



# PAVING THE PATH TOWARDS AN INNOVATIVE FUTURE

Annual Report 2022-2023



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# Steering Towards a Brighter Better Tomorrow

## Our Journey Towards Paving The Path Towards An Innovative Future

At Markolines, we are committed to creating a better and safer pathway through every project we undertake. We believe that a strong highway network is the backbone of a thriving economy, and we take pride in being a changemaker, leader, and revolutionary in highway management and maintenance.

Our journey has been dedicated to building a legacy of empowerment and boosting the Indian Highway Network. As India takes a bold step in taking center stage on the global economic landscape, Markolines is here to support this growth with infrastructure brilliance and continual support to strengthen economic corridors in the country. Quality is at the center of all our growth activities, and we are dedicated to maintaining this focus.

As more global investors, manufacturing giants, and Silicon Valley leaders choose India as a booming economic hub, we take charge of making India's highway network conducive for ease of business. Our robust team works in synergy with state-of-the-art equipment, matched with a touch of innovation, to deliver excellence.

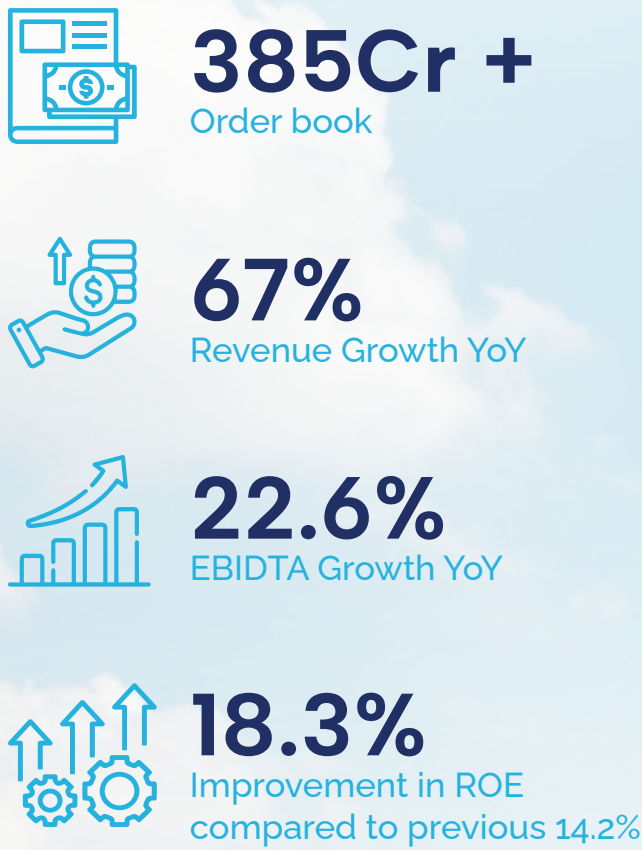
Our approach, backed by a track record of success in highway management and maintenance, has made us the largest O&M Company in the highway sector in India. Our growth is fueled by an exclusive technology center and R&D activities, which is a testament to our commitment to quality. Our vision, coupled with a winning culture that prioritizes integrity and efficiency, ensures unmatched dedication to safety.

At Markolines, we remain committed to building a better, safer future for everyone through our projects and services.

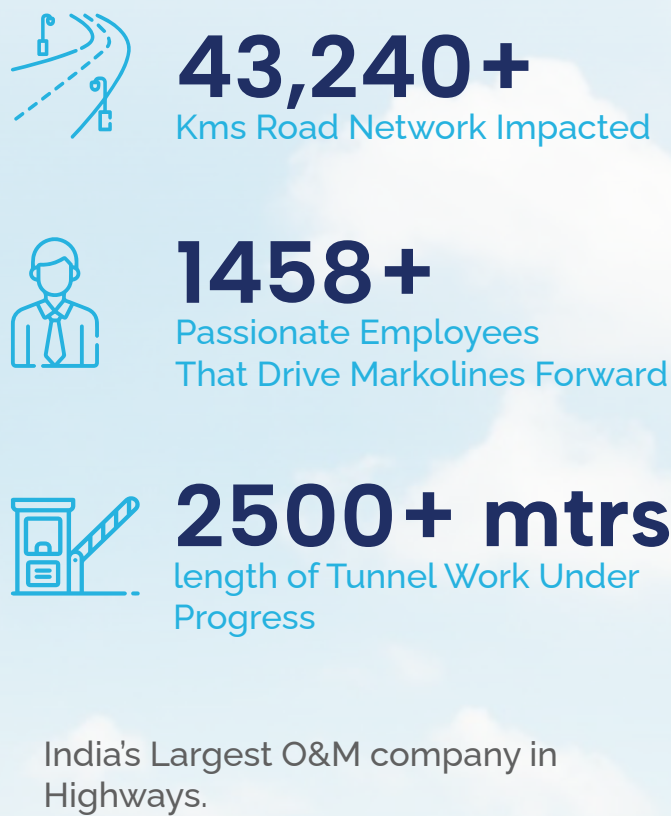


# Transformative Milestones

## Key Financial Milestones



## Milestones That Matter



## Key Company Growth Milestones





# Chairman Address



**Mr. Sanjay B. Patil**

Founder, Chairman and Managing director

Dear Shareholders,

I am pleased and proud to address you today as the Chairman and Managing Director of our esteemed company. It is with immense satisfaction that I share with you the incredible news of our company's outstanding performance over the past year, boasting a remarkable 67% year-on-year growth in revenue.

This extraordinary achievement is a testament to our unwavering commitment to operational excellence and the remarkable performance of our dedicated team. It is through their hard work, determination, and tireless efforts that we have been able to attain such unprecedented success. I extend my heartfelt gratitude to each and every member of our team for their unwavering dedication.

In our pursuit of growth, we have made strategic investments in new technologies and cutting-edge machinery to better serve our customers' evolving needs. This approach has not only enhanced our production capabilities but has also enabled us to maintain the highest standards of quality and innovation in our products and services.

With the immense and growing potential in our industry, we are committed to exploring new market opportunities and capitalizing on them to the best of our abilities. We remain firmly dedicated to staying on the growth spree, continuously evolving, and adapting to the dynamic market landscape.

Our success would not have been possible without your trust and support as valued shareholders. Rest assured, we are resolutely focused on delivering value and sustained growth for our investors. As we look ahead, we are excited about the possibilities and opportunities that the future holds for us.

In closing, I want to express my gratitude once again for your unwavering support and trust in our company. Together, we will continue to work diligently to achieve even greater heights and create lasting value for all our stakeholders.

Thank you for your continued trust and faith in our company.

Warm regards

**Mr. Sanjay B. Patil**

# CFO's Address



**Mr. Vijay R. Oswal**

Founder & Chief Financial Officer.

Ladies and gentlemen,

I am honoured to stand before you today as your Chief Financial Officer to present our annual report. It brings me immense pleasure to report that our company has achieved remarkable success over the past year, with a staggering 67% year-on-year growth in revenue. This impressive growth is a testament to our unwavering commitment to financial discipline and control.

Our journey towards financial excellence has been guided by a steadfast dedication to utilizing every rupee efficiently. We have meticulously optimized our resources, streamlined processes, and embraced cost-effective strategies, ensuring that every expenditure contributes to our overall success.

Furthermore, I am delighted to inform you that we are actively working towards implementing a state-of-the-art Enterprise Resource Planning (ERP) system. This will provide us with real-time data, enhancing our decision-making capabilities and operational efficiency. With the new ERP in place, we will

have a comprehensive view of our business at our fingertips, enabling us to make more informed and agile financial decisions.

As shareholders, your trust and support have been instrumental in our achievements. We remain committed to delivering value and sustained growth. Our unwavering focus on financial prudence and our investment in cutting-edge technology will ensure that we continue to thrive in an ever-evolving market.

Thank you for your trust, and I look forward to the exciting journey ahead as we continue to create value and drive our company to even greater heights. Together, we are forging a prosperous future for our shareholders and our company.

Yours Sincerely,

**Mr. Vijay R. Oswal**





## About Markolines

Markolines has been a trailblazer in the O&M of the highway foray, playing a crucial role in supercharging India's highway management and maintenance, empowering India towards global success. Established in 2002, Markolines started with Thermoplastic Road Marking, introducing extrusion technology for road marking in India.

The company has always placed a primary focus on innovation and maximizing the use of technology. This sentiment of innovation resulted in the company being a pioneer in reintroducing and reviving micro surfacing as a technique in India, which further catalyzed the growth of the micro surfacing industry in India, with more players entering the market. Taking the innovation baton forward, the company also introduced Cold In-Place Recycling (CIPR) techniques in the Highway sector in India.

Today, Markolines holds a strong PAN India presence and has expanded its service portfolio to provide a complete spectrum of services in Highway maintenance. Now, the service portfolio includes Major Maintenance and repairs (MMR), Specialized Maintenance services, and specialized construction activity. Over the years, Markolines has achieved phenomenal success in the sector and has come a long way since being listed on the BSE SME platform.

The firm continues to invest efforts, manpower, and resources in innovation. After venturing into the specialized Construction activity of FDR & soil stabilization construction, Markoline has ventured into another specialized construction activity of tunnelling. The company's dedication to delivering unmatched quality and excellence has led to a remarkable growth of 67%, resulting in a 300Cr+ turnover.

Markolines boasts a team of expert and experienced individuals managed by empowering leadership that drives the company forward. Markolines' winning culture lies at the centre of its achievements. Today, As India lies at the cusp of infrastructural transformation, Markolines plays a pivotal role in supporting this growth by helping the segment by maintaining the highways to deliver the highest performance. With its mantra, "Paving The Path Towards An Innovative Future," Markolines promises to deliver solutions that are fuelled with innovation even in the future.



# Our Service Categories Include

## HIGHWAY MAINTENANCE

- PREVENTIVE MAINTENANCE
- MAJOR MAINTENANCE & REPAIRS (MMR)

## SPECIALIZED MAINTENANCE SERVICES

- MICRO SURFACING
- COLD IN PLACE RECYCLING (CIPR)
- FULL DEPTH RECLAMATION (FDR)

## SPECIALIZED CONSTRUCTION SERVICES

- SOIL STABILIZATION
- TUNNELING

### Highway Maintenance

It involves removing one or more layers of the existing road and replacing them with new ones. Being Major Projects, it requires meticulous planning and careful execution. Markolines understands that different factors, such as weather, traffic volume, and geographical location, can impact the roads. Considering this, our team of experts is well-equipped to handle any repairs, replacements, or maintenance projects that come our way. Above all, we prioritize our endeavors' health, safety, security, and environment (HSSE). We stay updated on the latest innovation trends research, and implement these for better highway maintenance.

Services managed under Major Maintenance & Repairs:

- Pavement Milling
- Bituminous Overlay / Resurfacing
- Repair and Rehabilitation of Pavement
- Cold In-Place Recycling (CIPR)
- Repair / Replacement of Road Furniture like MBCB, RPM, Blinkers, and Pavement Markings etc.



## Specialized Maintenance Services

**Micro surfacing:** Micro surfacing is an innovative pavement preservation technology. It's success greatly depends on the right materials, machinery, and manpower. With our team of experienced technicians and exclusive Technology Centre, we guide the execution team to ensure that the highest standards are achieved.

### Why we excel?

- Own fleet of Micro surfacing Pavers
- Adherence to World-class Standards of Quality
- Captive Technology Centre for QA/QC
- Tie-ups with international organisations for – Pavers and allied machinery

**Cold In Place Recycling:** Cold-in-Place Recycling (CIPR) has become a popular method for rehabilitating pavements in major construction projects worldwide. This is due to its numerous benefits. Markolines is fully equipped for this task, with an extensive fleet of machines and a team of qualified and experienced professionals who excel in executing CIPR activities across India. We take great pride in providing our clients with top-notch service and ensuring that all projects are executed to the highest standards.

**Full Depth Reclamation:** As our expertise grew, we ventured into collateral areas that benefit the highway network. And thus, we began offering FDR services. Full-depth reclamation is a proven and reliable technology that effectively addresses base and subbase failures, as well as new construction projects. With our process, we reduce costs, improve base strength and execute full-depth reclamation projects across the country. We take great pride in delivering top-notch service and ensuring that all projects are executed to the highest standards, backed by a team of experienced and qualified professionals and an extensive fleet of machines.



## Specialized Construction Services

**Soil Stabilisation:** A strong foundation is essential to build and sustain roads that last in the long haul. Our soil stabilization services help improve low-bearing soil by adding factors such as cement, lime, or chemical agent. The FDR method is a well-accepted methodology that ensures the sturdy formation of a base for rehabilitating roads. Thus offering higher resistance values, reduction of plasticity and lower permeability, and reduction of pavement thickness among more.

**Tunneling:** This service possesses a level of expertise, execution, and deliverance, all of which are a part of the Markolines ethos. India's diverse terrain presents a significant opportunity for the construction of tunnels in various infrastructure industries such as roads, railways, and pipelines. In order to improve convenience, distance, and logistic speed, tunnels can be constructed underground or underwater. We possess a unique skill set and specialized machinery with varying degrees of complexity depending on function and safety requirements. We ensure proper planning, excavation, and reinforcement techniques. In addition, we prioritize worker safety, emphasizing equipment precision that enables us to carry out tunneling projects of high quality and accuracy.





## Vision

Markolines strives to be in the prime position for Highway O&M Service through cutting-edge technology and execution excellence. We pledge to uphold the values of honesty, transparency, and integrity at every step of our journey toward a better future. We are paving the path towards unlimited possibilities to develop into an Indian MNC to deliver high-quality solutions for managing and operating infrastructure assets.



## Mission

Markolines endeavors to enhance its potential for innovation, quality, and speed to be the most trusted and reliable O&M company. We aspire to serve people across the world by expanding the boundaries of possibilities and delivering efficient solutions for infrastructure needs, staying focused on sustainability and safety at all times. We apply superior O&M services to manage high-quality infrastructure through highly skilled resources and innovative technology.



