viz. Dr. Pandit Sawant Chairman (Independent Director), Mr. Shivratn Agarwal (Independent director) and Mr. Jashandeep Singh, (Non-executive Director).

Terms of Reference:

The terms of reference of the Audit Committee approved by the Board as per the provisions of section 177 of the Companies Act, 2013.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors, statutory auditors on the financial reporting process and the safeguards employed by them.

The Recommendation by the Audit Committee as and when made to the Board has been accepted by it.

No. of Meetings:

During the financial year, members of the Audit Committee met 4 (four) times on May 30, 2023; August 10, 2023; November 08, 2023; and February 13, 2024.

B. Nomination & Remuneration Committee

Composition:

The Nomination & Remuneration Committee comprises of Two Independent Director and one Non-executive Directors, viz. Dr. Pandit Sawant Chairman (Independent Director), Mr. Shivratn Agarwal (Independent director) and Mr. Jashandeep Singh, (Non-executive Director).

Terms of Reference:

The terms of reference of the Nomination & Remuneration Committee approved by the Board as per the provisions of section 178 of the Companies Act, 2013 are as follows:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of performance of independent directors, Board, its committee and individual directors;
- c. Devising a policy on diversity of board of directors;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- e. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- f. Recommend to the Board, all the remuneration, in whatever form, payable to senior management.
- g. Formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc. and matters related thereto

Number of Meetings

During the financial year, the members of the Nomination & Remuneration Committee met 5 (Five) times on May 30, 2023, September 01, 2023; November 08, 2023; December 19, 2023; and February 13, 2024.

C. Stakeholders Relationship Committee

The scope of the Stakeholders Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, issue of duplicate/consolidated share certificates, allotment and listing of shares, non-receipt of annual report, non- receipt of balance sheet, non-receipt of dividend etc. and other related activities. In addition, the Committee also looks into matters that can facilitate better investor's services and relations.

Composition:

Composition of Stakeholders Relationship Committee is in alignment with the provisions of Section 178 of Companies Act, 2013.

Terms of Reference:

The scope of the Stakeholders Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, issue of duplicate/consolidated share certificates, allotment and listing of shares, non-receipt of annual report, non- receipt of balance sheet, non-receipt of dividend etc. and other related activities. In addition, the Committee also looks into matters that can facilitate better investor's services and relations.

Status of Investor Complaints for the Financial Year ended March 31, 2024:

Complaints outstanding as on April 01, 2023	0
Complaints received during the financial year ended March 31, 2024	0
Complaints resolved during the financial year ended March 31, 2024	0
Complaints outstanding as on March 31, 2024	0

No. of Meetings

During the financial year, members of the Stakeholders Relationship Committee does not meet.

11. POLICY ON DIRECTORS' AND KEY MANAGERIAL PERSONNEL'S APPOINTMENT AND REMUNERATION

The policy on appointment and remuneration including criteria for determining qualifications, positive attributes, independence of Directors' and Key Managerial Personnel and other matters provided under Section 178(3) of the Companies Act, is appended as Annexure I to this Report and also is available on the website of the Company at www.mep.ltd

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of loans given, Investments made and guarantees given and securities provided by the company during the financial year ended March 31, 2024 have been provided in the notes to the Financial Statements provided in this Annual report.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year under review with related parties as defined under the Companies Act, 2013, were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable.

Attention of the members is drawn to the disclosures of transactions with the related parties as per Indian Accounting Standard (IND AS) 27 is set out in Notes to Accounts forming part of the financial statement forming part of Annual report.

14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report other than those disclosed in this report.

15. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- **Conservation of Energy**

Your Company has taken necessary steps and initiative in respect of conservation of energy to possible extent to conserve the energy resources.

- **Technology Absorption**

Your Company is not engaged in any manufacturing activity, the particulars of technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable.

- **Foreign Exchange Earnings and Outgo**

During the period under review, the Company had not earned any foreign exchange nor incurred any outflows in foreign exchange.

16. RISK MANAGEMENT

Your Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/mitigating the same. Your Company has institutionalized the policy/process for identifying, minimizing and mitigating risk which is reviewed. The key risks and mitigation actions are placed before the Audit Committee.

17. CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 of the Companies Act, 2013, provisions of Corporate Social Responsibility are not applicable to the Company during the year under review.

18. ANNUAL EVALUATION OF PERFORMANCE OF THE BOARD

The Board adopted a formal mechanism for evaluating performance of the Board, its committees and individual Directors, including the Chairman of the Board pursuant to the provisions of the Companies Act, 2013. The exercise was carried out through an evaluation process as formulated by Nomination & Remuneration Committee (NRC) covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgement, governance issues etc.

All Directors participated in the evaluation. Evaluation was carried out on individually excluding the Director being evaluated.

19. CHANGE IN THE NATURE OF BUSINESS

During the financial year ended March 31, 2024, there was no change in the nature of business of the Company.

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Appointment/ resignation of Director:

During the year Mr. Jashandeep Singh (DIN: 02357390) due to owing other commitments resigned from the post of Managing Director of the Company with effect from the close of business hour December 19, 2023 further Mr. Jashandeep Singh shall continue to be act as Non-executive Director of the Company.

Based on the recommendation of Nomination & Remuneration Committee, Board of Directors of the Company subject to the approval of shareholders appointed Mr. Sitaram Dhulipala (DIN: 03408989) as a Managing Director of the company w.e.f. December 20, 2023 for a period of 3 years.

The Board of Director, on the recommendation of Nomination & Remuneration Committee, appointed Mr. Shivratn Agarwal (DIN: 03496765) as an Additional Non-executive Independent Director on the Board of Directors of the Company with effect from February 13, 2024.

Since the date of last report, Mr. Shashikant Bhoge (DIN 05345105) and Mr. Suraj Samat (DIN: 0587940) due to owing other Commitments has tender resignation from the post of director of the company with effect from December 19, 2023 and December 21, 2023 respectively. There is no other material reason for resignation.

In accordance with the Provision of the Section 152 (6)(e) of the Act Mrs. Vaishali Mulay (DIN: 06444900) will retire by rotation at the ensuring Annual General Meeting (AGM) and being eligible, offers himself for re-appointment.

b) Appointment/ resignation of Key Managerial personnel:

During the year under review Ms. Beena Khandelwal has resigned from the post of Company Secretary & Compliance Officer of the Company with effect from September 30, 2023. Board of Director of the Company on the recommendation of Nomination & Remuneration Committee appointed Mr. Sanjay Jha as a Company Secretary & Compliance officer of the Company with effect from November 8, 2023.

During the year under review Mr. Naresh Sasanwar has resigned from the post of Chief financial officer of the Company with effect from December 08, 2023. Further subsequent to the end of financial year Board of Director of the company on the recommendation of Nomination & Remuneration Committee appointed Mr. Navraj Bhatt as Chief Financial officer of the company with effect from June 04, 2024.

21. DECLARATION BY INDEPENDENT DIRECTOR

Independent Director of the Company have submitted the declarations of independence as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under section 149(6) of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Board is also of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the field of finance, strategy, auditing, tax, risk advisory, financial services, infrastructure and real estate industry and they hold the highest standards of integrity.

In compliance with rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors have included their names in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

22. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarization Programme to Independent Director, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters is uploaded on the website of the Company at the link www.mep.ltd.

23. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company complies with Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

As at March 31, 2024, the company does not have subsidiary company, Joint venture Company and Associate Company.

Further as on March 31, 2024 the company have 3 (Three) Joint venture in the form of Association of person (AOP):

i) **MEPIDL-MCL JV:**

Company has entered into a Joint venture with MEP Infrastructure Developers Limited namely MEPIDL – MCL JV for the eight laning of the existing 4 lane road from 539.202 KM to 563 KM section of NH 3 (new National Highway 848), a distance of 23.800 kilometres to be executed on Engineering, Procurement, Construction (EPC).

ii) **Aquatech - MEPL JV**

During the financial year company has entered into a Joint Venture with Aquatech Solutions private Limited namely Aquatech – MEPL JV for Jointly execution of Project for construction of underground Sewage network, Pumping Station and Sewage Treatment plant of 13 MLD Capacity of Khopoli Underground Sewerage Scheme for the Khopoli Municipal Council Maharashtra.

iii) **Aquatech – MEPL Nashik JV**

During the financial year company has entered into a Joint Venture with Aquatech Solutions Private Limited namely Aquatech- MEPL Nashik JV for Jointly development / Execution of contract of The Nashik Municipal Corporation for “Design, Construction, Supply, Erection, Testing and Commissioning of 11.5 MLD STP, 29.5 MLD TTP & allied works, followed by O&M of 60 months.

Further during the financial year ended March 31, 2024 no company become or ceased to be its Subsidiaries, Joint Venture or Associate company of the company.

25. DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

The Company has not accepted any Deposits within the purview of Section 73 to 76 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014. Further no amount on account of principal or interest on public deposits was outstanding as on March 31, 2024.

Further as on March 31, 2024 outstanding amount of Loan from Director is Rs. 2,50,00,000/- (Rupees Two Crores and Fifty Lakhs Only).

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant material orders passed by the regulators/Courts/ tribunals which would impact the going concern status of the Company and its future operations.

27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH RESPECT TO FINANCIAL STATEMENTS

The Company has an internal financial control system commensurate with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Audit Committee has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Audit Committee has a process for timely check for compliance with the operating systems, accounting procedures and policies. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis.

28. STATUTORY AUDITORS AND AUDITORS' REPORT

On the recommendation of Audit Committee and Board of Directors, the members at the 77th Annual General Meeting held on September 30, 2023 had appointed M/s. S K Patodia & Associates LLP, Chartered Accountant (Firm Registration No. 112723W/W100962), as the Statutory Auditors of the Company for the term of five

consecutive years i.e. from the conclusion of 77th Annual General Meeting till 82nd Annual General Meeting of the Company to be held in year 2028.

During the financial year under review our statutory Auditor firm converted into LLP.

The Report issued by M/s. S K Patodia & Associates LLP, Chartered Accountant on the financial statements of the Company for the financial year ended March 31, 2024 forms part of the Annual Report. There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. S K Patodia & Associates LLP, Statutory Auditor, in their report.

29. SECRETARIAL AUDITORS AND AUDITORS' REPORT

The Board of Directors of the Company has appointed M/s. Nidhi Bajaj & Associates, Practicing Company Secretary as Secretarial Auditor to conduct the Secretarial Audit and his Report for the financial year ended March 31, 2024 is appended to this Report as **ANNEXURE II**.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Nidhi Bajaj & Associates, Practicing Company Secretary, in their Secretarial Audit Report for the financial year 2023-24.

30. MAINTENANCE OF COST RECORDS & COST AUDIT

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended Company has maintained Cost record. Further audit of Cost records is not applicable upon company during the financial year under review.

31. INSTANCES OF FRAUDS, IF ANY REPORTED BY AUDITORS

During the financial year under review, the Statutory Auditors and Secretarial Auditor has not reported any instance of frauds committed in the Company by its officers or employees to the Audit committee or to the central Government under Section 143(12) of the Companies Act, details of which needs to be mentioned in this Report.

32. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns, actual or suspected fraud or violation of the Company's code of conduct.

The said mechanism also provides for adequate safeguards against victimisation of the persons who use such mechanism and makes provision for direct access to the chairman of the Audit Committee.

The administration of the vigil mechanism is being done through Audit Committee. We confirm that during the financial year ended March 31, 2024. no employee of the Company was denied access to the Audit Committee.

The said Whistle Blower Policy is available on the website of the Company at www.mep.ltd

33. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation and intimidation. Your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Committee (ICC) was set up to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during the year:

No. of Complaints received	Nil
No. of Complaints disposed off	Nil

34. REPORT ON CORPORATE GOVERNANCE

In terms of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the compliance of provisions of the Corporate Governance under Regulation 27(2) of the Listing Regulations is not applicable to the Company as paid up equity share capital of the Company

is not exceeding Rs. 10 Crores and net worth is not exceeding Rs. 25 Crores, as on the last day of previous financial year.

Pursuant to the provisions of the Listing Regulations, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Regulations are complied with.

35. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the financial year ended March 31, 2024, as stipulated under Regulation 34(2) of SEBI Listing Obligation and Disclosure Requirements) Regulation, 2015, is appended as **ANNEXURE III** to this report.

36. PARTICULARS OF EMPLOYEES

During the year Company does not have any employee who were receipt of remuneration of Rs. 1,02,00,000 (Rupees One Crores and Two Lakh Only) if employed for the full year and who were in receipt of remuneration of Rs. 8,50,000 (Rupees Eight Lakh and Fifty thousand Only) per month if employed for part of the year. Further Disclosures with respect to the remuneration of directors and employees as required under Section 197(12) of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended has been appended as **ANNEXURE IV** to this Report.

As per the second proviso to Section 136(1) of the Companies Act and the second proviso of Rule 5 of the Companies (Appointment and Remuneration) Rules, 2014 the Directors' Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees under Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014. If any Member is interested in obtaining a copy thereof, the Member may write to the Company Secretary, whereupon a copy would be sent to such Member.

37. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There are no applications made or any proceeding pending against the Company under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

38. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

During the financial year under review, there were no instances of one-time settlement with any bank or financial institution.

39. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares lying in its Demat Suspense Account / Unclaimed Suspense Account.

40. AGREEMENTS RELATING TO THE COMPANY

There are no agreements with any party which impact the management or control of the Company or impose any restriction or create any liability upon the Company.

41. ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation and sincere thanks to the State Governments, Government agencies, Banks & Financial Institutions, joint venture partners, shareholders, vendors and other related organizations, who through their continued support and co-operation have helped, as partners in your Company's progress. The Directors, also acknowledge the hard work, dedication and commitment of the employees for the growth of the Company and look forward to their continued involvement and support.

**For and on behalf of the Board of Directors of
Modern Engineering and Projects Limited**

Jashandeep Singh
Director
DIN: 02357390

Sitaram Dhulipala
Managing Director
DIN: 03408989

Place: Mumbai
Date: July 15, 2024

NOMINATION & REMUNERATION POLICY

1. OBJECTIVE

The Nomination & Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (As amended from time to time). The Key Objectives of the Committee would be:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan;
- 1.8 To formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto.

2. DEFINITIONS

- 2.1. **Act** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel** means
 - 2.4.1. Managing Director;
 - 2.4.2. Whole-time director;
 - 2.4.3. Chief Financial Officer;
 - 2.4.4. Company Secretary;
 - 2.4.5. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - 2.4.6. Such other officer as may be prescribed.
- 2.5. **Senior Management** shall mean the officers and personnel of the Company who are members of its core management team excluding the Board of Directors, and shall also comprise all the members of the management one level below the chief executive officer or managing director or Whole time director or manager (including Chief executive officer or manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the company secretary and chief Financial officer.

3. ROLE OF COMMITTEE

The Committee shall:

3.1 Terms of reference

- 3.1.1. Formulation the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- 3.1.2. Formulation of criteria for evaluation of performance of independent directors, Board, its committee and individual directors;
- 3.1.3. Devising a policy on diversity of board of directors;
- 3.1.4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- 3.1.5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- 3.1.6. Recommend to the Board, all the remuneration, in whatever form, payable to senior management.
- 3.1.7. Formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto;

3.2. Policy for appointment and removal of Director, KMP and Senior Management

3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Managing Director or Whole-time Director, KMP and Senior Management Personnel

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Managing Director or Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act and in line with the Company's policy.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director or Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time Director / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Managing Director or Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole-time Director in accordance with the provisions of Schedule V of the Act.

c) Provisions for excess remuneration:

If any Managing Director or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without approval required under section

197 of the Act, he / she shall refund such sums to the Company, with in two years and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it unless approved by the members by passing special resolution within two years from the date the sum becomes refundable.

3.3.3. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and/or the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Provided that the amount of sitting fees paid to independent directors or woman directors shall not be less than the sitting fees payable to other directors.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

4. MEMBERSHIP

- 4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- 4.2 The quorum for a meeting of the Committee shall be either two members or one-third of the members of the Committee, whichever is greater.
- 4.3 Membership of the Committee shall be disclosed in the Annual Report.
- 4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

- 5.1 Chairperson of the Committee shall be an Independent Director.
- 5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- 5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- 5.4 Chairperson of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries; however, it shall be up to the chairperson of Annual General Meeting to decide who shall answer the queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at least once in a year.

7. COMMITTEE MEMBERS' INTERESTS

- 7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- 9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- 10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4 Determining the appropriate size, diversity and composition of the Board;
- 10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6 Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.6 Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.7 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 10.8 Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.9 Recommend any necessary changes to the Board; and
- 10.10 Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- 11.1 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2 To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3 To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4 To consider any other matters as may be requested by the Board.
- 11.5 Professional indemnity and liability insurance for Directors and senior management

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minutised and signed by the Chairperson of the Committee or by the chairperson of the subsequent Committee meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

**For and on behalf of the Board of Directors of
Modern Engineering and Projects Limited**

Place: Mumbai
Date: July 15, 2024

Jashandeep Singh
Director
DIN: 02357390

Sitaram Dhulipala
Managing Director
DIN: 03408989

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31STMARCH 2024

[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,
MODERN ENGINEERING AND PROJECTS LTD
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)
CIN: L01132MH1946PLC381640
103/4 PLOT -215, Free Press House,
FL-10 Free Press Journal Marg,
Nariman Point, Mumbai, Maharashtra,
India, 400021.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Modern Engineering and Projects 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 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 covering the financial year ended on **March 31, 2024** 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, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2024** according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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 regarding the Companies Act and dealing with client;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
(Not applicable to the Company during the Audit period);
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
(Not applicable to the Company during the Audit period).
- VI. During the financial year, the Company is engaged in business activities which are not subject to any specific law and hence no specific law is applicable to the Company.

We have also examined compliance with the applicable clauses of the following;

- (i) Secretarial Standards including the amended Secretarial standards applicable with effect from 1st October, 2017 issued by the Institute of Company Secretaries of India under the provisions of the Act.
- (ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015
- (iii) Listing Agreements entered into by the Company with BSE Limited read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We report that, during the financial year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines as mentioned above.

We further report that, there was no action/event in pursuance of;

- a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- c) The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

We further report that, based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department heads/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion adequate system and process exists in the company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable general laws like labour laws, competition law and environmental laws.

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 period under review were carried out in compliance with provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent generally at least seven days in advance, and in view of the non-existence formal system, we are not in position to comment on existence of system 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.

As per the minutes of the meeting duly recorded and signed by the Chairman, majority decision carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there were no specific events/actions in pursuance of any of the above referred laws, rules, regulations, guidelines etc., having a major bearing on the Company affairs.

For Nidhi Bajaj & Associates
Company Secretaries

Nidhi Bajaj
Proprietor
ACS – 28907, COP - 14596
UDIN: A028907F000759252

Date: 15/07/2024
Place: Mumbai

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

ANNEXURE - A

To
The Members,
MODERN ENGINEERING AND PROJECTS LTD
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)
CIN: L01132MH1946PLC381640
103/4 PLOT -215, Free Press House,
FL-10 Free Press Journal Marg,
Nariman Point, Mumbai, Maharashtra,
India, 400021.

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records 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 the 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 and 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 regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Nidhi Bajaj & Associates
Company Secretaries

Nidhi Bajaj
Proprietor
ACS – 28907, COP - 14596
UDIN: A028907F000759252
Date: 15/07/2024
Place: Thane

MANAGEMENT DISCUSSION AND ANALYSIS

Economy Overview

Global Economy Overview

In 2023, the global economy faced a complex scenario characterized by persistent inflation, geopolitical tensions, tightening monetary policies, and ongoing pandemic repercussions, all contributing to a decline in growth. According to the World Economic Output (WEO) update, global growth slowed from 3.5% in CY2022 to 3.0% in CY2023. Central Banks raised interest rates in CY2023 to counter inflationary pressures. Despite challenges such as supply chain disruptions and elevated inflation, major economies received support from fiscal stimulus, monetary policies, trade agreements, international aid, green initiatives, and technological investments.

The International Monetary Fund (IMF) projects moderate and stable growth for CY2024 & CY2025 at 3.2%, albeit lower than the historical average of 3.1%. This expectation reflects sluggish economic activity, primarily attributed to a slowdown in advanced economies. The growth rate of these economies, which stood at 1.6% in CY2023, is anticipated to remain sluggish at 1.7% to 1.8% over the next two years due to policy tightening, financial sector turmoil, high inflation, the ongoing conflict between Israel and Gaza, and the lingering effects of four years of the COVID pandemic.

The slow growth rate persists amidst a cost-of-living crisis triggered by disruptions in energy and food markets due to Russia's conflict in Ukraine, coupled with global monetary tightening to address inflationary pressures and reduced fiscal support. However, the resilience seen in the United States and several significant emerging market economies, along with continued fiscal support in China, will bolster global growth.

Inflation rates are declining more rapidly than anticipated across most regions, supported by tight monetary policies. Combined with a modest uptick in economic activity, this sets the stage for a softer-than-expected economic slowdown.

In advanced economies, growth rates are forecasted to reach 1.7% in CY2024, improving to 1.8% in CY2025. The US demonstrates resilient consumption and investment, while Euro area activity is expected to remain sluggish. Among emerging markets and developing economies, growth is estimated at 4.2% in CY2025. China faces challenges from its real estate crisis, tax hikes, spending cuts, and weakening confidence, yet it is anticipated to grow at 4.6% in CY2024 due to increased government spending. India is set to maintain its position as the fastest-growing large economy, driven by robust domestic demand.

Global inflation is projected to decrease from an estimated 6.8% in CY2023 to 5.9% in CY2024 and further to 4.5% in 2025, primarily due to accelerated disinflation in advanced economies. Declining inflationary pressures vary by country but generally stem from reduced core inflation, influenced by ongoing tight monetary policies, softened labor markets, and impacts from lower energy prices. The IMF forecasts a 2.3% decline in oil prices in CY2024, while non-fuel commodity prices are expected to drop by 0.9%. Heightened tensions in the Gaza-Israel region, which accounts for approximately 35% of global oil exports, could lead to supply shocks if the conflict escalates. Continued trade distortions and geopolitical fragmentation are anticipated to persist, exerting pressure on global trade levels.

potential upside from quicker disinflation, slower withdrawal of fiscal support measures, robust economic expansion in China, and advancements in supply-side reforms. Conversely, downside risks include spikes in commodity prices due to geopolitical or weather-related disruptions, ongoing core inflation necessitating tighter monetary policies, potential slowdowns in Chinese growth, and potential disruptions from abrupt fiscal consolidations.

Indian Economy Overview

The Indian economy continues to strengthen despite the global headwinds. As per the First Advance Estimates (FAE) released by the National Statistical Office (NSO), real Gross Domestic Product (GDP) is expected to grow by 7.3%, in FY2023-24, underpinned by strong investment activity.

For FY2024-25, growth, while still healthy, may see a moderation to 6.8%-7% as per various estimates due to high interest rates and lower fiscal impulse would temper demand and the net tax impact would normalize. Also, the uneven economic growth of some trading partners and escalation of geopolitical uncertainties can drag down exports.

Support will come from other areas. Household consumption is expected to improve as continued disinflation will prop up the purchasing power of consumers. Secondly, healthy rabi sowing and good kharif output assuming a normal monsoon will support agricultural income. Thirdly, prospects of fixed investment remain bright owing to an upturn in

the private capex cycle, improved business sentiments, healthy balance sheets of corporates and banks as well as the government's continued thrust on capital expenditure. A sustained economic growth will lead India to become the 3rd largest and an upper middle-income economy in years to come.

Improving the outlook for global trade and increasing integration in the global supply chain will support net external demand. Headwinds from geopolitical tensions, volatility in international financial markets and geoeconomic fragmentation, however, pose risks to the outlook. The Reserve Bank of India (RBI) has kept the Repo Rate unchanged since February 2023 to manage retail inflation within its target range, which has consistently stayed above the 4% mark. In July 2023, Consumer Price Index (CPI) inflation rose to 7.44%, the highest level seen since September 2022. The CPI has since eased and is hovering around 5%. The RBI anticipates a 4.5% inflation for FY2025. Economists expect the RBI MPC to maintain the repo rate at 6.5%, marking the seventh consecutive unchanged rate. Indian banks, with approximately 70% of assets in floating-rate loans, face less exposure to interest rate risks compared to their global counterparts. This arrangement allows them to benefit from rising rates and reduces potential losses on bond holdings as interest rates climb.

The World Bank expects India to grow by 6.6% in FY2024-25 after an estimated growth of 7.5% in the previous financial year.

Although the short-term outlook appears challenging due to rising interest rates, external supply shocks, and geopolitical tensions, we believe the government is taking appropriate measures to ensure a sustainable growth trajectory for the country. The union budget presented this year strongly supports the long-term growth of India's infrastructure sector through its focus on urban infrastructure and the digital economy. The government's significantly expanded capital expenditure target for the year is expected to generate job opportunities and stimulate higher economic activity.

Industry Structure and Development

Infrastructure Sector

The India Infrastructure Sector Market size is estimated at USD 204.06 billion in 2024, and is expected to reach USD 322.27 billion by 2029, growing at a CAGR of 9.57% during the forecast period (2024-2029).

India's aspirations to attain developed nation status by 2047 heavily rely on bolstering its infrastructure, a pivotal driver for creating liveable, climate-resilient, and inclusive cities that fuel economic growth. This commitment is evident in the government's allocation of 3.3% of GDP to the infrastructure sector in FY2024, with a notable emphasis on transport and logistics.

Within the transport sector, roads and highways claim the lion's share, trailed by railways and urban public transport. The government has set ambitious goals, aiming to construct a 2 lakh-km national highway network by 2025, expand airports to 220, operationalize 23 waterways by 2030, and establish 35 Multi-Modal Logistics Parks (MMLPs).

