



MODERN ENGINEERING AND PROJECTS LIMITED

CIN: L01132MH1946PLC381640

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

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and in accordance with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (the “**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”) and any other applicable provisions, if any, that the Modern Engineering and Projects Limited (the “**Company**” or “**MEPL**”) is seeking the consent of its Members for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote electronic voting (“**remote e-Voting**”) process.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository/ depository participants and the communication of assent/dissent of the Members will take place through the remote e-Voting system provided by Central Depository Services (India) Limited (“**CDSL**”). The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the Members for this Postal Ballot. However, in order to facilitate voting by members who may not be able to access e-Voting facilities, the Members may also cast their votes by Postal Ballot, as per the instructions contained below in the Notice.

The Board of Directors of the Company at its meeting held on Tuesday, November 19, 2024 and Friday, December 13, 2024, have approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said resolutions, setting out material facts and the reasons for the resolutions, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statement and thereafter record your assent or dissent through Postal ballot or remote e-Voting facility provided by the Company.

The remote e-Voting facility will be available from 9:00 a.m. (IST) on December 17, 2024 to 5:00 p.m. (IST) on January 15, 2025. The remote e-Voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, December 06, 2024, may cast their vote electronically or Postal Ballot. Please read and follow the instructions on remote e-Voting enumerated in the notes to this Notice.

Ms. Nidhi Bajaj, company secretary in practice, Membership No. 28907 and CP No. 14596 has been appointed by the Company as scrutinizer to scrutinize the voting process in a fair and transparent manner.

The scrutinizer will submit her report to the Chairman/ Managing Director/ Company Secretary of the Company, after completion of the scrutiny. The results of the remote e-Voting and Postal Ballot will be announced on or before Friday January 17, 2025.

The declaration/ announcement of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer’s Report will be hosted on the Company’s website viz. www.mep.ltd immediately after the results are declared and will simultaneously be communicated to the BSE Limited, where equity shares of the Company are listed.

SPECIAL BUSINESS:

1. **Appointment of Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676) as a Non- Executive Director and Chairman of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and pursuant to the recommendations of the Nomination & Remuneration Committee and Board of Directors of the Company, Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676) who was appointed by the Board of Directors as an Additional Non-Executive Director and Chairman of the Company with effect from November 19, 2024 in terms of Section 161(1) of the Act 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 Non-Executive Director and Chairman of the Company, liable to retire by rotation.”

2. Approval of payment of Commission to Mr. Radheshyam Laxmanrao Mopalwar Non-Executive Director & Chairman of the Company for the financial year 2024-25

To consider and, if thought fit, to pass 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including and 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. 3,50,000/- (Rupees Three Lakhs and fifty thousand only) in nature of commission to be paid monthly to Mr. Radheshyam Laxmanrao Mopalwar as a Non-Executive Director and Chairman of the Company for a period commencing from November 19, 2024 till March 31, 2025.

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, 2025, there are no profits or profits are inadequate, the Company shall pay to Mr. Radheshyam Laxmanrao Mopalwar 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 authorised 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.”

3. Appointment of Mr. Jashandeep Singh (DIN: 02357390) as a Whole-time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V thereto and the Rules made thereunder and other applicable provisions, if any of the Companies Act, 2013 (**“the Act”**) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (including any 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. Jashandeep Singh (DIN: 02357390) as Whole-Time Director of the company

for a period of three years commencing from December 13, 2024 to December 12, 2027 on the remuneration as set out below:

Terms of Appointment:

Mr. Jashandeep Singh (DIN: 02357390) appointed as Whole-time Director of the Company for a period of 3 (Three) years commencing from December 13, 2024 to December 12, 2027 (both days inclusive) at a remuneration not exceeding Rs.30,00,000/- (Rupees Thirty 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. Jashandeep Singh as Whole-time 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 Whole-time 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 Chief Financial Officer 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. Approval of Alteration of Object clause of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions if any of the Companies Act, 2013 and read with rules made thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval, permission or sanction of registrar of companies and such other regulatory authorities as may be required consent of the members of the Company be and is hereby accorded to alter existing Clause IIIA of the Memorandum of Association (MOA) i.e. *The Objects to be Pursued by the Company on its incorporation* by adding following sub-clause as sub-clause 4 and 5:

4. To carry on the Business in India or elsewhere either alone or jointly as Planners, Builders, Real Estate Developers, Architects, and all type of construction and development work such as roads, flyovers, Elevated Roads, Toll Roads, Expressways, Roads over Road (ROR), Airport Runways, Light Rail Transit Systems (IRTS), Mass Rapid Transit Systems (MRTS), Railways, Via Ducts, Metro Railways (underground), all type of mining activities, Sea Ports & Airports, ship building, Power Plants (thermal – based on fuel like Coal, Naphtha, Condensate, LNG and other Petro products, mini & major hydel, hydro, solar, wind, Pumped storage Schemes and non-conventional energy based), construct Transmission Lines, and take over distribution of power, trading, purchase power from generators and distribute to consumes over the distribution network, own and/or operate Power Plants, construction of Electrical substation, Telecommunication systems (basic, cellular, paging, wireless, satellite based and others), Hotels (medium to large), Software technology & industrial parks, Water Supply, Sewerage and Public Health

Schemes, Pipeline Projects, all type of Oil & Gas related Projects, underwater/underground tunnels, Irrigation schemes, Railway and Road Over Bridges, foot Over bridges, Onshore or offshore construction; Fabrication and erection of Structural steel work, all type of industrial work, Fuel Terminals (like that of Naphtha, LNG, Superior Kerosene, Diesel, Petrol, Aviation Fuel, NG and others), sports stadium, warehouse complexes and any other projects directly or indirectly associated with infrastructural facilities, on Build, Own, Operate (BOD), Build, Own and Transfer (BOT), Build, Own, Operate & Transfer (BOOT), Build, Operate, Lease & Transfer (BOLT), Build, Own, Operate, Share & Transfer (BOOST), Annuity scheme or any other similar scheme.

5. To carry on the business of collection of toll, User fee collection work, to provide service of manpower, operation, facilities and all kind of works related to toll collection or any services as an agent or enter into arrangement with Central Government Bodies, State Government Bodies, Semi Government Bodies, Private parties or Authorities, whether Municipal, Local or otherwise or with any institution or company, rights of all sorts for assistance, privileges, charters, contracts, licenses and concessions which the company may think it desirable and to carry out, exercise and comply therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things 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 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 and to accept the changes if any, suggested by the Registrar of companies or such other statutory authorities”

5. Approval of Alteration of Article of Association of the Company

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

“**RESOLVED THAT** Pursuant to the provisions of Section 14 and other applicable provisions if any of the Companies Act, 2013 and read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the Approval, permission or Sanction of Registrar of Companies and such other regulatory authorities as may be required Consent of the members of the company be and is hereby accorded to Alter Article of Association (“AOA”) of the company in the manner as specified below:

1. Existing clause 60 shall be substituted by the clause mentioned below:

60. Subject to the applicable provisions of the companies Act the number of Directors of the company shall not be less than 3 (three) and not more than 15 (fifteen). However, the company at any time appoint more than 15 (fifteen) directors after passing Special resolution.

2. clause 27, 48 and 76 of the existing AOA shall be deleted

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things 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 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 and to accept the changes if any, suggested by the Registrar of companies or such other statutory authorities”

**By order of Board of Directors
For Modern Engineering and Projects Limited**

**Sanjay Jha
Company Secretary and compliance officer
ICSI Membership No. ACS 60793**

**Place: Mumbai
Date: December 13, 2024**

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1

The Board of Directors of the company on the recommendation of the Nomination & Remuneration Committee, in their meeting held on November 19, 2024 appointed Mr. Radheshyam Laxmanrao Mopalwar, (DIN: 02604676) as an Additional Non-Executive Director and Chairman of the Company with effect from November 19, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013.

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. Radheshyam Laxmanrao Mopalwar debarring him from accessing the capital markets and restraining from holding the position of Director in any listed Company.

The brief profile of Mr. Radheshyam Mopalwar in terms of Regulation 36(3) of SEBI (LODR) Regulation, 2015 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.