## Core Values

Our foundation is rooted in the values that guide us through our journey toward success.

### FOR THE COMPANY

Markolines is driven by innovation to derive out-of-the-box solutions. We understand the unique needs of our customers and offer reliable services.



### FOR THE TEAM

We nurture a sense of equality among our team members and offer them ample opportunities to pursue their passion and grow.



### FOR THE COMPANY

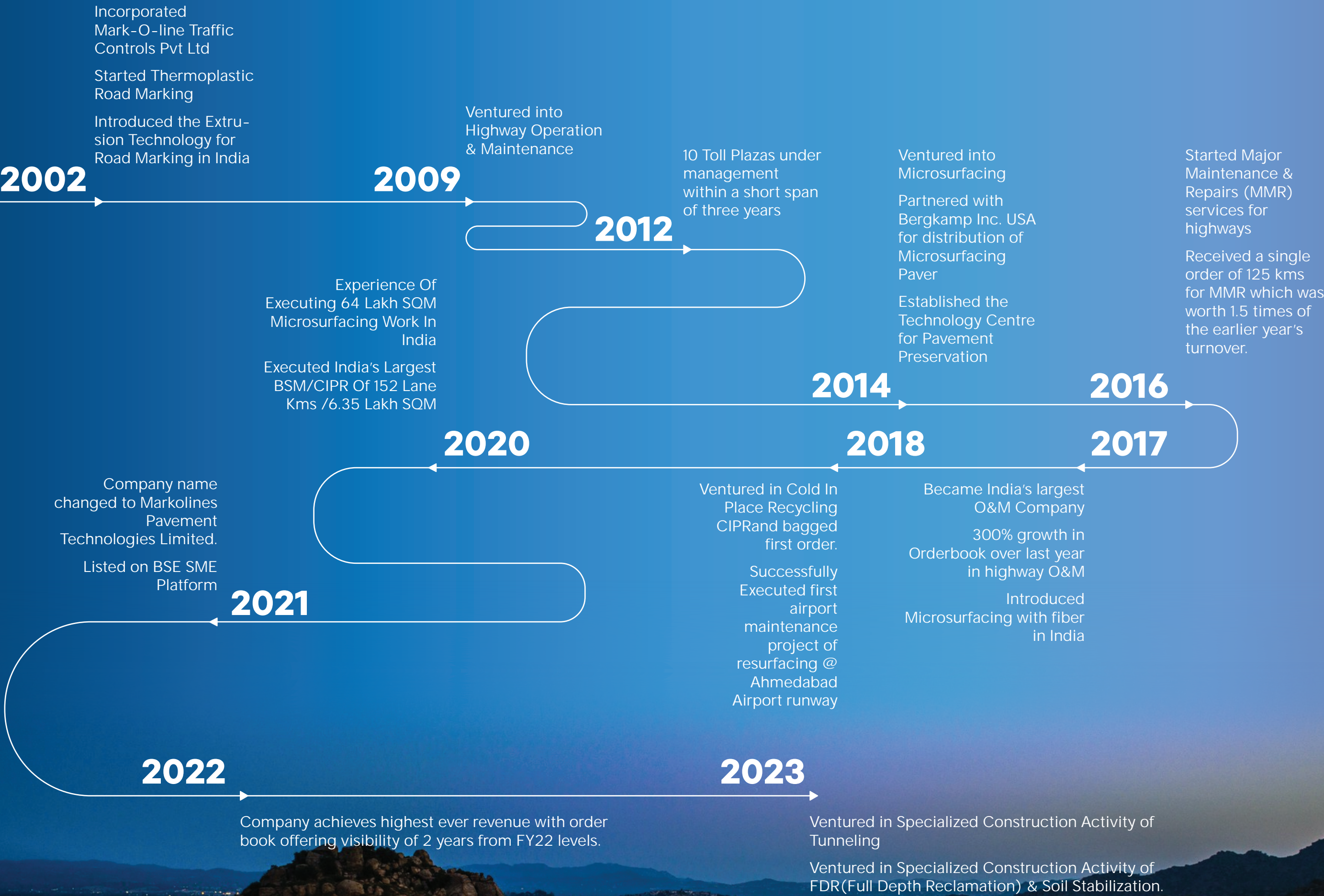
We are committed to surpassing customer expectations and achieving customer loyalty with our excellent services delivered on schedule.

We adhere strictly to ethical practices to aim for 100% customer satisfaction with integrity.





# Our Eventful Journey





## Our Strengths



### Regional Nuances

Creating road networks requires regional understanding and culturally sensitive that we vehemently adhere to



### Risk Management

Our risk appetite is carefully a calculated, well-informed one allowing us to scale growth



### Customer Satisfaction

At Markolines, the customer will always be our number one priority; it is the foundation that we thrive on



### Regulatory Compliance

Financial Integrity: We ensure the company's security and growth stability by ensuring utmost importance is placed on financial integrity; we are dedicated to adhering to and maintaining financial discipline.



### Ethical Practices

Our business motto rests on transparency and trust, and therefore we prioritize ethical practice every step of the way



### HSSE Focused

Health, safety, security, and environment are non-negotiable aspects of our business, and we take them very seriously.



### Technologically Driven

Technologically Driven: At Markolines, change rests on technology. We are dedicated to incorporating technology in processes and innovation and imbibing the latest tech every step of the way.

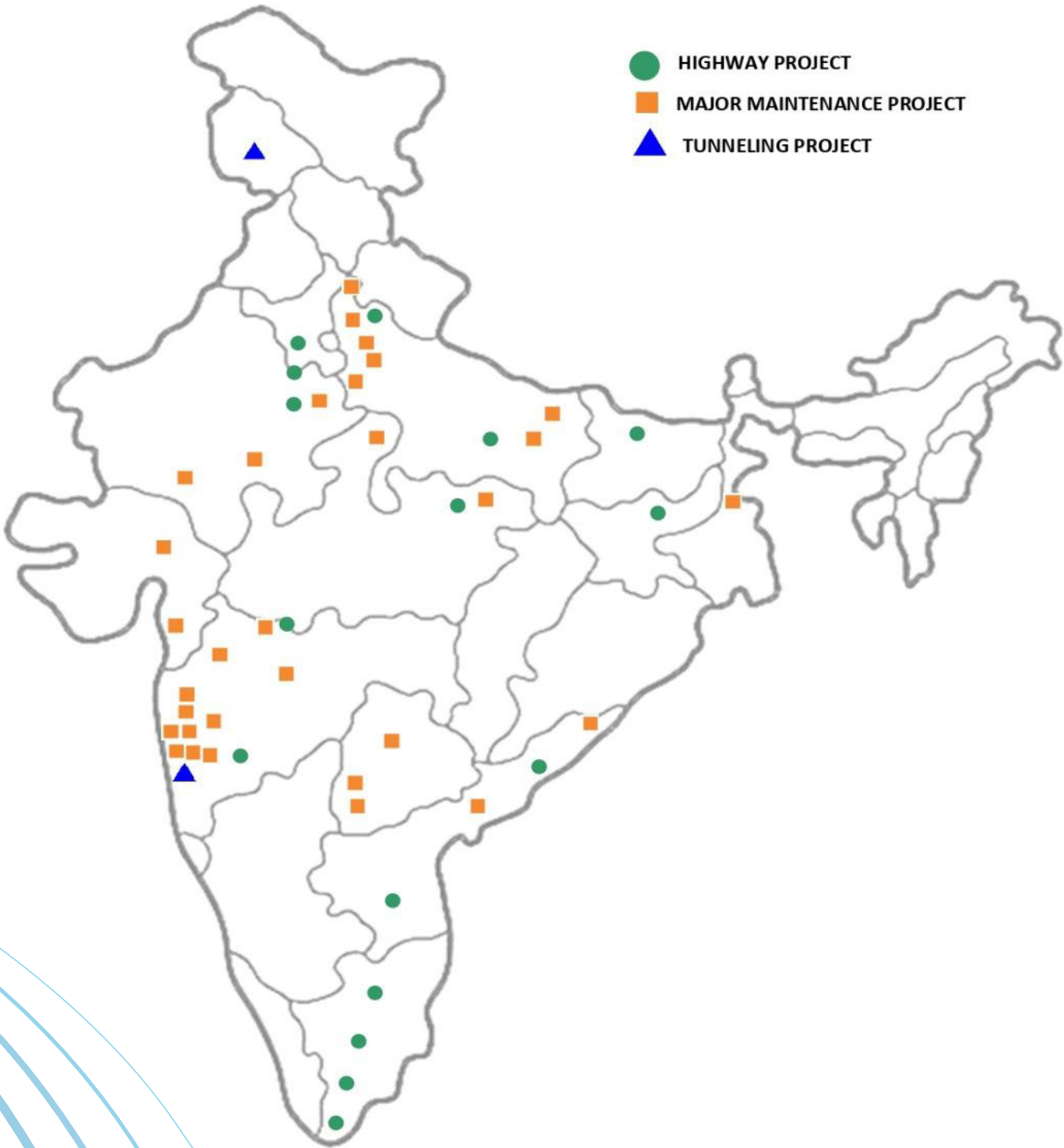


### Leading With Integrity

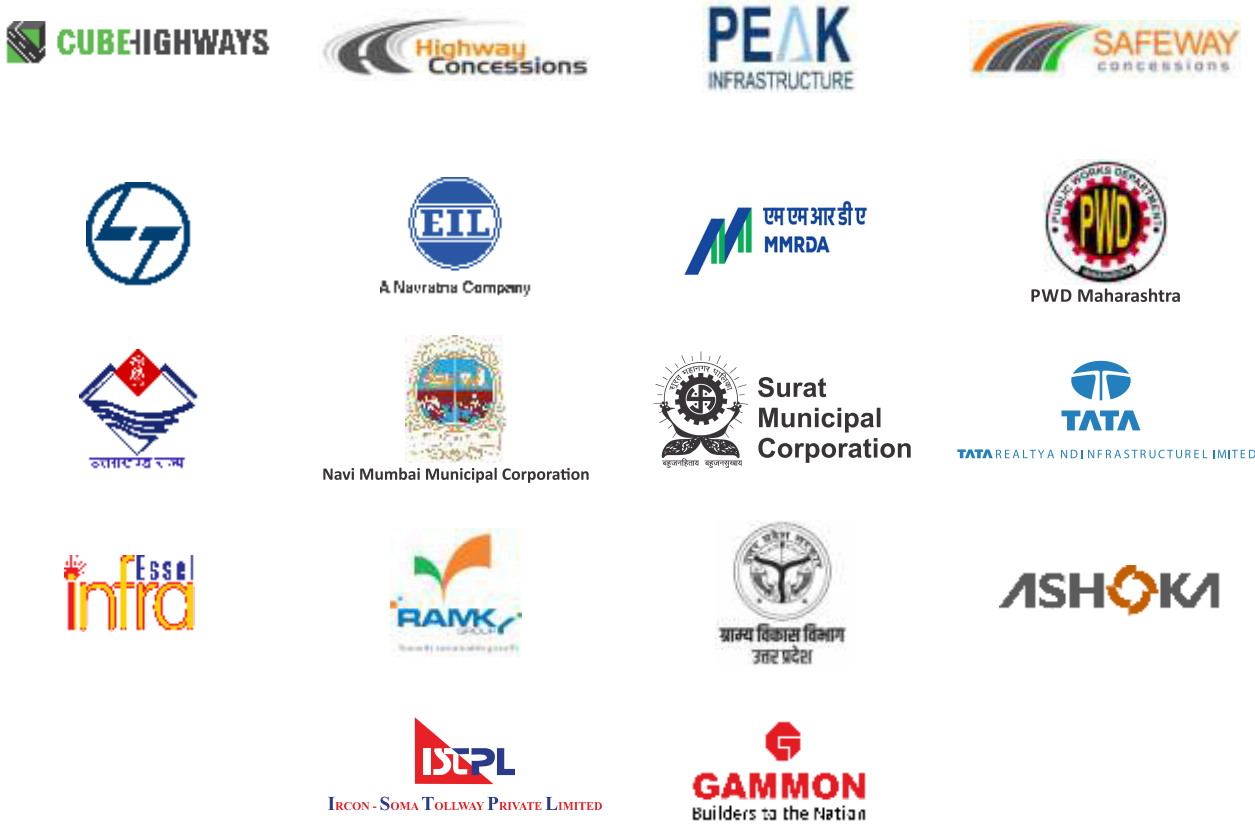
We believe in trudging forward with utmost integrity, unretiring resilience, and unwavering faith in our products and services.



# Our Project Network



# Our Esteemed Clientele





# Board Of Directors

## Mr. Sanjay Bhanudas Patil

### Founder, Chairman & Managing Director

Mr. Patil is the founder and Chairman & Managing Director of the Company. He has completed a diploma in Mechanical Engineering with over 20 years of experience in Trading Industrial Goods, Construction, Infrastructure, O&M and allied services. He is responsible for developing and successfully executing the company's strategic business plans



## Mr. Karan Atul Bora

### Executive Director

Mr. Bora is the Executive Director of the Company. He holds a bachelor's degree in Civil & Environmental Engineering from Cardiff University Prifysgol Caerdydd, U.K. He is an Innovative thinker with Broad-Based Expertise across divisions in operations, finance, project management and business development. He has proven ability to quickly analyse key business drivers and develop strategies to grow the bottom-line.



## Mrs. Kirtinandini Sanjay Patil

### Non-Executive Director

Mrs. Patil is the Non-Executive Director of our Company. She is an accomplished interior designer with rich experience and a strong background in project management & space planning. She has independently completed over 50 projects of renovating, designing, re-planning, and re-structuring (non-architectural) living places, independent houses, and offices.