In FY2023, the budgetary allocation for infrastructure-related ministries stood at approximately INR 3.7 lakh crore. This figure saw a notable increase, reaching INR 5 lakh crore in FY24. This surge in funding presents lucrative investment opportunities for the private sector, particularly in the diverse transport sub-segments.

As the transport sector grapples with sustainability concerns, the private sector is well-positioned to leverage the favourable policy landscape and ramp up its infrastructure investments.

Public-private partnerships (PPPs) have emerged as a pivotal avenue for private sector involvement, notably in projects spanning airports, ports, highways, and logistics parks across India. While the central government and states have extended support through various schemes, India's ambition of becoming a USD 5 trillion economy by 2025 necessitates a substantial impetus from PPPs.

India Infrastructure Sector Market Trends Source:

Increase in Road Infrastructure Investment is Expected to Propel the Market Growth.

With a sprawling network of approximately 66.71 lakh km, India boasts the world's second-largest road infrastructure. This vast expanse encompasses national highways, state highways, district roads, and rural roads, facilitating seamless connectivity across the nation. particular significance is the National Highways (NH), which are pivotal in India's economic and social progress. These NHs, constituting a mere 2% of the total road network, bear the weight of over 40% of the nation's traffic. Notably, the pace of NH expansion has surged, propelled by a corridor-centric development strategy. The construction rate has surged from 12 km/day in 2014-15 to an impressive 28.3 km/day in 2022-23.

The Indian Government is actively investing in road infrastructure development. Key initiatives, such as the Bharat Mala Pari yojana, are focused on enhancing and expanding the road network. This includes the construction of expressways, economic corridors, and feeder routes. In its initial phase, the program aims to develop 34,800 km of highways featuring 27 Greenfield corridors.

Notably, it includes the construction of India's longest expressway, the 1,386 km Delhi-Mumbai Expressway. Under the Pariyojana, 60% of projects are planned under the Hybrid Annuity Mode (HAM), 10% under the BOT (Toll) Mode, and the remaining 30% under the EPC mode.

The roads and highways sector stands out for its pioneering innovative public-private partnership (PPP) models and robust contractual framework, setting it apart from other sectors. These factors have spurred substantial private investments in the sector.

Additionally, the government has introduced various incentives to further entice private sector involvement and foreign direct investments. These incentives range from the government covering the costs of project feasibility studies, providing land for right of way and wayside amenities to handling utility shifting and environmental clearances.

Government Initiatives are Driving the Infrastructure Segment

Roads: The Bharatmala Pariyojana, with its Phase I, is actively working toward the development of 34,800 km of National Highways. This ambitious project, slated for completion by 2027-2028, spans across 31 States/UTs and over 550 districts. Notably, the government has also set its sights on constructing 22 new greenfield expressways, underscoring a major stride in India's transportation infrastructure.

Airports: Launched in 2016, the Ministry of Civil Aviation's flagship Regional Connectivity Scheme, UDAN (Ude Desh Ka Aam Nagarik), aims to bolster air connectivity to regional airports in small towns. UDAN's primary objective is to democratize air travel, making it accessible to the masses by bolstering infrastructure and connectivity. In its initial five years, UDAN facilitated travel for over one crore passengers, introducing 425 new routes and 58 airports. The 2023-24 budget allotted INR 1,244.07 crore to UDAN, a twofold increase from the previous year, with plans to revive 22 airports. Furthermore, the government highlighted its intent to revive 50 additional airports, heliports, water aerodromes, and advanced landing grounds.

Railways: As of December 2023, the sector boasts a sprawling Broad Gauge network spanning 61,508 km, with electrification completed. The sector has also rolled out 35 Vande Bharat Express trains, all designed in-house, and plans to introduce six more soon. These trains connect a vast network, reaching as many as 247 districts across the nation. In a bid to combat climate change, Indian Railways has set an ambitious target to achieve Net Zero Carbon Emissions by 2030. As of October 2023, the sector already commissioned 211 MW of solar plants and 103 MW of wind power plants and further tied up a capacity of 2150 MW from renewable sources.

Opportunities & Threats

Opportunities

- The Government's consistent investment in the infrastructure sector to push growth has resulted in increased bids and awarding activity in the sector
- With the increasing focus of the Government on high-speed expressways and urban connectivity, there is extensive potential of growth in the sector

Threats

- The supply chain disruption caused by the Russia-Ukraine and Israel and Gaza war impacted project execution, and delayed them
- Delays in land acquisition is a continuous challenge, and impacts approvals and project execution
- Unavailability of raw material and shortage of skilled labor is another challenge
- Liquidity crunch and cash flow disruptions in the event of economic slowdown impacts operations as well

Outlook

India's Infrastructure forms an integral part of the country's economic ecosystem. There has been a significant shift in the industry that is leading to the development of world-class facilities across the country in the areas of roads,

waterways, railways, airports, and ports, among others. The country-wide smart cities programs have proven to be industry gamechangers. Given its critical role in the growth of the nation, the infrastructure sector has experienced a tremendous boom because of India's necessity and desire for rapid development. The expansion has been aided by urbanization and an increase in foreign investment in the sector.

The infrastructure sector has become the biggest focus area for the Government of India. India's GDP is expected to grow by 8% over the next three fiscal years, one of the quickest rates among major, developing economies.

In Interim Budget 2024-25, capital investment outlay for infrastructure has been increased by 11.1% to ' 11.11 lakh crore (US\$ 133.86 billion), which would be 3.4 % of GDP.

Starting with 6,835 projects, the National Infrastructure Pipeline project count now stands at 9,142 projects covering 34 subsectors, as per news reports. Under the initiative, 2476 projects are under the development phase with an estimated investment of US\$ 1.9 trillion. Nearly half of the under-development projects are in the transportation sector, and 3,906 are in the roads and bridges sub-sector. To conclude it is envisaged that development of infrastructure shall have a multiplier effect on the growth of our country's economy and is expected to increase the overall commercial and entrepreneur opportunities.

Risk and concerns

Construction Industry faces risks such as increase in construction cost risk, delays in completion risks, quality and standard of the work risks. Further, Construction sector also faces operating risks includes increase in raw material cost risks, Labour availability risks, changes in political and regulatory risks and capital cost risks etc. Most of the above risks are manageable and risks can be mitigated by close monitoring of the projects and better contract management.

Internal Control Systems and their adequacy

The Company's internal control procedures are tailored to match the organization's pace of growth and increasing complexity of operations. This ensures compliance to various policies, practices and statutes.

We have an independent and adequate system of Internal Control which enables reliable financial reporting, safeguard of assets and encourages adherence to management policies. The Company has a system for speedy compilation of accounts and management information reports to comply with applicable laws and regulations.

We have a reasonable budgetary control system so that the management can monthly review actual performance against the budget. A well-defined organization structure is in place with authority level, internal rules and guidelines for conducting business transactions.

Discussion on Financial Performance with respect to operational performance

The Break-up of Revenue and Costs of Company is as given below:

(Rs. in lakhs)

Particulars	March 2024	March 2023
Income:		
Revenue from Operation	9,321.93	6,779.89
Other income	62.45	163.45
Total Revenue	9,384.38	6,943.34
Expenses:		
Cost of Material Consumed	7,456.74	6,197.68
Employee benefits expenses	524.36	402.24
Finance costs	96.43	31.71
Depreciation & Amortization expense	283.73	137.37
Other expenses	354.12	455.19
Total Expenses	8,715.37	7,224.56

Profit /(Loss) Before Extra-Ordinary Items and Tax	669.01	(281.22)
Less:		
Current Tax	285.57	3.87
Deferred Tax	18.92	(20.21)
Profit/ (Loss) After Tax	364.52	(264.88)
Other Comprehensive Income		
A) Items that will not be reclassified to Profit & Loss	(1.14)	0
B) Tax impact relating to items that will not be reclassified to Profit or loss	0.28	0
Total comprehensive income for the period	363.67	(264.88)
Earnings Per Share (EPS)	11.77	(8.57)

Human Resource and Industrial Relations

Industrial relations of the company were cordial during the year and continue to remain peaceful at all the principal offices and all the employees are working with the company for a common objective. Modern Engineering and Projects Limited had 12 employees on payroll as on March 31, 2024.

Significant Changes in Financial Ratios

Sr. no	Key Financial Ratio	Financial year ended		Change (%)	Reason for significant Change (25% or more as compared to previous financial year) in ratio
		March 2024	March 2023		
1.	Debt Turnover Ratio	7.15	26.54	-73.06%	During the year, revenue from operations has increased. However, due to a more than proportionate increase in Trade Receivables, the ratio has seen a decline.
2.	Inventory Turnover Ratio	NA	NA		NA
3.	Interest Coverage Ratio	7.94	-7.87	199%	Due to profit in current financial year as compared to Loss in previous financial year.
4.	Current Ratio	0.70	0.66	6.85%	During the year, receivables have proportionately increased due to which the ratio has improved.
5.	Debt Equity Ratio	-16.20	-1.98	717.16%	During the year the lease liabilities of the company has substantially increased.
6.	Operating Profit Margin (%)	3.24%	-6.32%	295%	Due to profit in current financial year as compared to Loss in previous financial year.
7.	Net profit Margin (%)	3.91%	-3.91%	200.09%	During the year both the profit and revenue of the company have increased, due to which the ratio has improved.
8.	Return on Net worth	NA	NA		

Cautionary Statement

Statements in this Report describing your Company's objectives, projections, estimates and expectations or predictions, may be 'forward looking statements' are within the meaning of the applicable laws and regulations. Actual results might differ substantially or materially from those expressed and implied. Important developments that could affect your Company's operations include a downtrend in the international market, fall in on-site, offshore rates and significant changes in political and economic environment, environment standards, tax laws, litigations and labour relations.

**For and on behalf of the Board of Directors of
Modern Engineering and Projects Limited**

**Place: Mumbai
Date: July 15, 2024**

**Jashandeep Singh
Director
DIN: 02357390**

**Sitaram Dhulipala
Managing Director
DIN: 03408989**



ANNEXURE IV

DISCLOSURES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2023-24 and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24 is as under:

Sr.	Name of Director/ KMP & Designation	Ratio of Remuneration of each Director/ KMP to median remuneration of employees	Percentage increase / decrease in Remuneration in the financial year 2023-24 over financial year 2022-23
1.	!*Mr. Jashandeep Singh, Managing Director (up to 19.12.2023)	4.57:1	-24%
2.	*Mr. Sitaram Dhulipala, Managing Director (w.e.f. 20.12.2023)	8.32:1	53%
3.	!Ms. Vaishali Mulay, Non-executive Director	0.17:1	Not Comparable
4.	!@Mr. Shashikant Bhoge, Non-executive Director (up to 19.12.2023)	0.14:1	Not Comparable
5.	!@Mr. Suraj Samat, Non-executive Director (up to December 21, 2023)	0.03:1	Not Comparable
6.	!^Dr. Pandit Sawant, Independent Director (w.e.f. May 30, 2023)	0.12:1	Not Comparable
7.	!^Mr. Shivratn Agarwal, Independent Director (w.e.f. February 13, 2023)	0.15:1	Not Comparable
8.	#Mr. Naresh Sasanwar, Chief Financial officer (up to 08.12.2023)	8.89:1	Not Comparable
9.	\$Ms. Beena Khandelwal, Company Secretary (up to 30.09.2023)	0.26:1	Not Comparable
10.	\$Mr. Sanjay Jha, Company Secretary (w.e.f. 08.11.2023)	1.74:1	Not Comparable

*Mr. Jashandeep Singh resigned as a Managing Director but Continue to be Non-executive Director w.e.f. December 19, 2023 and Mr. Sitaram Dhulipala was appointed in his place w.e.f. December 20, 2023 before that he was Whole-time Director of the Company.

Mr. Naresh Sasanwar was resigned as a Chief Financial Officer w.e.f. December 08, 2023.

\$ Ms. Beena Khandelwal was resigned as a Company Secretary w.e.f. September 30, 2023 and appointed Mr. Sanjay Jha as a Company Secretary w.e.f. November 08, 2023.

@ Mr. Shashikant Bhoge and Mr. Suraj Samat resigned as a director w.e.f. December 19, 2023 and December 21, 2023 respectively.

^Dr. Pandit Sawant and Mr. Shivratn Agarwal appointed as an independent Director w.e.f. May 30, 2023 and February 13, 2024 respectively.

! Remuneration of Non-executive Director or Independent Director include Sitting fees.

2. The percentage increase in the median remuneration of employees in the financial year 2023-24:

In the financial year 2023-24, there was an increase of 0.40% in the median remuneration of employees

3. The number of permanent employees on the rolls of Company as on 31st March, 2024:

Total number of permanent employees on the rolls of company as on 31st March, 2024 is - 12.

4. **Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration:**

Particulars	Increase %
Average salary of all employees (excluding Managerial Remuneration)	163.47%
Managerial Remuneration	105.77%

During the year there are no exceptional circumstances for increase in managerial remuneration.

5. **It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management**

The Company is in compliance with its Nomination & Remuneration policy.

