

Date: September 05, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

BSE SCRIP CODE: 539762
ISIN: INE250S01015

Sub: Notice of 79th Annual General Meeting of the Company

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and applicable circulars issued by the Ministry of Corporate Affairs, please find enclosed herewith Notice of 79th Annual General Meeting of the Company which is scheduled to be held on Tuesday, September 30, 2025 at 12.30 p.m. (IST) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”).

The Notice of the 79th AGM is also available on the website of the Company at www.mep.ltd.

You are requested to kindly take the same on record.

Thanking you,

For Modern Engineering and Projects Limited

Suraj Dhumale
Company Secretary & Compliance Officer
Encl: a/a

NOTICE

NOTICE is hereby given that the Seventy Ninth (79th) Annual General Meeting of the Members of **Modern Engineering and Projects Limited** will be held through Video Conferencing (“VC”)/ Other Audio Visual Means (“OVAM”) on **Tuesday, September 30, 2025 at 12:30 p.m. (IST)** to transact the following business:

ORDINARY BUSINESS

1. **To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and Auditors thereon.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended March 31, 2025 along with the report of the Board of Director’s and report of the Statutory Auditor thereon as circulated to the shareholders, be and are hereby considered and adopted.”

2. **To appoint a director in place of Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676), who retires by rotation and being eligible, offers himself for re-appointment.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS

3. **To Appoint Mr. Fattehsingh Krishnrao Patil (DIN: 10738344) as Managing Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of 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. Fattehsingh Krishnrao Patil (DIN: 10738344) as Managing Director of the company for a period of three years commencing from March 01, 2025 to February 29, 2028 (both days inclusive) on the remuneration as set out below:

Terms of Appointment:

Mr. Fattehsingh Krishnrao Patil (DIN: 10738344) appointed as a Managing Director of the Company for a period of 3 (Three) years commencing from March 01, 2025 to February 29, 2028 (both days inclusive) at a remuneration not exceeding Rs.90,00,000/- (Rupees Ninety Lakhs 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. Fattehsingh Krishnrao Patil 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"

4. **To approve payment of remuneration in nature of commission to Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676) Non-Executive Director & Chairman of the Company for Financial Year 2025-26:**

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

"RESOLVED THAT pursuant to the provision of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rules made thereunder, Schedule V of the Companies Act and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modifications or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors (the "Board") of the Company, consent of the Members of the Company be and is hereby accorded to pay consolidated remuneration not exceeding Rs. 9,00,000/- (Rupees Nine Lakhs Only) in nature of commission to be paid monthly to Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676) as a Non-Executive Director and Chairman of the Company for Financial Year from April 01, 2025 till March 31, 2026.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board or committees thereof or for any other purpose whatsoever as may be decided by the Board.

RESOLVED FURTHER THAT in the event if in the financial year ended March 31, 2026, there are no profits or profits are inadequate, the Company shall pay to Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676) Non-Executive Director and Chairman of the Company, remuneration in nature of commission as set out in the foregoing part of this resolution as "Minimum Remuneration" notwithstanding the fact that such remuneration in excess of limit set-out in section 197 or other applicable provisions of the Act or in Section II of Part II of Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things including deciding the manner of payment of commission in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as may deem fit."

5. **To Appoint Mr. Ajit Sagane (DIN: 07811647) as an Independent Director of the Company.:**

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

"RESOLVED THAT pursuant to the provisions of 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. Ajit Sagane (DIN: 07811647), who was appointed as an Additional Director by the Board of Directors with effect from August 28, 2025 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 August 28, 2025 till August 27, 2030 (both days 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."

6. To appoint Secretarial Auditors of the Company for a period of 5 years:

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, M/s Nidhi Bajaj & Associates, Company Secretaries (Membership No. 28907, COP No. 14596), be and is hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT any one Director of the Company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

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

**Place: Mumbai
Date: August 28, 2025**

**Suraj Dhumale
Company Secretary
ACS: 67993**

Registered Office:
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

NOTES:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars"]

2. The Explanatory Statement setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 ("Act")]. Further, the relevant details with respect to "Director seeking appointment and re-appointment at this AGM" are also provided as Annexure A. [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India]
3. Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. [Section 103 of the Act]
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
5. 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 relevant MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository 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 as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. The Notice calling the AGM and Annual Report 2024-25 has been uploaded on the website of the Company at www.mep.ltd. The Notice and Annual Report can also be accessed from the websites of the Stock Exchange i.e. BSE Limited www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
10. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (Excluding Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
11. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
12. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at csnidhi3388@gmail.com and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.