## Mrs. Anjali Shivaji Patil

### Independent Director

Mrs. Anjali Shivaji Patil aged, is an Independent Director of our Company and has over 17 years of experience in Quality Management Systems. She has completed her Bachelor of Science and Diploma in Business Management from the University of Pune. She has also completed her Master in Management Science in Marketing Management, Master in Business Studies in Human Resources Management, and Postgraduate Program in Financial Management. She is a keen planner, strategist, and implementer with expertise in the preparation of detailed objective-based business plans.



## Mr. Akash Manohar Pathak

### Independent Director

Mr. Pathak is an Independent Director of our Company. He holds a bachelor's degree in Chemical Engineering from the University of Pune and has an experience in Business development & techno-commercial of over 30 years in Heavy Industry/Power/Food & Beverage/Refinery in handling resins, R.O. chemicals, cooling water chemicals, boiler water chemicals, fireside chemicals, and polymers.



## Key Personnel:

## Mr. Vijay Ratanchand Oswal

### Founder, Chief Financial Officer

Mr. Oswal is the Founder & Chief Financial Officer of the Company. He holds a bachelor's degree in Chemical Engineering from the University of Pune, with over 20 years of experience in various fields such as Manufacturing, Automobiles, Finance, Real Estate, and Construction. He plays a pivotal role in managing cashflows and allocating budgets to ensure maximum success. He also holds expertise in handling technical affairs and overseeing project execution.



## Mr. Parag Sudhir Jagdale

### Company Secretary and Compliance Officer

Mr. Jagdale is the Company Secretary and Compliance Officer of the company. He completed his LLB from the University of Pune in the year 2010. He is an Associate Member of the Institute of Company Secretaries of India and has an experience of over 3 years in the field of Secretarial and legal. His role includes overseeing legal and financial compliance, record management and being a key advisor to the board.





Leadership Team Includes:



**Mr. Srinivas Nagarkar**  
Director Technical



**Mr. Niyan Momin VP**  
Highway Maintenance



**Mr. J.B Singh**  
Head-Business Development



**Mr. B. Satpathy**  
Sr. VP – MMR



**Mr. Intzar Ali**  
DGM – Maintenance



**Mr. Ramveer Singh**  
Head – BD (O&M)



**Mr. Mahinder Singh**  
Head – BMU



**Mr. Prashant Mohite**  
Chief Administrative Officer



**Ms. Unnati Jiandani**  
AVP – Accounts





# Leading with Innovation

## Tunneling:

Keeping our promise of innovation in tunneling the previous year, we worked dedicatedly to navigate forward in this area. This year, the team successfully undertook critical tunneling projects and worked hard on the same to take them to completion. Due to the vast expanse and variety of terrain across India, there is a huge scope and potential for building tunnels in various infrastructure industries like Highways, Railways, and Hydro projects.

The process of tunneling demands a unique set of skills and specialized machinery. Engineers and construction teams must possess expertise in tunnel design, ground investigation, and risk assessment to ensure the structural integrity and stability of the tunnel. The selection and operation of suitable machinery are crucial for excavating through various rock formations and soil types, maintaining safety throughout the process. The company has invested dedicated efforts, teams, and resources to build capabilities on this front. This involves utilizing experts who have experience in handling critical tunneling projects that can have a major positive impact on a particular geographical location. We are set to empower and enable various road networks, smooth congestion, and improve connectivity with the help of high-quality, seamless tunneling projects that we undertake.

# Awards and Recognition

Our relentless dedication to delivering excellence has been time and again recognized by leading pertinent bodies and customers across India. We aim to continue our zest to offer seamless O&M solutions to our country and beyond.

We appreciate the organizations and express our humble gratitude for recognizing our efforts and awarding us for it.

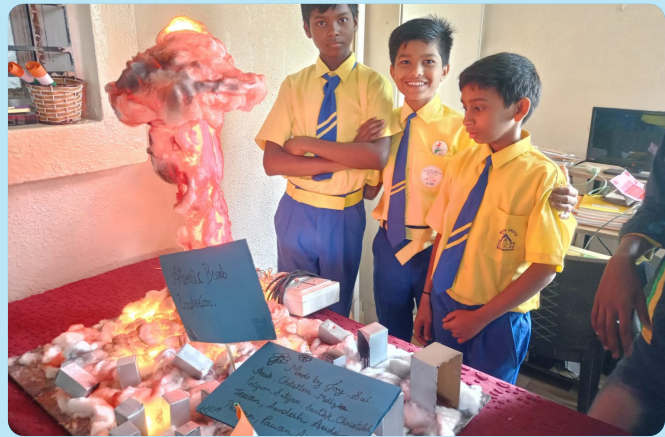




# CSR Activities: Markolines Cares

Our company strives to make a difference and deliver an impact that counts. We are committed to serving society and giving back as a part of our corporate social responsibility. Our efforts have been dedicated to helping underprivileged children get equal access to health and education. With our contribution, we help to support a charity that prioritizes the basic health and education needs of the most severely hit category, the underprivileged children, Scheduled caste, and nomadic tribes children who struggle to access basic rights.

- Our contribution helps these children in the following ways
- Improving the quality of life in needed children
- Eradicating hunger, poverty, and malnutrition
- Promoting healthcare, including preventive healthcare





# Statutory Reports

## Management Discussion & Analysis

### Global Economy

The global economic market today is myriad of challenges and roadblocks; however, various growth catalysts deliver hope, too. One of the biggest challenges is the ongoing trade tensions between major economies, such as the United States and China, which have led to increased uncertainty and unpredictability in the markets.

As per data published on the World Economic Outlook, there has been a slightly higher economic performance than predictions; however, the overall performance remains weak when compared to historical data. Headline inflation is anticipated to decrease globally, with a projected drop from 8.7 percent in 2022 to 6.8 percent in 2023 and 5.2 percent in 2024. However, underlying (core) inflation is expected to decline at a slower pace, and the estimations for inflation in 2024 have been adjusted upward. There is an increase in technological adoption, scale-up in technology, and the era of artificial intelligence and blockchain that can help businesses boost, grow, and innovate. While the overall global economic market is complex and dynamic, there is a lot of untapped potential for businesses looking to navigate these roadblocks effectively.

If there is an escalation of the conflict in Ukraine or a surge in weather-related disasters, it could lead to an intensification of the economic volatility. This may include measures such as increasing interest rates or tightening lending standards, which can help to control inflation and stabilize the economy, but may also lead to slower economic growth and higher borrowing costs for businesses and individuals.

However, growing economies within emerging markets of India and South East Asia present growth opportunities. While the overall global economic market is complex and dynamic, there is a lot of untapped potential for businesses looking to navigate these roadblocks effectively.

### Indian Economy

According to the India Development Update published by the World Bank, India's growth has shown resilience despite some signs of slowing down. Despite the significant challenges posed by the global environment, India has remained one of the fastest-growing economies in the world. The growth rate is estimated to remain robust, with an expected growth of 6.9 percent for the full year, and a real GDP growth of

7.7 percent year-on-year during the first three quarters of fiscal year 2022/23. However, there were some signs of moderation in the second half of FY 22/23. Investment activity was strong, boosted by the government's capex push and buoyant private consumption, especially among higher-income earners. Though inflation remained high, averaging around 6.7 percent in FY22/23, the current account deficit narrowed in Q3 due to strong growth in service exports and easing global commodity prices.

To control inflation, the Reserve Bank of India has withdrawn accommodative measures by hiking the policy interest rate. Despite this, the financial sector in India remains strong, supported by improvements in asset quality and robust private-sector credit growth. The World Bank projects that India will remain the fastest-growing major economy in the world between 2021 and 2024.

Despite the challenges posed by the COVID-19 pandemic, India's economy has continued to grow, albeit at a slower pace. The government has implemented various measures to boost growth, such as tax cuts and infrastructure spending. The Indian government also announced various measures that can help boost growth; this includes tax cuts and reforms, increased spending on infrastructure capabilities, improved technology, and supporting businesses with the right policies. In addition, there has been a focus on ease of doing business in India with the help of various government initiatives such as 'Make in India' and other such favorable initiatives.

### Industry Overview

Infrastructure is widely recognized as a crucial driver of economic growth, and it traditionally refers to physical assets such as roads, ports, and power transmission lines. However, in recent years, India's growth trajectory has been closely linked to a strong emphasis on not only physical but also social and digital infrastructure.

The Budget 2023 has given a significant boost to these three dimensions of infrastructure development, which collectively accelerate inclusive growth. The targeted investments will not only create essential physical infrastructure and improve connectivity, which will fast-track the movement of passengers and freight but also generate employment opportunities, stimulate private investments, and provide a buffer against global challenges.





Highlights of Budget 2023–2024

In the previous Budget, i.e., Budget 2022–23, India focused on reviving the economy by investing in various infrastructure projects. In the upcoming Budget, the infrastructure sector is expected to receive a similar amount of investment to support India’s goal of becoming a USD 5 trillion economy by 2025. If there is an escalation of the conflict in Ukraine or a surge in weather-related disasters, it could lead to an intensification of the war’s economic volatility. This may include measures such as increasing interest rates or tightening lending standards, which can help to control inflation and stabilize the economy but may also lead to slower economic growth and higher borrowing costs for businesses and individuals.

The total net budget allocation for the current fiscal year, 2023–24, is INR 764.32 billion, with the highest share allocated towards PMAY (U) (33 percent) and MRTS/Metro projects (30 percent). This includes metro rail, transport planning, capacity building in urban transport, and the National Capital Region Transport Corporation. Over 60 percent of the total net allocation has been earmarked for these two activities.

The Ministry of Railways received a record allocation of Rs 2.4 lakh crore in the current fiscal year, which is roughly nine times the allocation in 2013–14. This is the highest-ever budgetary allocation for the ministry.

Similarly, the Ministry of Road Transport and Highways received a 36% increase in its Budget, with an allocation of about Rs 2.7 lakh crore. This allocation will help to accelerate the development of road infrastructure across the country, including the construction of highways, bridges, and expressways.

The government reforms and initiatives offer tax relief measures for development agencies engaged in urban planning and development, including housing, and will now be entitled to exemption on their income. This is a welcome move towards incentivizing planned development and encouraging a paradigm change in urban planning practices.

It is essential to emphasize the need for a shift in urban planning practices to guide future urban growth. The proposed measures include improving urban planning knowledge and offering certified training to ensure a skilled workforce that can deliver well-planned urban development projects.

PM Gati Scheme:

The PM Gati Shakti Scheme is aimed at ensuring integrated planning and implementation of infrastructure projects over the next four years. The scheme is designed to expedite work on the ground, save costs, and create employment opportunities. This initiative will help to improve the connectivity of various regions and sectors of the country, which, in turn, will help to drive economic growth.

The Bharatmala Scheme:

Bharatmala Pariyojana envisages 60% of projects on Hybrid Annuity Mode, 10% of projects on BOT (Toll) Mode, and 30% projects on EPC mode, respectively. The total aggregate length of 25,713 km with a total capital cost of Rs. 7,81,845 crores have been approved and awarded till date under Bharatmala Pariyojana (including 6,649 km length of residual NHDP with a total capital cost of Rs. 1,51,991 crore). Out of the total approved 25,713 km, an aggregate length of 14,317 km have been approved on EPC mode, an aggregate length of 10,989 km on HAM mode and an aggregate length of 408 km on BOT (Toll) mode.



Road Transport Budget 2023–34 Highlights

- The highest-ever budget allocation of Rs 2.7 lakh crore for the Ministry of Road Transport and Highways, with a focus on improving road infrastructure across the country.
- The development of 8,500 km of highways and 3.5 lakh crore under the Bharatmala Pariyojana Phase II, with an investment of Rs 3.5 lakh crore and 1.03 lakh crore respectively.
- The development of 2,000 km of coastal and port connectivity highways under the Sagarmala Pariyojana, with an investment of Rs 60,000 crore.
- The development of greenfield expressways, with an investment of Rs 20,000 crore under the Bharatmala Pariyojana.
- The launch of the National Monetization Pipeline, which aims to leverage infrastructure assets, including highways, for monetization.

Road Maintenance Budget Highlights 2023–2024

- The allocation of Rs 50,000 crore for the Pradhan Mantri Gram Sadak Yojana, which is aimed at providing all-weather road connectivity to rural areas.
- The allocation of Rs 5,000 crore for the set-up of the National Road Safety Board, which will focus on improving road safety measures.
- The allocation of Rs 100 crore for the development of the National Road Safety Policy.
- The allocation of Rs 200 crore for the development of the National Highways Excellence Awards which will recognize and encourage excellence in the development and maintenance of national highways in India.

Company Overview

Markolines Pavement Technologies Limited is a company that operates and maintains highways in India. The Company is known for its innovative approach and commitment to adopting new technologies in pavement preservation, which has helped it pioneer the introduction of the latest technologies in the Indian market. By offering higher efficiency, cost-effectiveness, and environmentally friendly solutions, Markolines has managed to stay ahead of the competition and maintain its leadership position. The Company provides specialized maintenance services that further enhance its competitive edge.

Business Overview

Markolines has played an integral role in empowering the highway maintenance that helps strengths India’s infrastructure network.

Financial Performance and Analysis

The Company has seen a surge in the overall revenue percentage and an improved topline that has translated into our success this year. An excellent team coupled with a seamless implementation strategy has been a game-changer for the firm’s performance. We have worked with resilience to maintain operational excellence and maximize shareholder value.

Order inflow and order book:

Markolines’ commitment to maintaining order book visibility promotes transparency and trust, making us a preferred partner in the industry. Our emphasis on these values has made us an industry leader in O&M services.

The Company secured new orders worth ₹ 3850 Mn for the year 2022–23, reflecting an increase of 1.2% over the previous year. The unexecuted order book stood at ₹ 3850 Mn as of 31 March 2023.