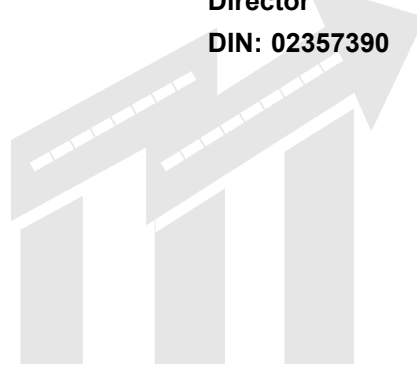
**For and on behalf of the Board of Directors of
Modern Engineering and Projects Limited**

**Jashandeep Singh
Director
DIN: 02357390**

**Sitaram Dhulipala
Managing Director
DIN: 03408989**

Place: Mumbai

Date: July 15, 2024



INDEPENDENT AUDITOR'S REPORT

To,

The Board of Directors,

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Modern Engineering and Projects Limited** (*previously known as Modern Converters Limited*) and its joint operations ("the Company"), which comprise of the balance sheet as at March 31, 2024, the statement of profit and loss, statement of changes in equity, and statement of cash flows for the year ended as on date, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as 'the financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements:

- i. Include the financial statements of the following joint ventures:
 - a. MEPIDL-MCL-JV; and
 - b. Aquatech-MEPL-JV; and
- ii. give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and loss, its cash flows and its changes in equity for the year ended on March 31, 2024.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financials.

Information other than the financial statements and auditors' report thereon

The Company's management and the Board of Directors are responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the financial Statements

The Company's management and the Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind-AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements, as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and the Board of Directors.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Emphasis of Matter

- a) We draw attention to Note 26(d) of the Statement, with respect to one joint venture of the company which has not been considered in the Statement.
- b) We draw attention to Note 38 of the Statement, which describes the resignation of the Chief Financial Officer during the year ended March 31, 2024, and the provisions of Section 203 of Companies Act, 2013 read with rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Our opinion is not modified with regard to these matters.

Other Matters

- c) The financial statements of the Company for the year ended March 31, 2023 were audited by another firm of Chartered Accountants, who issued an unmodified opinion vide their report dated May 30, 2023.
- d) We did not audit the financial statements of Aquatech-MEPL-JV (the "Joint Venture"), which include total assets of ₹ 218.43 lakhs as at March 31, 2024, total revenue of ₹ 141.59 lakhs, total net profit after tax of ₹ 2.10 lakhs, total comprehensive income of ₹ 2.10 lakhs, and net cash inflows of ¹ Nil for the year ended March 31, 2024.

The financial statements of the Joint Venture have not been reviewed or audited by their auditors and have been furnished to us by the Management, and, our opinion on the financial statements, in so far as it relates to the amounts and disclosures included in respect of the Joint Venture, is based solely on the information provided by the Management.

Our opinion is not modified with regard to these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) 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 (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31, 2024.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv.
 - a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (a) and (b) contain any material misstatement.
 - v. No dividend has been declared or paid during the year by the company.
 - vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility but the same has not been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

As the provision to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For S K Patodia & Associates LLP

Chartered Accountants

ICAI Firm's Registration Number: 112723W/ W100962

Dhiraj Lalpuria

Partner

Membership Number: 146268

UDIN: 24146268BKCSOZ2839

Place: Mumbai

Date: May 24, 2024

ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Modern Engineering and Projects Limited (*Formerly known as Modern Converters Limited*)

To the best of our information and according to the explanations provided to us by the Company and the books of account and the records examined by us in the normal course of audit, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant & equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The Company has a program of physical verification of Property, Plant and Equipment and relevant details of right-of-use assets are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. The frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
 - (c) Based on our examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising of all immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
 - (d) The company has not revalued its property, plant & equipment and Intangible assets.
 - (e) No proceedings have been initiated or are pending against the company for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and Rules made thereunder.
- (ii) (a) The company does not hold any inventory, therefore, the provisions of Clause 3(ii)(a) of the Order are not applicable to the Company.
 - (b) The Company has not been sanctioned working capital limits, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) During the year, the Company has neither made any investments in, nor have provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public under the provisions of sections 73 to 76 or any other relevant provisions of the companies Act and the rules made there under have been complied by the company. Hence, reporting under clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government of India under sub-section (1) of section 148 of the Companies Act. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section(1) of section 148 the Act and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) In respect of Statutory Dues:
 - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess and other material statutory dues, as applicable, with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable, except for the following

Name of the Statute	Nature of dues	Forum where dispute is pending	Period to which Amount relates	Amount (₹ In Lakhs)
Income Tax Act, 1961	Defaults in Payment of TDS	Commissioner Income Tax (Appeals)	FY 23-24	47.80
Income Tax Act, 1961	Defaults in Payment of TDS	Commissioner Income Tax (Appeals)	FY 22-23	31.92
Income Tax Act, 1961	Defaults in Payment of TDS	Commissioner Income Tax (Appeals)	FY 21-22	16.00
Income Tax Act, 1961	Outstanding Demand	Commissioner Income Tax (Appeals)	FY 14-15	2.66
Income Tax Act, 1961	Outstanding Demand	Commissioner Income Tax (Appeals)	FY 14-15	5.25
Income Tax Act, 1961	Outstanding Demand	Commissioner Income Tax (Appeals)	FY 13-14	26.22

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender, taken any loans or other borrowings from any lender.
- (a) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (b) The Company has not taken term loan during the year which was applied for the purpose for which the loans were obtained.
- (c) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (d) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (e) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any private placement or preferential allotment of shares or convertible debentures.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report
- (c) According to the information and explanations given to us, the Company has not received any whistle blower complaint during the year.
- (xii) The Company is not a Nidhi Company. Hence, reporting under clause 3(xii)(a),(b) and (c) of the Order are not applicable.

- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the order is not applicable.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) In our opinion, there is no core investment company within the company (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred any cash losses during the financial year covered by our audit, and the immediately preceding financial year cash losses amounted to ₹ 143.48 lakhs.
- (xviii) There has been resignation of the erstwhile statutory auditors of the Company during the year, and accordingly we have taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

For S K Patodia & Associates LLP

Chartered Accountants

ICAI Firm's Registration Number: 112723W/ W100962**Dhiraj Lalpuria**

Partner

Membership Number: 146268

UDIN: 24146268BKCSOZ2839

Place: Mumbai

Date: May 24, 2024

Annexure B to the Independent Auditor's Report

Referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Modern Engineering and Projects Limited (*formerly known as Modern Converters Limited*)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **Modern Engineering and Projects Limited** (*formerly known as Modern Converters Limited*) and its joint operations ("the Company") as of March 31, 2024 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 Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 with reference to financial statements based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India (ICAI). Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements 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 control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included operating and 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 risk of material misstatement of the financial statement, 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 over financial reporting with reference to the financial statements of the Company.

Meaning of Internal Financial controls with Reference to Financial Statements

A company's internal financial controls with reference to the financial statements 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 controls with reference to the financial statements include those policies and procedures that:

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- ii. 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
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or dispositions of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting with Reference to these Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and as such internal financial controls were operating effectively as at March 31, 2024 based on the criteria for internal financial controls with reference to financial statements 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 ICAI (the "Guidance Note").

For S K Patodia & Associates LLP

Chartered Accountants

ICAI Firm's Registration Number: 112723W/ W100962

Dhiraj Lalpuria

Partner

Membership Number: 146268

UDIN: 24146268BKCSOZ2839

Place: Mumbai

Date: May 24, 2024



Statement of Assets and Liabilities as at March 31, 2024

₹ in Lakhs

PARTICULARS	Note No.	As at 31-03-2024	As at 31-03-2023
I ASSETS			
1 Non-current Assets			
(a) Property, Plant and Equipment	3	1,296.70	1,177.71
(b) Intangible assets	4	0.33	0.56
(c) Right-of-use assets	3	490.94	226.23
(d) <u>Financial Assets :</u>		–	–
(i) Investments	5	–	–
(ii) Other financial assets	6	164.31	48.00
(e) Deferred tax assets (net)	7	10.70	29.34
(f) Other non – current assets	8	127.82	6.96
Total Non-Current Assets		2,090.81	1,488.80
2 Current assets			
(a) <u>Financial Assets :</u>			
(i) Trade and other receivables	9	2,246.65	360.89
(ii) Cash and cash equivalents	10	260.43	169.04
(b) Current Tax Assets (Net)		–	16.66
(c) Other current assets	11	197.24	1,626.76
Total Current Assets		2,704.31	2,173.35
TOTAL ASSETS		4,795.12	3,662.15
II EQUITY AND LIABILITIES			
1 Equity			
a) Equity share capital	12	309.00	309.00
b) Other Equity	13	(382.69)	(746.36)
Total Equity		(73.69)	(437.36)
2 Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	610.33	611.78
(ii) Lease Liabilities	15	407.03	186.99
(iii) Other Financial Liabilities		–	–
(b) Provisions		7.80	–
Total Non Current Liabilities		1,025.16	798.77
3 Current liabilities			
(a) Financial Liabilities			
(i) Lease Liabilities	15	176.32	68.17
(ii) Trade Payables	16	–	–
Micro, Small and Medium Enterprises		7.18	–
Others		2,353.83	2,063.44
(b) Other current liabilities	17	1,226.55	1,169.13
(c) Current Tax Liabilities(net)		79.77	–
Total Current Liabilities		3,843.65	3,300.74
Total Liabilities		4,868.82	4,099.51
TOTAL EQUITY AND LIABILITIES		4,795.12	3,662.15

Material accounting policy

1-2

The accompanying notes from 3 to 42 form an integral part of the financial statements.

As per our attached report of even date
For S K Patodia & Associates LLP
Chartered Accountants
FRN No. 112723W/W100962

Dhiraj Lalpuria
Partner
Membership No: 146268

Date : May 24, 2024
Place : Mumbai

For and on behalf of the Board of Directors
of Modern Engineering and Projects Limited

Sitaram Dhulipala
Managing Director
DIN: 03408989

Pandit Sawant
Director
DIN: 06581946

Sanjay Jha
Company Secretary

Date : May 24, 2024
Place : Mumbai

Statement of Profit and Loss for the Year Ended March 31, 2024

₹ in Lakhs

PARTICULARS	Note No.	For the year ended 31st March, 2024	For the year ended 31st March, 2023
I Income			
Revenue from Operations	18	9,321.93	6,779.89
Other Income	19	62.45	163.44
Total Income		9,384.38	6,943.33
II Expenses			
Operating Costs	20	7,456.74	6,197.68
Employee benefits expense	21	524.36	402.24
Finance costs	22	96.43	31.71
Depreciation and amortization expense	23	283.73	137.73
Other expenses	24	354.12	455.19
Total expenses		8,715.37	7,224.55
III Profit / (loss) before exceptional items and tax		669.01	(281.21)
IV Exceptional Items			
Subsidies/Incentives related to Mega Project (Other Operating Income)		–	–
Reversal of Input Credit for earlier years		–	–
III Profit / (loss) before tax		669.01	(281.21)
IV Tax expense		304.50	(16.34)
Current tax		285.57	3.87
Deferred tax charge/(credit)		18.92	(20.21)
V Profit/(Loss) for the Year		364.52	(264.87)
VI Other Comprehensive Income			
Items that will not be reclassified to profit or loss		(1.14)	–
Tax impact relating to items that will not be reclassified to profit or loss		0.28	–
VII Total Comprehensive Income for the year (VII + VIII)		363.67	(264.87)

Material accounting policies

1-2

The accompanying notes from 3 to 42 form an integral part of the financial statements.

**As per our attached report of even date
For S K Patodia & Associates LLP**

Chartered Accountants

FRN No. 112723W/W100962

Dhiraj Lalpuria

Partner

Membership No: 146268

Date : May 24, 2024

Place : Mumbai

**For and on behalf of the Board of Directors
of Modern Engineering and Projects Limited**

Sitaram Dhulipala

Managing Director

DIN: 03408989

Sanjay Jha

Company Secretary

Date : May 24, 2024

Place : Mumbai

Pandit Sawant

Director

DIN: 06581946

Cash Flows Statement for the year ended March 31, 2024

₹ in Lakhs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(A) Cashflow from operating activities		
Profit/(Loss) before tax	669.01	(281.22)
Adjustment for:		
Depreciation and amortization	283.73	137.73
Interest on unwinding of Security deposits	(6.59)	4.62
Interest on lease liabilities	96.43	31.72
Operating cash flow before working capital changes	1,042.58	(107.15)
Changes in working capital:		
(Increase)/decrease Other financial assets	(109.72)	4.00
(Increase)/decrease Trade Receivables	(1,885.76)	(210.92)
(Increase)/decrease Short Term Loans & Advances	1,429.52	(1,386.26)
(Increase)/decrease Other non - current assets	(120.86)	34.94
Increase/(decrease) Trade Payables	297.57	2,017.21
Increase/(decrease) Other Current Liabilities	57.42	1,153.87
Increase/(decrease) Other Provisions	6.67	–
Cash generated from operations	717.42	1,505.69
Tax paid (net of refunds)	(189.15)	7.42
Net cashflow from operating activities	528.27	1,513.11
(B) Cashflow from investing activities		
Purchase of Property, plant and equipment	(667.20)	(1,217.64)
Purchase of Investments	–	(74.00)
Net cashflow from investing activities	(667.20)	(1,291.64)
(C) Cashflow from financing activities		
Proceeds from Borrowing	(1.45)	(9.86)
Payment of Lease Liabilities	328.19	(93.69)
Interest on Lease Liabilities	(96.43)	36.34
Net cashflow from financing activities	230.32	(67.21)
Net increase /(decrease) in cash and cash equivalents (A+B+C)	91.39	154.26
Cash and cash equivalents at the beginning of the year	169.04	14.81
Cash and cash equivalents at the end of the year	260.43	169.04
Cash and cash equivalents comprise of:	260.43	169.04
Cash in hand	2.92	2.85
Balance with banks:		
In current accounts	257.51	166.19

Material accounting policy

1-2

The accompanying notes from 3 to 42 form an integral part of the financial statements.