13. Pursuant to Regulation 46 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Stock Exchange are required to be maintained in Demat mode. Further, in terms of Listing Regulations, securities of listed companies can only be transferred in Demat mode w.e.f. April 1, 2019. In view of the above, Members are advised to dematerialize their shares held in physical mode.
14. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2025 to Tuesday, September 30, 2025 (both days inclusive) for the purpose of Annual General Meeting.
15. 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 deemed to be interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@mep.ltd.
16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
17. The voting period begins on September 27, 2025 at 9:00 am (IST) and ends on September 29, 2025 at 5:00 pm (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
18. 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 they have communicated his willingness to be appointed and will be available for the said purpose.
19. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
20. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchange.
21. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. September 30, 2025.
22. 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.
23. 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING

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

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 and joining virtual meetings 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	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 & My Easi New (Token) Tab. 2. After successful login the Easi / 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, 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 & My Easi New (Token) 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 evoting 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	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.nsdl.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.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.

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 or joining virtual meeting & voting during the meeting.
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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.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.

- 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.

- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant “Modern Engineering and Projects Limited” on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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 , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 (Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@mep.ltd. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 (Two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@mep.ltd. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 attending AGM & 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 21 09911

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 toll free no. 1800 21 09911.

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 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. Fattehsingh Krishnrao Patil (DIN: 10738344) as a Managing Director of the Company with effect from March 01, 2025 at its Meeting held on March 01, 2025.

Mr. Sitaram Dhulipala (DIN: 03408989) resigned from the post of Managing Director of the Company effective from the close of business hours on December 13, 2024 and Board of Directors of the Company noted his resignation at its meeting held on December 28, 2024. Consequent to the resignation of Mr. Sitaram Dhulipala and based on the recommendation of the Nomination & Remuneration Committee, Board at the meeting held on March 01, 2025 appointed Mr. Fattehsingh Krishnrao Patil as a Managing Director for a period of three years with effect from March 01, 2025 on terms and conditions contained herein, subject to the approval of the Members. Mr. Fattehsingh Krishnrao Patil 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. 3 of the Notice for appointment of Mr. Fattehsingh Krishnrao Patil as Managing Director for a period of three years from March 01, 2025 to February 29, 2028 (both days inclusive) and for the remuneration payable to him.

The Nomination & Remuneration Committee and Board of Directors of the Company at their Meetings held on March 01, 2025 respectively have inter alia recommended the above Resolutions for approval of the Members by means of Special Resolutions.

Except Mr. Fattehsingh Krishnrao Patil and his relatives, 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 on the recommendation of the Nomination & Remuneration Committee in their meeting held on February 07, 2025 subject to the approval of the Members, approved payment of remuneration in nature of commission to Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676) for discharging his duty as Non-executive Director and Chairman of the Company as stated in the resolution.

The aforesaid remuneration is exclusive of the fees payable to the Mr. Radheshyam Laxmanrao Mopalwar Non-Executive Directors and Chairman for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorizes the Board of Directors to recommend all fees and compensation, if any paid to Non-Executive Directors, and the same requires approval of Members. Accordingly, approval of Members is sought.

The Board, recommends passing of this Special Resolution as set out at Item No. 4 of this notice, for your approval.

Except Mr. Radheshyam Laxmanrao Mopalwar and his relatives, 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.

ITEM NO. 5

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, had at its Meeting held on August 28, 2025 appointed Mr. Ajit Sagane (DIN: 07811647), 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 August 28, 2025 to August 27, 2030 (both days inclusive).

The Company has received declaration from Mr. Ajit Sagane 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. Ajit Sagane debarring him from accessing the capital markets and restraining from holding the position of Director in any listed Company.

Mr. Ajit Sagane 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. Ajit Sagane, 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. Ajit Sagane 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. Ajit Sagane 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. Ajit Sagane appointment and accordingly recommends passing of special resolution at item no. 5 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. Ajit Sagane as a candidate for the office of Independent Director of the Company.

Except Mr. Ajit Sagane 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. 5 of this notice.

ITEM NO.6

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

Pursuant to the Listing Regulations, shareholders' approval is required for appointment of Secretarial Auditors. Further, such Secretarial Auditor must be a peer reviewed Company Secretary from Institute of Company Secretaries of India (ICSI) and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, and after considering the experience, market standing, efficiency of the audit teams and independence, has recommended the appointment of M/s. Nidhi Bajaj & Associates a firm of Practising Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030.

M/s. Nidhi Bajaj & Associates has given their consent to act as the Secretarial Auditors, confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditors.

Accordingly, the approval of the members is sought for the above appointment by means of an ordinary resolution. The Board recommends the aforesaid appointment for approval of the members.

