

Date: 14-12-2022

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

SCRIP CODE: 539762

SUBJECT: INTIMATION OF EXTRA-ORDINARY GENERAL MEETING ("EOGM") OF THE COMPANY AND E-VOTING DATES

Dear Sir,

We would like to inform you that the Extra-Ordinary General Meeting of the company will be held on Thursday, January 05, 2023 at 2:00 p.m. at the registered office of the company situated at 103/4 Plot -215, Free Press House, Floor-10, Free Press Journal Marg, Nariman Point, Mumbai - 400021.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company offers the e-voting facility through Central Depository Service (India) Limited (CDSL) to enable the Members to cast their votes by electronic means on all the resolutions as set out in the Notice convening the EOGM.

The details required to be given under the Companies Act, 2013 and Rules made thereunder are as follows:

1. Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, December 29, 2022 shall be entitled to avail the facility of remote e-voting and voting to be held at EOGM on the business specified in the Notice of the Company.
2. Remote e-voting period shall commence on Monday, January 02, 2023 at 9:00 a.m. (IST) and end on Wednesday, January 04, 2023 at 5:00 p.m. (IST) and thereafter, the remote e-voting module shall be disabled by CDSL.
3. Details of the manner of casting of votes are to be provided in the Notice of EOGM and will be posted on the website of the Company i.e. www.modernconvertors.com.
4. The Member who have cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again and members attending the meeting who have not cast their vote through e-voting shall be able to vote at EOGM through remote e-voting to be provided at the EOGM.

Formerly known as Modern Convertors Ltd

5. Any person who becomes a member of the Company after dispatch of Notice and holds shares as on cut-off date may obtain the sequence number from the Company's Registrar and Share Transfer Agent at the address mentioned in the Notice.

6. Any query /grievance in relation to the remote e-voting can be addressed to CDSL, P.J. Towers, 16th Floor, Dalal Street, Fort, Mumbai- 400 001 Tel: 18002005533. Email: helpdesk.evoting@cdslindia.com

Please acknowledge and take on record the same.

Thanking You.

**For Modern Engineering and Projects Limited,
(Formerly Known as Modern Converters Limited)**

SHASHIKANT
GANGADHAR
BHOGE

Digitally signed by
SHASHIKANT GANGADHAR
BHOGE
Date: 2022.12.14 17:45:14
+05'30'

Shashikant Gangadhar Bhoge
Director
(DIN: 05345105)



Formerly known as Modern Converters Ltd

NOTICE OF EXTRA ORDINARYGENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARYGENERAL MEETING OF THE MEMBERS OF MODERN ENGINEERING AND PROJECTS LIMITED(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED) WILL BE HELD ON THURSDAY, JANUARY 05, 2023 AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY 103/4 PLOT -215, FREE PRESS HOUSE, FL-10 FREE PRESS JOURNAL MARG NIRIMAN POINT MUMBAI CITY MH 400021 IN ,TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. To appointment of new auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant 139, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee to the Board of Directors, K K A B & CO. , LLP (FIRM Registration No: FRN: 132029W) be and are hereby appointed as a Auditors of the Company in place of the retiring Auditors M/s. S A R A & CO., Chartered Accountants, FIRM Registration No: 100157W), who shall hold office for a term of 5 consecutive years from the conclusion of this EGM i.e. from the Financial year 2022-23 till conclusion of the 80th Annual General Meeting to be held in the calendar year 2027 and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

2. **REGULARISATION OF MR. SURAJ MANOHAR SAMAT (DIN:00587940) AS AN NON-INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the 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), Mr. Suraj Manohar Samat (DIN:00587940), who was appointed as an additional director dated 07-10-2022 in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

“RESOLVED FURTHER THAT in accordance with the provisions of Sections 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, and applicable Regulation(s) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Suraj Manohar Samat (DIN:00587940), who was appointed as an Additional (Non-Executive) Director of the Company with effect from 07-10-2022, by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Act and Articles of Association of the Company and the Listing Regulations and who holds office up-to the date of ensuing General Meeting, be and is hereby appointed as a Non-Executive, Director of the Company and shall be liable to retire by rotation.”

