



MILLENNIUM

ENGINEERS & CONTRACTORS LTD.
[FORMERLY KNOWN AS MILLENNIUM ENGINEERS AND CONTRACTORS PVT.LTD.]

NOTICE

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting (“AGM”) of the members of Millennium Engineers and Contractors Limited ("the Company") will be held on Friday, the 30th day of September, 2022 at 11.00 a.m. (I.S.T.) at the Registered Office of the Company at Elite Transbay, Office No.501 to 504, 3, H. No. 22 & 23, Nr. Mitcon Road, Balewadi Pune- 411 045, Maharashtra to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Final Dividend on Equity Shares for the Financial Year 2021-22.
3. To appoint Director in place of Mr. Jeevan K. (DIN: 00220982), Managing Director, who retires by rotation and being eligible offers himself for reappointment and that on reappointment there will not be any break in his service as a Managing Director.
4. To appoint Director in place of Mr. Jitin N. (DIN: 07925575), Executive Director, who retires by rotation and being eligible offers himself for reappointment and that on reappointment there will not be any break in his service as an Executive Director

Special Business:

5. Ratification of Remuneration to Cost Auditor

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

“RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s Dhananjay V. Joshi & Associates, Cost Accountants (Firm Registration No. 000030), who have been appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, on a remuneration of Rs. 1,40,000.00 (Rupees One Lakh Forty Thousand only) plus taxes as applicable and reimbursement of out of pocket expenses incurred in connection with the audit, be and is hereby ratified;

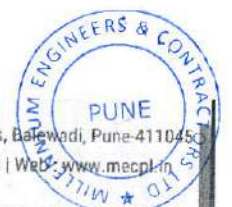
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

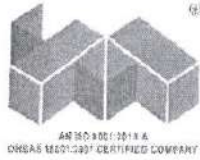


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6. Increase in Borrowing Limits

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

“RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded to authorise the Board of Directors including any committee thereof for the time being exercising the powers conferred on them, to borrow any sum or sums of money from time to time at their discretion for the purpose of the business of the Company, from any one or more Banks, Financial Institutions, Mutual Funds and other persons, firms, bodies corporate from any other source in India or outside India whomsoever on such terms and conditions and with or without security as the Board of Directors may think fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) may at any time, not exceeding a sum of Rs. 7,50,00,00,000.00 (Rupees Seven Hundred Fifty Crores Only), over and above the aggregate of the paid up capital of the Company, its free reserves and securities premium, and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

7. Increase in Limits to Create Mortgage

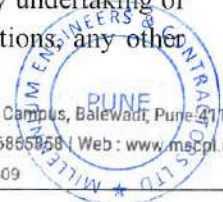
To consider and if thought fit to pass with or without modification(s) the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof, consent of the members of the company be and is hereby accorded to the Board of Directors including any committee thereof for the time being in force for exercising the powers conferred on them to create mortgage, hypothecate, pledge and/ or charge on all or any of the moveable and/ or immovable assets of the Company, both present and future and/ or whole or any part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other



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Lender(s), Agent(s) and Trustee(s), Debenture Trustee(s), Debenture Holder(s) for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company by way of loans (in foreign currency and/ or in Indian currency), securities (comprising of fully/ partly/ non-convertible debentures and/ or secured premium notes and/ or floating rates notes/ bonds or other debt instruments), hire purchase and/ or working capital facilities and other credit facilities issued/ to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. 7,50,00,00,000.00 (Rupees Seven Hundred Fifty Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered/ to be entered into between the Company and the lenders/ agents/ investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

8. Variation in terms of remuneration of Mr. M. B. Nambiar

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of the Companies Act, 2013 and such other approvals, permissions, sanctions of such authorities as may be required and subject to the provisions of the Articles of Associations of the Company, approval of members of the Company be and is hereby accorded for variation in terms of remuneration of Mr. M. B. Nambiar (DIN: 00111540), Chairman and Whole Time Directors as re-appointed in Annual General Meeting held on December 28, 2021, on following terms and conditions:

Particulars	Amount
Yearly Performance based Incentive Upto 45% of 1% of the Turnover, provided that there is profit in the year, will be payable by the Company.	Upto 45% of 1% of the Turnover Based on Yearly Performance provided that there is profit in the year.

