



MEGH MAYUR INFRA LIMITED

(Formerly Known as Poddar Infrastructure Limited and Transoceanic Properties Limited)
Email Id: grievances@meghmayur.com Ph. No: 02235501554 Web: www.meghmayur.com

08th September, 2023

To,
The Manager,
Corporate Service Department
BSE Limited
P.J. Towers, Dalal Street,
Mumbai- 400 001

Company Code: 509003

Name of the Company: Megh Mayur Infra Limited

(Formerly known as Poddar Infrastructure Limited and therebefore known as Transoceanic Properties Limited)

E-Mail Id of the Company: grievances@meghmayur.com

Sub: Submission of Annual Report for the Financial Year 2022-23.

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Annual Report for the Financial Year 2022-23 of the Company.

You are requested to take same on your record.

For MEGH MAYUR INFRA LIMITED



Rajendra Shah
Managing director
DIN: 01765634

Encl: As above

Regd. Office : MHB-11/A -302, Sarvodaya Co-Operative Housing Society Limited,
Near Bhavishya Nidhi Building, Service Road, Khernagar, Bandra (E), Mumbai-400051

CIN : L51900MH1981PLC025693

MEGH MAYUR INFRA LIMITED

L51900MH1981PLC025693

**(FORMERLY KNOWN AS PODDAR INFRASTRUCTURE LIMITED AND THEREBEFORE KNOWN AS
TRANSOCEANIC PROPERTIES LIMITED)**

42nd ANNUAL REPORT

2022-2023

Builders & Organizer

CONTENTS

Notice	3-20
Board's Report	21-30
Auditor's Report	31-47
Balance Sheet	48-49
Statement of Profit and Loss	50
Cash Flow Statement	51-56
Schedule to Financial Statements	57-69
Nomination For Form	70-74
Route Map for AGM	75
Proxy Form	76-77
Attendance Slip	78

Company Information

BOARD OF DIRECTORS

Executive Director	
Mr. Rajendra Shah	Chairman and Managing Director wef 07.09.2023
Mr. Mitul Shah	Resigned wef 07.09.2023
Non-Executive Director	
Mr. Jayant Pandya	Independent Director up to 07.09.2023.
Ms. Simmy Arora	Independent Director up to 07.09.2023.
Ms. Rupal Shah	Women Director up to 07.09.2023.
Mr. Seiyam Rajendra Shah	Non-executive Director w.e.f 07.09.2023.
Ms. Hiral Shah	Women non-executive Independent Director w.e.f 07.09.2023.

COMPANY SECRETARY, COMPLIANCE OFFICER AND CHIEF FINANCIAL OFFICER

Ms. Vidhi Deepak Mehta CS and CFO (up to 01.08.2022)

Ms. Ankita Donga CS and CFO (up to 28.03.2023)

Ms. Divya Mutneja CS and CFO (w.e.f 28.03.2023)

STATUTORY AUDITORS

H. Tosniwal & Co.,

Chartered Accountants

2-367/368, Tosniwal House,

Moto Dastur Mohallo,

Near Parsi Library, Rustampura,

Surat-395002

REGISTERED OFFICE

MHB-11, A-302, Sarvodaya Co- Operative Housing Society Ltd,
Service Road, Khernagar, Bandra (E) Mumbai-400051

CORPORATE OFFICE

First floor, Megh Dhvani Complex

Udhna Magdalla Road,

Surat-395017

REGISTRAR & SHARE TRANSFER AGENTS

SATELLITE CORPORATE SERVICES P LTD

Office no.106 & 107, Dattani Plaza,

East West Compound,

Andheri Kurla Road,

Sakinaka, Mumbai - 400 072

Email id: service@satellitecorporate.com

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of **Megh Mayur Infra Limited (Formerly known as Poddar Infrastructure Limited and therefore Known as Transoceanic Properties Limited)** will be held on **Saturday, the 30th September, 2023 at 11.30 a.m.** at the Registered Office of the Company at MHB-11, A-302, Sarvodaya Co- Operative Housing Society Ltd, Service Road, Khernagar, Bandra (E) Mumbai-400051 to transact the following business:

ORDINARY BUSINESS

Item No. 1

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and the Auditors thereon.

Item No. 2

To appoint Director in place of Mr. Rajendra Suganchand Shah (DIN: 01765634) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3

To consider the appointment of Mr. Seiyam Rajendra Shah (DIN: 09094634) as a Director of the Company effective from September 7, 2023.

To consider the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Seiyam Rajendra Shah (DIN: 09094634) who holds office as an Additional Director of the Company up to the date of this Annual General Meeting in terms of section 161 of the Companies Act, 2013 (“Act”) and being eligible for appointment, in respect of whom the Company has received a notice in writing from a Member pursuant to section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 4

To consider the appointment of Mr. Rajendra Suganchand Shah (DIN: 01765634) as the Managing Director of the Company.

To consider the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 164, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to the appointment of Mr. Rajendra Suganchand Shah (DIN: 01765634) as the Managing Director of the Company for a period of 5 (five) years with effect from September 7, 2023 and to his receiving remuneration, payments, perquisites, benefits and amenities Not exceeding the limits specified in Schedule V to the Companies Act, 2013.

Mr. Rajendra Suganchand Shah shall be entitled to such other benefits, amenities and perquisites as are available to other senior executives of the Company or as the Board of Directors of the Company may determine from time to time. The Company's contribution to provident fund, gratuity payable at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of tenure, as per the rules of the Company, shall not be included in the computation of the above ceiling of limits specified in Schedule V to the Companies Act, 2013.

Minimum Remuneration:

Notwithstanding anything contained above, in the event in any financial year during Mr. Rajendra Suganchand Shah tenure as a Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Rajendra Suganchand Shah shall be subject to the provisions of section 197 of the Companies Act, 2013, ("Act") and the provisions of section II of part II of Schedule V to the Act or any other law or enactment for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company may, in its discretion, pay to Mr. Rajendra Suganchand Shah lower remuneration than the maximum remuneration hereinbefore stipulated and revise the same from time to time, within the maximum limit stipulated. The terms of remuneration payable to Mr. Rajendra Suganchand Shah shall be in compliance with the provisions of sections 197 and 198 of the Act read with Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, may consider, necessary, expedient or desirable, in order to give effect to this resolution."

RESOLVED FURTHER THAT the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

Item No. 5

To consider the appointment of Ms. Hiral Rushang Gandhi (DIN: 10092573) as a Women Non-Executive, Independent Director of the Company.

To consider the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Ms. Hiral Rushang Gandhi (DIN: 10092573) who was appointed as an Additional Women Director, (Non-Executive, Independent Director) of the Company by the Board of Directors of the Company at their meeting held on September 7, 2023 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount under section 160 of the Act proposing her candidature for the office of the Director and who has submitted a declaration that she meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from September 7, 2023 and whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

Place: Surat
Date: 08.09.2023

For and on behalf of the Board
For **Megh Mayur Infra Limited**

Rajendra Shah
Chairman and Managing Director
(DIN:01765634)

NOTES:

1. An explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, concerning the Special Businesses in the Notice is annexed hereto and forms part of this Notice.
2. Details under the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. The Directors have furnished the requisite declaration for their appointment/re-appointment and declaration on qualification to act as Directors and not barred from any order of SEBI or any other authority to hold position of Directors.

NOTES:

1. A statement setting out material facts pursuant to section 102 of the Act with respect to Item Nos. 3, 4 and 5 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
 - a. Pursuant to the provisions of section 105 of the Companies Act, 2013, a PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER OR NUMBER OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. Member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
 - b. The instruments appointing proxy as per the format included in the Annual Report should be lodged with the Company at its registered office not less than 48 hours before the commencement of the meeting i.e., by 11:30 a.m./~~p.m.~~ on 28th day, 2023.
 - c. During the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Member would be entitled to inspect the proxies lodged with the Company during normal business hours (10.00 a.m. IST to 6.30 p.m. IST) at the registered office of the Company, provided that a requisition for the same from a Member is received in writing not less than 3 days before the commencement of the Meeting.
3. The register of members and the share transfer books of the Company will remain closed from 23rd day, September 2023 till 30th day, September 2023 (both days inclusive).
4. Pursuant to section 72 of the Companies Act, 2013, Members holding shares in physical form may file nomination in the prescribed Form SH – 13 (Annexed to the Report) with the Company's registrar and transfer agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
5. As per Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their

holdings to dematerialized form so as to be able to freely transfer them and participating corporate actions such as buyback. Members can contact the Company or Company's registrar and transfer Agents, Satellite Corporate Services Private Limited for assistance in this regard.

6. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, trading in secondary market, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
7. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for longer periods. Periodic statement of holdings should be obtained from the concerned Depository Participant and holding should be verified.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent
9. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.
10. Members/Proxies should bring the attendance slip duly filled in for attending the meeting. The identity/signature of the Members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company.
11. Pursuant to section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail addresses either with the company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants) only. Members of the Company who have registered their e-mail address are entitled to receive such communication in physical form upon request.
12. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website at www.meghmayurinfra.com.
13. A route Map showing directions to reach the venue of the 42nd Annual General Meeting is given as per the requirement of secretarial standard – 2 on general meetings.
14. Members are requested to bring their physical copies of the Annual Report at the Meeting.
15. The Company's Equity shares is listed on BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2021-22. Members are requested to send all communication relating to shares to the Company's Registrar and Share Transfer Agent at Satellite Corporate Services Pvt. Ltd. Office no. 106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka – Mumbai – 400072.

16. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

17. E –Voting





- I. Pursuant to provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (amended from time to time) and sub-regulation (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the secretarial standards issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 42nd Annual General Meeting (AGM) by electronic means on all the resolutions set forth in the Notice convening 42nd Annual General Meeting to be held on 30 day, September, 2023. **The Company has engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility. The Notice is displayed on the Company's website, www.meghmayurinfra.com and on the website of NSDL at www.evoting.nsdl.com.**
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 27th day, September, 2023, (09:00 am) and ends on 29 day, September, 2023 (05:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd day September, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <prem1989_21@yahoo.com> with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
 - i. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - ii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - iii. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 22nd day, September, 2023. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting. The members who have not cast vote through remote e-voting shall be entitled to vote at the meeting.
 - iv. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - v. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
 - vi. Mr. Jinendrakumar Jain (Prop., Jinendra Jain & Associates) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - vii. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company www.meghmayurinfra.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: Surat
Date: 08/09/2023

For and on behalf of the Board
For **Megh Mayur Infra Limited**

Rajendra Shah
Chairman and Managing Director
(DIN:01765634)
Registered Office: MHB-11, A-302,
Sarvodaya Co- Operative Housing Society
Ltd, Service Road, Khernagar, Bandra (E)
Mumbai-400051 CIN:
L51900MH1981PLC025693
Email:grievances@meghmayur.com
Website: www.meghmayurinfra.com

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

Item No. 3

The Board of Directors of the Company at their meeting held on September 7, 2023 had, pursuant to the recommendation of the Nomination and Remuneration Committee, appointed Mr. Seiyam Rajendra Shah (DIN: 09094634) as an Additional Director of the Company with effect from September 7, 2023. In terms of section 161 of the Companies Act, 2013, ("Act") Mr. Seiyam Rajendra Shah (DIN: 09094634) will hold office up to the date of this Annual General Meeting. The Board of Directors of the Company at their meeting held on September 7, 2023 had pursuant to the recommendation of the Nomination and Remuneration Committee, also appointed Mr. Mr. Seiyam Rajendra Shah (DIN: 09094634) as a Director of the Company with effect from September 7, 2023. The said appointment is subject to the approval of the shareholders at the Annual General Meeting of the Company.

Brief Profile of Mr. Seiyam Rajendra Shah (DIN: 09094634)

Name	Mr. Seiyam Rajendra Shah
Change	appointed as the non-executive Director of the Company
Date of Appointment:	w.e.f September 7, 2023
Term of Appointment:	-
Brief Profile:	Msc. Investment and Finance, over 2 years of experience.
Disclosure of relationships between directors	Son of Managing Director.

Mr. Seiyam Rajendra Shah does not hold any shares in the Company. Mr. Seiyam Rajendra Shah is not disqualified from being appointed as Director in terms of section 164 of the Act. The Company has received a notice in writing from a Member under section 160 of the Act proposing the candidature of Mr. Seiyam Rajendra Shah for the office of Director of the Company. None of the Directors or Key Managerial Personnel of the Company and their relatives other than Mr. Seiyam Rajendra Shah (being the appointee) are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3.

The Board of Directors recommends the Ordinary Resolution for approval by the Members of the Company.

Item No. 4

Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on September 7, 2023 appointed Mr. Rajendra Suganchand Shah (DIN: 01765634) as an Additional Director and Managing Director of the Company for a period of five (5) years with effect from September 7, 2023 subject to approval of shareholders at the ensuing Annual General Meeting of the Company.

Brief Profile of Mr. Rajendra Suganchand Shah

Name	Mr. Rajendra Suganchand Shah
Change	appointed as the Managing Director of the Company
Date of Appointment:	w.e.f. 7 th September, 2023
Term of Appointment:	5 years i.e. upto September 6, 2028.

Brief Profile:	B.E. CIVIL ENGINEER, over 24 years of experience.
Disclosure of relationships between directors	Not related to any other director.

Mr. Rajendra Suganchand Shah is not disqualified from being appointed as Director and Managing Director in terms of section 164 and other applicable provisions of the Act. None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Rajendra Suganchand Shah (being the appointee), are interested in or concerned financially or otherwise in the resolution. The letter of appointment setting out terms of employment with Mr. Rajendra Suganchand Shah is available at the Registered Office of the Company for inspection as provided under section 190 of the Companies Act, 2013.

The Board of Directors is of the opinion that Mr. Rajendra Suganchand Shah's knowledge and diverse experience will be of great value to the Company and hence recommends the Ordinary Resolution for approval by the Members of the Company

Item No. 5

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, appointed Ms. Hiral Rushang Gandhi (DIN: 10092573) as an Additional Director in the capacity of a Non-Executive Independent Director of the Company pursuant to the provisions of section 149(6), 161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

As per section 161 of the Act, Ms. Hiral Rushang Gandhi holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount under section 160 of the Act proposing his candidature to be appointed as a Non-Executive Independent Director, not liable to retire by rotation.

Brief Profile of Ms. Hiral Rushang Gandhi

Name	Ms. Hiral Rushang Gandhi
Change	Appointed as an Additional Women non-executive Independent Director
Date of Appointment:	w.e.f. 7 th September, 2023
Term of Appointment:	5 years i.e. up to September 6, 2028.
Brief Profile:	MBA degree in Finance, over 12 years of accounting experience.
Disclosure of relationships between directors	Not related to any other director

In the opinion of the Board, Ms. Hiral Rushang Gandhi fulfils the conditions of independence and that she is independent of the management of the Company.

Ms. Hiral Rushang Gandhi (DIN: 10092573), if appointed, will hold office for a term of 5 (five) consecutive years commencing from September 7, 2023.

The terms and conditions of appointment of Ms. Hiral Rushang Gandhi as a Non-Executive Independent Director is available at the Registered Office of the Company for inspection by members on any working day during working hours between 9:30 am to 6:30 pm.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Ms. Hiral Rushang Gandhi (being the appointee), are interested in or concerned financially or otherwise in the resolution.

The Board of Directors recommends the Special Resolution for approval by the Members of the Company.

AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS – 2 ON GENERAL MEETINGS, GIVEN BELOW ARE THE DETAILS OF THE DIRECTORS PROPOSED FOR RETIRING BY ROTATION/ SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 42ND ANNUAL GENERAL MEETING OF THE COMPANY, IS GIVEN BELOW:

Name of the Director	Mr. Seiyam Rajendra Shah	Mr. Rajendra Suganchand Shah	Ms. Hiral Rushang Gandhi							
DIN	09094634	01765634	10092573							
Age	22	58	37							
Date of appointment of Board	September 7, 2023	September 7, 2023	September 7, 2023							
Qualification / Brief Resume	MSC Investment and Finance	B.E. civil Engineer	B.com							
Nature of expertise in specific functional areas	Finance & Business Management	Engineering & Business Managements	Accounts							
Names of other Companies in which appointee holds Directorships	<table><tr><td>HEALTH DIARY PRIVATE LIMITED</td></tr><tr><td>VENUS RETAIL PORTFOLIO PRIVATE LIMITED</td></tr><tr><td>BEYOND SALES LLP</td></tr><tr><td> </td></tr><tr><td>SARITA APARTMENTS LLP</td></tr></table>	HEALTH DIARY PRIVATE LIMITED	VENUS RETAIL PORTFOLIO PRIVATE LIMITED	BEYOND SALES LLP		SARITA APARTMENTS LLP	Samrat Apartment LLP	<table><tr><td>I G Agri Ventures Limited</td></tr><tr><td>Docmode Health Technologies Limited</td></tr></table>	I G Agri Ventures Limited	Docmode Health Technologies Limited
		HEALTH DIARY PRIVATE LIMITED								
		VENUS RETAIL PORTFOLIO PRIVATE LIMITED								
		BEYOND SALES LLP								
		SARITA APARTMENTS LLP								
		I G Agri Ventures Limited								
		Docmode Health Technologies Limited								
		Silver Arch flats Pvt Ltd								
		Shruti Park LLP								
		Samarth Apartment LLP								
		Sidhachal Properties Pvt Ltd								
		Sanskriti Flats LLP								
		Shaswat Park LLP								
Meghmayur Reality Pvt Ltd										
Java Realities Pvt Ltd										
Business Ventures Pvt Ltd										
Wealthview Capital Pvt Ltd										
Shott Amusement Pvt Ltd										
Sarita Apartments LLP										
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	-	-	-							
Chairman / Member of the Committee(s) of the Board of Directors of the Company	1 Nomination & Remuneration Committee . 2 Stakeholders Relationship Committee 3 Audit Committee	1 Audit Committee	1 Nomination & Remuneration Committee . 2 Stakeholders Relationship Committee 3 Audit Committee							
Chairman / Member of the	-	Shott Amusement Pvt. Ltd.	-							

Committee(s) of the Board of Directors of other Companies in which the appointee is a Director			
Relationship with other Directors / Manager / Key Managerial Personnel	Son of Mr. Rajendra Suganchand Shah	Father of Mr. Seiyam Rajendra Shah	No
Number of shares held in the Company either by the appointee or as a beneficial owner	-	21,33,599 equity share of Rs 10- each	-
No. of board meetings attended during the Financial Year ended March 31, 2023	-	6	-
Name of the listed entities from which the appointee has resigned in the past three years	-	BEYOND SALES LLP	-

For and on behalf of the Board
For Megh Mayur Infra Limited

Name of the Director: Rajendra Suganchand Shah
DIN: 01765634
Designation: Managing Director
Email: grievances@meghmayur.com
Website: www.meghmayurinfra.com
Place: Surat
Date: 08/09/2023

BOARD'S REPORT

Dear Members,

Your directors are presenting their 42nd Annual Report on the business and operations of your Company along with the audited financial statements for the financial year ended 31st March, 2023. The Statement of Accounts, Auditors' Report, Board's Report and attachment thereto have been prepared in accordance with the provisions contained in Section 134 of Companies Act, 2013 and Rule 8 of the Companies (Accounts) Rules, 2014.

1. FINANCIAL RESULTS: **(Amount in Rupees)**

Financial Result	2022-23	2021-22
Revenue from Operation	-	-
Other Income	-	-
Total expense	10,30,918	10,99,333
Profit/Loss Before Tax	(10,30,918)	(10,99,333)
Provision For tax		
Deferred Tax on Special Reserve		
Profit/Loss After Tax	(10,30,918)	(10,99,333)
Total Profit/Loss	(10,30,918)	(10,99,333)

The Company is not having any Depreciable Assets hence no provision of Depreciation is made.

2. RESERVES:

Due to continuous losses, your Company does not propose to carry any amount to General Reserves.