**As per our attached report of even date
For S K Patodia & Associates LLP**
Chartered Accountants
FRN No. 112723W/W100962

Dhiraj Lalpuria
Partner
Membership No: 146268

Date : May 24, 2024
Place : Mumbai

**For and on behalf of the Board of Directors
of Modern Engineering and Projects Limited**

Sitaram Dhulipala
Managing Director
DIN: 03408989

Pandit Sawant
Director
DIN: 06581946

Sanjay Jha
Company Secretary
Date : May 24, 2024
Place : Mumbai

Statement of changes in Equity

A. Equity Share Capital

₹ in Lakhs

Balance as at 1st April, 2023	Changes in equity share due to prior period errors	Restated Balance as at April 1 2023	Changes in equity share during the year	Balance as at 31st March 2024
309.00	–	309.00	–	309.00
Balance as at 1st April, 2022	Changes in equity share due to prior period errors	Restated Balance as at April 1 2023	Changes in equity share during the year	Balance as at 31st March 2023
309.00	–	309.00	–	309.00

B. Other Equity

₹ in Lakhs

Particulars	Reserves and Surplus			other comprehensive income	Total Other Equity
	Capital Redemption Reserve	Retained Earnings	General Reserve		
Balance as at April 1, 2022	3.00	(377.68)	72.89	–	(301.79)
Changes in accounting policy / prior period errors	1.47	–	–	–	–
Balance at the beginning of the reporting period	4.47	(377.68)	72.89	–	(301.79)
Additions During the period	–	–	–	–	–
Profit for the period	–	(264.87)	–	–	(264.87)
Loss in JV	–	(179.69)	–	–	(179.69)
Other Comprehensive Income for the period	–	–	–	–	–
Transfer on disposal of financial instruments	–	–	–	–	–
Utilised for issue of bonus equity shares	–	–	–	–	–
Balance as at March 31, 2023	4.47	(822.24)	72.89	–	(746.35)
Balance as at April 1, 2023	4.47	(822.24)	72.89	–	(746.35)
Changes in accounting policy/ prior period errors	–	–	–	–	–
Balance at the beginning of the reporting period	4.47	(822.24)	72.89	–	(746.35)
Additions During the period	–	–	–	–	–
Profit for the period	–	364.52	–	–	364.52
Other Comprehensive Income for the period	–	–	–	(0.85)	(0.85)
Transfer on disposal of financial instruments	–	–	–	–	–
Utilised for issue of bonus equity shares	–	–	–	–	–
Balance as at March 31, 2024	4.47	(457.72)	72.89	(0.85)	(382.69)

MODERN ENGINEERING AND PROJECTS LIMITED
(Formerly Known as Modern Converters Limited)
Notes to the Financial Statement for year ended March 31, 2024

NOTE 1: Corporate Information

The Company, M/s Modern Engineering and Projects Limited (*formerly known as Modern Converters Limited*) was incorporated on February 2, 1946, having its registered office at 103/104 Plot -215, Free Press House, FI-10 Free Press Journal Marg Nariman Point Mumbai - 400021 and is listed on the Bombay Stock Exchange (BSE).

The Directors of the Company are Jashandeep Singh, Vaishali Sahebrao Mulay, Sitaram Dhulipala, Shivratn Krishnakumar Agarwal, and Pandit Purbhajirao Sawant.

The Company is engaged in the business of execution of contracts of various infrastructure projects including Transportation Engineering, Civil Construction and other works, etc.

NOTE 2: Summary of Material Accounting Policies

This note provides a list of the Material accounting policies adopted in the preparation of these financial statements. These accounting policies have been applied to all the years presented by the Company unless otherwise stated.

1.1 Basis of Accounting

The financial statements of Modern Engineering and Projects Limited (previously known as Modern Converters Limited) and its joint operations (**'the Company'**), have been prepared in accordance with Section 133 of Companies Act, 2013, i.e. Indian Accounting Standards ('Ind AS') notified under Companies (Indian Accounting Standards) Rules 2015. The IND AS Financial Statements are prepared on historical cost convention, except in case of certain financial instruments which are recognized at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

1.2 Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the reporting period. The estimates and assumptions used in these Ind AS financial statements are based on management's evaluation of the relevant facts and circumstances as of the date of the Ind AS financial statements. The actual amounts may differ from the estimates used in the preparation of the Ind AS financial statements and the differences between actual results and estimates are recognized in the period in which the results are known / materialized.

1.3 Property, Plant and Equipment (PPE)

All items of PPE are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. The Company follows cost model for subsequent measurement for all classes and items of PPE. Subsequent costs are included in the carrying amount of asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of assets are recognised in the Statement of Profit and Loss. Spare parts, stand-by equipment and servicing equipment are recognised as PPE if they meet the definition of PPE. PPE which are not ready for intended use as on the date of the Balance Sheet are disclosed as 'Capital work-in-progress'.

1.4 Depreciation

With the applicability of Companies Act, 2013 with effect from April 1, 2014, depreciation / amortization is provided on the Written down Value method (WDV) unless otherwise mentioned, pro-rata to the period of use of assets, based on the useful lives as specified in Part C of Schedule II to the Companies Act, 2013.

Intangible assets are amortized over their respective individual estimated useful lives on a written down basis, commencing from the date the assets is available to company for its use.

PPE which are added / disposed of during the year, depreciation is provided on pro-rata basis with reference to the day of addition / deletion.

Gains and losses on disposals are determined by comparing the proceeds with the carrying value.

The residual values are not more than 5% of the original cost of the asset, wherever applicable.

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and any changes there-in are considered as change in estimate and accounted prospectively.

1.5 Intangible Assets

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Costs comprises purchase price after deducting trade discounts/ rebates, including import duties and non-refundable purchase taxes, borrowing costs and any directly attributable cost of preparing the asset for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. Cost of items of intangible assets not ready for intended use as on the balance sheet date are disclosed as intangible assets under development.

Amortisation is charged on a straight-line basis over a period of years during which the economic benefits will be derived from their use. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss when the asset is derecognised.

1.6 Impairment

As per IND AS 36 the Impairment Loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the Statement of Profit & Loss and carrying amount of the asset is reduced to its recoverable amount.

During the year, no impairment loss recognized in the books of accounts of the company

1.7 Investments

Investments classified as non-current investments is carried in the financial statements at cost, provision for diminution shall be made to recognize a decline, other than temporary in the value of the investments, if any.

1.8 Borrowing costs

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged to revenue in the year in which they are incurred.

1.9 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognised.

Interest income are recognised on time proportion basis taking into account the amount outstanding and the applicable interest rate except, where the recovery is uncertain, in which case it is accounted for on receipt.

1.10 Other Income

All other income is accounted on accrual basis when no significant uncertainty exists regarding the amount that will be received.

1.11 Inventories

Inventories are valued at lower of cost or net realizable value. Cost, which comprises of expenditure incurred in the normal course of business in bringing inventories to their location and condition including relevant overheads, is

calculated on first in first out basis.

The cost of inventories have been computed to include all cost of purchases, cost of conversion and other related costs incurred in bringing the inventories to their present location and condition. Goods and materials in transit are valued at actual cost incurred up to the date of the Balance Sheet.

1.12 Current Tax and Deferred Tax

Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions. Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. At each Balance Sheet date, the group reassesses unrecognized deferred tax assets, if any.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

1.13 Provisions and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

1.14 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period, if any. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

1.15 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 and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense) after deducting any amount already paid.

(ii) Post-Employment Benefits:

The Company operates the following post-employment schemes:

- defined benefit plans and
- defined contribution plans

Defined benefit plans: Gratuity obligations

The liability or asset recognised in the Balance Sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in Other Comprehensive Income (OCI). They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately as profit or loss as past service cost.

Defined contribution plans - Provident fund

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

1.16 Joint Ventures

Interest in joint ventures is identified through Contractual Arrangement/ Agreement made between ventures and according to the arrangement, company identify that it covered under 'Jointly Controlled Operation', 'Jointly Controlled Asset' or, Jointly Controlled Entities. In case of Jointly Controlled Entity, investments in such joint venture are carried in the financial statements in accordance with IND AS-111 and accounting for investments as described in IND AS-27 'Investments in Associates and Joint Ventures'.

1.17 Revenue Recognition

The Company recognizes revenue from engineering, procurement and construction contracts ('EPC') over the period of time, as performance obligations are satisfied over time due to continuous transfer of control to the customer. EPC contracts are generally accounted for as a single performance obligation as it involves complex integration of goods and services. The performance obligations are satisfied over time as the work progresses. The Company recognizes revenue using input method (i.e. percentage-of-completion method), based primarily on contract cost incurred to date compared to total estimated contract costs. Changes to total estimated contract costs, if any, are recognised in the period in which they are determined as assessed at the contract level. If the consideration in the contract includes price variation clause or there are amendments in contracts, the Company estimates the amount of consideration to which it will be entitled in exchange for work performed.

1.18 Contract Balances

Contract Asset:

In a contract, if the entity performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, it shall be presented as a contract asset, excluding any amounts presented as receivable. A contract asset is an entity's right to consideration in exchange for goods and services that the entity has transferred to the customer.

Contract Liability:

If a customer pays consideration, or an entity has a right to an amount of consideration that is unconditional (i.e. a receivable), before the entity transfers a good or service to the customer, it shall be presented as a contract liability when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs the contract i.e., (transfers control of the related goods or services to the customer).

Trade Receivables:

A receivable is an entity's right to consideration that is unconditional. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Notes to the financial statements as at 31st March, 2024

3 Property, Plant and Equipment 4 Intangible assets

₹ in Lakhs

Particulars	Freehold Land	Leasehold Improvement	Electrical Installation & Equipment	Office Equipment	Furniture & Fixtures	Vehicles	Computers	Buildings	General Laboratory Equipment	Total	Right of Use Assets	Grand Total
Gross Carrying Amount:												
As at April 01, 2023	6.00	58.30	12.59	12.18	11.42	32.81	20.76	41.47	6.67	202.20	322.38	524.58
Additions	971.30	11.22	3.00	-	0.54	72.55	1.92	3.11	4.26	1,067.89	7.17	1,075.07
Disposals	-	-	-	-	-	-	0.98	-	-	0.98	-	0.98
Adjustments*	-	-	4.82	19.11	-	-	3.16	-	3.84	30.93	-	30.93
As at 31st March 2024	977.30	69.52	20.40	31.29	11.96	105.36	24.86	44.59	14.77	1,300.05	329.55	1,629.60
Accumulated Depreciation:												
As at 1st April 2023	-	18.34	1.47	1.76	1.51	2.09	6.94	0.04	0.01	32.15	76.16	108.31
Depreciation charge for the year	-	24.85	3.20	4.70	2.57	19.67	9.40	5.07	2.35	71.81	79.43	151.24
Disposals	-	-	-	-	-	-	0.63	-	-	0.63	-	0.63
Adjustments*	-	-	-	1.51	6.17	2.10	0.99	10.77	-	10.77	-	-
As at 31st March 2024	-	43.19	6.18	12.63	4.08	21.76	17.81	5.11	3.34	114.10	155.59	269.69
Net Carrying Amount:												
As at 31st March 2023	977.30	-	9.45	41.03	52.68	83.52	5.64	-	8.11	1,177.74	226.23	1,403.97
As at 31st March 2024	977.30	26.32	14.22	18.67	7.88	83.60	7.05	39.48	11.43	1,185.95	173.96	1,359.91

*Adjustments include the inclusion of the remaining 26% of joint operation figures that were previously not considered

Particulars	Freehold Land	Leasehold Improvement	Electrical Installation & Equipment	Office Equipment	Furniture & Fixtures	Vehicles	Computers	Buildings	General Laboratory Equipment	Total	Right of Use Assets	Grand Total
Gross Carrying Amount:												
As at April 01, 2022	6.00	-	12.57	55.24	67.94	32.81	20.99	-	6.67	202.22	377.05	579.27
Additions	971.30	-	1.17	4.94	11.76	72.55	1.92	-	4.26	1,067.90	-	1,067.90
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	977.30	-	13.74	60.18	79.70	105.36	22.91	-	10.93	1,270.12	377.05	1,647.17
Accumulated Depreciation:												
As at 1st April 2022	-	-	1.12	5.95	12.20	2.12	8.51	-	0.53	30.42	75.41	105.83
Depreciation charge for the year	-	-	3.17	13.20	14.82	19.72	8.76	-	2.29	61.96	75.41	137.37
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
As at 31st March 2023	-	-	4.29	19.15	27.02	21.84	17.27	-	2.82	92.38	150.82	243.20
Net Carrying Amount:												
As at 31st March 2022*	6.00	-	11.45	49.29	55.74	30.69	12.48	-	6.14	171.79	301.64	473.43
As at 31st March 2023	977.30	-	9.45	41.03	52.68	83.52	5.64	-	8.11	1,177.74	226.23	1,403.97