Revenue from operations

The Company revenue rose by 67% y-o-y to ₹ 3118 Mn for the financial year 2022–23 from ₹ 1866.43 Mn for financial year 2021–22.

Operating Cost PDBIT

In line with revenue growth. These expenses mainly comprise changes in inventories, employee benefit expenses, finance costs and other expenses. The increase in other expenses is mainly on account of subcontracting charges for a certain work.

Staff expenses for the financial year 2022–23 at ₹426.68 Mn increased by 6% as compared to the previous year, amounted to ₹ 400.97 Mn mainly due to Salaries, wages, and bonus. The orderbook of the Company is a testament to the increase in growth potential that the Company is on a growth trajectory resulting in a consequent revenue increase. Operating profit (PBDIT) grew by 22.6% y-o-y at ₹ 282.30 Mn for the financial year 2022– 23 as compared to ₹ 230.30 Mn in the previous year. Depreciation and Amortization Expenses for the financial year 2022–23 decreased by 14.5% at ₹ 22.62 Mn as compared to ₹26.47 Mn in the previous year.

Other Income

Other income for the financial year 2022–23 increased as compared to the previous year witnessing a difference by 145% growth at ₹ 6.26 Mn as compared to ₹2.55 Mn of the previous year.

Finance Cost

The interest expense for the financial year 2022–23 at ₹ 32.98 Mn saw an decrease by 40% comparison to ₹ 54.94 Mn for the previous year due to (reduction in stamp duty, processing charges). The average borrowing cost for the year 2022–23 was contained at 9.5% p.a. through effective financing and judicious selection of type & tenor of the fresh borrowings

Profit After Tax

Profit after Tax (PAT) at ₹ 157.45 Mn for the financial year 2022– 23 saw a growth by 55.77% as compared to ₹ 101.08 Mn in the previous year.

Earnings Per Share

Earnings per share (EPS) for the financial year 2022–23 at ₹ 8.24 recorded an increase of 36% from ₹6.08 in the previous year.

Net Worth and Returns

The Net Worth of the shareholders stood at ₹ 858.20 Mn as at March 31, 2023. Return on Net worth (RONW) for the financial year 2022–23 is 18.35% as compared to 14.23% in the previous year.

Liquidity and Gearing

Total short term and long-term borrowings during the year stood at ₹ 305.47 Mn, out of total borrowings, non-current borrowings and current borrowings are amounting to ₹ 148.97 Mn n and ₹ 156.50 Mn respectively. Cash balances decreased to ₹ 3.43 Mn in the financial year 2022–23 as compared to ₹ 16.03 Mn in the previous year.

Cashflow Statement

Particular	2022–23	2021–22
Net Profit Before Tax	223.79	146.74
Operating Profit Before Work- ing Capital Changes	276.33	229.02
A.Operation Activities	201.24	195.53
B.Investment Activities	222.36	15.18
C.Financing Activities	8.52	223.50
Cash & Cash Equivalents (A+B+C)	(12.60)	12.79
Add: Cash and Cash Equiva- lents at the begining	16.04	3.25
Cash and Cash Equivalents at the end	3.45	16.04

The total borrowings as at March 31, 2023 stood at ₹ 305.67 Mn as compared to ₹268.39 Mn. in March 2022. The gross Debt Equity ratio is 0.36:1 as at March 31, 2023 as compared to 0.38:1 at March 31, 2022.



Outlook

The roads and highway construction sector in India is set to see a surge in opportunities worth trillions of dollars on the Public–Private–Partnership (PPP) mode in the coming years. The PPP Vertical is driving the recycling and monetization of various core infrastructure assets, resulting in significant progress in developing a sustainable asset pipeline and rolling out structured and risk–managed transactions. The PPP models used in road projects include BOT toll, TOT, and HAM.

The government has already begun developing new, flexible policies to create investor–friendly highway development initiatives by monetizing highway assets under TOT and InvIT. Infrastructure companies are also selling their assets to InvITs as a means to monetize their cash–generating infrastructure assets. Investors, including several foreign investors, are acquiring road assets and operating them successfully for long–term annuity income on their investments.

For these investors, road construction, highway maintenance, toll collection, and allied activities are not part of their core business, and hence they look to outsource these activities to O&M players. This opens new doors for O&M companies and will continue to grow over time. There has also been a lot of merger and acquisition activity in the highway and other infrastructure companies recently. Some of the reasons for this M&A activity include the need for companies to consolidate to reduce costs, the desire to expand into new markets, and the need to acquire new technology and expertise. These activities are expected to continue in the future as companies strive to remain competitive.

Our Company recognizes the huge potential that tunnel boring has in India due to its varied terrain and ease of traffic movement, especially with the limited number of players in the industry. As such, we are excited to explore this opportunity. Additionally, we are promoting highway base stabilization technology in Maharashtra to improve the quality of roads in the state, which involves strengthening the foundation, improving load–bearing capacity, and increasing resistance to stress and strain that can cause road deformations and loss of materials. The UP government has already adopted a similar program, and many other states are following suit. Given the vast road network in the country, this has enormous potential in the coming years, and we are eager to seize this opportunity. As a market leader in the Highway O&M sector, we started with just one product and have now grown to offer a complete bouquet of services. We hope to further solidify our position in the near future. Our Company has already made strides in exploring this segment, and we are committed to further exploration, innovation, and expertise in this field.

Risk and Concern (Risk & Mitigation)

1.Capital Intensive

Risk : The Company is a part of an industry that demands high capital investment to operate smoothly. Capital investment in equipment and manpower is inevitable in nature, thus needing debt financing. In addition, working capital requirement for daily operations, purchase of raw materials, mobilization of resources, and other project work before receiving payment from clients is core business working.

Mitigation : The Company has taken strides to optimise its working capital and improve cash flow processes to ensure maximum flexibility. The Company has continued to manage to raise funds at par with its market potential

2.Rising Competition

Risk: Owing to its nature of business, companies can expect

attractive return on investment, making it a lucrative business opportunity that attracts many competitors. This has led to increase in market players within this industry.

Mitigation: Markolines has been one of the pioneers that has empowered this industry, and we are confident in maintain this leadership position owing to our innovation, expertise, skills and capabilities.

3.Input Costs

Risk: The Company is dependent upon various commodity such as steel, bitumen, cement and fuel that are subject to global market volatilities and supply chain inconsistencies. The geopolitical situation further strains costs of these materials resulting in steep increase in cost and shortage issues.

Mitigation: The Company has incorporated escalation clause in contract to buffer these flu cations and has ensured a pass through for input cost escalation is required. Thus cushioning the blow and keeping the margins steady.

4.Skilled Workforce Demand

Risk: This industry demands highly skilled workforce which is currently impacted due to a high demand in workforce. Thus there could be an unmet need in this crucial aspect of business.

Mitigation: The Company ensures it fosters a conducive working environment that encourages growth and a sense of community thus helping employees reach their full potential. This makes Markolines a lucrative company to work with that empowers employee career growth.

Internal Control and Risk Management:

As a company that operates in a dynamic business environment, there are inherent risks that we need to identify, monitor, and mitigate. These risks can be related to our business, operations, finance, unauthorized use of assets, and compliance. To address these risks, we have a system–based approach to risk management, where we continuously work to mitigate risks. Our internal control systems are designed to correspond with the nature of our business, as well as the size and complexity of our operations. We regularly test and certify these risks with the help of our statutory and internal auditors. Our audit committee also reviews the adequacy and effectiveness of our internal control process and systems. We monitor the implementation of audit recommendations to strengthen our risk management systems. Our management team conducts periodic reviews to assess the internal control environment, checks the adequacy concerning the business, and makes relevant recommendations.

Material Developments in Human Resources

Human resources have always been a vital component of our Company. As of March 31, 2023, we employed 1458 permanent employees. We continuously invest in people and people processes to improve human capital for the organization and provide better service to stakeholders. At Markolines, we strive to keep our employees updated with the latest technologies and technical training related to the construction of roads & highways, toll operations, collection processes, and road maintenance activities. Our management team creates a conducive and supportive work environment to help employees learn through various employee engagement programs. We strengthen human capital by providing better processes, technology, and techniques at the workplace to help exploit the best and improve individual and

NOTICE

**Notice** is hereby given that the **21<sup>st</sup> Annual General Meeting** of the Members of the Company **Markolines Pavement Technologies Limited** will be held on **Saturday the 30<sup>th</sup> September 2023**, at **10.00 a.m.** at the Registered Office of the Company situated at **502, A Wing, Shree Nand Dham, Sector 11, CBD Belapur, Navi Mumbai – 400 614**, via Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

Ordinary Businesses:

- 1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023, along with the reports of the Board of Directors’ and Auditors’ thereon;
- 2. To consider the appointment of Ms. Kirtinadnini Patil (Din No.09288282), Non– Executive Director of the Company, who retires by rotation and is eligible offers herself for re–appointment;
- 3. To consider and declare the final dividend on Equity Shares @7% i.e. Re.0.70/– (Rupee Seventy Paise) per Equity Shares of the face value of Rs.10/– each, for the financial year ended 31<sup>st</sup> March 2023;

Special Businesses:

4. Approval of Related Party Transactions under section 188 of the Companies Act, 2013:

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory modification(s) or re–enactment(s) thereof for the time being in force), and applicable provisions of the SEBI (Listing Obligations and Disclosure Require–ments) Regulations, 2015 (including any amendment(s), modification(s) or re–enactment(s) thereof), consent of the members of the Company be and is hereby accorded for the transactions hitherto entered or to be entered into by the Company in the ordinary course of business and at arm’s length price with the following related parties up to the maximum amount as mentioned herein below for the financial year 2023–2024 and for every financial year thereafter on such terms and condition as may be mutually agreed between the company and the related parties:

Sr. No.	Name of Re–lated Party	Name of Interested Party	Nature of Re–lationship	Particulars of Contract/Arrangement	Amount (Rs.)
1.	Mr. Sanjay Patil	Self	Key Managerial Person	Loans Received	Up to Rs. 20,00,00,000/–
2.	Karan Bora	Self	Key Managerial Person	Loans Received	Up to Rs. 5,00,00,000/–
3.	Markolines Infra Private Limited	Sanjay Patil, Karan Bora & Vijay Oswal	Group Company	Receipt of Ad–vances	Up to Rs. 20,00,00,000/–
4.	Markolines Tech–nologies Private Limited	Sanjay Patil, Karan Bora & Vijay Oswal	Group Company	Consultancy Fees payable	Up to Rs. 5,00,00,000/–
5.	UniqueUHPC Mar–kolines LLP	Markolines Pave–ment Technolo–gies Limited	Group Company	Receipt of Ad–vances	Up to Rs. 20,00,00,000/–

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Commit–tee of the Board of Directors which may have been constituted or hereinafter constituted to exercise the powers conferred on the Board by this resolution) be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, proper and desirable to give effect to above resolution.”

- 5. **To consider and approve the revision in the remuneration of Mr. Sanjay Patil, Chairman & Managing Director of the Com–pany;**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and 203 read with provisions of Schedule V and other applicable provisions, if any, of the Companies Act 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modifications or re–enactment(s) thereof, pursuant to provisions of SEBI (Listing Ob–ligation and Disclosure Requirements) Regulations, 2015, pursuant to provisions of Articles of Association of the Company, pursuant to recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for revision in the managerial remuneration of Mr. Sanjay Patil, Chairman & Managing Director of the Company to Rs. 9,00,000/– (Rupees Nine Lakhs Only) per month with effect from 1<sup>st</sup> April, 2023, unless and until revised.

**RESOLVED FURTHER THAT** other terms and conditions of appointment of Mr. Sanjay Patil, Chairman & Managing Direc–tor of the Company, as approved by the Board of Directors in its meeting held on 20<sup>th</sup> August, 2021 and approved by the Shareholders of the Company in their Extra Ordinary General Meeting held on 21<sup>st</sup> August, 2021, will remain unchanged



and same.

**RESOLVED FURTHER THAT** in case in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or the profits are inadequate, the Company shall, subject to the approval of the Central Government, wherever required, if any, and the provisions of Sections 197, 198 and 203 read with and subject to the conditions and limits specified in the Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) pay to the Managing Director basic salary, perquisites and allowances as specified above.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board of Directors which may have been constituted or hereinafter constituted to exercise the powers conferred on the Board by this resolution) be and are hereby severally authorised to do all acts, deeds, matters and things as may be considered necessary, proper and desirable to give effect to above resolution.”

**By order of the Board of Directors**

For **Markolines Pavement Technologies Limited**  
(Formerly known as Markolines Traffic Controls Limited)

**SD/-**

**Parag Jagdale**  
Company Secretary & Compliance Officer  
Membership No.: ACS 52205

Place: Navi Mumbai.  
Date: 5<sup>th</sup> September, 2023.

**Registered Office:**  
502, A Wing, Shree Nand Dham,  
  
Sector 11, CBD Belapur,  
  
Navi Mumbai – 400 614,  
  
Maharashtra, India.

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://markolines.com/investors/announcement>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Members may note that the Board, at its meeting held on May 20, 2023, has recommended a dividend of 7% i.e. 0.70 per share. The record date for the purpose of dividend for fiscal 2023 is 22<sup>nd</sup> September, 2023. The dividend, once approved by the members in the ensuing AGM, will be paid on or before 30 days from the date of conclusion of the AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants/demand drafts/ cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) to receive dividend directly into their bank account on the payout date.
9. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

**For resident shareholders**, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

*\*As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.*

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2023-24 does not exceed 5,000, and also in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject



to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

**For non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Self-declaration in Form 10F
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholders.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

*\*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.*

The aforementioned documents are required to be sent to [company.secretary@markolines.com](mailto:company.secretary@markolines.com). No communication would be accepted from members after 26<sup>th</sup> September 2023 regarding tax-withholding matters. TDS certificates in respect of tax deducted, if any, can be subsequently downloaded from the shareholder's portal. Shareholders can also check their tax credit in Form 26AS from the e-filing account at <https://www.incometax.gov.in/iec/foportal> or "View Your Tax Credit" on <https://www.tdscpc.gov.in>.