3. SHARE CAPITAL:

The Paid-up Share Capital as on 31st March 2023 was Rs. 6,30,00,000 during the year under review.

4. PERFORMANCE AND AFFAIRS OF THE COMPANY:

The year under review was not satisfactory for the company due to the difficult market conditions, the Company has made loss of Rs. 10,30,918/- (previous year loss of Rs. 10,99,333/-). As we all know the world economy faced global recession which is still continuing and because of which economic activities slowed down. India, being now global player, also experienced the global economic slowdown but its impact was not so much harsh as experienced by the developed nations. In India, real estate is one sector which experienced worst of economic slowdown. However, your Company is exploring various sites for undertaking new projects.

The performance and outlook of the Company has been discussed in the Management Discussion and Analysis Report, which is forming part of the Annual report

5. DIVIDEND:

In view of accumulated losses incurred by the Company, the Board does not recommend any Dividend for the year ended 31st March, 2023.

6. MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company on 31st March, 2023 and on the date of this report.

7. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

During the year under review, your Company did not have any subsidiary, associate and joint venture Company.

8. PUBLIC DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(i) Directors

1. Ms. Jayant Kamalashankar Pandya (DIN No: 02144823) has resigned as independent directors of the Company with effect from September 7, 2023 due to preoccupation.
2. Mr. Mitul Jagdishchandra Shah (DIN 00509114) Managing Director of the Company has tendered his resignation as Managing Director of the Company with effect from September 7, 2023.
3. Mrs. Rupal Mitul Shah (DIN 07730349) Women non-executive Director of the Company has tendered her resignation as Director of the Company with effect from September 7, 2023.
4. Mrs. Hiral Rushang Gandhi (DIN No. 10092573) was appointed as Additional Women non-executive Independent Director respectively of the Company with effect from September 7, 2023. Will be ratified as Women non-executive Independent Director of the Company.
5. Mr. Seiyam Rajendra Shah (DIN: 09094634) are as Additional non-executive Director of the Company with effect from close of business hours September 7, 2023. Will be ratified as Women non-executive Independent Director of the Company.

6. Mr. Rajendra Suganchand Shah (DIN No. 01765634) has been appointed as the Managing Director of the Company with effect from September 7, 2023.

(ii) Key Managerial Personnel

Ms. Vidhi Mehta has resigned as the Company Secretary and Chief Financial officer of the Company on 01.08.2022.

Mrs. Ankita Donga was appointed as the Company Secretary and Chief Financial officer of the Company on 20.01.2023 and has resigned as the Company Secretary and Chief Financial officer of the Company on 28.03.2023.

Ms. Divya Mutneja was appointed as the Company Secretary and Chief Financial officer of the Company on 28.03.2023.

(iii) Declaration by an Independent Director(s)

The Company has complied with provisions of section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to section 149(7) of the Companies Act, 2013.

(iv) Annual Evaluation of Board

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance and other Directors. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, promotion of participation by all directors and developing consensus amongst the directors for all decisions.

10. MANAGEMENT'S DISCUSSION AND ANALYSIS:

In terms of Regulation 34 of the Listing Regulations, the Management Discussion and Analysis Report is attached with this Directors Report as Annexure-I.

11. NUMBER OF BOARD MEETINGS:

During the Financial year 2022-2023, the Board of Directors of the Company met Six (06) times respectively on 12th May, 2022, 1st August, 2022, 1st September, 2022, 17th October, 2022, 20th January, 2023 and 28th March, 2023 and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The maximum gap between any two meetings was less than 120 days.

The attendance of the Directors at their Board Meetings is as under:

Name of the Director	12.05.2022	01.08.2022	01.09.2022	17.10.2022	20.01.2023	28.03.2023	AGM Dated 29.09.2022

Mr. Mitul Shah	Present	Present	Present	Present	Present	Present	Present
Mr. Rajendra Shah	Present	Present	Present	Present	Present	Present	Present
Mr. Jayant Pandya	Present	Present	Present	Present	Present	Present	Present
Ms. Rupal Shah	Present	Present	Present	Present	Present	Present	Present
Ms. Simmy Arora	Present	Present	Present	Present	Present	Present	Present

The Annual General Meeting during the year was held on Thursday, the 29th September, 2022; the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No Extra-Ordinary General Meeting was held during the financial year 2021-2022.

12. DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by your Directors they make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 and hereby confirm that: -

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the loss of the Company for the year ended on that date;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis and the
- directors have laid down proper systems financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. NOMINATION AND REMUNERATION COMMITTEE:

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, senior management, key Managerial Personnel and their remuneration. The Nomination and Remuneration Policy is uploaded on the website of the Company. Currently Nomination and Remuneration Committee Consist of;

- Mrs. Hiral Gandhi
- Mr. Seiyam Shah

3. Ms. Simmy Arora

The Nomination and Remuneration Committee met twice (2) during the year on 20th January, 2023 & 28th March, 2023.

Name of the Director	No of Meetings attended
Mr. Jayant Pandya	2
Mr. Rajendra Shah	2
Ms. Simmy Arora	2

14. AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The, Company Secretary, Internal Auditors and Statutory Auditors are permanent invitees to the Audit Committee meetings. The Members of the Committee are qualified, experienced and possess professional knowledge with reference to powers, role and scope of the Committee and as such. Currently Audit Committee Consist of;

1. Mr. Rajendra Shah
2. Mrs. Hiral Gandhi
3. Ms. Simmy Arora
4. Mr. Seiyam Shah

The Audit Committee met Six times (6) times during the year on 12th May, 2022, 01st August, 2022, 01st September, 2022, 17th October ,2022, 20th January, 2023 and 28th March, 2023

Name of the Director	No of Meetings attended
Mr. Jayant Pandya	6
Mr. Mitul Shah	6
Ms. Simmy Arora	6

15. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. Currently Stakeholders Relationship Committee consists of:

1. Mrs. Hiral Gandhi
2. Mr. Seiyam Shah
3. Ms. Simmy Arora

One Meeting of Stakeholders Relationship Committee was held on 28.03.2023 during the year.

Name of the Director	No of Meetings attended
Mr. Jayant Pandya	1
Mr. Rajendra Shah	1

Ms. Simmy Arora	1
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16. LISTING OF SHARES:

Your Company's shares are listed on the BSE Limited. Your directors wish to state that the Equity Shares of your Company are compulsorily traded in the dematerialized form w.e.f. 26/06/2000. Presently 71.47% of Equity Shares which are held by Promoters and some of the Public shareholders are in electronic/dematerialized form.

17. STATEMENT SHOWING THE DETAILS OF EMPLOYEES OF THE COMPANY PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employees of the Company is in receipt of remuneration prescribed under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014.

18. VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Company promote ethical behaviour in all business activities and has put in place a mechanism for reporting illegal and unethical behaviour.

The Board of Directors of the Company have, pursuant to the provision of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violation of legal regulatory requirements. No complaint has been received by the Chairman of the Audit Committee during the year.

19. CORPORATE SOCIAL RESPONSIBILITY:

As per section 135 of the Companies Act, 2013, every company having net worth of rupees five hundred Crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall constitute a Corporate

Social Responsibility Committee. Your Company does not fall under the said criteria hence, your company has not formed Corporate Social Responsibility Committee.

20. RISK MANAGEMENT SYSTEM:

The Company has designed Risk Management policy and guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's business, and defined a structured approach to manage uncertainty and to make use of these in their decision-making pertaining to its business and corporate functions. At present there is no identifiable risk which, in the opinion, of the Board may threaten the existence of the Company.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are given as under:

Energy Conservation: N.A.

Technology Absorption: N.A.

Foreign Exchange Earnings and outgo: Nil

22. INTERNAL CONTROL SYSTEMS:

Adequate internal control systems commensurate with the nature of the Company's business, size and complexity of its operations are in place. It has been operating satisfactorily. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

23. ANNUAL RETURN: WEB-LINK OF SUCH ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013, the Annual Return for the financial year ended 31st March, 2023 has been made under the Web-link of such annual return which forms part of this Report.

Link: MGT-7

<https://www.meghmayurinfra.com/Investor.html#target>

24. SECRETARIAL STANDARDS:

It is hereby confirmed that the Company has complied with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

25. GREEN INITIATIVES:

Pursuant to Sections 101 and 136 of the Companies Act, 2013 the Company has sent Annual Report through electronic mode (email) to all the shareholders who have registered their email addresses with the Company or with the Depository to receive the Annual Report through electronic mode to reduce consumption of paper. For members who have not registered their email addresses, physical copies will be sent through a permitted mode.

26. AUDITORS:

I. STATUTORY AUDITOR

Pursuant to the provisions of section 139 of the Act and the Rules framed thereunder, M/s. "H. Tosniwal & Co.-Chartered Accountants", Surat were appointed as statutory auditors of the Company from the conclusion of 39th Annual General Meeting for five Consecutive years. Auditors have confirmed their eligibility and submitted the Certificate in writing that they are not disqualified to hold the office of the Statutory Auditor.

The Statutory Auditor report does not contain any qualification, reservation or adverse remark. There was no instance of fraud during the year under review which require the Auditors to report to the Audit Committee and or Board under Section 143(12) of the Act and Rules framed thereunder.

II. SECRETARIAL AUDITOR

Pursuant to provision of section 204 of the Act and the rules framed there under the Board has appointed Jigar Vyas & Associates., Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report in Form MR-3 is annexed herewith as "**Annexure II**". The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

III. INTERNAL AUDITOR

The Board has appointed K P BHAGAT & Co., Chartered Accountant to undertake the Internal Audit of the Company for the financial year 2023-2024.

IV. COST AUDITOR

The Company is not required to appoint Cost Auditor as it is not required to submit cost audit report pursuant to the provision of the Companies (Cost Records and Audit) Rules, 2014.

27. HUMAN RESOURCES:

Employees are considered to be team members being one of the most critical resources in the business which maximize the effectiveness of the Organization. Human resources build the Enterprise and the sense of belonging would inculcate the spirit of dedication and loyalty amongst them towards strengthening the Company's Policies and Systems. The Company maintains healthy, cordial and harmonious relations with all personnel and thereby enhancing the contributory value of the Human Resources.