4 Intangible Assets		₹ in Lakhs	
Particulars	As at 31-03-2024		
Gross Carrying Amount			
As at 1st April 2023	1.23		
Additions	–		
Capitalised	–		
As at 31st March,2024	1.23		
Accumulated Amortisation			
As at 1st April 2023	0.67		
Amortisation charge for the year	0.22		
As at 31st March,2024	0.89		
Net Carrying Amount			
As at 1st April 2023	0.56		
As at 31st March,2024	0.33		
Particulars	As at 31-03-2023		
Gross Carrying Amount			
As at 1st April 2022	1.23		
Additions	–		
As at 31st March 2023	1.23		
Accumulated Amortisation			
As at 1st April 2022	0.31		
Amortisation charge for the year	0.36		
Disposals	–		
As at 31st March 2023	0.67		
Net Carrying Amount			
As at 1st April 2022	0.91		
As at 31st March 2023	0.56		
Particulars		As at 31-03-2024	As at 31-03-2023
₹ in Lakhs			
5 Financial Assets - Non Current			
Investment	–	–	
Total	–	–	
6 Other Financial Assets - Non Current			
<u>Non-current</u>			
Considered good			
Security Deposits with Others	164.31	48.00	
Considered doubtful			
Other assets	–	–	
Less: Allowance for bad and doubtful assets	–	–	
Total	164.31	48.00	
7 Deferred Tax Assets (net)			
Deferred Tax Liabilities/ (Assets) arising on account of timing differences	10.70	29.34	
	10.70	29.34	

8 Other non - current assets

Capital advances	6.96	6.96
Prepaid Lease Rent	30.70	–
Advance given to Aquatech	90.00	–
Prepaid Insurance	0.16	–
Total	127.82	6.96

9 Trade receivables

Unsecured Considered Good	2,246.65	360.89
Unsecured Considered doubtful	–	–
Less: Allowance for bad and doubtful debts	–	–
Total	2,246.65	360.89

March 31, 2024

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Curent but not due	Less than 6 months	6 months – 1 year	1–2 years	2–3 years	More than 3 years	
Trade receivables							
(i) Undisputed Trade receivables – considered good	562.59	1,196.37	5.83	487.68	–	–	2,252.48
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
(iii) Undisputed Trade Receivables – credit impaired	–	–	–	–	–	–	–
(iv) Disputed Trade receivables – considered good	–	–	–	–	–	–	–
(v) Disputed Trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
(vi) Disputed Trade receivables – credit impaired	–	–	–	–	–	–	–
	562.59	1,196.37	5.83	487.68	–	–	2,252.48

March 31, 2023

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment						Total
	Curent but not due	Less than 6 months	6 months – 1 year	1–2 years	2–3 years	More than 3 years	
Trade receivables							
(i) Undisputed Trade receivables – considered good	–	360.89	–	–	–	–	360.89
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
(iii) Undisputed Trade Receivables – credit impaired	–	–	–	–	–	–	–
(iv) Disputed Trade receivables – considered good	–	–	–	–	–	–	–
(v) Disputed Trade receivables – which have significant increase in credit risk	–	–	–	–	–	–	–
(vi) Disputed Trade receivables – credit impaired	–	–	–	–	–	–	–
	–	360.89	–	–	–	–	360.89

Particulars	₹ in Lakhs	
	As at 31-03-2024	As at 31-03-2023
Note 10: Cash and Cash Equivalents		
Balance with Banks		
- In Current accounts	257.51	166.19
Cash on hand	2.92	2.85
Total	260.43	169.04

Particulars	₹ in Lakhs	
	As at 31-03-2024	As at 31-03-2023
Note 11: Other Current Assets		
Balances with Customs, Excise etc.	103.04	46.03
Advances to Suppliers	75.46	1,580.11
Advances to Staff	18.53	0.62
Prepaid Expenses	0.21	-
Total	197.24	1,626.76

Particulars	₹ in Lakhs	
	As at 31-03-2024	As at 31-03-2023
Note 12: Equity Share capital		
a) Authorised		
Equity shares, of Rs.10 each	5,315.00	5,315.00
5,31,50,000 Nos. of Rs. 10 each (March 31, 2024 - 5,31,50,000 shares, March 31 2023 - 5,31,50,000 shares)		
Issued, subscribed and fully paid up Equity shares, of Rs.10 each	309.00	309.00
30,90,000 Nos of Rs. 10 each (March 31, 2024 - 30,90,000, March 31, 2022 - 30,90,000 shres)		
Total	309.00	309.00

(b) Particulars of shareholders holding more than 5% shares of a class of shares

Particulars	As at March 31, 2024		As at March 31, 2023	
	% of total shares in the class	Number of shares	% of total shares in the class	Number of shares
Equity shares of Rs. 10 each fully paid-up held by				
Vaishali S Mulay	13.83%	4,27,295	13.83%	4,27,295
Shashikant Bhoge	13.83%	4,27,295	13.83%	4,27,295
Jashandeep Singh	13.83%	4,27,295	13.83%	4,27,295
Jetra Infrastructure Private Limited	21.37%	6,60,326	21.37%	6,60,365

(c) Details of shares held by promoters**March 31, 2024**

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vaishali S Mulay	4,27,295	-	4,27,295	13.83%	0%
Shashikant Bhoge	4,27,295	-	4,27,295	13.83%	0%
Jashandeep Singh	4,27,295	-	4,27,295	13.83%	0%
Jetra Infrastructure Private Limited	6,60,365	(39)	6,60,326	21.37%	0%
Total	19,42,250	(39)	19,42,211	62.86%	0%

March 31, 2023

Promoter Name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Vaishali S Mulay	4,27,295	–	4,27,295	13.83%	0%
Shashikant Bhoge	4,27,295	–	4,27,295	13.83%	0%
Jashandeep Singh	4,27,295	–	4,27,295	13.83%	0%
Jetra Infrastructure Private Limited	6,60,365	–	6,60,365	21.37%	0%
Total	19,42,250	–	19,42,250	62.86%	0%

(d) Rights, preferences and restrictions attached to equity shares

The Company has a single class of equity shares. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. Equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder are in proportion to its share of the paid-up equity capital of the Company.

₹ in Lakhs

Particulars	As at 31-03-2024	As at 31-03-2023
13 Other Equity		
Capital Redemption Reserve	3.00	3.00
Retained Earnings	(457.7)	(822.24)
General Reserve	72.9	72.89
Other Comprehensive Income	(0.85)	
Total	(382.69)	(746.36)
14 Non Current Financial Liabilities – Borrowings		
<u>Unsecured</u>		
From Related Parties	610.33	611.78
Total	610.33	611.78
15 Leases		
Non-current		
Lease Liability	407.03	186.99
Total non-current Lease liabilities	407.03	186.99
Current		
Lease Liability	176.32	68.17
Total current Lease liabilities	176.32	68.17
Total	583.35	255.16
16 Trade payables		
Due to micro enterprises and small enterprises*	7.18	–
Due to creditors other than micro enterprises and small enterprises	2,353.82	2,063.44
Total	2,361.00	2,063.44

March 31, 2024

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 year	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	–	–	–	–	–
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	156.64	1,633.08	564.10	–	2,353.82
(iii) Disputed dues of micro enterprises and small enterprises	–	7.18	–	–	7.18
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	–	–	–	–	–
Total	156.64	1,640.26	564.10	–	2,361.00

March 31, 2023

₹ in Lakhs

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 year	2-3 years	More than 3 years	Total
(i) Total outstanding dues of micro enterprises and small enterprises	–	–	–	–	–
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	2,037.02	26.41	–	–	2,063.44
(iii) Disputed dues of micro enterprises and small enterprises	–	–	–	–	–
(iv) Disputed dues of creditors other than micro enterprises and small enterprises	–	–	–	–	–
Total	2,037.02	26.41	–	–	2,063.44

* *Dues to Micro and Small Enterprises*

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payments made during the year or brought forward from previous years.

₹ in Lakhs

Particulars	As at 31-03-2024	As at 31-03-2023
The Principal amount remaining unpaid to any supplier at the end of the year	7.18	7.18
Interest due remaining unpaid to any supplier at the end of the year	Nil	Nil
The amount of interest paid by buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of payment made to the supplier beyond the appointed day during the year.	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23	Nil	Nil

Particulars	₹ in Lakhs	
	As at 31-03-2024	As at 31-03-2023
17 Other Current liabilities		
Statutory Dues Payables	63.44	14.14
Advance from customers	0.88	1,105.83
Towards Employees	59.43	49.15
Provision for expenses	1,102.81	–
Total	1,226.55	1,169.12

Particulars	₹ in Lakhs	
	For the year ended 31-03-2024	For the year ended 31-03-2023
18 Revenue from Operations		
Sales of Goods		
–Sale of Products	–	–
–Sale of Services	9,321.93	6,779.89
Total	9,321.93	6,779.89

19 Other income		
Interest income	7.78	5.53
Interest on income tax refund	–	2.97
Cost sharing	47.60	146.55
Provision no longer required, written back	1.95	8.39
Insurance Premium Recovery	–	–
Labour Insurance	5.12	–
TDS Refund Received	–	–
Labour Welfare	–	–
Total	62.45	163.44

Particulars	₹ in Lakhs	
	For the year ended 31-03-2024	For the year ended 31-03-2023
20 Operating Costs		
Power and Fuel	4.75	–
Consumables	7,427.19	0.42
Labour Charges	5.35	6,178.21
Hiring Charges	19.44	16.86
Surveying Fees	–	2.19
Total	7,456.74	6,197.68
21 Employee benefits expense		
Salaries and wages including bonus	508.08	400.44
Contribution to provident funds and other funds	9.57	1.41
Defined benefit plan expenses	–	–
Gratuity Expenses	6.71	–
Bonus to Employees	–	0.39
Total	524.36	402.24

₹ in Lakhs

Particulars	For the year ended 31-03-2024	For the year ended 31-03-2023
22 Finance costs		
Interest expense on lease	96.43	31.71
Total	96.43	31.71
23 Depreciation and amortization expense		
Depreciation on Property, Plant and Equipment	108.05	61.97
Amortization on Intangible assets	0.17	0.36
Depreciation on Right to Use Assets	175.50	75.40
Total	283.73	137.73
24 Other expenses		
Repairs & Maintenance Others	4.83	2.40
Insurance	0.05	0.68
Rent	21.12	26.66
Rates and Taxes	9.69	11.19
Auditors' Remuneration	1.66	5.40
Legal and Professional Expenses	81.93	373.95
Admin Expenses	60.16	12.67
Travelling & Conveyance	17.83	11.79
Electricity Expense	24.42	5.26
Mess Exp.	2.83	–
Site Expenses	1.48	–
Miscellaneous Expenses	128.13	5.19
Total	354.12	455.19

25 Interests In Joint Operations

The Company's share of interest in joint arrangement as at March 31, 2024 is set out below. The principal place of business of all these joint operations is in India.

Name	Principal activities	% of Ownership interest	
		Year ended 31-03-2024	Year ended 31-03-2023
MEIPDL-MCL-JV	Construction	100%	74%
AQUATECH-MEPL JV	Construction	50%	NA
AQUATECH-MEPL NASHIK JV	Construction	50%	NA

- (a) The Company has entered into a Joint Venture agreement, MEPIDL-MCL-JV (the joint venture), for construction of roads. This is classified as joint operations under the accounting standards applicable to the company, which require the company to follow equity method.
- (b) The figures of MEPIDL-MCL JV have been accounted at 74% upto December 31, 2023. Since the company is carrying out all the execution and operations of MEPIDL-MCL JV, and the other party has not contributed anything in said execution and operations, the company has accounted for the figures of MEPIDL-MCL JV at 100% for the full year ended March 31, 2024.
- (c) During FY 2023-24, the Company has entered into Joint Venture agreement, Aquatech-MEPL-JV (the joint venture), for "Khopoli Underground Sewerage Scheme". This is classified as joint operations under the accounting standards applicable to the company, which require the company to follow equity method.
- (d) On February 13, 2024, the Company has entered into Joint Venture agreement, Aquatech-MEPL Nashik JV (the joint venture), for "Design, Construction, Supply, Erection, Testing and Commissioning of 11.5 MLD STP, 29.5 MLD TTP & allied works, followed by O&M of 60 months, for NMC, Nashik". This is classified as joint operations

under the accounting standards applicable to the company, which require the company to follow equity method. The financial statements do not include the same due to said joint operations being in the preliminary stages of operation, and the amounts involved being immaterial.