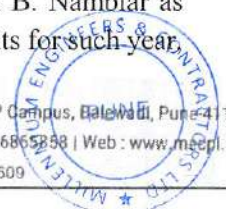
RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites, as set out in the draft Agreement, shall nevertheless be paid and allowed to Mr. Manikoth B. Nambiar as minimum remuneration for any financial year, in case of absence or inadequacy of profits for such year.

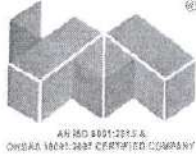


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subject to provisions prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act.

RESOLVED FURTHER THAT any Director of the Company or Key Managerial Personnel of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

9. Variation in terms of remuneration of Mr. Jitin B. Nambiar

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and Audit Committee and pursuant to the provisions of the Companies Act, 2013 and such other approvals, permissions, sanctions of such authorities as may be required and subject to the provisions of the Articles of Associations of the Company, approval of members of the Company be and is hereby accorded for variation in terms of remuneration of Mr. Jitin B. Nambiar (DIN: 07925575), Executive Director as re-appointed in Annual General Meeting held on December 28, 2021, on following terms and conditions:

Particulars	Amount
Yearly Performance based Incentive Upto 10% of 1% of the Turnover, provided that there is profit in the year, will be payable by the Company.	Upto 10% of 1% of the Turnover Based on Yearly Performance provided that there is profit in the year.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites, as set out in the draft Agreement, shall nevertheless be paid and allowed to Mr. Jitin B. Nambiar as minimum remuneration for any financial year, in case of absence or inadequacy of profits for such year, subject to provisions prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act.





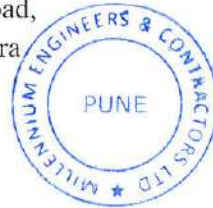
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RESOLVED FURTHER THAT any Director of the Company or Key Managerial Personnel of the Company be and is hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute agreements, deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

Regd. Office:

Elite Transbay, Office No.501 to 504,
3, H. No. 22 & 23, Nr. Mitcon Road,
Balewadi Pune- 411045, Maharashtra
Place: Pune
Date: September 2, 2022



By order of the Board

For **Millennium Engineers And Contractors Limited**

For MILLENNIUM ENGINEERS &
CONTRACTORS LTD.

M. B. Nambiar
DIRECTOR

Chairman and Whole-time Director
DIN:00111540

Address: B-26 Kumar Elixir S. No. 267/7/1 Near Hotel
Green Park, Baner Road, Pune-411045, Maharashtra



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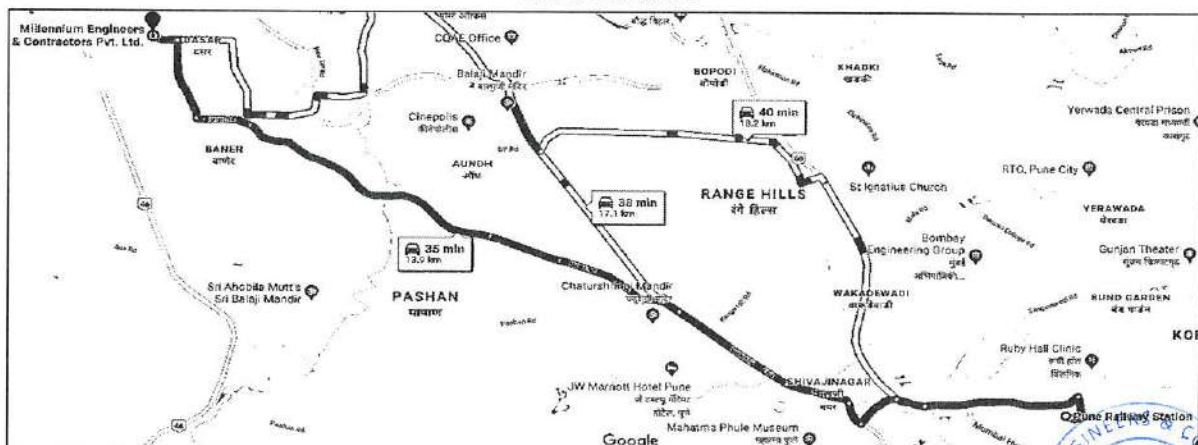
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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is attached and forms part of this notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 10.00 a.m. and 12.00 Noon up to the date of the Meeting.
9. Pursuant to Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India, the route map for reaching the meeting venue is annexed to the notice.