28. ENVIRONMENT AND SAFETY:

The Company is conscious of the importance of being environmentally clean and has safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure

safety of all concerned, compliance of environmental regulations and preservation of natural resources. There was no accident during the year.

29. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has an adequate system of internal financial controls commensurate with its size and nature of business. Detailed procedures are in place to ensure that all assets are safeguarded and protected against losses, all transactions authorised, recorded and appropriately reported. The internal control system is monitored and evaluated by an Internal Audit team which interacts closely with the Audit Committee. No material issues in relation to the adequacy of Company's control systems were raised during the year.

30. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES:

The Company has taken loan from a Director of the Company during the year. The details are given in the notes to Financial Statements.

31. PARTICULAR OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. Hence, the provisions of Section 188 of the Companies Act, 2013 are not attracted. Thus, disclosure in form AOC-2 is not required.

32. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Disclosure as per the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013 is not applicable to the company.

33. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE 2016.

During the year under review, there were no applications made or proceedings pending in the name of the company under the Insolvency Bankruptcy Code, 2016.

34. DETAILS OF DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANK AND FINANCIAL INSTITUTIONS

During the year under review, there has been no one time settlement of loan taken from banks and financial institution.

35. GENERAL DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
2. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
3. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
4. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 hence no information is furnished.
5. No orders have been passed by any Regulator or Court or Tribunal which can have an impact on the going concern status and the Company's operations in future.

36. ACKNOWLEDGEMENT:

Your Directors wish to thank Bankers, Government authorities and various stakeholders, such as, shareholders, customers and suppliers, among others for their support and valuable guidance to the Company. Your Directors also wish to place on record their appreciation for the committed services of all the Employees of the Company.

Place: Surat
Date: 07.09.2023

For and on behalf of the Board
For **Megh Mayur Infra Limited**

Rajendra Shah
Chairman and Managing Director
(DIN: 01765634)

ANNEXURE TO BOARD'S REPORT

"ANNEXURE-I"

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report discusses and analyses the business performance for the year ended 31st March, 2023

1) INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian Construction Industry is an integral part of the Indian economy and an important part of investment into development of the Indian economy takes place through the construction industry. The construction industry is expected to grow with further economic development, industrialization, urbanization and improvements in the standard of living.

2) OUTLOOK

The Company's business prospects are closely linked to the economic environment prevailing locally and globally. Substantial improvement in the current market conditions is not expected in the near future. Given, the challenging market environment, stiff competition and recession scenario all over the world, it is difficult to make an optimistic prediction for business prospect in the coming year.

3) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control and Internal Audit Systems commensurate with its size and nature of business. To make the internal control system more effective and project specific, a comprehensive internal audit manual is in place with guidelines for internal auditors.

4) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review the Company has made a loss of Rs. 10,30,918 /- (previous year loss of Rs. 10,99,333 /-) after providing depreciation NIL (previous year NIL) and deferred tax of Rs. NIL/- (previous year Rs NIL/-).

5) RISK AND CONCERNS

The Company recognizes that managing business risk is an integral part of generating substantial and sustainable shareholder value. This positive interpretation of risk reflects the new understanding of the connection between well managed risk and improved performance. Hence the Management has always been proactive on risk identification and its mitigation.

6) CAUTIONARY STATEMENT

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the Members updated on changes in these factors except as may be statutorily required from time to time.

Place: Surat

Date: 07.09.2023

For and on behalf of the Board

For **Megh Mayur Infra Limited**

Rajendra Shah

Chairman and Managing Director

(01765634)

Annexure - II

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

MEGH MAYUR INFRA LIMITED

MHB-11, A-302, SARVODAYA CO- OPERATIVE HOUSING SOCIETY LTD,
SERVICE ROAD, KHERNAGAR, BANDRA (E) MUMBAI-400051, MAHARASHTRA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MEGH MAYUR INFRA LIMITED (CIN: L51900MH1981PLC025693) (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2023 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit Period);

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - (Not Applicable to the Company during the Audit Period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;- (Not Applicable to the Company during the Audit Period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021;- (Not Applicable to the Company during the Audit Period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;- (Not Applicable to the Company during the Audit Period).
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;- (Not Applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;- (Not Applicable to the Company during the Audit Period)

(vi) I further report that the management has identified and confirmed the other laws specifically applicable to the Company and has devised a proper system to comply with the provisions of the respective Acts, Rules and Regulations;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) Listing Agreements entered into by the Company with BSE Limited read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations to the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board meetings, agenda and detailed notes on agenda were sent at least seven days in advance for meetings other than those held at shorter

notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of account have not been reviewed in this audit since the same have been subject to review by statutory auditor and other designated professionals.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. During the Audit Period, no specific instances of dissent have been recorded in the Minutes.

I further report that, based on the information provided by the Company, its officers, and authorised representatives during the conduct of the audit and also on the review of quarterly compliance report issued by the Company Secretary/Managing Director, taken on record by the Board of Directors at their meeting(s), in my opinion there are adequate systems and processes and control mechanism commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed, the Company has responded to notices for demand, claim, penalties etc. levied by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

As per the minutes, the decisions at the Board Meetings were taken unanimously.

I further report that during the Financial Year under review, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., having a major bearing on the Company's affairs.

I further report that during the Financial Year under review, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards etc., having a major bearing on the Company's affairs.

Date: 06th September, 2023
Place: Surat

For Jigar Vyas & Associates
Practicing Company Secretaries

Jigar Vyas
Membership No.: FCS 8019
Certificate of Practice No: 14468
Peer Reviewed FIRM No: 2273
UDIN: F008019E000962654

This report is to be read with my letter of even date which is annexed as 'ANNEXURE' and forms an integral part of this report.

Annexure to the Secretarial Audit Report

To,

The Members,

MEGH MAYUR INFRA LIMITED

MHB-11, A-302, SARVODAYA CO- OPERATIVE HOUSING SOCIETY LTD,

SERVICE ROAD, KHERNAGAR, BANDRA (E) MUMBAI-400051, MAHARASHTRA

My report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test-check basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test-check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Jigar Vyas & Associates
Practicing Company Secretaries**

**Jigar Vyas
Membership No.: FCS 8019
Certificate of Practice No: 14468**

**Date: 06th September, 2023
Place: Surat**

**Peer Reviewed FIRM No: 2273
UDIN: F008019E000962654**

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF MEGH MAYUR INFRA LIMITED
Report on the Audit of the Financial Statements**

Opinion:

We have audited the accompanying Financial Statements of **MEGH MAYUR INFRA LIMITED** ("the Company"), which comprises the Balance Sheet as at **March 31, 2023**, the Statement of Profit and Loss, the Statement of changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribe under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion:

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

Key Audit Matters:

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In the audit of the current period, we does not have observed any key audit matters required to be reported separately.

Information Other than the Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Financial Statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements:

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibility for the Audit of the Financial Statement:

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors

in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements:

1. As required by section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Financial Statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rule 2014, as amended in our opinion and to the best of our information and according to the explanation given to us:
- i. The Company does not have any pending litigation which would impact its Financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which they were any material foreseeable losses under the applicable law or accounting standards.
 - iii. There has been no delay in transferring amounts if applicable, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**FOR H. TOSNIWAL AND CO.
CHARTERED ACCOUNTANTS**

**CA. HARISHANKAR TOSHNIWAL
(PARTNER)
M. No.: 055043
FRN: 0111032W**

**Place: SURAT
Date: 22/05/2023
UDIN:23055043BGUZJH6157**

Annexure - A to the Independent Auditors' Report

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Megh Mayur Infra Limited of even date)

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls over financial reporting of **MEGH MAYUR INFRA LIMITED** (the "Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The

procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI").

**FOR H. TOSNIWAL AND CO.
CHARTERED ACCOUNTANTS**

**CA. HARISHANKAR TOSNIWAL
(PARTNER)
M. No.: 055043
FRN: 0111032W**

**Place: SURAT
Date: 22/05/2023
UDIN:23055043BGUZJH6157**

Annexure – B to the Independent Auditor's Report:

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Megh Mayur Infra Limited of even date)

- (i) (A) The Company does not have any Property, Plant and Equipment during the year, therefore Clause (i) (a) (A) is not applicable thereto.
- (B) The Company does not have any intangible assets.
- (b) As the Company does not have any Property, Plant and Equipment as specified in Clause (i)(a), reporting under Clause (i)(b) to (d) of Companies (Auditor's Report) Order, 2020 is not applicable.
- (e) According to the information and explanations given to us, there are no proceedings initiated or pending against the company for holding Benami property under the Benami Transactions (Prohibition) Act, 1988. Accordingly, Clause 3(i)(e) of the order is not applicable thereto.
- (ii) (a) According to the information and explanations given to us and on the basis of examination of record, there are no inventories held by the company during the year, therefore reporting under clause ii(a) is not applicable thereto.
- (b) The company has not been sanctioned any working capital limit during any point of time of the year. Accordingly, Clause b(ii) of the order is not applicable thereto.
- (iii) (a) In our opinion and according to information and explanation given to us, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms etc. Therefore clause (iii) of the order is not applicable thereto.
- (iv) In our opinion and according to the information and explanation given to us, the company has not made any investment or provided loan. Accordingly clause (iv) of the order is not applicable thereto.
- (v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 as per the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under and therefore, Clause 3 (v) of the Order are not applicable thereto.
- (vi) According to the information and explanation given to us, the requirement for maintenance of cost records specified by Central Government under Section 148(1) of the Act, are not applicable to the Company for the year under consideration. Accordingly, Clause 3(vi) of the Order is not applicable.
- (vii) (a) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company is regular in depositing undisputed statutory dues including Income Tax, Goods and Service Tax and any other Statutory dues to the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Goods and Service Tax and other material statutory dues were in arrears as at 31st March, 2023 for a period of more than six months from the date they became payable.