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. Radheshyam Laxmanrao Mopalwar as a candidate for the office of Non-Executive Director of the Company.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 1 of this notice, for your approval. Except Mr. Radheshyam Laxmanrao Mopalwar and their relatives, none of the directors and key managerial personnels of the Company and their respective relatives are, in anyway concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution set out at Item No. 1 of this notice.

Item No.2

The Board of Directors of the company on the recommendation of the Nomination & Remuneration Committee in their meeting held on November 19, 2024, subject to the approval of the Members, approved payment of remuneration in nature of commission to Mr. Radheshyam Laxmanrao Mopalwar 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 authorises 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, members approval is sought.

The Board, recommends passing of this Special Resolution as set out at Item No. 2 of this notice, for your approval.

Except Mr. Radheshyam Laxmanrao Mopalwar 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. 2 of this notice.

Item No.3

The Board of Directors of the company on the recommendation of Nomination & Remuneration Committee in their meeting held on December 13, 2024, subject to the approval of the Members, approved the appointment of Mr. Jashandeep Singh (DIN: 02357390) as a Whole-time Director of the Company with effect from December 13, 2024 for a period of three years with effect from December 13, 2024 to December 12, 2027 on such terms and conditions as stated in the resolution.

Mr. Jashandeep Singh 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. Jashandeep Singh as Whole-time Director for a period of three years from December 13, 2024 to December 12, 2027 and for the remuneration payable to him.

The Nomination & Remuneration Committee and Board of Directors of the Company at their Meetings held on December 13, 2024 respectively have inter alia recommended the above Resolutions for approval of the Members by means of Special Resolutions.

The brief profile of Mr. Jashandeep Singh in terms of Regulation 36(3) of SEBI (LODR) Regulation, 2015 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.

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

Item no.4

The Board of Directors of your company has, considering the company's long-term business plan to expand its business further into different segments and to utilize the resources in more optimum ways, decided in their duly convened Board Meeting held on December 13, 2024 to amend, subject to members approval, the Object Clause of the Memorandum of Association of the Company, which will enable your Company to take certain new activities, in addition to company's existing businesses, relating to toll collection & allied businesses, Real estate developers and other infrastructure related work more particularly described in the resolution proposed for members approval.

This amendment is aiming to expand the Company's scope of operations, diversify in new business segments, and thereby augment not only the revenues but profits as well in years to come and accordingly, the Board of Directors of your Company has approved and recommended amendment to the object clause of the MOA by inserting the new sub-clause 4 & 5 in Clause IIIA of the Memorandum of Association (MOA) i.e. *The Objects to be Pursued by the Company on its incorporation.*

A copy of the proposed Amended MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 4.00 p.m. till the last date of Postal ballot.

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 4 of this notice for the approval of the members by means of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any.

Item no.5

The Board of Directors of the company at their meeting held on December 13, 2024 subject to the Approval of Members had approved to make changes in the Article of Association (AOA) of the Company as stated in the resolution.

In accordance with the provisions of Section 14 and other applicable provisions if any of the Companies Act, 2013 and the rules framed thereunder, Company shall not alter its Article of Association (AOA), except with the consent of Members by passing Special Resolution.

A copy of the proposed Amended AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 4.00 p.m. till the last date of Postal ballot.

The proposed alteration/amendment to AOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, Board recommends the resolution set out at Item No. 5 of this notice for the approval of the members by means of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any.

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. Radheshyam Mopalwar (DIN: 02604676)	Mr. Jashandeep Singh (DIN: 02357390)
Age (Years)	66 years	38 years
Nationality	Indian	Indian
Date of first Appointment on the Board	November 19, 2024	September 21, 2021
Brief resume and Expertise in specific functional area	<p>He is 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.</p> <p>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.</p> <p>He has vast administrative experience behind him and had executed prestigious projects like Gur-ta-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.</p> <p>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.</p> <p>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 groundwater.</p> <p>He was also the first Director of Information Technology. He was instrumental in setting up the Information Technology Department of the Govt of Maharashtra.</p> <p>His role in introducing computerisation in Mantralaya and across the Government offices in Maharashtra is widely recognised.</p>	<p>He is a graduate from Delhi University. Detail oriented, dedicated and highly motivated Business Owner / Director with an experience of 14 years in civil infrastructure and real estate. Solid analytical, communication, interpersonal, problem solving and critical thinking skills. Seeking to work in an environment that will challenge and expand upon the abilities and skills which he has obtained from past career experiences. Before joining Modern Engineering and Projects Limited, he was vice president as a business strategist in Navayuga Engineering Company Limited and handled:</p> <ol style="list-style-type: none"> 1. Mumbai Pune Expressway. 2. Samrudhi Mahamargh Package 15 & 16 and Coordinate between Banks, Authorities (MSRDC), all legal & technical compliances related to projects.