Classification of Joint Arrangements:

The joint arrangements in relation of joint operations mentioned above requires unanimous consent from all the parties for all relevant activities. The partners/joint operators have direct rights to the assets of the entity and are jointly and severally liable for the liabilities incurred by the entity. These entities are therefore classified as joint operations and the company recognises its direct right to the jointly held assets, liabilities, revenues and expenses.

The Summaried financial details of the Joint Operations considered in the Financial Statements of the Company are as follows:

MEPIDL - MCL		₹ in Lakhs	
Particulars	As at year ended 31-03-2024	As at year ended 31-03-2023	
(i) Summarised Balance Sheet			
Total Assets	3,422.21	2,880.44	
Total Liabilites	3,422.21	2,880.44	
(ii) Summarised Statement of Profit and Loss			
Revenue from operations	9,026.50	9,118.58	
Other Income	7.09	16.09	
Total Expenses (Including taxes)	8,087.40	9,043.85	

AQUATECH - MEPL JV		₹ in Lakhs	
Particulars	As at year ended 31-03-2024	As at year ended 31-03-2023	
(i) Summarised Balance Sheet			
Total Assets	218.43	-	
Total Liabilites	218.43	-	
(ii) Summarised Statement of Profit and Loss			
Revenue from operations	141.59	-	
Other Income	-	-	
Total Expenses (Including taxes)	139.50	-	

26 Related party transactions

Related parties

Sr. No	Name of the Party	Nature of relationship
1	Jetra Infrastructure Private Limited	Company having significant influence

Key managerial personnel

Name of the Party	Nature of relationship
Mr. Suraj Samant (upto Dec 21, 2023)	Non-Executive Director, Chairman
Mr. Siddhant Singh (upto June 23, 2023)	Independent Director
Mr. Naresh Sanswar (upto December 08, 2023)	Chief Financial Officer
Mr Jashandeep Singh (upto December 19, 2023)	Managing Director
Mr. Shashikant Gangadhar Bhoge (upto December 19, 2023)	Non -Executive Director
Ms. Beena Khandelwal (upto Septemeber 30, 2023)	Company Secretary
Mr. Jashandeep Singh (w.e.f December 19, 2023)	Non Executive Director
Ms. Vaishali Sahebrao Mulay	Non-executive Director
Mr. Sitaram Dhulipala (upto December 19, 2023)	Whole time Director

Mr. Sitaram Dhulipala (w.e.f December 20, 2023)	Managing Director
Mr. Shivratan Agarwal (w.e.f February 13, 2024)	Non Executive Director
Ms. Nidhi Agarwal (upto July 25, 2022)	Company Secretary
Mr. Pandit Purbhajirao Sawant	Non Executive Director
Mr. Sanjay Jha (w.e.f. November 08, 2023)	Company Secretary

Details of transactions with related parties :

₹ in Lakhs

Particulars	As at year ended 31-03-2024	As at year ended 31-03-2023
Managerial remuneration		
Mr. Jashandeep Singh	22.46	29.95
Mr. Sitaram Dhulipala	42.72	19.57
Key Managerial remuneration		
Mr. Naresh Prabat Sasanwar	40.36	15.45
Mr. Sanjay Jha	3.77	–
Ms. Beena Khandelawal	1.29	1.69
Mr. Subhash Chandra Bose	–	2.80
Mr. Sukhdeep Singh	–	14.22
Sitting Fees		
Mr. Suraj Samat	0.30	–
Mr. Shashikant Bhoge	2.15	–
Ms. Vaishali Mulay	2.30	–
Mr. Pandit Sawant	0.60	–
Mr. Shivratan Agarwal	0.75	–
Mr. Jashandeep Singh	0.15	–
Loan Repaid		
Mr. Jashandeep Singh	4.92	14.22

Details of closing balances with related parties :

₹ in Lakhs

Particulars	As at year ended 31-03-2024	As at year ended 31-03-2023
Managerial remuneration Payable		
Mr. Jashandeep Singh	6.24	9.91
Mr. Sitaram Dhulipala	4.19	7.42
Key Managerial remuneration Payable		
Mr. Naresh Prabat Sasanwar	8.60	4.69
Ms. Beena Khandelawal	–	0.19
Mr. Sukhdeep Singh	–	2.21
Ms. Nidhi Agarwal	0.28	0.28
Mr. Shashikant Gangadhar Bhoge	–	0.29
Mr. Sanjay Jha	0.63	–
Loan Repayable		
Mr. Jashandeep Singh	13.33	18.25
Jetra Infrastructure Private Limited	347.00	347.00
Ms. Vaishali Sahebrao Mulay	250.00	250.00

Key managerial personnel who are under the employment of the Company are entitled to post employment benefits recognized as per Ind AS 19 - 'Employee Benefits' in the Standalone financial statements. As these employee benefits are amounts provided on the basis of actuarial valuation, the same is not included above. Gratuity has been computed for the Company as a whole and hence not included as part of managerial remuneration.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

27 Employee Benefit Obligations

(i) Defined contribution plan

Provident Fund

The contributions to the Provident Fund of the employees are made to a Government administered Provident Fund and there are no further obligations beyond making such contribution. Employer's Contribution to Provident Fund amounting to ₹ 8.55 Lakhs (March 31, 2023 - ₹ 6.72 lakhs) has been recognized as an expense in the Statement of Profit and Loss.

(ii) Leave Encashment

The leave obligations cover the Company's liability for earned leave.

The amount of ₹ Nil (March 31, 2023 - ₹ 3.17 lakhs) has been recognised in statement of profit and loss, since the company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the company does not expect all employee to take the full amount of accrued leave or require payment within the next 12 months.

(iii) Defined benefit plan

Gratuity

Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972 or company scheme whichever is beneficial. The same is payable at the time of separation from the company or retirement, whichever is earlier. The benefits vest after five years of continuous service.

The following table sets out the amount recognised in the balance sheet and the movements in the net defined benefit obligations over the year are as follows:

Particulars	₹ in Lakhs	
	Present value of obligation	Fair value of Plan assets
April 01, 2023		
Current Service cost	8.73	—
Past Service Cost	—	—
Interest expense/(income)	0.25	—
Total amount recognised in profit and loss	8.98	—
Remeasurements		
Return on plan assets, excluding amounts included in interest expense/(income)	—	—
(Gain)/loss from change in financial assumptions	0.08	—
Experience (gains)/losses	(1.21)	—
Total amount recognised in other comprehensive income	(1.14)	—
Employer contributions	—	—
Benefit payments	—	—
March 31, 2024	7.85	—

The net liability disclosed above relates to funded plans are as follows:

₹ in Lakhs

Particulars	March 31, 2024	March 31, 2023
Present value of funded obligations	7.85	–
Fair value of plan assets	–	–
Deficit/(Surplus) of gratuity plan	7.85	–

Significant estimates - actuarial assumptions and sensitivity

The significant actuarial assumptions were as follows

Particulars	Modern Engineering & Projects Limited		MEPIDL-MCL-JV	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Discount rate	7.17%	7.30%	7.14%	7.20%
Salary growth rate (per annum)	15.00%	15.00%	15.00%	15.00%
Attrition rate	15.00%	15.00%	30.00%	30.00%
Retirement Age	60 years	60 years	60 years	60 years
Mortality Table	Indian Assured Lives	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate

Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is as follows:

₹ in Lakhs

Particulars	Impace on defined benefit obligation			
	Increase in Assumption		Decrease in Assumption	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Modern Engineering & Projects Limited				
Discounting (1% movement)	(0.52)	N/A	0.59	N/A
Salary increase (1% movement)	0.55	N/A	(0.51)	N/A
Employee turnover (1% movement)	(0.38)	N/A	0.41	N/A
MEPIDL - MCL - JV				
Discounting (1% movement)	(0.06)	N/A	0.07	N/A
Salary increase (1% movement)	0.06	N/A	(0.06)	N/A
Employee turnover (1% movement)	(0.06)	N/A	0.06	N/A

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.
Interest rate risk	A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision.
Asset Liability	The plan faces the ALM risk as to the matching cash flow. Entity has to manage pay-out based on pay as you go basis from own funds.
Mortality Risk	Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

28. Financial risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board is responsible for developing and monitoring the Company's risk management policies. The Board holds regular meetings on its activities. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. The Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low.

Trade and other receivables

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

Trade and Other Receivables	₹ in Lakhs	
	As at March 31, 2024	As at March 31, 2023
Within the credit period	2,252.48	360.89

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due. The Company's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

Maturities of financial liabilities

The below table analyses the Company's financial liabilities into relevant maturity based on their contractual maturities. The amounts disclosed in the table are undiscounted cash flows, balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Particulars	₹ in Lakhs	
	< 1 Year	
March 31, 2024		
Trade payables	2,361.01	
Employee related liabilities	7.80	
Total	2,368.82	
March 31, 2023		
Trade payables	2,063.44	
Employee related liabilities	–	
Total	2,063.44	

c) Market risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates which could affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and debt. The Company is exposed to market risk primarily related to foreign exchange rate risk. Thus, the exposure to market risk is a function of revenue generating and operating activities in foreign currency.

(i) Currency risk

The Company is not exposed to currency risk on account of foreign currency transactions including recognized assets and liabilities denominated in a currency that is not the Company's functional currency (₹).

Exposure to currency risk

The Company's exposure to foreign currency risk at the end of the reporting period expressed in INR, is as follows:

As at March 31, 2024		₹ in Lakhs	
Particulars	USD converted to INR	Total	
Financial assets			
Trade receivables	–	–	
Net exposure to foreign currency (assets)	–	–	
Financial liabilities			
Trade payables	–	–	
Net exposure to foreign currency (liabilities)	–	–	
As at March 31, 2023		₹ in Lakhs	
Particulars	USD converted to INR	Total	
Financial assets			
Trade receivables	–	–	
Net exposure to foreign currency (assets)	–	–	
Financial liabilities			
Trade payables	–	–	
Net exposure to foreign currency (liabilities)	–	–	

Sensitivity analysis

Any change with respect to strengthening (weakening) of the Indian Rupee against various currencies as at March 31, 2024 and March 31, 2023 would have affected the measurement of financial instruments denominated in respective currencies and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates remain constant

Particulars	Impact on profit after tax and equity	
	March 31, 2024	March 31, 2023
USD		
- Increase by 5%	–	–
- Decrease by 5%	–	–

(ii) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's deposits/loans are all at fixed rate and are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates

The Company has assessed no exposure to fluctuating change of market interest rates.

29 Fair value measurement

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value - these include cash and cash equivalents, other bank balances, trade receivables and trade payables.

(a) Financial instruments by category

Particular	Carrying amount		Fair value
	Fair value through Profit or Loss	Amortised cost	Level
	March 31, 2024		
₹ in Lakhs			
Financial assets			
Non Current			
Investment	–	–	–
Current			
Trade receivables	–	2,246.65	–
Cash and cash equivalents	–	260.43	–
Other financial assets	–	164.31	–
Total financial assets	–	2,671.39	–
Financial liabilities			
Current			
Trade payables	–	2,361.01	–
Other financial liabilities	–	–	–
Total financial liabilities	–	2,361.01	–

March 31, 2023		₹ in Lakhs	
Particular	Carrying amount		Fair value Level
	Fair value through profit or Loss	Amortised cost	
Financial assets			
Non Current			
Investment	–	–	–
Current			
Trade receivables	–	360.89	–
Cash and cash equivalents	–	169.04	–
Other financial assets	–	48.00	–
Total financial assets	–	577.93	–
Financial liabilities			
Current			
Trade payables	–	2,063.44	–
Other financial liabilities	–	–	–
Total financial liabilities	–	2,063.44	–

Note: Carrying amounts of Cash and Cash equivalents, Trade and other receivables, Bank balances, Trade payables and Other Payables as at March 31, 2024 and March 31, 2023 approximate the fair value. Difference between carrying amounts and fair values of bank deposits, other financial assets and other financial liabilities subsequently measured at amortised cost is not significant in each of the periods presented.

28 Leases

Operating lease

The Company as lessee

The Company has entered into cancellable leasing arrangement in respect of office premises. From period beginning June 01, 2021 the Company has entered into long term lease arrangement.