For and on behalf of Board of Directors

MODERN ENGINEERING AND PROJECTS LIMITED
(Formerly known as Modern Converters Limited)

Sd/-

JASHANDEEP SINGH
Managing Director
DIN:02357390

Date: 08.12.2022
Place: Mumbai

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

Notes:

- (a) Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Extra Ordinary General Meeting ('Meeting' or 'EOGM') is furnished as an annexure to the Notice.
- (b) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself at the venue of the meeting and such proxy need not be a member of the company. The proxies to be effective should be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Accordingly, the facility for appointment of proxies by the Members will be available for the EOGM and hence the Proxy Form and Attendance Slip are annexed to this Notice.
- (c) In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the EOGM physically and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to info@modernconvertors.com / info.eliteadvisors@gmail.com .
- (d) The Route Map is annexed in this Notice. The proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company.
- (e) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Monday, January 02, 2023 at 9:00 a.m. (IST) and end on Wednesday, January 04, 2023 at 5:00 p.m.(IST).The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Thursday, December 29, 2022.
- (f) Any person who is not a member post cut-off date should treat this notice for information purposes only.
- (g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM.
- (h) Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

shares as of the cut-off date, i.e., Thursday, December 29, 2022 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) mdpldc@yahoo.com . However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- (i) CS Ramesh Chandra Mishra, Practising Company Secretary (Membership No. FCS 5477 CP No. 3987) from M/s Ramesh Chandra Mishra & Associates, vide Board Resolution dated 07-10-2022 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
- (j) The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
- (k) The Results shall be declared after the EOGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.modernconvertors.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EOGM of the Company and the same will also be communicated to the Stock Exchanges.
- (l) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
- (m) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants
- (n) In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EOGM along with the Extra Ordinary is being sent through electronic mode and physical mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and will also be available on the Company's website www.modernconvertors.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the EOGM, date and time of EOGM, availability of notice of EOGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
- (o) Members attending the EOGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (p) In case of joint holders, only one of the members whose name appears the Register of Members of the Company will be entitled to vote in respect of the resolutions proposed at the EOGM.
- (q) The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM but shall not be entitled to cast their vote again.
- (r) The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EOGM by the members based on the request being sent on info@modernconvertors.com/ info.eliteadvisors@gmail.com .
- (s) Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

- (t) As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
- (u) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
- (v) Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
- (w) Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

**The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:
EXTRA ORDINARY GENERAL MEETING.**

In terms of SEBI circular dated December 09, 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.

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing agreement (including any statutory modification or re- enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Central Depository

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.

2. The attendance of the Members attending the EOGM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the Company at www.modernconvertors.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and www.evotingindia.com respectively. The EOGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- ✓ The voting period begins on Monday, January 02, 2023 at 9:00 a.m. (IST) and end on Wednesday, January 04, 2023 at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, December 29, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ✓ Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- ✓ Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- ✓ 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.

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Ease / 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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,

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

	<p>user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>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</p>

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

their Depository Participants	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 or joining virtual meeting & voting during the meeting.
-------------------------------	--

[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 CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

✓ Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 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:

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 as mentioned in instruction (v).

- ✓ After entering these details appropriately, click on “SUBMIT” tab.
- ✓ 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.
- ✓ For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ✓ Click on the **EVSN – 221213006** for the relevant “**Modern Engineering And Projects Limited, (Formerly Known As Modern Converters Limited)**” on which you choose to vote.
- ✓ 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.
- ✓ Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- ✓ 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.