10. Members are requested to address all correspondence, including dividend-related matters, to RTA, Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai 400059 or can write an email to [info@bigshareonline.com](mailto:info@bigshareonline.com).
11. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at [Company.secretary@markolines.com](mailto:Company.secretary@markolines.com). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Wednesday, 27<sup>th</sup> September 2023 at 09:00 A.M. and ends on Friday, 29<sup>th</sup> September 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22<sup>nd</sup> September 2023.**

**How do I vote electronically using NSDL e-Voting system?**

*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**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

**Type of shareholders**

Individual Shareholders holding securities in demat mode with NSDL.

**Login Method**

1.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.

2.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>

3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL	<p>1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4.Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for 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.
4. 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.
5. 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:

- a)If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b)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.
- c)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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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 sanam.u@dsmps.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

2. 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.

3. 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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](#).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [company.secretary@markolines.com](#).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [company.secretary@markolines.com](#). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](#) for procuring user id and password for e-voting by providing above mentioned documents.

4. [In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.](#)

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH**

**VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommend- ed to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [company.secretary@markolines.com](#). The same will be replied by the company suitably.

6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register them- selves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [company.secretary@markolines.com](#) between 20/09/2023 (9.00 a.m. IST) and 24/09/2023 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By order of the Board of Directors

For **Markolines Pavement Technologies Limited**  
(Formerly known as Markolines Traffic Controls Limited)

**SD/-**

**Parag Jagdale**  
Company Secretary & Compliance Officer  
Membership No.: ACS 52205

Place: Navi Mumbai.  
Date: 5<sup>th</sup> September 2023

**Registered Office:**  
502, A Wing, Shree Nand Dham,  
Sector 11, CBD Belapur,  
Navi Mumbai – 400 614,  
Maharashtra, India.



Details of the Director seeking appointment/ re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secre-  
tarial Standard – 2:

Sr. No.	Particulars	Details of Directors
1.	Name of Director	Mrs. Kirtinandini Patil
2.	Nature of Appointment/ Re-Appointment	Retirement by rotation and eligible for Re-appointment
3.	Din No.	09288282
4.	Date of Birth	19/09/1967
5.	Age	55
6.	Qualification	Under Diploma – Interior Design & Decoration
7.	Experience – Including expertise in specific functional area/ brief resume	Creative Interior Design with a strong background in project management & space planning. Having a rich experience of 8 plus years of doing freelancing work for the independent Customers, making their life easy, Comfortable and extra-vegans. Independently completing 50 plus projects of renovating, designing, re-planning, re-structuring (non-architectural) living places, independent houses, work places, offices.
8.	Nature of her expertise in specific functional area	Interior Designer Expert, Administrative activities and Human Resource management
9.	Skills and Capabilities required for the role and the manner in which person meets such requirements	She is having the expertise in the field of Administrative activities and managing the Human Resources of the Company.
10.	Terms and conditions as to re-appointment	There is no change in the terms of the re-appointment.
11.	Remuneration – Last Drawn	15,000/- per month (Seating Fee)
12.	Remuneration – proposed to be paid	There is no change in the salary
13.	Date of First Appointment on the Board	20/08/2021
14.	Shareholding in the Company	3.89%
15.	Relationship with other Directors/ Managers/ KMPs of the Company	Wife of Chairman/ Managing Director
16.	Number of meetings of the Board attended during 2022-23	10/10
17.	Names of the Listed Companies in which person is also Director	Nil
18.	Names of Listed Companies in which person holds membership of committees	Nil
19.	Names of Listed Companies from which the person has resigned	Nil

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES 2013:

Item No. 4:

The members are informed that the Company has entered into few related party transactions that are routine and repetitive in nature. These transactions are in ordinary course of business and are at arm’s length price.

It is brought the notice of the members of the Company that pursuant to provisions of Regulation 23 of SEBI (LODR) Regulations, 2015 and Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and approval of the members by resolution for Related Party Transactions. Accordingly, it is proposed to obtain the consent of the members of the Company for the Related Party Transactions which the Company is proposing to enter into during the financial year 2023-24.

The Audit Committee and the Board have also given their prior omnibus approval to the transactions entered as mentioned in the resolution during the Financial Year 2023-24.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in Item No.4 in the accompanying Notice for approval of Related Party Transactions by the Members of the Company.

Except the Directors and their relatives, none of the promoters, directors, key managerial personnel and their relatives, are considered to be concerned or interested, financially or otherwise, in the passing of above resolution.

The above statement is to considered and construed as disclosures as per the provisions of section 102 of the Companies Act, 2013.

Item No. 5:

The members are informed that pursuant to provisions of Articles of Association of the Company, the Board has considered and approved the recommendation of Nomination and Remuneration Committee for revision in the managerial remuneration of Mr. Sanjay Patil, Chairman & Managing Director of the Company. The Management is of the opinion that with the growth of the Company, the leadership of the Company shall also be awarded and hence as a token of appreciation for the hard work of Mr. Sanjay Patil, the Management of the Company decided to revise the Managerial Remuneration of Mr. Sanjay Patil, subject to the approval of the Members of the Company. Accordingly, it is proposed to obtain the consent of the members of the Company for revision in the managerial remuneration of Mr. Sanjay Patil, Chairman & Managing Director of the Company to Rs. 9,00,000/- (Rupees Nine Lakhs Only) per month with effect from 1st April 2023, unless and until revised.

None of the Directors except Mr. Sanjay Patil, Mrs. Kirtinandini Patil, Non-Executive Director and their relatives, none of the promoters, directors, key managerial personnel and their relatives, are considered to be concerned or interested, financially or otherwise, in the passing of above resolution.

The above statement is to be considered and construed as disclosures as per the provisions of section 102 of the Companies Act, 2013.

Hence you are requested to take note of the same during the meeting.

By order of the Board of Directors

For **Markolines Pavement Technologies Limited**  
(Formerly known as Markolines Traffic Controls Limited)

SD/-

**Parag Jagdale**  
Company Secretary & Compliance Officer  
Membership No.: ACS 52205

Place: Navi Mumbai.  
Date: 5<sup>th</sup> September 2023

**Registered Office:**  
502, A Wing, Shree Nand Dham,  
Sector 11, CBD Belapur,  
Navi Mumbai – 400 614,  
Maharashtra, India.



# DIRECTORS' REPORT

To,  
  
The Members,

Your Directors have great pleasure in presenting to you the 21<sup>st</sup> Annual Report on the affairs of the Company together with the Audited Accounts for the financial year ended 31st March 2023.

## 1. Financial Results:

Our Company has been incorporated with the Registrar of Companies, Mumbai, Maharashtra, India, on 8<sup>th</sup> November 2002 with the Corporate Identity No. U99999MH2002PTC156371.

The financial results of the Company for the financial year have been summarized herein below for the reference of the members:

(Amounts in Rupees)		
Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Net Revenue From Operations	3,11,80,02,388/-	1,86,64,32,764/-
Other Income	62,57,150/-	25,52,614/-
<b>Total Income</b>	<b>3,12,42,59,538/-</b>	<b>1,86,89,85,378/-</b>
Total Expenses Excluding Depreciation, Interest, Tax & Amortization	2,84,19,27,111/-	1,63,87,15,076/-
<b>Profit/(Loss) Before Depreciation, Interest, Tax &amp; Amortization</b>	<b>28,23,32,427/-</b>	<b>23,02,70,303/-</b>
Less: Interest & Financial Charges	3,29,83,938/-	5,49,50,889/-
Depreciation & Amortization	2,26,16,574/-	2,64,67,923/-
Profit / (Loss) Before Tax and Exceptional Items	22,67,31,915/-	14,88,51,490/-
Exceptional Item – Provision for CSR Expenses	29,44,149/-	21,07,315/-
<b>Profit Before Tax</b>	<b>22,37,87,766/-</b>	<b>14,67,44,175/-</b>
Less: Provision For Tax		
– Current Tax	6,80,97,062/-	4,98,33,480/-
– Deferred Tax Liabilities/(Assets)	(17,63,438)/-	(37,32,251)/-
– Prior year Taxes	-	(4,38,250)/-
Net Profit After Tax	15,74,54,142/-	10,10,81,196/-

## 2. Overview and Company Performance:

The company's total turnover is of Rs. 3,12,42,59,537/- including Rs. 3,11,80,02,388/- as revenue from main operations and Rs. 62,57,149/- from Other Income. The Company has been able to record a profit of Rs. 15,74,54,141/- after payment of tax.

Your Directors are hopeful and committed to improving the profitability of the Company in the coming year. The Directors are mainly aiming to achieve this by the provision of quality services, wide spreading its services, the addition of new services into their portfolio and capitalizing on the opportunities provided by the industry and the market.

## 3. Significant Events during the financial year:

There are no significant events during the financial year, except the following:

### a. Issue of Rights Issue:

As members must be aware that on January 27, 2023 the Company had open the Issue of Rights Issue of up to 29,85,550 Equity Shares of Face Value Of ₹10.00 Each ("Equity Shares" Or "Rights Equity Shares") of the Company for cash at a price of ₹167 per Rights Equity share including a share premium of ₹ 157 per Rights Equity share aggregating up to ₹ 4985.87 Lakh on a Rights Basis to the eligible equity Shareholders of our Company in the ratio of 5(five) rights equity shares for every 32 (thirty two) fully paid-up equity shares which was closed on February 24, 2023. Due to the unfavorable market conditions, the said rights issue could not receive the minimum subscription of 90%, and hence your Board of Directors declared

in its meeting held on February 24, 2023, that the issue is 'Unsubscribed'. Therefore, as per Regulation 86 of SEBI ICDR Regulations, the Company have refunded the entire subscription amount received by the applicants within 4 (Four) days from the Issue Closing Date.

### b. According to the consent of shareholders pursuant to section 185 of the Companies Act, 2013:

The Company has accorded the consent of the members of the Company, so as to enable the Company to advance loans or give any guarantee or provide any security in connection with the loan taken by other group companies and accordingly the enabling provision as per section 185 of the Companies Act, 2013 has been passed in the Extra Ordinary General Meeting held on 1<sup>st</sup> December 2022.

### c. Enabling Sections under sub-sections, 180(1)(a) and 180(1)(c) of the Companies Act, 2013:

Considering the necessary present business strategies and future plans, the Company has already sought approval of members under secsections6, 180(1)(a), and 180(1)(c) of the Companies Act, 2013.

## 4. Material changes between the period from the end of the financial year to the date of the report of the Board:

There are no material changes between the periods from the end of the financial year to the date of the report of the Board.

### a. Appointment of Secretarial Auditor:

The Board had appointed M/s. DSM & Associates, Company Secretaries, to carry out Secretarial Audit of the Company under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year 2022-23. The Report of the Secretarial Auditor for the financial year 2022-23 is annexed to this report – Annexure I.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

There are no adverse observations in the Secretarial Audit Report which call for explanation.

## 5. Change in the nature of business:

The Company is engaged in the business of providing highway operations & maintenance services and there is no change in the nature of the business of the Company during the financial year under review.

## 6. Dividend:

Your Directors' are pleased to recommend a final dividend of 7% (i.e. Rupees Seventy Paise) on the fully paid-up Equity Shares of Rs. 10/- each of the Company, for the Financial Year ended March 31, 2023, which is payable on obtaining the Shareholders' approval at the 21st Annual General Meeting. The dividend, if approved, will be paid within a period of 30 days from the date of AGM. The record date for the said purpose will be 22<sup>nd</sup> September 2023. The dividend payout amount for the current year inclusive of tax on dividends will be ₹ 1,33,75,264/-

## 7. Share capital:

### Authorised Share Capital:

The Authorised Share Capital of the is Rs.27,00,00,000/- (Rupees Twenty-Seven Crores Only) divided into 2,70,00,000 (Two Crores Seventy Lacs) equity shares of Rs. 10/- (Rupees Ten) each. There has been no change in the Authorized Share Capital of the Company in the financial year.

### Issued and Paid-Up Share Capital:

The Company has paid up share capital of Rs.19,10,75,000/- (Rupees Nineteen Crores Ten Lacs Seventy-Five Thousand Only) divided into 1,91,07,500 (One Crore Ninety One Lacs seven Thousand Five Hundred Only) equity shares of Rs. 10/- (Rupees Ten Only) each, as on 31<sup>st</sup> March 2023.

## 8. Utilization of IPO Fund:

The Initial Public Offer fund has been utilized for the purpose for which it is raised as mentioned in the Prospectus.

## 9. Transfer to reserves:

Your Directors do not propose to carry any amount to any reserves, during the financial year.

## 10. Deposits:

The Company has neither accepted nor invited any deposits from the public during the financial year pursuant to provisions of sections 73 and 74 of the Companies Act, 2013.

There were no unclaimed or unpaid deposits as on 31st March 2023.



11. Annual Return:

Pursuant to the amendments to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in Form MGT-7 for the financial year ended 31<sup>st</sup> March, 2023 is available on the Company’s website and can be accessed at <https://markolines.com/investors/annual-reports/reports>

12.Transfer of Unclaimed Dividend to Investor Education and Protection Fund:

There was no amount outstanding to be transferred to Investor Education and Protection Fund during the FY 2022-2023.

13.Corporate Governance:

As per regulation 15(2) of the Listing Regulation, the Compliance with the Corporate Governance provisions shall not apply in respect of the following class of Companies:

- a)

Listed entity having paid up equity share capital not exceeding Rs.10 Crore and Net Worth not exceeding Rs.25 Crore, as on the last day of the previous financial year;
- b)

Listed entity which has listed its specified securities on the SME Exchange.
- Since, our Company falls within the ambit of aforesaid exemption (b); hence compliance with the provision of Corporate Governance shall not apply to the Company and it does not form part of the Annual Report for the financial year 2022-2023.