Ind AS 116 – Lease liabilities		₹ in Lakhs	
Particulars	As at	As at	
	March 31, 2024	March 31, 2023	
Non-current	407.03	186.99	
Current	176.32	68.17	
Total	583.35	255.16	

(i) Movement in Lease liabilities:		₹ in Lakhs	
Particulars	As at	As at	
	March 31, 2024	March 31, 2023	
Opening Balance	255.16	317.14	
Add: Gain	1,038.80	–	
Add: Finance cost accrued during the year	96.43	–	
Less: Payment of Lease Liabilities	(807.04)	(61.98)	
Closing Balance	583.35	255.16	

(ii) The contractual maturities of Lease liabilities are as under on undiscounted basis:		₹ in Lakhs	
Particulars	As at	As at	
	March 31, 2024	March 31, 2023	
Payable within one year	176.32	68.17	
Payable later than one year and not later than five years	407.03	186.99	
	583.35	255.16	

(iii) **Lease payments recognized for short term leases in Statement of Profit and Loss**

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

31 Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2024	March 31, 2023	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	0.70	0.66	6.85%	During the year, receivables have proportionately increased due to which the ratio has improved.
Debt equity ratio (in times)	Borrowings and Lease Liabilities	Total Equity	(16.20)	(1.98)	717.16%	During the year the lease liabilities of the company has substantially increased.
Debt service coverage ratio (in times)	Net Profit after Tax + Depreciation and Amortisation expense + Finance Cost (excluding interest on Lease Liabilities)	Finance Cost + Repayment of Borrowings	10.35	(3.52)	-393.71%	The ratio has improved despite higher interest cost and principal payments, due to positive earnings.
Inventory Turnover Ratio (in times)	Cost of Goods Sold	Average Inventory	-	-	-	NA
Trade Receivables Turnover ratio (in times)	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	7.15	26.54	-73.06%	During the year, revenue from operations has increased. However, due to a more than proportionate increase in Trade Receivables, the ratio has seen a decline.
Trade Payables Turnover ratio (in times)	Cost of Services	Average Trade Payables	3.37	5.88	-42.63%	The company's trade payables have increased substantially, leading to a decline in the ratio.
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets - Current liabilities	(8.18)	(6.01)	36.05%	The company's increased revenue from operation has led to an improved ratio despite a negative working capital position.
Net Profit ratio (in %)	Net Profit	Net sales = Total sales - sales return	3.91%	-3.91%	200.09%	During the year both the profit and revenue of the company have increased, due to which the ratio has improved.
Return on Capital Employed (in %)	EBIT	Capital Employed = Tangible Net Worth + Total Debt	59.73%	-65.46%	191.25%	The company's net worth has seen improvement, coupled with a positive turnaround in EBIT.
Return on Investment	Interest (Finance Income)	Investment	NA	NA	NA	NA

32 Earnings per share

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Loss attributable to the equity holders of the Company (in Rs. lacs)	363.67	(264.88)
Weighted average number of equity shares	30.90	30.90
–Earnings per share (basic & diluted))	11.77	(8.57)
Face value per equity share (Rs.)	10.00	10.00

33 Income tax expense

This note provides analysis of company's income tax expense, amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates in relation to the Company's tax position.

(i) Income tax expense is as follows:

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
(a) Recognised in profit and loss		
Current tax		
– For the year	285.57	3.87
– Adjustment for earlier years	–	–
Deferred tax (credit) /charge for the year	18.92	(20.21)
Total tax expense	304.50	(16.34)
(b) Recognised in other comprehensive income		
Deferred tax	(1.14)	–
Tax Expense	0.28	–
Total Expense	303.64	(16.34)

(ii) Reconciliation of tax expense and the accounting profit computed by applying income tax rate

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Loss before tax	669.01	281.21
Tax rate	25.17%	25.17%
Computed tax expense	168.39	–
Tax effect of expenses that are not deductible in determining taxable profit:		
Tax Provision relating to earlier period	–	3.87
Depreciation	(4.09)	–
Brought Forward Losses	(21.35)	–
Deferred Tax adjustment	18.92	(20.21)
Unconsidered Losses*	142.62	–
Tax expense	304.49	(16.34)

* Unconsidered Losses adjustments to tax expense account for portions of the company's losses that were previously excluded when computing the current tax provision.

(iii) Deferred Tax:

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred tax relates to the following:		
Timing differences in the carrying amount of property, plant and equipment	18.92	(17.61)
Timing differences due to unused tax losses	–	
Timing differences in the provision for gratuity	–	
Timing differences in the carrying amount of Lease	–	(2.60)
Timing differences due to remeasurement of defined benefit plans	–	–
Other adjustments		
Deferred Tax (Assets) / Liabilities–Net	18.92	(20.21)

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Opening balance as at	(29.34)	(9.13)
Tax (income)/expense during the period recognised in profit or loss	18.92	(20.21)
Tax (income)/expense during the period recognised in profit or loss as Other Comprehensive Income	(0.28)	–
Closing balance as at:	(10.70)	(29.34)

34 Disclosure as required by Indian Accounting Standard (Ind AS) 115 - Revenue from contracts with customers

(a) Disaggregation of revenue from contracts with customers :

In the following table, revenue from contracts with customers is disaggregated by primary geographical area.

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Primary Geographic Market		
In India	9,321.93	6,779.89
Outside India	–	–
	9,321.93	6,779.89

(b) Reconciliation of the amount for revenue recognised in the Statement of Profit and Loss with the contracted price

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Revenue as per Contracted Price	9,321.93	6,779.89
Adjustment	–	–
	9,321.93	6,779.89

(c) Contract Balances

The following table provides information about receivables, contract assets and contract liabilities from the contracts with customers

₹ in Lakhs

Particulars	As at March 31, 2024	As at March 31, 2023
Contract Assets (Unbilled revenue, retention money, withheld amount)	1,403.17	1,900.19
Contract Liabilities (Advances from customers, retention money)	1,193.87	1,004.30
Trade Receivables	843.47	360.89
	3,440.52	3,265.37

35 Segment reporting

The Company is engaged in only one business. Therefore, no separate segment disclosure is provided in terms of Ind AS –108, i.e. Operating Segment.

36 Other Statutory Information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company did not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (vii) The Company does not have any such transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).
- (viii) The compliance of number of layers prescribed under clause 87 of Section 2 of the Companies Act read with Companies (Restriction on number of Layers) Rule, 2017 is not applicable to the Company.
- (ix) The Company is not declared wilful defaulter by bank or Financial Institutions or any lender during the Financial Year.
- (x) Since there are no borrowings during the Years from Banks or Financial Institutions, the Company has not submitted any Quarterly Returns or Statement of Current Assets with Banks or Financial Institutions.

37 Commitments and contingent liabilities

- (i) During financial year 2018-19, the Company received a Notice of Demand dated December 18, 2018 for the Assessment Year 2016-17 from the Income Tax officer, for ₹ 10.42 Lakhs (March 31, 2024: ₹ 10.42 Lakhs; March 31, 2023: ₹ 10.42 Lakhs) for addition made on account of disallowances of Loss on sale of shares and other securities of ₹ 14.68 Lakhs, Addition made on account of disallowance of Listing Fees Expenses of ₹ 31.37 Lakhs, totaling to ₹ 46.06 Lakhs. The Company has disputed the above addition and disallowance and filed an appeal before the Commissioner of Income-Tax Appeals on January 25, 2019 which is pending for disposal. During the year 2021-22, the Company's case was selected for reassessment proceedings u/s 147 of the Income Tax Act, 1961 ("Act"). Thereafter, Assessment Unit, The National Faceless Assessment Centre (NFAC), completed the reassessment proceedings and passed order dated May 12, 2023, which reaffirmed the addition that had been made during the assessment proceedings. In the aforementioned reassessment order, no additional addition was made. Therefore, no action was taken.
- (ii) During financial year 2021-22, the Company received a Notice of Demand dated March 26, 2022 for the Assessment Year 2015-16 from Income Tax Officer, for ₹ 45.29 lakhs (March 31, 2024: ₹ 45.29 Lakhs; March 31, 2023: ₹ 45.29 lakhs) for addition made u/s 68 r.w.s 115BBE of the Income Tax Act, 1961("Act") as Income Tax Officer is of the view that Bogus Profit of ₹ 30.00 Lakhs and Bogus losses claimed of ₹ 15.25 Lakhs, addition made u/s 69C r.w.s 115BBE of the Act in respect of Unexplained expenditure of ₹ 0.91 Lakh,

Addition made u/s 68 r.w.s 115BBE of the Act in respect of Share application money of ₹ 15.00 Lakhs, totaling to ₹ 61.16 Lakhs. The Company has disputed the above addition and disallowance and filed an appeal before the Commissioner of Income -Tax Appeals on April 23, 2022 which is pending for disposal.

In all the above income tax matters, respective authorities have initiated penalty proceedings towards the additions made, however, the same is kept under abeyance till disposal of the respective matters. The Management considers these demands as not tenable against the Company, and therefore no provision has been made in the books of accounts.

38 Appointment of Chief Finance Officer

During the year, the Chief Financial Officer resigned from the company on December 8, 2023. As per the provisions of Section 203(4) of Companies Act, 2013 if any casual vacancy is caused in the office of the Chief Financial Officer same need to be filled up within 6 months from the date of such vacancy. The company is taking necessary steps to fill the vacancy and ensure compliance with all legal requirements.

39 Going concern

The management has taken initiatives directed towards improving the profitability through operational efficiencies. The Company expects that these initiatives would result in sustainable cash flows. The Company, based on the support given by the parent company, is confident of meeting its operating and capital funding requirements. Accordingly, these financial statements have been prepared on going concern basis.

40 Material Developments

The Company has evaluated subsequent events from the balance sheet date to May 24, 2024, the date at which the financial statements were available to be issued and determined that there are no other material developments.

41 The financial statements were reviewed by the Audit Committee and approved by the Board of Directors at meeting held on May 24, 2024.

42 Previous year/ period figures

Previous year figures have been regrouped to confirm to current year presentation.

As per our attached report of even date
For S K Patodia & Associates LLP
Chartered Accountants
FRN No. 112723W/W100962

Dhiraj Lalpuria
Partner
Membership No: 146268

Date : 24th May, 2024
Place : Mumbai

For and on behalf of the Board of Directors
of Modern Engineering and Projects Limited

Sitaram Dhulipala
Managing Director
DIN: 03408989

Sanjay Jha
Company Secretary

Date : 24th May, 2024
Place : Mumbai

MODERN ENGINEERING AND PROJECTS LIMITED

CIN: L01132MH1946PLC381640

Regd Off: 103/4 Plot -215, Free Press House, FL-10 Free Press Journal Marg Nariman Point Mumbai 400021

Tel: +91 22 6666 6007 Email: cs@mep.ltd | website: www.mep.ltd

FORM NO. MGT-11

PROXY FORM

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

Name of Member			
Registered Address:-			
Email id			
Folio No./ Client ID		DP-ID	

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

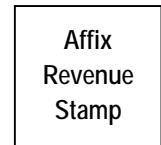
1.	Name			
	Address		Signature	
	E-Mail ID			
Or failing him				
2.	Name			
	Address		Signature	
	E-Mail ID			
Or failing him				
3.	Name			
	Address		Signature	
	E-Mail ID			

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at 78th Annual General Meeting of the Company, to be held on Monday, September 30, 2024 at 12.30 p.m. at 103/4 Plot -215, Free Press House, FL-10 Free Press Journal Marg Nariman Point Mumbai 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Optional		
		For	Against	Abstain
ORDINARY BUSINESS				
1.	Adoption of Financial Statement for the year ended March 31, 2024			
2.	To appoint a director in place of Mr. Vaishali Mulay (DIN: 06444900), who retires by rotation and being eligible, offers himself for re-appointment			
SPECIAL BUSINESS				
3.	Appointment of Mr. Shivratan Agarwal (DIN 03496765) as an Independent Director of the Company			
4.	Appintment of Mr. Sitaram Dhulipala (DIN 03408989) as a Managing Director			

Signed this _____ day of _____ 2024

Signature of the Shareholder_____



Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy holder

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 meeting.
- 2. It is optional to indicate your preference. If you leave the 'for', 'against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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ATTENDANCE SLIP

(To be presented at the entrance)

Annual General Meeting – September 30, 2024

Name	
Address :-	
Reg. Folio No./ DP ID	
Client ID	

I/We hereby record my/our presence at the 78th Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 12.30 p.m. at 103/4, Plot-215, Free Press House, Journal Marg, FI-10 Free Press, Nariman Point, Mumbai – 400 021.

Member's/Proxy Name in Block Letters

Member's/Proxy's Signature

Note:

1. Member/Proxy must bring the attendance slip to the meeting and hand it over, duly signed, at the registration counter.
2. The copy of notice may please be brought to the meeting venue.

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FORM NO. MGT-12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sr. No.	Particular	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Resolution	No. of Shares held by me	I assent to the resolution	I dissent From the resolution
ORDINARY BUSINESS				
1.	Adoption of Financial Statement for the year ended March 31, 2024			
2.	To appoint a director in place of Mr. Vaishali Mulay (DIN: 06444900), who retires by rotation and being eligible, offers himself for re-appointment			
SPECIAL BUSINESS				
3.	Appointment of Mr. Shivratn Agarwal (DIN 03496765) as an Independent Director of the Company			
4.	Appintment of Mr. Sitaram Dhulipala (DIN 03408989) as a Managing Director			

Place:

Date:

(Signature of the shareholder)

BOOK POST

If undelivered, please return to:

MODERN ENGINEERING AND PROJECTS LIMITED

Regd. Off: 103/4 Plot -215, Free Press House, Fl-10 Free Press Journal Marg, Nariman Point, Mumbai 400021

CIN: L01132MH1946PLC381640 | **Website:** www.mep.ltd | **Email:** cs@mep.ltd