- (c) According to the information and explanations given to us, there are no dues of Income Tax, Goods and Service Tax, etc. which have not been deposited as at March 31, 2023 on account of any dispute.
- (viii) According to information and explanation given to us and on the basis of examination of records, there are no transactions which are not recorded in books of accounts and have been disclosed as income during the year as tax assessment under I.T Act, 1961.
- (ix) The company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, reporting under Clause 3(ix) of the Order is not applicable thereto.
- (x) (a) The Company has not raised any money during the year by way of initial public offer/ further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the order is not applicable thereto.
- (b) The Company has not made any preferential allotment or private placement of shares/ fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable thereto.
- (xi) (a) According to the information and explanation given to us, no material fraud by the company or any fraud on the company has been noticed or reported during the course of our audit.
- (b) No report u/s 143(12) of the Companies Act, 2013 has been filed with the Central Government in Form ADT-4.
- (c) According to information and explanation given to us, the company has not received any whistleblower complaint during the year.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company in terms of section 406 of the Companies Act, 2013. Accordingly, Clause (xii) of the order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of The Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.
- (xiv) According to information and explanation given to us and on the basis of our opinion, the company is having an appropriate internal audit system that commensurate with the size and nature of its business activities. While conducting statutory audit at branch level, the report of the internal auditor have been considered by us.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with it. Accordingly, Clause (xv) of the Order is not applicable.

- (xvi) According to the information and explanations given to us the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xvii) The company has incurred cash losses in current year as well as preceding financial year.

(In Rs.)

Financial Year	Cash Losses
2022-2023	10,30,918/-
2021-2022	10,99,333/-

- (xviii) There is no resignation given by statutory auditors of the company, therefore reporting under clause (xviii) is not applicable thereto.
- (xix) To the best of our knowledge of the Board of directors and management plans and on the basis of the financial ratios as disclosed in notes to accounts accompanying the financial statements, we are of the opinion that, there is no material uncertainty that exists as on date of our audit report that the company is capable of meeting its liabilities existing at the date of the balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) There is no unspent amount which is required to be transferred to a fund as per section 135 of the Companies Act. Therefore Clause (xx) is not applicable thereto.
- (xxi) There are no subsidiary companies held by the company, therefore reporting under clause (xxi) is not applicable thereto.

**FOR H. TOSNIWAL AND CO.
CHARTERED ACCOUNTANTS**

**CA. HARISHANKAR TOSNIWAL
(PARTNER)
M. No.: 055043
FRN: 0111032W**

**Place: SURAT
Date: 22/05/2023
UDIN: 23055043BGUZJH6157**

MEGH MAYUR INFRA LIMITED (FORMERLY KNOWN AS: PODDAR INFRASTRUCTURE LIMITED) MHB 11-A-302, SARVODAYA CHSL, NR. EOFO OFFICE, KHER NAGAR, BANDRA (EAST), MUMBAI - 400051. CIN - L51900MH1981PLC025693 Rs. (In'00s)			
Balance Sheet as at 31st March, 2023			
Particulars	Note No.	31/03/2023	31/03/2022
Assets			
(1) Non-current assets			
(a) Property, Plant and Equipment		-	-
(b) Capital work-in-progress		-	-
(c) Intangible assets		-	-
(d) Financial assets			
(i) Investments	1	310.00	310.00
(ii) Trade Receivable		-	-
(iii) Loans and advances		-	-
(iv) Other Financial assets			
(v) Intangible assets under development			
(e) Advance Income tax assets(net)			
(f) Other non-current assets	2	758,010.00	758,010.00
		758,320.00	758,320.00
(2) Current assets			
(a) Inventories		-	-
(b) Financial Assets			
(i) Investment			
(ii) Trade receivables			
(iii) Cash and cash equivalents	3	4,550.56	4,274.13
(iv) Other Bank Balances			
(v) Loans			
(vi) Other Financial Assets			
(c) Current Income tax assets(net)		-	-
(d) Other current assets	4	1,709.18	1,674.88
		6,259.74	5,949.01
Total		764,579.74	764,269.01
Continued....			

MEGH MAYUR INFRA LIMITED (FORMERLY KNOWN AS: PODDAR INFRASTRUCTURE LIMITED) MHB 11-A-302, SARVODAYA CHSL, NR. EOFO OFFICE, KHER NAGAR, BANDRA (EAST), MUMBAI - 400051. CIN - L51900MH1981PLC025693			
Rs. (In '00s)			
Balance Sheet as at 31st March, 2023			
Particulars	Note No.	31/03/2023	31/03/2022
I. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	5A/5B	630,000.00	630,000.00
(b) Other Equity	6	16,993.93	27,303.11
(2) Liability			
(A) Non-Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	7	115,592.27	105,592.27
(ii) Other Financial liabilities			
(b) Provisions		-	-
(c) Deferred tax liabilities		-	-
(d) Other non-current liabilities		-	-
Total A		115,592.27	105,592.27
(B) Current Liabilities			
(a) Financial liabilities			
(i) Borrowings		-	-
(ii) Trade payables			
(iii) Other Financial liabilities			
(b) Other current liabilities	8	1,993.54	1,373.63
(c) Provisions		-	-
(d) Current tax liabilities			
Total B		1,993.54	1,373.63
Total liabilities(A+B)		117,585.81	106,965.90
Total Equity and Liabilities		764,579.74	764,269.01
Notes forming a part of accounts	14		
Other Notes forming a part of accounts	15		
For Megh Mayur Infra Limited		As per our report of even date For H. TOSNIWAL AND CO. Chartered Accountants	
Mitul J. Shah	Rajendra S Shah	Divya Mutneja	(CA. Harishankar Tosniwal)
DIN-00509114	DIN-01765634	ACS52288	Partner (M.No. 055043)
(Managing Director)	(Director)	(CS & CFO)	FRN No.: 0111032W
Place : Surat			
Date: 22-05-2023			

MEGH MAYUR INFRA LIMITED
(FORMERLY KNOWN AS: PODDAR INFRASTRUCTURE LIMITED)
MHB 11-A-302, SARVODAYA CHSL, NR. EOFO OFFICE, KHER NAGAR, BANDRA (EAST), MUMBAI - 400051.

Rs. (In'00s)

Profit and Loss statement for the year ended 31st March, 2023			
Particulars	Note No.	31/03/2023	31/03/2022
I. Revenue from operations			
II. Other Income		-	-
III. Total Revenue (I +II)		-	-
IV. Expenses:			
(a)Cost of materials consumed		-	-
(b)Purchase of Stock-in-Trade	9	-	-
(c)Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	10	-	-
(d)Employee benefit expense	11	1,509.08	1,751.37
(e)Financial costs	12	12.90	15.36
(f)Depreciation and amortization expense		-	-
(g)Other expenses	13	8,787.20	9,226.60
Total Expenses (IV)		10,309.18	10,993.33
V. Profit/ (Loss) before exceptional and extraordinary items and tax (III - IV)		(10,309.18)	(10,993.33)
VI. Exceptional Items		-	-
VII. Profit/ (Loss) before extraordinary items and tax		(10,309.18)	(10,993.33)
VIII. Extraordinary Items		-	-
IX. Profit/ (Loss) before tax (VII - VIII)		(10,309.18)	(10,993.33)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit(Loss) for the period from continuing operations(VII-VIII)		(10,309.18)	(10,993.33)
XII. Profit/(Loss) from discontinuing operations before tax		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		(10,309.18)	(10,993.33)
XVI. Earning per equity share:			
(1) Basic		(0.00)	(0.00)
(2) Diluted		(0.00)	(0.00)

Notes forming a part of accounts

14

Other Notes forming a part of accounts

15

For Megh Mayur Infra Limited

As per our report of even date
For H. TOSNIWAL AND CO.
Chartered Accountants

Mitul J. Shah

DIN-00509114

(Managing Director)

Rajendra S Shah

DIN-01765634

(Director)

Divya Mutneja

ACS52288

(CS & CFO)

(CA. Harishankar Tosniwal)

Partner (M.No. 055043)

FRN No.: 0111032W

Place: Surat

Date: 22-05-2023

MEGH MAYUR INFRA LIMITED
(FORMERLY KNOWN AS: PODDAR INFRASTRUCTURE LIMITED)
MHB 11-A-302, SARVODAYA CHSL, NR. EOFO OFFICE, KHER NAGAR, BANDRA (EAST), MUMBAI - 400051.

Cash Flow Statement for the year ended 31 March, 2022

Particulars	Rs. (In'00s)	
	For the year ended 31 March, 2023	For the year ended 31 March, 2022
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	(10,309.18)	(10,993.33)
<u>Adjustments for:</u>		
Depreciation and amortisation		
Operating profit / (loss) before working capital changes	(10,309.18)	(10,993.33)
	(10,309.18)	(13,372.73)
<u>Changes in working capital:</u>		
Adjustments for (increase) / decrease in operating assets:		
Inventories	(34.30)	-
Other current assets	-	-
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	-	-
Other current liabilities	619.91	(316.29)
Cash flow from extraordinary items		
Cash generated from operations	(9,723.57)	(11,309.62)
Net income tax (paid) / refunds		
Net cash flow from / (used in) operating activities (A)	(9,723.57)	(11,309.62)
B. Cash flow from investing activities		
Effect of conversion of fixed assets into stock-in-trade	-	-
Other inflow/outflow of cash	-	-
Net cash flow from / (used in) investing activities (B)	-	-
C. Cash flow from financing activities		
Proceeds from long-term borrowings	10,000.00	13,465.24

Net cash flow from / (used in) financing activities (C)	10,000.00	13,465.24
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	276.43	2,155.62
Cash and cash equivalents at the beginning of the year	4274.13	2,118.51
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		
Cash and cash equivalents at the end of the year	4,550.56	4,274.13

As per our report of even date

**For H. TOSNIWAL & CO.
Chartered Accountants**

For Megh Mayur Infra Limited

Mitul J. Shah	Rajendra S Shah	Divya Mutneja
DIN-00509114	DIN-01765634	ACS52288
(Managing Director)	(Director)	(CS & CFO)

**(CA. Harishankar
Tosniwal)
Partner (M.No. 055043)
FRN No.:0111032W**

**Place : Surat
Date: 22-05-2023**

MEGH MAYUR INFRA LIMITED
(FORMERLY KNOWN AS: PODDAR INFRASTRUCTURE LIMITED)
MHB 11-A-302, SARVODAYA CHSL, NR. EOFO OFFICE, KHER NAGAR, BANDRA (EAST), MUMBAI - 400051.