14.Non Applicability of the Indian Accounting Standards:

As per Provision to regulation Rule 4(1) of the companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No. G.S.R 111 (E) on 16<sup>th</sup> February, 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations,2009, are exempted from the compulsory requirements of adoption of IND-AS w.e.f. 1<sup>st</sup> April, 2017.

As your Company is listed on SME Platform of BSE Limited, is covered under the exempted category and is not required to comply with IND-AS for preparation of financial statements beginning with period on or after 1<sup>st</sup> April 2017.

15.Directors and Key Managerial Personnel:

The Board received a declaration from all the directors under Section 164 and other applicable provisions, if any, of the Companies Act, 2013 that none of the directors of the Company is disqualified under the provisions of the Companies Act, 2013 (“Act”) or under the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

The Board of Directors of the Company, at present, comprises of 5 Directors, who have wide and varied experience in different disciplines of corporate functioning. The present composition of the Board consists of one Managing Director, One Executive Directors, One Non-Executive Non-Independent Director and Two Independent Directors.

The details are as follows:

Board of Directors –

Sr. No.	Name	DIN No.	Designation
1.	Sanjay Bhanudas Patil	00229052	Chairman & Managing Director
2.	Karan Atul Bora	08244316	Executive Director
3.	Anjali Shivaji Patil	02136528	Independent Director
4.	Kirtinandini Sanjay Patil	09288282	Non-Executive Director
5.	Akash Manohar Phatak	09288697	Independent Director

Key Managerial Personnel –

Sr. No.	Name	Designation
1.	Vijay R. Oswal	Chief Financial Officer
2.	Parag Jagdale	Company Secretary & Complaince Officer

16.Directors’ Responsibility Statement:

Pursuant to the requirement under section 134(5) of the Companies Act, 2013 with respect to the Directors’ Responsibility Statement, it is hereby confirmed that:

- (i)

In the preparation of the annual accounts for the financial year ended 31st March 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures.

- (ii)

The directors had 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 of 31st March 2023 and of the profit and loss of the company for that period.
- (iii)

The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv)

The directors had prepared the annual accounts on a going concern basis; and
- (v)

The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (vi)

The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

17. Disclosures By Directors:

The Board of Directors has submitted notice of interest in Form MBP 1 under Section 184(1) as well as information by directors in Form DIR 8 under Section 164(2) and declarations as to compliance with the Companies Act, 2013.

18.Disqualifications Of Directors:

During the financial year 2022-2023 under review the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified.

19.SEBI Complaints Redress System (SCORES):

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status. Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint. The Company has not received any complaint on the SCORES during financial year 2022-23.

20.Details of the Complaint Received/Solved/Pending during the year:

Sr.No.	Nature of Complaint	Nature of Complaint	Complaints solved	Complaints pending
1.	Non-receipt of shares certificate after transfer etc.	Nil	Nil	Nil
2.	Non-receipt of dividend warrants	Nil	Nil	Nil
3.	Query regarding Demat credit	Nil	Nil	Nil
4.	Others	Nil	Nil	Nil
Total		Nil	Nil	Nil

21. Statutory Auditors and Audit Report:

As members must be aware that pursuant to provisions of section 139 of the Companies Act, 2013, M/s. Gupta Agarwal & Associates, Chartered Accountants, was appointed as Statutory Auditors of the Company for a period of five years commencing from the conclusion of the 18<sup>th</sup> Annual General Meeting till the conclusion of 23<sup>rd</sup> Annual General Meeting.

Statutory Auditor’s comments on the Annual Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023, are self-explanatory and do not require any explanation as per provisions of Section 134(3)(f) of the Companies Act, 2013.

There were no qualifications, reservations or adverse remarks or disclaimer made by the Statutory Auditor in their reports on the Annual Financial Statement of the company for the year under review.

22. Details of Fraud reported by the Auditor:

As per auditor’s report, no fraud u/s 143(12) has been reported by the Auditor.

23. Board’s Comment on Auditor’s Report:

The observations of the Statutory Auditors, when read together with the relevant notes to accounts and other accounting policies are self-explanatory and do not call for any further comment.



24.Secretarial Audit:

The Board had appointed M/s. DSM & Associates, Company Secretaries, to carry out Secretarial Audit of the Company under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the financial year 2022–23. The Report of the Secretarial Auditor for the Financial Year 2022–23 is annexed to this report as Annexure–I.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.

There are no adverse observations in the Secretarial Audit Report which call for explanation.

25. Appointment of Internal Auditor:

Pursuant to per Section 138 of the Companies Act, 2013 of the Companies Act, 2013, the Company has appointed M/s R. G. Mundada & Company, Chartered Accountant, Pune, as the Internal Auditor of the Company, for the financial year 2022–2023.

26. Subsidiary Company:

The Company has no subsidiary Company and hence comments and information as required under section 129 of the Companies Act, 2013 is not required to be attached herewith.

27.Compliance with Applicable Secretarial Standards:

The Company has ensured compliance with the mandated Secretarial Standard I & II issued by the Institute of Company Secretaries of India with respect to board meetings and general meetings respectively and approved by the Central Government under section 118 (10) of the Companies Act, 2013.

28. Management discussion and Analysis:

In terms of Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, Management Disclosure and Analysis Report is attached herein in this Annual Report.

29. Declaration By Independent Directors:

The Company had received a declaration from all the Independent Director of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Listing regulations and are independent of the management.

30. Independent Directors’ Meeting:

The Independent Directors met during the financial year without the attendance of Non– Independent Directors and members of the Management. The Independent Directors reviewed the performance of non-independent directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity, and timeliness of the flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

31. Evaluation of Board, Its Committee, and Individual Directors:

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provision of the Act and SEBI Listing Regulations.

The Performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings etc.

The above criteria are broadly based on the Guideline Note on Board Evaluation issued by the Securities and Exchange Board of India on 5<sup>th</sup> January, 2017.

In a separate meeting of independent directors, the performance of non– independent directors, the Board as a whole, and the chairman of the company were evaluated, taking into account the views of executive directors and non– executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution, and inputs in meetings etc.

The Performance evaluation criteria for independent directors are determined by the Nomination and Remuneration

Committee. An indicative list of factors on which evaluation was carried out include participation and contribution by a director, commitment, effective development of knowledge and expertise, integrity and maintenance of confidentiality and independence of behavior and judgment.

32. Number of meetings of the Board of Directors:

During the financial year under review, the Board of Directors duly met 10 times respectively on 1<sup>st</sup> April 2022, 21<sup>st</sup> April 2022, 30<sup>th</sup> May 2022, 23<sup>rd</sup> June 2022, 5<sup>th</sup> September 2022, 14<sup>th</sup> November 2022, 06<sup>th</sup> December 2022, 11<sup>th</sup> January 2023, 7<sup>th</sup> February 2023 and 24<sup>th</sup> February 2023 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the minutes book maintained for the purpose.

Whereas there has been one Extra Ordinary General Meetings held during the financial year held on 27<sup>th</sup> July 2022.

The Annual General Meeting was held on 30<sup>th</sup> September 2022.

Board Committees

In compliance with the requirement of applicable laws and as part of best governance practices, the Company has the following Committees of the Board.

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders’ Relationship Committee
- iv. CSR Committee

A. Audit Committee Meetings:

The composition of the Audit Committee is in conformity with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Audit committee comprises of:

Mr. Akash Manohar Phatak	Chairman	Independent Director
Mrs. Anjali Shivaji Patil	Member	Independent Director
Mr. Sanjay Bhanudas Patil	Member	Chairman & Managing Director

The scope and terms of reference of the Audit Committee is in accordance with the Act and the Listing Regulations.

During the financial year ended on 31st March 2023, 2 (Two) meetings of the Audit Committee were held on 1st April 2022, and 30th May 2022 which were attended by all the members of the committee.

B. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of Directors is constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee (hereinafter the “NRC Committee”) comprises of:

Mr. Akash Manohar Phatak	Chairman	Independent Director
Mrs. Anjali Shivaji Patil	Member	Independent Director
Mr. Karan Atul Bora	Member	Non Independent Director
Mr. Sanjay Bhanudas Patil	Member	Chairman & Managing Director

The Board has, on the recommendation of the NRC framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees is available on the website of the Company i.e. www.markolines.com.

C. Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Act and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee comprises of:

Mr. Akash Manohar Phatak	Chairman	Independent Director
Mrs. Anjali Shivaji Patil	Member	Independent Director
Mr. Sanjay Bhanudas Patil	Member	Chairman & Managing Director



D. Corporate Social Responsibility Committee

The Company is required to constitute a Corporate Social Responsibility Committee as it falls within purview of Section 135(1) of the Companies Act, 2013. Accordingly, the Company have constituted a Corporate Social Responsibility Committee and the Committee consists of Independent Directors and Directors of the Company as listed below:

Mr. Akash Manohar Phatak	Chairman	Independent Director
Mrs. Anjali Shivaji Patil	Member	Independent Director
Mr. Sanjay Bhanudas Patil	Member	Chairman & Managing Director

During the financial year 2022-23 the Company has spent Rs. 21,07,315/- (Rupees Twenty-One Lakhs Seven Thousand Three Hundred and Fifteen only) towards CSR expenditure. The Annual Report on Corporate Social Responsibility (CSR) Activities is attached herewith as Annexure II to the Directors' Report.

33. The Information pursuant to Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, relating to median employee's remuneration for the financial year under review is as below:

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary of the Company and ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2022-23:

Name	% Increase / (Decrease) in the remuneration	Ratio of the remuneration of each Director / to median remuneration of the employees
Executive Directors		
Sanjay Patil, Managing Director	NIL	35.46:1
Karan Bora, Executive Director	NIL	17.73:1
Key Managerial Personnel		
Vijay Oswal, CFO	NIL	8.86:1
Parag Jagdale, Company Secretary and Compliance Officer	NIL	3.63:1

\*There was no increase in the remuneration of Managing Director, Executive Director and Chief Financial Officer of the Company since their remuneration was approved with effect from 21<sup>st</sup> August, 2021 via a Special Resolution at the EGM held on 21<sup>st</sup> August, 2021.

2. The percentage increase in the median remuneration of employees in the financial year: 10.27%
3. The number of permanent employees on the rolls of the Company as on 31st March, 2023: 1458 employees.
4. Average percentiles increase already made in the salaries of employees other than the managerial Personnel in the last financial year and its comparison - NIL.
5. It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and other Employees is as per the Remuneration Policy of the Company

34. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings, and Outgo:

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014 for the year ended March 31, 2023.

A. Conservation Of Energy

To reduce the energy conservation from Lighting, replacement of Conventional GLS lamps, FTLs, and CFLs with efficient LED lighting and replacement of Street/ outdoor lighting HPSV/ Halogen/ FTL fixtures with LED lighting fixtures were undertaken at offices and sites locations of the Company.

In addition to the above company continues to take the following measures:

- i. Improved monitoring of energy consumption through smart metering and integration with building management systems.
- ii. Creating awareness among employees to conserve energy and follow protocols while leaving the workplace.
- iii. The company being an energy efficiency initiative takes special care in the procurement of equipment, the focus is on energy-efficient systems for a greener future.

B. Technology Absorption

With the advent of new technology in infrastructure, the IT Systems, Servers, and software used by the Company are installed as per international standards. The major technological base includes the following:

- i. Installation of contemporary IT Hardware and Infrastructure including Domain Servers, Database servers, Web Servers, Internet Security Consoles, SQL Server Management Studio, etc.
- ii. The Company is implementing the SAP System which will bring innovative technology, help to improve cost efficiency, advanced data management, precise analysis, and forecasting, and also will provide data security.
- iii. The use of Internet-based communication and advanced technology has reduced paper communication wherever possible and has resulted in a quicker and more transparent information-sharing system.
- iv. The benefits derived from Technology absorption are higher efficiency, better reliability, and availability, reduced maintenance environment-friendly atmosphere, and a reduction in printing cost.
- v. The Company continues to use the latest technologies for improving the quality of its services.
- vi. The Company's operations do not require the significant import of technology.

C. Foreign Exchange Earnings and Outgo

There are no foreign exchange earnings or outgo during the financial year.

35. Related Party Transactions:

During the financial year under review the Company has entered into related party transactions and the details as per provisions of section 134(3) (h) of the Companies Act, 2013 read with provisions of rule 8 of the Companies (Accounts) Rules, 2014, are as follows:

Form AOC – 2 (Pursuant to clause (h) of sub section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)		
Sr. No.	Particulars	Details
1.	Details of Contracts or arrangements or transactions not at arm's length basis	NIL
2.	Details of material contracts or arrangements or transactions at arm's length basis	NIL

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement/ transactions	Duration of the contracts / arrange-ments/trans-actions	Salient terms of the con-tracts or ar-rangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advanc-es, if any:
Mr. Sanjay Patil – Key Managerial Personnel	Outstanding Loan	Ongoing	Outstanding Loan worth Rs. 2,89,09,641/- during the year.	---	---
Mr. Sanjay Patil – Key Managerial Personnel	Directors Remunera-tion	Ongoing	Directors Remuner-ation paid amount of Rs. 72,00,000/- during the year	---	---
Mr. Karan Bora – Key Managerial Personnel	Directors Remunera-tion	Ongoing	Directors Remuner-ation paid amount of Rs. 42,00,000/- during the year	---	---



Mr. Vijay Oswal – Key Managerial Personnel	CFO Remu-neration	Ongoing	CFO Remuneration paid amount of Rs. 18,00,000/- during the year	---	---
M/s. Markolines Infra Private Limited – Group Companies	Advances	Closed	Repayment of Advances Rs. 6,86,65,598/- during the year.	---	---
M/s. Markolines Technologies Private Limited – Group Companies	Consultancy Fees	Ongoing	Outstanding worth Rs. 28,07,982/- during the year.	---	---
Unique UHPC Markolines LLP – Group Company	Investment	Ongoing	Invest made of worth Rs. 8,36,90,000/- during the year	---	---

### 36. Significant and material orders passed by the regulators or courts or tribunals impact the going concern status and Company's operations in the future:

During the year under review, there have been no such significant and material orders passed by the regulators or courts, or tribunals impacting the going concern status and Company's operations in the future. The Company did not made any application or there are no proceedings pending under Insolvency Bankruptcy Code, 2016.