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 6 of the 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. Fattehsingh Krishnrao Patil (DIN: 10738344)	Mr. Radheshyam Mopalwar (DIN: 02604676)	Mr. Ajit Sagane (DIN: 07811647)
Age (Years)	64 years	67 Years	62 Years
Nationality	Indian	Indian	India
Date of first Appointment on the Board	March 01, 2025	November 19, 2024	August 28, 2025
Brief resume and Expertise in specific functional area	Mr. Fattehsingh Patil graduated in Political Science with gold Medal and silver medalist in Bachelor of Laws from Shivaji University, Kolhapur. Served in police force for around 39 years in various capacities. He was responsible for prevention detection of crime and maintenance of peace and order in the society of his charge. He has served in various capacities viz. sub-divisional Police Officer, Deputy Commissioner of Police, Additional Commissioners and Inspector General of Police. He also served in the United Nations Peace Keeping Task Force in Kosovo for one year where his contributions were recognized and honoured by the United Nations. He retired as Inspector General of Police CID Maharashtra State in 2021. Since August 2024 he is successfully handling Sqare Port Shipyard Private Limited as Director and CEO.	He was a senior IAS officer who retired in 2018. He was reappointed by the Government of Maharashtra as VC&MD of the MSRDC with a view to complete the flagship project of the Government, viz; - Samruddhi Mahamarg, a 701 KM Expressway connecting Nagpur to Mumbai. He was continued in the post for almost 6 years after retirement. He also held the post of Director General of Infrastructure War Room in the CMO of Maharashtra for one year and four months in addition to his duties as VC&MD of MSRDC. He has vast administrative experience behind him and had executed prestigious projects like Gurta-Gaddi at Nanded between 2005-09 when he was Collector of the Nanded District. His role in revival of the Nanded District Central Cooperative Bank as well as in development of Nanded City is highly appreciated. He is known for vision building and skills to execute complex projects. He has great communication skills and contacts across wide spectrum of opinion makers and social activists. He had worked in Government of India in IRS in 1982 batch but he left Central Services and joined as Deputy Collector in Maharashtra in 1983. He has passion to contribute in policy making and furthering the welfare of weaker sections of society. His tenure as Director of Groundwater Surveys and Development Agency is widely remembered for his contribution to the introduction of Groundwater management and for creating first draft of the Groundwater Legislation which is now the extant law on	He has done Diploma in Civil Engineering, BE(Civil) & ME (Civil). He had carried responsibilities in various positions in Government Departments Viz. Building Complex of Health Department – Gadchiroli As Assistant Engineer and Assistant Executive Engineer, Planning and Design of bridges – Kokan Bhavan, Navi Mumbai, Major Bridges and Bandharas – Yavatmal, Construction of village roads, maintenance of highways, Rehabilitation of 118 year old masonry Arch bridge, Buildings for University, Government Engineering College – Amaravati as Executive Engineer, worked in Vigilance Quality Control Circle at Nashik, Amaravati, Nagpur as Superintendent Engineer. He has rich experience as Chief Engineer in various projects such as Pradhan Mantri Gram Sadak Yojana, Building Project for Medical College and Bridge Works in Naxalite Area. He worked as Secretary (Works) PWD for various projects such as National Highways in Maharashtra: Maintenance and Upgradation, Infrastructure Project by MSRDC: Pride of Maharashtra, Solar Hybrid AC for Nagpur High Court. He was appointed as Independent Engineer for the Projects of Government of Maharashtra viz Samruddhi Mahamarg & Versova – Bandra Sea Link.

		groundwater. He was also the first Director of Information Technology. He was instrumental in setting up the Information Technology Department of the Govt of Maharashtra. His role in introducing computerisation in Mantralaya and across the Government offices in Maharashtra is widely recognised.	
Shareholding in the Company	Nil	10,000	Nil
No. of Board meetings attended during the year	1	6	0
Terms & Conditions of appointment, including remuneration	As mentioned in Resolution no. 3 read with Explanatory Statement to the Notice	Appointed as Chairman & Non-executive Director of the Company liable to retire by rotation.	Appointed as an Independent Director for a term of five consecutive years commencing from August 28, 2025 to August 27, 2030, subject to the approval of Members
Remuneration last drawn	Rs. 90,00,000/- p.a.	Total of Rs. 2,97,000 was paid as Remuneration in the nature of commission during 2024-25.	Nil
Other directorship	Square Port Shipyard Private Limited	Vyom Hydrocarbon Private Limited Square Port Shipyard Private Limited Hazoor New & Renewable Energy Private Limited Yathic Infrastructure Private Limited Hazoor Multi Projects Limited Hazoor Infra Projects Private Limited Rappture Projects Private Limited	NIL
Chairman / Membership incommittees of the Board of Directors of other Listed Company in which he/she is a Director	NIL	Hazoor Multi Projects Limited 1. Chairman of Corporate Social Responsibility Committee 2. Chairman of Fund-Raising Committee 3. Chairman of Specific Transaction Committee	NIL
Inter-se relationship with other directors/ Key Managerial Personnel	None	None	None

**By Order of the Board of Directors
For Modern Engineering and Projects Limited**
Suraj Dhumale
Company Secretary & Compliance Officer
ACS: 67993

Place: Mumbai
Date: August 28, 2025

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