ROUTE MAP



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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Company is required to have its costs records audited by a Cost Accountant in practice. Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, has approved the appointment of M/s. Dhananjay V. Joshi & Associates, Cost Accountants, (Firm Registration Number 000030), as Cost Auditors of the Company for conducting the audit of the cost records of the Company, for the Financial Year ending March 31, 2023 at a remuneration of Rs. 1,40,000.00 (Rupees One Lakh Forty Thousand only) plus applicable taxes and re-imbursement of out of- pocket expenses incurred by the Cost Auditors in connection with the aforesaid audit. Pursuant to Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, members of the Company are required to ratify the remuneration proposed to be paid to the Cost Auditors.

Accordingly, consent of the Members is sought for passing the Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors. The Board of Directors recommends the Ordinary Resolution set out at Item No.5 of the accompanying Notice for approval by the Members. None of the Directors, Key Management Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the Resolution.

Item No. 6

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the shareholders of a Company by way of Special Resolution at a general meeting to enable the Board of Directors to borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up capital of the Company, its free reserves and securities premium. Considering the funding requirements of the Company for both short term as well as long term and for general corporate purposes, the Company may require to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities and the current borrowing powers of the Board of Directors may not be sufficient, the approval of the shareholders is being sought by a Special Resolution for an enabling authority in favour of the Board to increase its borrowing power to Rs. 7,50,00,00,000.00 (Rupees Seven Hundred Fifty Crores Only) in addition to the aggregate of the paid up share capital, free reserves and securities premium of the Company.

Accordingly, your Directors recommend the Special Resolution set out in this Notice for the approval of the Members. None of the Directors / Key Managerial Personnel of the Company and their relatives is / are, in any way financially or otherwise, concerned or interested in the said resolution, except to the extent of their respective shareholdings in the Company, if any.



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Item No. 7

Section 180(1)(a) of the Companies Act, 2013 requires the consent of the shareholders of a Company by way of Special Resolution at a general meeting to enable the Board of Directors to create mortgage, hypothecate, pledge and/ or charge on all or any of the moveable and/ or immovable assets of the Company, both present and future and/ or whole or any part of the Company in favour of the lenders, agents, trustees, debenture trustee, debenture holders for securing the borrowings of the Company availed/ to be availed by way of loans (in foreign currency and/ or in Indian currency), securities (comprising of fully/ partly/ non-convertible debentures and/ or secured premium notes and/ or floating rates notes/ bonds or other debt instruments), hire purchase and/ or working capital facilities and other credit facilities issued/ to be issued by the Company from time to time, in one or more tranches, if it exceeds the aggregate of the paid-up capital of the Company, its free reserves and securities premium. Since the current powers of the Board of Directors may not be sufficient to facilitate the Board to create mortgage and/ or charge for the purpose of the business of the Company, the approval of the shareholders is being sought by a Special Resolution for an enabling authority in favour of the Board to increase its power to mortgage to Rs. 750,00,00,000.00 (Rupees Seven Hundred Fifty Crores Only) in addition to the aggregate of the paid up share capital, free reserves and securities premium of the Company.

Accordingly, your Directors recommend the Special Resolution set out in this Notice for the approval of the Members. None of the Directors / Key Managerial Personnel of the Company and their relatives is / are, in any way financially or otherwise, concerned or interested in the said resolution, except to the extent of their respective shareholdings in the Company, if any.

Item No. 8

Mr. M. B Nambiar has been Director of the Company since May 16, 1999. Further, the members in the Extra Ordinary General Meeting of the Company held on March 15, 2019, had re-appointed him as the Chairman and Whole Time Director of the Company for a period of 3 (Three) years with effect from February 15, 2019.