NOTES FORMING A PART OF BALANCE SHEET AS AT 31ST MARCH, 2023

Schedule : 5A

STATEMENT SHOWING DETAILS OF SHARE CAPITAL

Particulars	As at March 31, 20223		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs. 10/- each with voting rights	6,500,000	650,000	6,500,000	650,000
	6,500,000	650,000	6,500,000	650,000
(b) Issued Equity shares of Rs. 10/- each with voting rights	6,300,000	630,000	6,300,000	630,000
	6,300,000	630,000	6,300,000	630,000
(c) Subscribed and fully paid up Equity shares of Rs. 10/- each with voting rights	6,300,000	630,000	6,300,000	630,000
	6,300,000	630,000	6,300,000	630,000
(d) Subscribed but not fully paid up Equity shares of Rs. 10/- each with voting rights, "Nil" not paid up	-	-	-	-
	-	-	-	-
(out of the above, 60,00,000 equity shares of Rs. 10/- each, full paid up have been issued out of capitalisation of free reserves)				
Total	6,300,000	630,000	6,300,000	630,000

DETAILS OF SHARES HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES

Class of shares / Name of shareholder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mitul J. Shah	2,129,400	33.80	2,129,400	33.80
Rajendra Shah	2,133,599	33.87	2,133,600	33.87

Shareholding of Promotor:

Promotor's Name	Number of shares held	% of Total Shares	Percentage change during the year
Equity Shares:			
Mitul J. Shah	2,129,400	33.80%	-
Rajendra Shah	2,133,599	33.87%	-

Schedule: 5B

**STATEMENT SHOWING RECONCILIATION OF NUMBER OF SHARES AND AMOUNT
OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD**

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes (give details)	Closing Balance
Equity shares with voting rights								
Year ended March 31, 2023								
- Number of shares	6,300,000	-	-	-	-	-	-	6,300,000
- Amount (Rs. (In'00s))	630,000	-	-	-	-	-	-	630,000
Year ended March 31, 2022								
- Number of shares	6,300,000	-	-	-	-	-	-	6,300,000
- Amount (Rs. (In'00s))	630,000	-	-	-	-	-	-	630,000

MEGH MAYUR INFRA LIMITED
(FORMERLY KNOWN AS: PODDAR INFRASTRUCTURE LIMITED)
MHB 11-A-302, SARVODAYA CHSL, NR. EOFO OFFICE, KHER NAGAR, BANDRA (EAST), MUMBAI - 400051.

STATEMENT OF CHANGES IN EQUITY AS AT 31 MARCH, 2023

Rs. (In'00s)

A) Equity Share Capital

(1)Current reporting period

Balance as on April 01,2022	Change in Equity Share Capital due to Prior Period Erros	Restated Balances at the Beginning of the Current Reporting Period	Changes in equity share during the year	Balance as on March 31,2023
630,000.00	-	-	-	630,000.00

(2)Previous reporting period

Balance as on April 01,2021	Change in Equity Share Capital due to Prior Period Erros	Restated Balances at the Beginning of the Current Reporting Period	Changes in equity share during the year	Balance as on March 31,2022
630,000.00	-	-	-	630,000.00

B) Other Equity

(1)Current reporting period

Particulars	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves- Debenture Redemption Reserves	Retained Earnings	
Balance as on April 01, 2022	25,176.05	-	-	2,127.06	27,303.11
Profit/Loss for the period	-	-	-	-10,309.18	-10,309.18
Other Comprehensive income for the year , net of income tax	-	-	-	-	-

Total Comprehensive income for the year	-	-	-	-	-
Balance as on March 31, 2023	25,176.05	-	-	-8,182.12	16,993.93

(2) Previous reporting period

Particulars	Reserves and Surplus				Total
	Capital Reserve	Securities Premium Reserve	Other Reserves- Debenture Redemption Reserves	Retained Earnings	
Balance as on April 01, 2021	2,5176.05	-	-	13120.39	38,296.44
Profit/Loss for the period	-	-	-	-10,993.33	-10,993.33
Other Comprehensive income for the year , net of income tax	-	-	-	-	-
Total Comprehensive income for the year	-	-	-	-	-
Balance as on March 31, 2022	2,5176.05	-	-	2,127.06	27,303.11

**SCHEDULES FORMING PART OF BALANCE SHEET
AS AT 31ST MARCH, 2023**

Rs. (In'00s)

schedule : 1

Non - Current Investments

Particulars	As on 31/03/2023	As on 31/03/2022
<u>Other Investments</u>		
<u>Investments in Equity Shares</u>		
<u>Quoted Investments</u>		
Padmini Technologies Ltd. (at cost)	310.00	310.00
<u>Unquoted Investments</u>	-	-
Total	310.00	310.00

Schedule : 2

Other Non Current Assets

Particulars	As on 31/03/2023	As on 31/03/2022
<u>(a) Secured Deposits</u>		
<u>(i)Secured, considered good</u>		
Telephone Deposit	10.00	10.00
<u>(ii)Unsecured, considered good</u>	-	-
<u>(iii)Doubtful</u>	-	-
<u>Less : Provision for Doubtful Deposits</u>	-	-
Capital Advance		
Megh Mayur Reality Pvt. Ltd. (Advance for Property)	758,000.00	758,000.00
Total	758,010.00	758,010.00

Schedule : 3

Cash & Cash Equivalents

Particulars	As on 31/03/2023	As on 31/03/2022
<u>(i)Balances with Bank</u>		
Bank of Baroda	4,048.23	3,759.79
<u>(ii)Cash on Hand</u>	502.33	514.34
Total	4,550.56	2,118.51

Schedule : 4

Other Current Assets

Particulars	As on 31/03/2023	As on 31/03/2022
CGST Input	818.69	818.69
IGST Input	37.50	37.50
SGST Input	818.69	818.69
Prepaid Insurance	34.30	
Total	1,709.18	1,674.88

Schedule : 6

Other Equity

Particulars	As on 31/03/2023	As on 31/03/2022
<u>Reserves and Surplus</u>		
<u>(i)Capital Reserve</u>		
Opening Balance	25,176.05	25,176.05
Add: Additons during the year	-	-
Less: Utilized/Transferred during the year	-	-
Closing Balance	25,176.05	25,176.05
<u>(ii)Profit & Loss a/c</u>		
Opening Balance	2,127.06	13,120.39
Add: Additons during the year	-	-
Less: Utilized/Transferred during the year	-10,309.18	-10,993.33
Closing Balance	-8,182.12	2,127.06
Total	16,993.93	27,303.11

Schedule : 7

Long - Term Borrowings

Particulars	As on 31/03/2023	As on 31/03/2022
<u>Loans and advances from related parties:</u>		
<u>(i) Secured</u>		
<u>(a) From Directors</u>	-	-
<u>(b) From Others</u>	-	-
-	-	-
<u>(ii) Unsecured</u>		
<u>(a) From Directors</u>	115,592.27	105,592.27
Total	115,592.27	105,592.27

Schedule : 8

Other Current Liabilities

Particulars	As on 31/03/2023	As on 31/03/2022
<u>Other Payables</u>		
Audit Fees Payable	795.00	695.00
Secretarial Audit Fees Payable	220.00	220.00
Professional Tax Payable	2.00	2.00
Assent Advisors LLP	-	70.80
Mitul J Shah	635.47	-
Salary Payable	296.07	223.00
TDS Payable	45.00	45.00
Retention	-	117.83
Total	1993.54	1,373.63

SCHEDULES FORMING PART OF STATEMENT PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2023

Rs. (In'00s)

Schedule : 9

Employee Benefits Expense

Particulars	As on 31/03/2023	As on 31/03/2022
Staff Insurance Expense	1.37	-
Salary & Wages	1,507.71	1,751.37
Total	1,509.08	1,751.37

Schedule : 10

Finance Cost

Particulars	As on 31/03/2023	As on 31/03/2022
Bank Charges	12.90	15.36
Total	12.90	15.36

Schedule : 11

Other Expenses

Particulars	As on 31/03/2023	As on 31/03/2022
Administrative and General Expenses		
Statutory Audit Fees	354.00	300.00
Secretarial Audit Fees	225.00	220.00
Internal Audit Fees	100.00	100.00
Advertisement Expenses	615.60	736.23
Legal And Professional Fees	2,746.00	3,058.70
Office Expenses	189.00	-
Postage and Courier Expenses	0.00	0.50
Professional Tax	100.00	425.00
ROC Charges	42.00	60.00
Service Charges	875.60	690.17
Website Expenses	-	96.00
Listing Fees	3,540.00	3,540.00
Total	8,787.20	9,226.60

MEGH MAYUR INFRA LIMITED
(FORMERLY KNOWN AS: PODDAR INFRASTRUCTURE LIMITED)

MHB 11-A-302, SARVODAYA CHSL, NR. EPFO OFFICE, KHER NAGAR, BANDRA (EAST), MUMBAI – 400051.

NOTE NO.12: NOTES FORMING PART OF ACCOUNTS:

SIGNIFICANT ACCOUNTING POLICIES

Significant accounting policies adopted in the preparation and the presentation of the accounts are stated as under. These accounting policies adopted by the Company are as per standard accounting practices prescribed by the Institute of Chartered Accountants of India.

(A) Basis of preparation and compliance with Ind AS:

- (i) In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, "Ind AS") with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind AS for the year ended March 31, 2023.
- (ii) Accounting Policies not specifically referred to otherwise are consistent with generally accepted accounting principles followed by the Company.
- (iii) All income and expenditure items & assets and liabilities having a material bearing on the financial statements are recognized on accrual basis.

(B) Use of Estimates:

The Financial Statements are prepared in conformity with accounting principles generally accepted in India. Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the

date of Financial Statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognized in the period the same is determined.