### 37. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies / judicial institutions, in the financial year:

The Company has filed applications under section 441 of the Companies Act, 2013 for Compounding of Offence under sections 96, 185 & 186 of the Companies Act, 2013 and Rules there under, in the year 2021. The applications are under consideration before Registrar of Companies/ Regional Director.

### 38. Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub-section (3) of section 178:

The Company being a Public Limited Company as on 31st March 2023, the Company has constituted a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013.

### 39. Particulars of loans, guarantees or investments under section 186:

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments.

### 40. Particulars of Employee:

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### 41. Risk Management:

So far there are elements of Risk, the mitigation and Reduction was being done through implementation of ISO Certification. While the risks are low, the Company plan to launch formal Risk Management Policy. This will help to manage the overall process of risk management in the organization covering operational, financial, strategic and regulatory risk.

### 42. Internal Controls Systems and their adequacy:

The Company has an adequate system of internal controls in place, commensurate with the size and nature of its business. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations.

### 43. Material Changes and Commitments:

No Material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

### 44. Cost Audit:

The provision of Cost Audit as per section 148 is not applicable to the Company.

### 45. Disclosure as required under Section 22 of sexual harassment of women at workplace (Prevention, Prohibition And Redressal) Act, 2013:

As per requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has already maintained internal policy to prevent women's harassment at work and covered all employees so they could directly make complaints to the management or Board of Directors, if such situation arises. The Management and Board of Directors together with confirm a total number of complaints received and resolved during the year is as follows:

a)	No. of Complaints received	:	NIL
b)	No. of Complaints disposed	:	NIL

### 46. Other Information:

During the financial year under review, there was no instance of one-time settlement with any Bank or Financial Institution.

### 47. Cautionary Statement:

Statement in the Annual Report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute "forward looking statements" within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

### 48. Acknowledgments:

The Board of Directors wishes to express its gratitude and record its sincere appreciation of the dedicated efforts by all the employees of the Company towards the Company. Directors take this opportunity to express their gratitude for the valuable assistance and cooperation extended by Banks, Vendors, Customers, Advisors, and other business partners. Directors are thankful to the esteemed stakeholders for their support and confidence reposed in the Company.

*For and on behalf of the Board of*

**Markolines Pavement Technologies Limited**

**(Formerly known as Markolines Traffic Controls Limited)**

**Sanjay Patil**

**Chairman & Managing Director**

**DIN: 00229052**

Date: 5<sup>th</sup> September, 2023.

Place: Mumbai.

**CAUTIONARY STATEMENT:** Some of the statements in the report may be forward looking and are stated as required by applicable laws & regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. The Company's Performance is dependent on several external factors such as performance of monsoons, government policy, fluctuation of prices of raw material and finished products and also their availability, and not to say the least, the pandemic situation in the country, which could adversely affect the operations of the Company.



**ANNEXURE I**  
**SECRETARIAL AUDIT REPORT**

**For the Financial Year ended 31<sup>st</sup> March, 2023.**

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

To,

**The Members of**

**Markolines Pavement Technologies Limited**

*(previously known as Markolines Traffic Controls Limited)*

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Markolines Pavement Technologies Limited** (CIN: U99999MH2002PLC156371) *(previously known as Markolines Traffic Controls Limited)* (hereinafter called “The Company”). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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 authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under
- (iii) The Depositories Act, 1996 and the regulations and bye laws framed there under
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
  - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) SEBI (Prohibition of Insider Trading) Regulations, 2015;
  - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) 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;
- (vi) Other specifically applicable laws to the Company during the period under review;
  - (i) Income Tax Act, 1961;
  - (ii) Goods and Service Tax;
  - (iii) Indian Contract Act, 1872;
  - (iv) Information Technology Act, 2000;

We have also examined compliance with the applicable clause of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange or Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

Based on the aforesaid information provided by the Company, we report that during the financial year under report, the Company has complied with the provisions of the above mentioned Act/s, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable.

We 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 period under review, if any, 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 and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that, based on the information provided and the representation made by the Company, in our opinion there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company’s affairs.

We further report that during the audit period:

1. The Board of Directors in their meeting held on 21<sup>st</sup> April, 2022 has approved issue of up to 29,85,550 Equity Shares by way of Rights Issue to the existing shareholders in the ratio of 5 Rights Equity Shares for every 32 full paid up Equity Shares held on Record Date i.e. 17<sup>th</sup> January, 2023. Accordingly, the issue was opened on 27<sup>th</sup> January, 2023 and closed on 9<sup>th</sup> February, 2023. Whereas the Rights Issue is not subscribed by minimum requirement of 90%. Accordingly, the Company has refunded the application money received to the applicants within a period of 4 days from closing date of the issue, pursuant to provisions of 86 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. In the year 2021-22, the Board of Directors of the Company has submitted a Bid, under the Swiss Challenge Method as per the Resolution Process, to acquire the shareholding held by Infrastructure Leasing and Financial Services Limited (“IL&FS”) and IL&FS Financial Services Limited (“IFIN”) in IL&FS Engineering and Construction Company Limited (“IECCL”) in a Consortium of the other Investor. The Bid submitted by the Consortium has been accepted by IL&FS, and now has been initiated for inviting counter bids. The consummation of the transaction shall be subject to the outcome of the Swiss Challenge Method and other necessary approvals, as may be required, from statutory authorities and non-statutory stakeholders including the Hon’ble NCLT;

and there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company’s affairs.

**For DSM & Associates,**

**Company Secretaries**

**UCN No.P2015MH038100**

**Peer Review No.2229/2022**

**SD/-**

**CS Sanam Umbargikar**

**Partner**

**M.No.F11777.**

**CP No.9394.**

**UDIN: F011777E000921721.**

Date: 5<sup>th</sup> September, 2023

Place: Mumbai.



To,

The Members of

Markolines Pavement Technologies Limited

(previously known as Markolines Traffic Controls Limited)

Dear Sirs,

Subject: Secretarial Audit Report for financial year ended 31<sup>st</sup> March, 2023.

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

1.

Maintenance of Secretarial Records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.

2.

We 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. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3.

We have not verified the correctness appropriateness of financial records and books of accounts of the Company.

4.

The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards etc. is the responsibility of the management. Our examination was limited to the verification of procedures on test check basis.

5.

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 DSM & Associates,

Company Secretaries

UCN No. P2015MH038100

Peer Review No.2229/2022

SD/-

CS Sanam Umbargikar

Partner

M.No.FI1777.

CP No.9394.

UDIN: FO11777E000921721.

Date: 5<sup>th</sup> September, 2023

Place: Mumbai.

Annexure II

Annual Report on Corporate Social Responsibility (CSR) Activities

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

A brief outline of the Company's Policy – Our Company's CSR Committee's philosophy on CSR is simple as nothing but to give back to our society as our responsibility from where we have earned & learned. Our aim is to be one of the most respected Companies in India delivering superior and sustainable value to all our customers, business partners, shareholders, employees and host communities.

During the year Company has initiated the CSR. The CSR Committee has identified a Charitable Trust in the name of "Pumpkin House for Children Trust" to undertake the various activities such as education for under privileged, Scheduled cast and Nomadic Tribes Children as prescribed in Schedule VII of the Companies Act, 2013.

The Company promotes Education for underprivileged, poor children, Children from Scheduled cast and Nomadic Tribes, children from disadvantaged group and weaker section of the Society, health and life, Environment, culture and some proposed projects which are as follows:

- Improving the quality of life in needed children;
- To establish a new Educational Establishment for the children who are still deprived for the education;
- Eradicating hunger, poverty and malnutrition;
- Promoting healthcare including preventive healthcare;
- Any other activity as prescribed in Schedule VII of the Companies Act, 2013

The activities and funding are monitored internally by the Company.

2. The Composition of the CSR Committee.

Sr. no	Name of Director	Category	Designation	No. of Committee meetings held during the year	No of Committee Meeting attended
1	Mr. Akash Phatak	Independent Director	Chairman	1	1
2	Mrs. Anjali Phatak	Independent Director	Member	1	1
3	Mr. Sanjay Patil	Chairman and Managing Director	Member	1	1

3. Provide the web link where the Composition of the CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company: [www.markolines.com](http://www.markolines.com)

4. Provide the details of the Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).–Not Applicable.

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any.

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set- off for the financial year, if any (in Lakhs)
1	2022-2023	NA	NA

6. Average net profit of the company as per section 135(5) of the Companies Act, 2013:

(Rs. In Lakhs)

2021-22	1488.51
2020-21	660.39
2019-20	1012.07
Total Profit	3160.97
Average 3 Years	1053.66



7.

(a)	Two percent of average net profit of the company as per section 135(5)	21.07 Lakhs
(b)	Surplus arising out of the CSR projects or programs or activities of the previous financial years	N.A.
(c)	Amount required to be set off for the financial year, if any	N.A
(d)	Total CSR obligation for the financial year (7a+7b-7c)	21.07 Lakhs

8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).			Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).	
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
21,07,315/-	NA	NA	NA	NA	NA

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.).	Mode of Implementation- Direct (Yes/No)	Mode of Implementation – Through Implementing the Agency	
				State.	Dis-trict.						Name	CSR Reg-istration Num-ber.

NOT APPLICABLE

(c)Details of CSR amount spent against other than ongoing projects for the financial year:

(Rs in Lakhs)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area(Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation-Direct (Yes/No).	Mode of implementation Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Upliftment of Child care, welfare, education	Promoting education for children and under privileged	Yes	Maharashtra	Ahmed-nagar	21,07,315/-	No	Pumpkin House for Children Trust	N.A.

TO-TAL

21,07,315/-

(d) Amount spent in Administrative Overheads: NA

(e) Amount spent on Impact Assessment, if applicable: NA

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): Rs. 21,07,315/-

(g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (Rs in Lakhs.)
(i)	Two percent of average net profit of the company as per section 135(5)	21,07,315/-
(ii)	Total amount spent for the Financial Year	21,07,315/-
(iii)	Excess amount spent for the financial year [(ii) - (i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(v)	Amount available for set off in succeeding financial years [(iii) - (iv)]	Nil

For and on behalf of the Board of Directors of;  
Markolines Pavement Technologies Limited

(Formerly known as Markolines Traffic Controls Limited)

Sanjay Patil

Managing Director

Member of CSR Committee.

DIN: 0229052

Date: 05<sup>th</sup> September 2023.

Place: Mumbai.



## CHIEF FINANCIAL OFFICER CERTIFICATION

To,  
The Chairman  
Board of Directors  
Markolines Pavement Technologies Limited

5<sup>th</sup> Floor, B Wing, Shree Nand Dham,  
Sector 11, CBD Belapur  
Navi Mumbai – 400 614,  
Maharashtra, India.

**Subject: Certificate in accordance with Regulation 33(2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

I, undersigned certify that the Audited Financial Results for the year ended 31<sup>st</sup> March, 2023 prepared in accordance with Clause 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 does not contain any false or misleading statement or figures and does not omit any material fact which may make the statements or figures contained therein misleading and I further certify that:

- I have reviewed financial statements and the cash flow statement for the half-yearly and year ended 31<sup>st</sup> March, 2023 and that to the best of my knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
  - There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violation of the listed entity's code of conduct.
- There are, to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violation of the listed entity's code of conduct.
- I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- I have indicated to the auditors and the Audit committee:
  - Significant changes in internal control over financial reporting during the year;
  - Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Markolines Pavement Technologies Limited**  
**(Formerly known as Markolines Traffic Controls Limited)**

Sd/-

**Vijay Oswal**

**Chief Financial Officer**

**PAN: AABPO0881G**

Date: 5<sup>th</sup> September 2023  
Place: Navi Mumbai.

# Financials Statement



## Independent Auditor’s Report

To the Members of

**M/s MARKOLINES PAVEMENT TECHNOLOGIES LIMITED**

### 1. Report on the Financial Statements

We have audited the accompanying financial statements of M/s. **MARKOLINES PAVEMENT TECHNOLOGIES LIMITED (Formerly known as Markolines Traffic Controls Limited)** (“the Company”), which comprises the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and statement of cash flows for year ended on 31<sup>st</sup> March, 2023, and a summary of significant accounting policies and other explanatory information.

### 2. Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2023, the profit and total income, changes in equity and its cash flows for the year ended on that date.

### 3. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities 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 together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 4. Management’s Responsibility for the Standalone Financial Statements

Management 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 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, 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 statements, 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.

Those Board of Directors are also responsible for overseeing the company’s financial reporting process.

### 5. Auditor’s Responsibility for the Audit of the Financial Statements

Our objective is 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 on these financial statements.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.

### 6. Report on Other Legal and Regulatory Requirements

- 6.1 As required by the Companies (Auditor’s Report) Order, 2020 (“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 A” statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 6.2 As required by section 143(3) of the Act, 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 purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;  
The Balance Sheet, Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account;
  - c) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under the Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
  - d) On the basis of written representations received from the directors as on March 31, 2023 and 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;
  - e) 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 B”, and
  - f) 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) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The company does not have any pending litigations which would impact its financial position;
    - (ii) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.
  - g) with respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us, the company has paid remuneration to its directors during the current year in compliance with section 197(16) of the Act.