The tenure of Mr. M. B Nambiar as the Whole Time Director was completed on February 15, 2022. Accordingly, as recommended by the Nomination & Remuneration Committee (NRC) and Audit Committee, the Board at its meeting held on December 22, 2021, had resolved to re-appoint Mr. M. B. Nambiar as Chairman & Whole time Director of the Company, liable to retire by rotation, subject to approval of the members of the Company for a period of 3 (three) years with effect from February 15, 2022. The same was subsequently approved by the members at the AGM held on December 28, 2021.

Based on recommendations by the Nomination & Remuneration Committee (NRC) and Audit Committee, the Board at its meeting held on September 2, 2022, it is considered to change yearly performance based incentive to Upto 45% of 1% of the Turnover Based on Yearly Performance provided that there is profit in the year.



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Details as required under Secretarial Standard -2 :-

Particulars	Details
Name	Mr. Manikoth B. Nambiar
Date of Birth	June 15, 1943
Age	79 years
Qualifications	Diploma in Civil Engineering
Experience	Over 55 years
Remuneration last drawn from the Company	Rs. 1,64,44,900.00
Date of first appointment on the Board	May 16, 1999
Shareholding in the company	35,88,400 Equity Shares (35.87%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Father of Mr. Jitin Nambiar, Executive Director
List of Directorships held in other Companies	Partner in Firm/ LLP: 1. Benison Blocks and Structures LLP
Membership/ Chairmanship of Committees of other Boards	Member in Nomination and Remuneration Committee, IPO Committee and Committee of Directors
Number of Board Meetings attended during the year	4

A copy of draft agreement to be entered in between the Company and Mr. Manikoth B. Nambiar is available for inspection at the Company's Registered Office between 11.00 a.m. and 4 p.m. on all working days (except Saturdays and Holidays) up to the date of the ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.

Except Mr. Manikoth B. Nambiar, being an appointee, Mr. Jitin Nambiar, son of Mr. M. B. Nambiar, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise. This Explanatory Statement may also be regarded as a disclosure under Secretarial Standard - 2.

Item No. 9

Mr. Jitin B. Nambiar has been Director of the Company since April 1, 2018. Further, the members in the Annual General Meeting of the Company held on December 28, 2018, had appointed him as the Executive Director of the Company for a period of 3 (Three) years with effect from April 1, 2018.

The tenure of Mr. Jitin B. Nambiar as Executive Director was completed on March 31, 2021. Accordingly, as recommended by the Nomination & Remuneration Committee (NRC) and Audit Committee, the Board at its meeting held on April 1, 2021, had resolved to re-appoint Mr. Jitin B. Nambiar as Executive Director of the Company, liable to retire by rotation, subject to approval of the



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members of the Company for a period of 3 (three) years with effect from April 1, 2021. The same was subsequently approved by the members at the AGM held on December 28, 2021.

Based on recommendations by the Nomination & Remuneration Committee (NRC) and Audit Committee, the Board at its meeting held on September 2, 2022, it is considered to change yearly performance based incentive to Upto 10% of 1% of the Turnover Based on Yearly Performance provided that there is profit in the year.

Details as required under Secretarial Standard -2 :-

Particulars	Details
Name	Mr. Jitin B. Nambiar
Date of Birth	September 3, 1983
Age	39 years
Qualifications	MBA, B.A. (Economics)
Experience	Over 16 years
Remuneration last drawn from the Company	Rs. 59,74,067.00
Date of first appointment on the Board	April 1, 2018
Shareholding in the company	9,71,138 Equity Shares (9.71%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Son of Mr. Manikoth B. Nambiar
List of Directorships held in other Companies	Partner in Firm/ LLP: M/s. Humana Enterprises
Membership/ Chairmanship of Committees of other Boards	Member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee and Committee of Directors
Number of Board Meetings attended during the year	4

A copy of draft agreement to be entered in between the Company and Mr. Jitin N., is available for inspection at the Company's Registered Office between 11.00 a.m and 4 p.m. on all working days (except Saturdays and Holidays) up to the date of the ensuing Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of the ensuing Annual General Meeting.



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Except Mr. Jitin Nambiar, being an Executive Director, Mr. M. B Nambiar, Father of Mr. Jitin Nambiar and Chairman of the Company are interested in the resolution along with their relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise. This Explanatory Statement may also be regarded as a disclosure under Secretarial Standard - 2.