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

- ✓ Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ✓ You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- ✓ 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.
- ✓ Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.
 - f. Alternatively Non Individual shareholders are required 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; info@modernconvertors.com/info.eliteadvisors@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EOGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

MODERN ENGINEERING AND PROJECTS LIMITED
(FORMERLY KNOWN AS MODERN CONVERTERS LIMITED)

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Registrar & Transfer Agents

Maheshwari Datamatics Pvt. Ltd.,
23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001

For and on behalf of Board of Directors
MODERN ENGINEERING AND PROJECTS LIMITED
(Formerly known as Modern Converters Limited)

Date:08.12.2022
Place: Mumbai

Sd/-
JASHANDEEP SINGH
Managing Director
DIN:02357390

Registered Office:

Place: 103/4 PLOT -215, FREE PRESS HOUSE, FL-10 FREE PRESS JOURNAL MARG NIRIMAN POINT
MUMBAI Mumbai City MH 400021 IN
E-mail : info@modernconvertors.com & info.modernlimited@gmail.com
Website: www.modernconvertors.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AS AMENDED ('ACT') THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NO 1 to 2 MENTIONED IN THE ACCOMPANYING NOTICE.

ITEM NO.:2

Pursuant 139, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee to the Board of Directors, K K A B & CO. , LLP (FIRM Registration No: FRN: 132029W) be and are hereby appointed as a Auditors of the Company in place of the retiring Auditors M/s. S A R A & CO., Chartered Accountants, FIRM Registration No: 100157W), who shall hold office for a term of 5 consecutive years from the conclusion of this EGM i.e. from the Financial year 2022-23 till conclusion of the 80th Annual General Meeting to be held in the calendar year 2027 and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.

M/s. S A R A & CO., Chartered Accountants, FIRM Registration No: 100157W) has resigned w.e.f. 05-12-2022.

Item No. : 2

The Nomination and Remuneration Committee and the Board of Directors at its Meeting held on 07-10-2022, have recommended appointment of Mr. Suraj Manohar Samat (DIN: 00587940) as a Non-Executive, Non-Independent Directors of the Company, subject to the approval of the Members.

The Company has received the consents from Mr. Suraj Manohar Samat (DIN: 00587940) and also the declarations confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and as well as Regulation of SEBI (LODR) Regulations.

Mr. Suraj Manohar Samat (DIN: 00587940) is Non-independent of the management of the Company and does not hold any equity shares of the Company and in the opinion of the Board of Directors of the Company, he fulfills the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as the Director of the Company.

Brief profile along with other details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.

Other than Mr. Suraj Manohar Samat (DIN: 00587940), none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution as set out in Item No. 2 of this Notice, except to the extent of their equity holdings in the Company, if any.

The Board recommends Special Resolution as set out at Item No. 2 for the approval by the Members.

The members of the meeting be and hereby approved the resolution as special resolution

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the EOGM

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through remote e- voting and poll.

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment in the forthcoming Extra Ordinary General Meeting [Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting.

DESCRIPTIONS	Appointment
1.Designation	Mr. Suraj Manohar Samat
2. Date of Birth	15/03/1981
3.DIN	00587940
4. Qualification(s)	Professional
5. Bodies Corporate (other than Modern Engineering and Projects Limited) in which the Appointee holds Directorships and Committee positions 5.1. Directorships	1. MODERN ENGINEERING AND PROJECTS LIMITED 2. YUVAK APPARELS PRIVATE LIMITED 3. OSCORP INFRASTRUCTURE DEVELOPMENT PRIVATE LIMITED 4. OSCORP CONSTRUCTION PRIVATE LIMITED 5. OSCORP INFRA SOLUTION PRIVATE LIMITED 6. OSCORP REAL ESTATE DEVELOPMENT PRIVATE LIMITED 7. OSCORP MANAGEMENT CONSULTANCY PRIVATE LIMITED 8. OSCORP HOSPITALITY PRIVATE LIMITED 9. PROCTECH SOLUTIONS PRIVATE LIMITED 10. FINEPLAY SPORTS MANAGEMENT PRIVATE LIMITED 11. OSCORP TRADE SERVICES PRIVATE LIMITED
6. Disclosure of Relationship inter-se between Directors, Manager and other Key Managerial Personnel	No relation with other Directors
7. Shareholding in the company & % of Holdings	0

8. Brief Profile

Mr. Suraj Manohar Samat has done his Bachelor of Commerce from Nagaland and He was a President at Patel Engineering Limited in the industry of Infrastructure and Construction for 7 years and now a Managing Director at Proctech Solutions Private Limited in the industry of Infrastructure and Construction and also represented Maharashtra state for table tennis in the Nationals for 3 years and ranked 3" in the State of Maharashtra.