Expertise in specific functional Area	Expertise in governance, finance & risk management, strategy and business, people and talent understanding, market expertise and diversity of perspective.	Expertise in governance, finance & risk management, strategy and business, people and talent understanding, market expertise and diversity of perspective.
Shareholding in the Company	Nil	4,27,295 Equity Shares
No. of Board meetings attended during the year	1/1 during the financial year 2024-25.	7/7 during the financial year 2024-25.
Terms & Conditions of appointment, including remuneration	Appointed as a Non-executive Director and chairman of the Company liable to retire by rotation. Remuneration shall be as stated in the resolution.	Appointment as a Whole-time Director of the Company for a period of 3 years commencing from December 13, 2024 to December 12, 2027, subject to the approval of members. Remuneration shall be as stated in the resolution
Remuneration last drawn	Rs. 30,000/- (from the date of appointment to till the date of notice)	Rs. 90,000/- Sitting fees till the date of Meeting for financial year 2024-25
Other directorship	Hazoor Multi Projects Limited	Jetra Infrastructure Private Limited INT Infrastructure Private Limited
Chairman/Membership in committees of the Board of Directors of Other Listed Company in which he/she is a director	None	None
Inter-se relationship with other directors/ Key Managerial Personnel	None	Mr. Jashandeep Singh is promoter of the Company except that there is no relationship with other directors/Key Managerial personnel

**By order of Board of Directors
For Modern Engineering and Projects Limited**

**Sanjay Jha
Company Secretary and compliance officer
ICSI Membership No. ACS 60793**

**Place: Mumbai
Date: December 13, 2024**

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

Notes:

1. An Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("Companies Act") in respect to the above resolution is annexed to this Notice.
2. This Notice is being electronically sent to all the Members whose names appear in the Register of Members/ List of Beneficial Owners, as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as at close of business hours on Friday, December 06, 2024 (the "cut-off date") and who have registered their email addresses with the Company and/ or with the Depositories/ Depository Participants. It is however, clarified that all the persons who are Members of the Company as on cut-off date (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote in relation to the resolution specified in this Notice. Dispatch of the Notice shall be deemed to be completed on Monday, December 16, 2024.
3. In accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Notice will not be circulated and the Company will not be under any obligation to provide physical copies upon specific request of any Member.
4. The Notice will also be available on the website of the Company at www.mep.ltd and on the website of BSE Limited at www.bseindia.com.

5. Process for registration of email address:

- a) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to Purva Sharegistry (India) Pvt. Ltd (Purva) at Support@purvashare.com along with the copy of the signed request letter in Form ISR-1 mentioning name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.
 - b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants.
 - c) Those shareholders who have already registered their e-mail address are requested to keep their e-mail address validated, to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address in future.
6. In compliance with provisions of Section 108 and 110 of the Companies Act read with the Rules made thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the MCA Circulars, the Company is pleased to offer remote e-Voting facility for its Members to enable them to cast their votes electronically. For this purpose, the Company has engaged the services of CDSL for facilitating remote e-Voting. The facility to exercise vote through remote e-Voting will be available during the following period:

Commencement of remote e-voting	From 9:00 a.m. (IST) on Tuesday, December 17, 2024
Conclusion of remote e-voting	At 5:00 p.m. (IST) on Wednesday, January 15, 2025

The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast vote again.

7. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are members as on December 06, 2024 and (i) who have received this Notice by e-mail; or (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories/Depository Participants and wish to vote through Postal Ballot Form can download the Postal Ballot Form from the website of the company at www.mep.ltd fill the details and send the duly signed ballot form, at his/ her own cost, to the Scrutinizer Ms. Nidhi Bajaj, Nidhi Bajaj & Associates, Company Secretaries A/401, Kailash Mansarovar, Amritvani Lane, Near Maxus Mall, Bhayander (West), Thane – 401 101, Maharashtra, not later than the close of working hours i.e. by 5:00 P.M. on Wednesday, January 15, 2025. The Postal Ballot(s) received after Wednesday, January 15, 2025 will not be considered by the Scrutinizer and it will be strictly treated as if no reply has been received from the member. The e-voting module shall also be disabled by CDSL for voting after the abovementioned time.
8. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the member; and/ or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/ or (iv)

it is not possible to determine without any doubt, the assent or dissent of the member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the member has made any amendment to the resolution set-out herein or imposed any condition while exercising his vote; and/ or (xi) the member has also voted through e-voting. The Scrutinizers' decision on the validity of a Postal Ballot Form shall be final and binding.

9. Voting Rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the list of Beneficial Owners maintained by the Depositories as on cut-off date will be entitled to cast their votes by Postal Ballot or remote e-Voting. A person who is not a Member as on the cut-off date, should treat this Notice for information purpose only.
10. The Scrutinizer will submit his Consolidated Scrutinizers' Report to the Chairman/ Managing Director/ Company Secretary of the Company. The results of the Postal Ballot will be declared on or before Friday, January 17, 2025 by uploading the same along with the Scrutinizer's Report on the website of the Company at www.mep.ltd and will also be informed to the Stock Exchanges. If approved by the requisite majority, the last date for remote e-Voting i.e. Wednesday January 15, 2025 shall be the date on which the resolution would be deemed have been passed.
11. Resolution passed by the Members through Postal Ballot will be deemed to have been passed effectively at a general meeting of the Members.
12. Relevant documents, if any, referred to in this Postal Ballot notice and the Explanatory Statement are available for inspection through electronic mode. Members are requested to write to the Company on cs@mep.ltd for inspection of the said documents.
13. The process and manner for remote e-Voting is explained below:
 - Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- i. The voting period begins on 9.00 a.m. On December 17, 2024 and ends on 5.00 p.m. on January 15, 2025. 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 December 06, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. 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.

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

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed

to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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

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.

iv. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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.

- v. After entering these details appropriately, click on “SUBMIT” tab.
- vi. 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.
- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- viii Click on the EVSN for the relevant Modern Engineering and Projects Limited on which you choose to vote.
- ix. 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.
- x. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi. 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.
- xii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv. 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.
- xv. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mep.ltd (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 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 at toll free no. 1800 21 09911



MODERN ENGINEERING AND PROJECTS LIMITED

CIN: L01132MH1946PLC381640

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

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

POSTAL BALLOT FORM

Serial No.: _____

1.	Name of the Registered Address of the sole / First named Shareholders	
2.	Name(s) of Joint-holder(s), if any	
3.	Folio No. / *Client ID No. (*Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of Equity Shares held	

I / We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot including e-Voting for the business stated in the Postal Ballot Notice dated December 13, 2024 by conveying my /our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Equity Shares for which votes cast	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Appointment of Mr. Radheshyam Laxmanrao Mopalwar (DIN: 02604676) as a Non- Executive Director & Chairman of the Company.			
2.	Approval of Payment of commission to Mr. Radheshyam Laxmanrao Mopalwar Non-Executive Director & Chairman of the company for the financial year 2024-25			
3.	Appointment of Mr. Jashandeep Singh (DIN: 02357390) as a Whole-time Director of the Company			
4.	Approval of Alteration of Object Clause of Memorandum of Association of the Company			
5.	Approval of Alteration of Article of Association of the Company			

Place:

Date:

Signature of the shareholder/Authorised Signatory

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Voting Event Number)	USER ID	PASSWORD/PIN
241212012		

Note:

1. Please carefully read the instructions on e-Voting given in the attached Notice
2. The cut-o- date (i.e. the record date) for the purpose of e-Voting is December 13, 2024.
3. Facility to exercise vote(s) by means of Postal Ballot, including voting through e-Voting, will be available during the following period

Commencement of Voting	End of Voting
9.00 a.m. on December 17, 2024	5.00 p.m. January 15, 2025