Regd. Office:

Elite Transbay, Office No.501 to
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Road, Balewadi Pune- 411045,
Maharashtra

Place: Pune

Date: September 2, 2022

For **Millennium Engineers And Contractors Limited**



By order of the Board

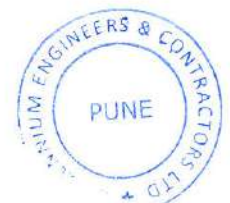
FOR MILLENNIUM ENGINEERS &
CONTRACTORS LTD.

M. B. Nambiar

Chairman and Whole-time Director

DIN:00111540

Address: B-26 Kumar Elixir S. No. 267/7/1 Near Hotel Green
Park, Baner Road, Pune-411045, Maharashtra



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Millennium Engineers and Contractors Limited

CIN: U45202PN1999PLC013609

Registered Office: Elite Transbay, Office No.501 to 504, Sr. No.3, H. No. 22 & 23, Nr. Mitcon Road, Balewadi Pune- 411 045, Maharashtra

ATTENDANCE SLIP

Annual General Meeting, Friday, 30th September, 2022 at 11.00 a.m.

Membership Folio Number	
Name of the attending Member (in Block Letters)	
Number of Shares held	
Name of Proxy (in Block Letters) [to be filled in if Proxy attends instead of the Member(s)]	

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

I hereby record my presence at the 23rd Annual General Meeting of the Members of the Company being held on Friday, the 30th day of September, 2022 at 11.00 a.m. (I.S.T.) at the Registered Office of the Company at Elite Transbay, Office No. 501 to 504, 3, H. No. 22 & 23, Nr. Mitcon Road, Balewadi Pune- 411 045, Maharashtra.

Member's/ Proxy's Signature

Note: Please fill this attendance slip and hand it over at the entrance of the hall. Members/ Proxy holders are requested to bring their copies of the Annual Report with them to the Annual General Meeting.



Off. No. 501-504, 5th Floor, Elite Transbay, Sr. No. 3, Opp. SKP Campus, Balewadi, Pune-411045

E-mail : contact@mecpl.in | Tel : 020-66865858 | Mob : 7066865858 | Web : www.mecpl.in

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MILLENNIUM

ENGINEERS & CONTRACTORS LTD.
(FORMERLY KNOWN AS MILLENNIUM ENGINEERS AND CONTRACTORS PVT.LTD.)

Form No. MGT-11

Proxy form

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

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Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/ We being the Member(s) of above named Company holding ____ shares hereby appoint

1. Name: _____, Address: _____, E-mail Id: _____, or failing him,
2. Name: _____, Address: _____, E-mail Id: _____, or failing him,
3. Name: _____, Address: _____, E-mail Id: _____,

as my Proxy to attend and vote (on a poll) for me and on my behalf at the 23rd Annual General Meeting of the Members of the Company, to be held on Friday, the 30th day of September, 2022 at 11.00 a.m (I.S.T.) at the Registered Office of the Company at Elite Transbay, Office No.501 to 504, 3, H. No. 22 & 23, Nr. Mitcon Road, Balewadi Pune- 411 045, Maharashtra and/ or at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Particulars	For	Against
Ordinary Business:			
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors		
2.	To consider and declare Final Dividend on Equity Shares		
3.	To appoint a Director in place of Mr. Jeevan K. (DIN: 00220982), Managing Director who retires by rotation and being eligible, offers himself for re-appointment		
4.	To appoint a Director in place of Mr. Jitin N. (DIN: 07925575), Executive Director who retires by rotation and being eligible, offers himself for re-appointment		
Special Business:			
5.	Ratification of Remuneration to Cost Auditor		
6.	Increase in Borrowing Limits		
7.	Increase in Limits to Create Mortgage		
8.	Variation in terms of remuneration of Mr. M. B. Nambiar		
9.	Variation in terms of remuneration of Mr. Jitin B. Nambiar		

Signed this..... day of..... 2022

Signature of Member

Signature of Proxy holder(s) _____



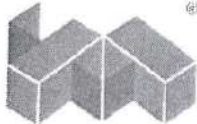
Affix Re. 1/-
revenue
stamp & sign



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AN ISO 9001:2015 &
OHSAS 18001:2007 CERTIFIED COMPANY

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Notes:

- (1) **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



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