**MODERN ENGINEERING AND PROJECTS
LIMITED
(Formerly MODERN CONVERTERS LIMITED)**

CIN: L01132MH1946PLC381640

**REGD. OFFICE: 103/4 Plot -215, Free Press House, Fl-10 Free Press Journal Marg,
Niriman Point Mumbai City MH 400021 India.**

**ATTENDANCE SLIP
EXTRA ORDINARY GENERAL MEETING
EVSN: 221213006**

**I hereby record my presence at the Extra-Ordinary General Meeting of the
Company to be held on Thursday, January 05, 2023 at 2:00 p.m. at 103/4 Plot -215,
Free Press House, Fl-10 Free Press Journal Marg, Niriman Point Mumbai City MH
400021 India.**

Name of the Member: _____

Folio/Client ID No.: _____

Name of the Proxy /Representative (in Block Letters)

(To be filled in if the Proxy / Representative attends

Instead of the Member) _____

**I certify that I am a member / proxy / authorized representative for the member of the
Company.**

Signature of the Member or Proxy /Representative: _____

Note:

- 1) Members are requested to bring their copies of the Extra Ordinary General Meeting to the meeting, since further copies will not be available.

- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than **FORTY-EIGHT HOURS** before the commencement of the meeting.

- 3) A Proxy need not be a member of the Company.

- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

MODERN ENGINEERING AND PROJECTS LIMITED
(Formerly MODERN CONVERTERS LIMITED)
CIN: L01132MH1946PLC381640

**REGD. OFFICE: - 103/4 Plot -215, Free Press House, Fl-10 Free Press Journal Marg, Niriman
Point Mumbai MH 400021 India.**

PROXY FORM
EXTRA ORDINARY GENERAL MEETING

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

Name of the Company: MODERN CONVERTERS LIMITED

**Registered office: - 103/4 Plot -215, Free Press House, Fl-10 Free Press Journal Marg,
Niriman Point Mumbai, MH 400021.**

**Tel. No.:- 033-65035876, E-Mail:- info.eliteadvisors@gmail.com Website:
www.modernconvertors.com**

Name of the Member (s): _____

Registered Address: _____

Email-Id: _____

Folio No/Client ID: _____ DP ID: _____

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or
failing him / her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or
failing him / her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or
failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of Modern Converters Limited to be held on Thursday, January 05, 2023 at 2:00 p.m. at registered office i.e. 103/4 Plot -215, Free Press House, Fl-10 Free Press Journal Marg, Niriman Point Mumbai City MH 400021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
Special Businesses				
1)	To appointment of new auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:			

2)	REGULARISATION OF MR. SURAJ MANOHAR SAMAT (DIN:00587940) AS AN NON-INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY			
----	---	--	--	--

Signed this _____ day of _____ 2022

Affix
Revenue
Stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than **48 hours** before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

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]

Name of the Company: **MODERN CONVERTERS LIMITED**
CIN: **L01132MH1946PLC381640**
Registered Office:- **103/4 Plot -215, Free Press House, FI-10 Free Press Journal Marg,
Nariman Point , Mumbai MH 400021.**
Website: www.modernconvertors.com
Email: info.modernlimited@gmail.com
info@modernconvertors.com

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First-named Shareholder (In BLOCK letters)	
2	Postal address	
3	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	

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

Sr. No.	Resolutions	No. of shares held by me	I assent to the Resolution	I dissent from the Resolution
SPECIAL BUSINESS				
1	To appointment of new auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution :			

2	REGULARISATION OF MR. SURAJ MANOHAR SAMAT (DIN:00587940) AS AN NON-INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY			
---	---	--	--	--

Place:

Date:

(Signature of the shareholder)

Free Press House

Address:

Free Press House Free P Journal Marg Nariman Point, Mumbai,
Maharashtra 400021

103/4 PLOT-215,
Free press house
FL-10 free press
journal marg nariman
point + mumbai 400021 MH