(C) Investments:

Investments are valued at cost of acquisition, inclusive of related expenses.

(D) Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets comprises of cash and cash equivalent, rent deposits, and investments which are recognized initially at amortized cost.

Financial Liability

Initial recognition and measurement

Financial Liability comprises of trade payables which are also recognized initially at amortized cost.

Amortization cost for financial assets represents amount at which financial asset is measured at initial recognition minus prepaid rent plus/ minus cumulative amortization using the effective interest method of any difference in between that initial amount and the maturity amount.

NOTE NO. 13: OTHER NOTES FORMING PARTS OF ACCOUNTS:

(A) Contingent liability in respect of bills discounted with bank is Nil.

(B) Additional regulatory information required by Schedule III of Companies Act, 2013:

- (i) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (ii) No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (iii) The Company has no transactions with struck off companies during the year.
- (iv) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period as the company has not taken any loan.

- (v) The Company has not entered into any scheme of arrangement in terms of sections 230 to 237 of the Companies Act, 2013, which has an accounting impact on current or previous financial year.
- (vi) The Company has not advanced or loaned funds to any persons or entities, including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- (vii) The Company has not received any fund from any person(s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - Provide any guarantee, security or the like on behalf of the ultimate beneficiaries
- (viii) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (ix) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

(C) Auditor's Remuneration:

Rs. (In'00s)

		Particulars	Cr. Year	Pr. Year
A.	As Auditor:			
	(i)	Internal Audit Fees	100.00	100.00
	(ii)	Secretarial Audit Fees	225.00	220.00
	(iii)	Statutory Audit Fees	354.00	300.00
B.	As advisor, or in any other capacity, in respect of:			
	(i)	Company Law Matters	-----	-----
	(ii)	Taxation Matters	-----	-----

(D) Earnings Per Share (EPS):

Rs. (In'00s)

Sr. No.	Particulars	2022-2023	2021-2022
i.	Net Profit as per Profit & Loss Account (Numerator used for calculation)	(10,309.18)	(10,993.33)
ii.	Number of weighted average equity shares used as Denominator for calculating EPS	63,00,000	63,00,000
iii.	Basic and Diluted Earnings per shares of Rs.10 each	(0.00)	(0.00)

(E) Previous year's figures have been re-grouped and re-casted wherever necessary.

(F) Related Party Transactions:

In compliance with **Ind AS 24 – Related Party Disclosures**, as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017 the required disclosures are narrated in the below mentioned table:

List of Related Parties:

Sr. No.	Name	Relation
1	Mitul J. Shah	Director
2	Rajendra S. Shah	Director
3	Rupal M. Shah	Director

Entity under Common Control	Mitul Shah	Rajendra Shah	Rupal Shah
1. Abhyudaya Textiles Pvt. Ltd.	Director	-----	-----
2. Bella Apartments Pvt. Ltd.	Director	-----	-----
3. Bhavik Properties Pvt. Ltd.	Director	-----	-----
4. Darshan Appartments Pvt. Ltd	Director	-----	-----
5. Dharmath Construction Pvt. Ltd	Director	-----	-----
6. MeghMayur Reality Pvt. Ltd.	Director	Director	-----
7. Mitul Construction Pvt. Ltd	Director	-----	-----

8.	Mitul Hotels Pvt Ltd.	Director	-----	-----
9.	Nami Properties Pvt. Ltd.	Director	-----	-----
10	Nutan Apartments Pvt. Ltd.	Director	-----	-----
11	Poojan Properties Pvt. Ltd.	Director	-----	-----
12	Rutvan Hotels Pvt. Ltd.	Director	-----	-----
13	Saraswat Properties Pvt. Ltd.	Director	-----	-----
14	Sarathi Properties Pvt. Ltd.	Director	-----	-----
15	Sumeru Textiles Pvt. Ltd.	Director	-----	-----
16	Vashupunjay Construction Pvt. Ltd.	Director	-----	-----
17	Samkit Enterprise LLP	Designated Partner	-----	-----
18	Java Realities Pvt. Ltd.	-----	Director	-----
19	Silver Arch Flats Pvt. Ltd.	-----	Director	-----
20	Shruti Park Pvt. Ltd.	-----	Director	-----
21	Sanskriti Flats Pvt. Ltd	-----	Director	-----
22	Samarth Apartment Pvt. Ltd.	-----	Director	-----
23	Samrat Apartments Pvt. Ltd.	-----	Director	-----
24	Shaswat Park Pvt. Ltd.	-----	Director	-----
25	Sidhachal Properties Pvt. Ltd.	-----	Director	-----
26	Samruddhi Corporation	Partner	Partner	-----
27	Darshan Ratna Buildcon LLP	Partner	-----	-----
28	Arihant Corporation	Partner	Partner	-----
29	Shott Amusement Pvt. Ltd.	-----	Director	-----
30	Nami Enterprise	Partner	Partner	-----
31	Prarthana Enterprise	Partner	Partner	-----
32	Samkit Corporation	Partner	Partner	-----
33	Sadhana Corporation	Partner	Partner	-----
34	Shikhar Enterprise	Partner	Partner	-----

35	Dahyabhai Achaldas and Company	-----	-----	Partner
36	Shah Business Ventures Pvt. Ltd.	-----	Director	-----
37	Siddharth Flats LLP	-----	Partner	-----
38	Sanskriti Flats LLP	-----	Designated Partner	-----
39	Samarth Apartment LLP	-----	Designated Partner	-----
40	Samrat Apartments LLP	-----	Designated Partner	-----
41	Sarita Apartments LLP	-----	Designated Partner	-----
42	Shruti Park LLP	-----	Designated Partner	-----
43	Shaswat Park LLP	-----	Designated Partner	-----
44	Mitul Hotels LLP	Designated Partner	-----	Partner
45	Bhavik Properties LLP	Designated Partner	-----	Partner
46	Saraswat Properties LLP	Designated Partner	-----	Partner
47	Nami Properties LLP	Designated Partner	-----	Partner
48	Nutan Apartments LLP	Designated Partner	-----	Partner
49	Dharmath Construction LLP	Designated Partner	-----	-----
50	Wealthview Capital Pvt. Ltd.	-----	Director	-----

Related party disclosure with whom transactions have taken place:

Rs. (In'00s)

Sr. No.	Nature of transaction	Key management personnel	Relatives to Key management personnel	Others	Total
(A)	Mitul J. Shah				
	Loan taken during the year	10000.00	--	--	10000.00
	Loan repaid during the year	--	--	--	--

(G) Disclosure of Ratios:

Particulars	Current Year	Previous Year
Debt Equity Ratio (in times)	0.18	0.16
Current Ratio (in times)	3.14	4.33
Return on Equity Ratio (%)	-1.59	-1.67
Debt Service Coverage Ratio (in times)	-	-
Inventory Turnover Ratio (in times)	-	-
Trade Receivable Turnover Ratio (in times)	-	-
Trade Payable Turnover Ratio (in times)	-	-
Net Capital Turnover Ratio (in times)	-	-
Net Profit Ratio (%)	-	-
Return on Capital employed (%)	-1.35	-1.44
Return On Investment (%)	-	-

Sr. No	Notes to Ratios	Formula
1	Debt Equity Ratio (in times)	$\frac{\text{Total Debt}}{\text{Shareholder's Equity}}$
2	Current Ratio (in times)	$\frac{\text{Current Assets}}{\text{Current liability}}$
3	Return on Equity Ratio (%)	$\frac{\text{Net profit after tax}}{\text{Average Equity shareholder's Fund}}$
4	Debt Service Coverage Ratio	$\frac{\text{Earnings available for debt service}^{(1)}}{\text{Debt Service}}$
5	Inventory Turnover Ratio (in times)	$\frac{\text{Revenue from Operations}}{\text{Average Inventory}}$
6	Trade Receivable Turnover Ratio (in times)	$\frac{\text{Revenue from Operations}}{\text{Average Trade Receivable}}$
7	Trade Payable Turnover Ratio (in times)	$\frac{\text{Purchases of Services and Other Expenses}}{\text{Average Trade Payables}}$
8	Net Capital Turnover Ratio (in times)	$\frac{\text{Revenue from Operations}}{\text{Working Capital}}$
9	Net Profit Ratio (%)	$\frac{\text{Net profit after tax}}{\text{Revenue from Operations}}$
10	Return on Capital employed (%)	$\frac{\text{Earnings before interest and tax}}{\text{Capital Employed}^{(2)}}$
11	Return on Investment	$\frac{\text{Income Generated from Investment}}{\text{Time weighted average investment}}$

(H) Financial Instruments:

Financial risk management objective and policies

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the balance sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and

expenses are recognized, in respect of each class of financial assets and financial liabilities are disclosed in Notes.

Financial assets and liabilities as at March 31, 2023

Rs. (In'00s)

Particulars	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
Financial Assets					
Cash and cash equivalents	0.00	0.00	502.33	502.33	502.33
Other bank balances	0.00	0.00	4048.23	4048.23	4048.23
Non-current investments	0.00	0.00	310.00	310.00	310.00
Loans and Advances- non current	0.00	0.00	0.00	0.00	0.00
Loans and Advances-current	0.00	0.00	0.00	0.00	0.00
Other Non-current financial assets	0.00	0.00	758010.00	758010.00	758010.00
Other Current financial assets	0.00	0.00	1709.18	1709.18	1709.18
Financial Liabilities					
Trade payables	0.00	0.00	0.00	0.00	0.00

Financial assets and liabilities as at March 31, 2022

Rs. (In'00s)

Particulars	FVTPL	FVTOCI	Amortised Cost	Carrying Value	Fair Value
Financial Assets					
Cash and cash equivalents	0.00	0.00	514.34	514.34	514.34
Other bank balances	0.00	0.00	3,759.79	3,759.79	3,759.79
Non-current investments	0.00	0.00	310.00	310.00	310.00
Loans and Advances- non current	0.00	0.00	0.00	0.00	0.00
Loans and Advances- current	0.00	0.00	0.00	0.00	0.00
Other Non-current financial assets	0.00	0.00	758010.00	758010.00	758010.00
Other Current financial assets	0.00	0.00	1674.88	1674.88	1674.88
Financial Liabilities					
Trade payables	0.00	0.00	0.00	0.00	0.00

**FOR H. TOSNIWAL AND CO.
CHARTERED ACCOUNTANTS**

**CA. HARISHANKAR TOSNIWAL
(PARTNER)
M. No.: 055043
FRN: 0111032W**

**Place: SURAT
Date: 22/05/2023
UDIN:23055043BGUZJH6157**

Form No. SH-13-Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,

Megh Mayur Infra Limited,
MHB-11, A-302, Sarvodaya Co- Operative Housing Society Ltd, Service Road,
Khernagar, Bandra (E) Mumbai-400051

I/We _____ residing _____ at _____

_____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1) Particulars of the Securities (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.	
				From	To

2) Particulars of Nominee

Name:		Date of Birth:	
Father's Mother/Spouse Name:		Occupation:	Nationality:
Email id:		Phone No.	
Relationship with security holder:	Address:		
	Pin Code:		

Please affix recent passport size photograph of the Nominee signed across	Signature of Nominee:
---	------------------------------

Name of the Security Holder(s)

Signature

- 1.
- 2.
- 3.

Name of witness:

Signature of Witness with date

Address of witness: _____

_____ Pin code _____

Place:

Date:

Please fill this Nomination form in Duplicate after carefully reading the instruction given below:

- 1 The Nomination can be made by individual's only holdings shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
- 2 The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
- 3 The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
- 4 As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
- 5 If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favor of the nominee but would be transferred in the name of the surviving shareholders.
- 6 The nomination form filled in "**duplicate**" should be lodged with the Registrar and Share transfer Agent of the Company i.e. **M/s. SATELLITE CORPORATE SERVICES P LTD**, Office no.106

& 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka- Mumbai-400072

- 7 The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
- 8 The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
- 9 Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also, in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
- 10 The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
- 11 Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
- 12 Affixing photograph of the Nominee is not mandatory and if affixed the nominee should sign across the photograph.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

Form No. SH-14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules 2014]

Name of the Company:

Registered Address of the Company :

I/We hereby cancel the nomination(s) made by me/us in favour of _____ (name(s) and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled / varied)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) (a) PARTICULARS OF THE NEW NOMINEE/S –

- i. Name :
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. E-mail Id. & Telephone No. :
- viii. Relationship with the security holder:

(b) IN CASE NEW NOMINEE IS A MINOR –

- i. Date of birth:
- ii. Date of attaining majority :
- iii. Name of guardian:
- iv. Address of guardian :

(3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

--

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's name:
- (d) Occupation :
- (e) Nationality :
- (f) Address :
- (g) E-mail id. & Telephone No. :
- (h) Relationship with the security holder(s) :
- (i) Relationship with the minor nominee :

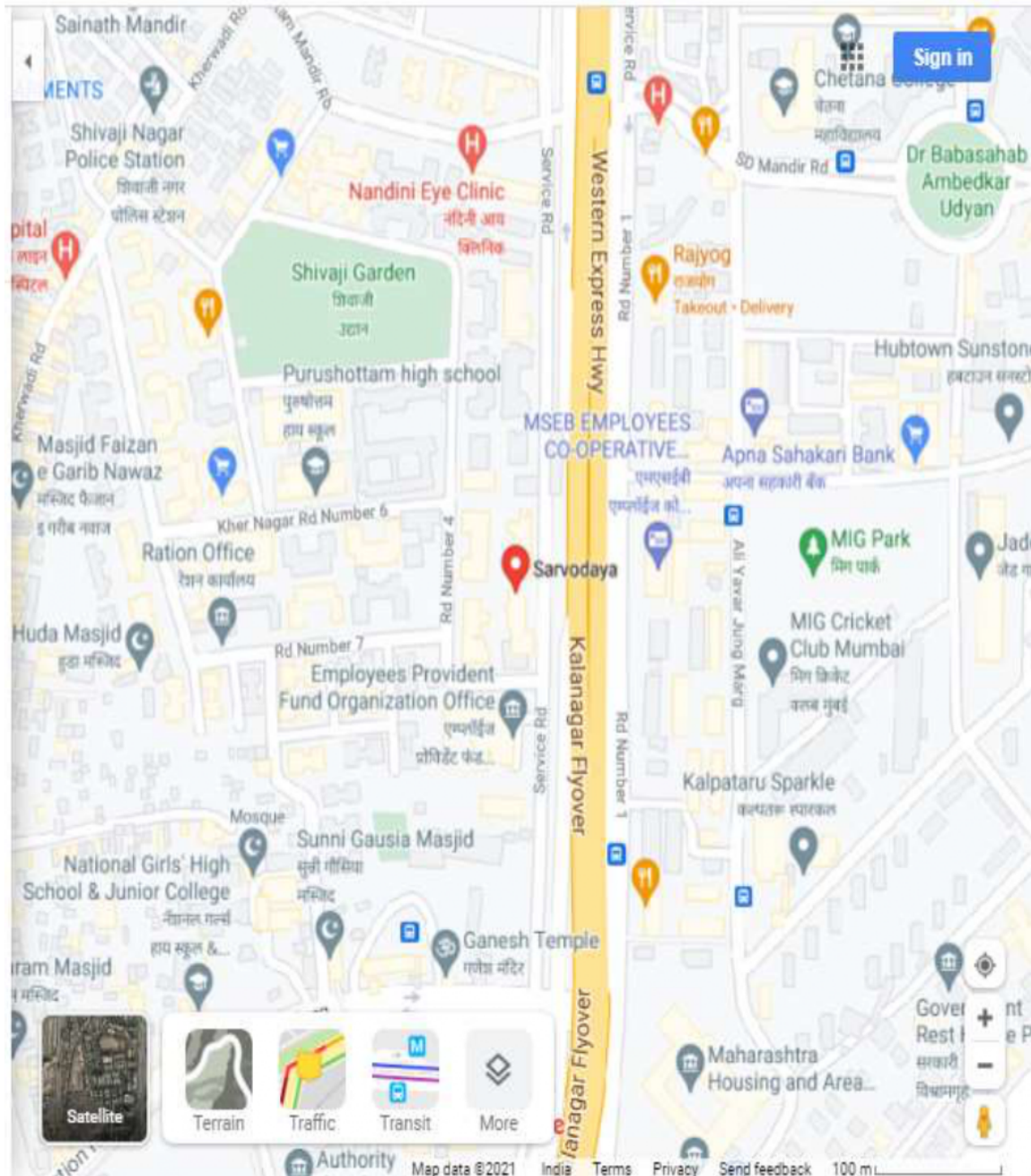
Name(s) and Address of Security holder(s):

Signature(s)

Name and Address of Witness:

Signature(s)

The Route Map of the AGM Venue is given below:



FORM MGT-11
PROXY FORM

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

Name of Member(s):

Registered address:

E-mail ID:

Folio No. / Client ID No. :

DP ID No.:

I/We, being the member holding _____ Equity Shares of Megh Mayur Infra Limited (Formerly known as Poddar Infrastructure Limited and therefore Known as Transoceanic Properties Limited), hereby appoint:

1. Name: _____

Email ID: _____

Address: _____

Signature: _____ Or failing
him/her;

2. Name: _____

Email ID: _____

Address: _____

Signature: _____ Or failing
him/her;

3. Name: _____

Email ID: _____

Address: _____

Signature: _____;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 30th September, 2023 at 11.30 a.m. at MHB-11, A-302, Sarvodaya Co- Operative Housing Society Ltd, Service Road, Khernagar, Bandra (E) Mumbai-400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

Ordinary Business

1. To receive, consider and adopt the Financial Statements of the Company for the Year ended on 31st March, 2023, including the audited Balance Sheet as at 31st March, 2023, the Statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon
2. To appoint Director in place of Mr. Rajendra Suganchand Shah (DIN: 01765634) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider the appointment of Mr. Seiyam Rajendra Shah (DIN: 09094634) as a Director of the Company effective from September 7, 2023.
4. To consider the appointment of Mr. Rajendra Suganchand Shah (DIN: 01765634) as the Managing Director of the Company.

Special Business

1. To consider the appointment of Ms. Hiral Rushang Gandhi (DIN: 10092573) as a Women Non-Executive, Independent Director of the Company.

Signed this _____ day of _____ 2023

Signature of the member(s) _____

Signature of Proxy holder(s) _____

Affix Revenue

Stamp

Note: This Form 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.

MEGH MAYUR INFRA LIMITED
(CIN: L51900MH1981PLC025693)
Regd. Office: MHB-11, A-302, Sarvodaya Co- Operative Housing Society Ltd, Service Road, Khernagar,
Bandra (E) Mumbai-400051
Tel No: -02228993841E-mail: grievances@meghmayur.com Website: www.meghmayurinfra.com

ATTENDANCE SLIP
FORTY SECOND ANNUAL GENERAL MEETING
Saturday, the 30th September, 2023

Regd. Folio No./DP ID/Client ID_____

Name of the Member/Authorises

Representative_____

Name of the Proxy holder_____

Number of shares held_____

I certify that I am a registered share holder/Authorised Representative/Proxy for the Registered Shareholder of the Company.

I hereby record my presence at the 41th Annual General Meeting of the Company at MHB-11, A-302, Sarvodaya Co- Operative Housing Society Ltd, Service Road, Khernagar, Bandra (E) Mumbai-400051 at 11:30 a.m. on Saturday, the 30th September, 2023.

.....

Member's / Authorised Representative's /Proxy's
(Name in block letters)

.....

Member's/ Authorised Representative's

Note:

- 1. Only Members/Authorise Representative/Proxy holder can attend the meeting.**
- 2. Members/Authorised Representative/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.**

BOOK POST

If Undelivered please return to:

MEGH MAYUR INFRA LIMITED
Registered Office: MHB-11, A-302, Sarvodaya Co- Operative Housing Society Ltd, Service Road,
Khernagar, Bandra (E) Mumbai-400051