**For Gupta Agarwal & Associates**

**Chartered Accountants**

**FRN: 329001E**

**Sd /-**

**J.S Gupta**

**(Partner)**

**Membership No.: 059535**

**UDIN: 23059535BGSWUC9443**

**Date:** 20th day of May, 2023

**Place:** Kolkata



“Annexure A” to the Independent Auditor’s Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of report of even date to the standalone financial statements of the company for the year ended March 31, 2023; we report that:

1. PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS [Clause 3(i)]:

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.
- (b) The company is maintaining proper records showing full particulars of intangible assets.
- (c) As explained to us, these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (d) The title deeds of immovable properties are held in the name of the company.
- (e) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (f) No proceedings have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

2. INVENTORY [Clause 3(ii)]

- a According to the information and explanations given to us, the physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate; and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.
- b The company has been sanctioned working capital limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets; quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company.

3. LOAN GIVEN BY COMPANY [Clause 3(iii)]

The company has made investments to companies, firms, Limited Liability Partnerships or any other parties during the year.

The Company has not granted secured/ unsecured loans/advances in nature of loans, to companies/firms/Limited Liability Partnerships/ other parties, or stood guarantee, or provided security to companies/ firms/ Limited Liability Partnerships/ other parties.

The Company has not granted secured/ unsecured loans/ advances in nature of loans, or stood guarantee, or provided security to any parties. Therefore, the reporting under clause 3(iii)(c), (iii)(d), (iii)(e) and (iii)(f) of the Order are not applicable to the Company.

4. LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(iv)]

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5. DEPOSITS [Clause 3(v)]

According to the information and explanation given to us the company has not accepted deposits from the public during the financial year under audit. Accordingly, the paragraph 3(v) of the order is not applicable to the company and hence not commented upon.

6. COST RECORDS [Clause 3(vi)]

As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7. STATUTORY DUES [Clause 3(vii)]

(a) The Company is regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues have been regularly paid to the appropriate

authorities, except ESI of Rs. 1.57 lakhs, PF of Rs. 11.53 lakhs, Professional tax of Rs. 2.83 lakhs, Cess payable of Rs. 10.08 lakhs, UPVAT of Rs. 0.08 lakhs payable in respect of same which were in arrears as on 31st March, 2023 for a period of more than Six months from the date that they became payable.

(b) According to the information and explanations given to us there are no dues of sales tax, income tax, goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute except:

As per the information and explanations given to us, the dues outstanding of Income Tax and Service Tax on account of any dispute is as follows:

Nature of Statute	Nature of Dues	Disputed Amount (Rs. In Lacs)	Amount paid under protest (Rs. In lacs)	F.Y. to which it relates	Forum where dispute is pending
Income Tax	Income Tax on Asst.	0.96	-	2019-20	Income Tax
Income Tax	Income Tax on Asst.	0.97	-	2020-21	Income Tax
Service Tax	Service Tax	389.55		2015-16	CESTAT
Service Tax	Service Tax	430.38		2016-17	CESTAT
Service Tax	Service Tax	218.50		2017-18 (Upto June 2017)	CESTAT

8. SURRENDERED OR DISCLOSED AS INCOME [Clause 3(viii)]

There are no such transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

9. REPAYMENT DUES [Clause 3(ix)]

In our opinion and according to information and explanations given to us, the company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The company has not issued any debentures.

The company is not a declared willful defaulter by any bank or financial institution or other lender.

According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained

According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes

The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10. UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(x)]

The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.

The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

11. FRAUD AND WHISTLE-BLOWER COMPLAINTS [CLAUSE 3(xi)]

To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

No report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.

Whistle-blower complaints have not been received during the year by the Company.

12. NIDHI COMPANY [Clause 3(xii)]

In our opinion and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor’s



Report) Order, 2020 w.r.t. Nidhi Company is not applicable to company. Accordingly, the paragraph 3(xii) of the order is not applicable to the company and hence not commented upon.

13. RELATED PARTY TRANSACTION [Clause 3(xiii)]

In our opinion and according to information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

14. INTERNAL AUDIT: [CLAUSE 3(xiv)]

The company has an adequate internal audit system commensurate with the size and nature of its business however the signed internal audit report has not been prepared till the date of signing our audit report.

15. NON-CASH TRANSACTION [Clause 3(xv)]

In our opinion and according to information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable to the company and hence not commented upon.

16. REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the paragraph 3(xvi) of the order is not applicable to the company.

The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

17. CASH LOSSES [Clause 3(xvii)]

The Company has not incurred cash losses in the Financial Year 2022-23 and in the immediately preceding financial year.

18. RESIGNATION OF STATUTORY AUDITORS [Clause 3(xviii)]

There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable.

19. MATERIAL UNCERTAINTY ON MEETING LIABILITIES [Clause 3(xix)]

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20. TRANSFER TO FUND SPECIFIED UNDER SCHEDULE VII OF COMPANIES ACT, 2013 [Clause 3(xx)]

The provision relating to transfer to fund specified under schedule vii of the Companies Act, 2013 is not applicable to the company.

21. ADVERSE REMARKS IN CONSOLIDATED FINANCIAL STATEMENTS [Clause 3(xxi)]

There is no adverse remarks in consolidated financial statements of the company for the period under review.

	<b>For Gupta Agarwal &amp; Associates</b>
	<b>Chartered Accountants</b>
	<b>FRN: 329001E</b>
	<b>Sd/-</b>
	<b>J.S Gupta</b>
	<b>(Partner)</b>
<b>Date:</b> 20th day of May, 2023	<b>Membership No.: 059535</b>
<b>Place:</b> Kolkata	<b>UDIN: 23059535BGSWUC9443</b>

“Annexure B” to the Independent Auditor’s Report

Report on the Internal Financial Controls 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 M/s. **MARKOLINES PAVEMENT TECHNOLOGIES LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the standalone 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 judgement, 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.

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, 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 Gupta Agarwal & Associates

Chartered Accountants

FRN: 329001E

Sd/-

J.S Gupta

(Partner)

Membership No.: 059535

UDIN: 23059535BGSWUC9443

Date: 20th day of May, 2023

Place: Kolkata

CONSOLIDATED BALANCE SHEET AS ON 31ST MARCH, 2023

(Amount Rs. In Lakhs)

Particulars	Note	As at 31st March, 2023	As at 31st March, 2022
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders Funds:</b>			
Share Capital	3	1,910.75	1,910.75
Reserves & Surplus	4	6,671.33	5,192.33
Money Received Against Share Warrants			
		<b>8,582.08</b>	<b>7,103.08</b>
<b>Share Application Money Pending Allotment</b>			
	W	-	-
<b>Non-Current Liabilities</b>			
Long-Term Borrowings	5	1,489.71	1,363.31
Long-Term Provisions	6	162.11	117.88
		<b>1,651.81</b>	<b>1,481.19</b>
<b>Current Liabilities</b>			
Short-Term Borrowings	7	1,564.95	1,320.55
Trade Payables	8	3,543.18	1,046.08
- Due to MSME		2,036.59	234.54
- Due to Other than MSME		1,506.59	811.54
Other Current Liabilities	9	749.62	571.49
Short-Term Provisions	10	2,707.63	2,033.35
		<b>8,565.38</b>	<b>4,971.47</b>
<b>TOTAL</b>		<b>18,799.27</b>	<b>13,555.74</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
<b>Property, Plant &amp; Equipment and Intangible Assets</b>	11		
• Property, Plant & Equipment		2,066.86	887.91
• Intangible Assets		7.22	2.59
• Capital Work-In-Prog-ress			-
• Intangible Assets Un-der Development		36.93	-
Non-Current Investment	12	837.65	0.76



Particulars	Note	As at 31st March, 2023	As at 31st March, 2022
Deferred Tax Assets (Net)	13	97.69	80.05
Long Term Loans and Advances	14	18.00	18.00
		<b>3,064.35</b>	<b>989.32</b>
<b>Current Assets</b>			
Inventories	15	2,354.47	1,404.53
Trade Receivables	16	7,607.93	5,841.31
Cash and Cash Equivalents	17	34.36	160.37
Short-Term Loans and Advances	18	750.37	505.32
Other Current Assets	19	4,987.78	4,654.88
		<b>15,734.92</b>	<b>12,566.42</b>
<b>TOTAL</b>		<b>18,799.27</b>	<b>13,555.74</b>
Significant Accounting Policies	2	0.01	0.00

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR GUPTA AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS

FRN: 329001E

Sd/-  
JAY SHANKER GUPTA  
PARTNER  
MEM NO. 059535  
UDIN: 23059535BGSWUC9443

Date: May 20, 2023

Place: Kolkata

MARKOLINES PAVEMENT TECHNOLOGIES LIMITED

Sd/-  
SANJAY BHANUDAS PATIL  
MANAGING DIRECTOR  
DIN: 00229052

Sd/-  
KARAN ATUL BORA  
DIRECTOR  
DIN: 08244316

Sd/-  
VIJAY RATANCHAND OSWAL  
CFO

Sd/-  
PARAG JAGDALE  
COMPANY SECRETARY

CONSOLIDATED STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount Rs. In Lakhs)			
Particulars	Note	" For the year ended 31st March 2023 "	" For the year ended 31st March 2022 "
<b>Income :</b>			
Revenue From Operations	20	31,180.02	18,664.33
Other Income	21	62.57	25.53
<b>Total Revenue</b>		<b>31,242.60</b>	<b>18,689.85</b>
<b>Expenses :</b>			
Cost Material Consumed	22	4,162.07	2,984.79
Change in Inventory	23	(994.76)	485.00
Employee Benefits Expenses	24	4,266.78	4,009.74
Finance Costs	25	329.84	549.51
Depreciation and Amortization Expense	26	226.17	264.68
Other Expenses	27	20,985.19	8,907.62
<b>Total Expenses</b>		<b>28,975.28</b>	<b>17,201.34</b>
Profit before exceptional and extraordinary items and tax		<b>2,267.32</b>	<b>1,488.51</b>
Exceptional items – Provision for CSR Expenses		<b>29.44</b>	<b>21.07</b>
Profit before extraordinary items and tax		<b>2,237.88</b>	<b>1,467.44</b>
Extraordinary Items		-	-
Profit Before Tax		<b>2,237.88</b>	<b>1,467.44</b>
Tax Expense :			
(1) Prior Year Taxes		-	(4.38)
(2) i) Current Tax		680.97	498.33
ii) Current Tax (MAT)		-	-
(3) Deferred Tax		(17.63)	(37.32)
<b>Profit / (Loss) for the period from continuing operations</b>		<b>1,574.54</b>	<b>1,010.81</b>
Profit / (loss) from discontinu- ing operations		-	-
Tax expense of discontinuing operations		-	-
Profit / (Loss) from Discontin- ing operations after tax		-	-
<b>Profit / (Loss) for the period</b>		<b>1,574.54</b>	<b>1,010.81</b>
Add: Share of profit/(Loss) of Associates		-	-
<b>Profit / (Loss) for the period transferred to Reserve &amp; Surplus</b>		<b>1,574.54</b>	<b>1,010.81</b>
Earnings Per Share (EPS)	28		
Basic and Diluted (Rs)		<b>8.24</b>	6.08
Significant Accounting Policies	2		



AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR GUPTA AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS

FRN: 329001E

Sd/-

JAY SHANKER GUPTA

PARTNER

MEM NO. 059535

UDIN: 23059535BGSWUC9443

Date: May 20, 2023

Place: Kolkata

MARKOLINES PAVEMENT TECHNOLOGIES LIMITED

Sd/-

SANJAY BHANUDAS PATIL

MANAGING DIRECTOR

DIN: 00229052

Sd/-

VIJAY RATANCHAND OSWAL

CFO

Sd/-

KARAN ATUL BORA

DIRECTOR

DIN: 08244316

Sd/-

PARAG JAGDALE

COMPANY SECRETARY

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2023

(Amount Rs. In Lakhs)			
	Particulars	" For the year ended 31st March 2023 "	" For the year ended 31st March 2022 "
A.	CASH FLOW FROM OPERATING ACTUVITIES		
	Net profit before tax	2,237.88	1,467.44
	Adjustment for		
	Add: Depreciation and amortisation	226.17	264.68
	(Profit)/Loss on sale of Fixed Assets	(0.36)	0.25
	Finance cost	329.84	549.51
	Provision for CSR	29.44	21.07
		2,822.96	2,302.96
	Less : Interest on Long term and current non-trade investments		
	Interest on loans , deposits etc	59.63	12.77
		2,763.34	2,290.18
	Operating profit before working capital changes	2,763.34	2,290.18
	Changes in working capital :		
	Adjustment for (increase)/decrease in operating assets :		
	Add : Inventories	(949.94)	488.80
	Trade receivables	(1,766.62)	(1,395.25)
	Other current assets	(332.90)	(1,426.68)
	Short term loans and advances	(245.06)	(358.82)
		(531.18)	(401.77)
	Adjustment for increase/(decrease) in operating liabilities :		
	Add : Trade payables	2,497.11	(1,189.74)
	Other current liabilities	178.13	(170.19)
	Short-term provisions	(108.10)	(165.79)
	Cash generated from Operations	2,035.97	(1,927.49)
	Less : CSR paid	23.57	27.77
	Less : Direct taxes paid	-	-
	Net cash from Operating Activities (A)	2,012.39	(1,955.27)
B.	CASH FLOW FROM INVESTING ACTIVITIES		
	Non-Current Investment	(836.89)	-
	Interest received on investments	59.63	12.77
	Sale of Fixed Assets	70.97	2.83
	Capital expenditure on fixed assets, including capital advances	(1,517.27)	(167.39)
	Net cash/(used) in Investing Activities (B)	(2,223.57)	(151.79)
C.	CASH FLOW FROM FINANCING ACTIVITIES		
	Net IPO Proceeds	-	3,610.13
	Short Trem Borrowings	244.38	(592.94)
	Long Trem Borrowings	126.40	(275.97)



Long Trem Provisions	44.22	43.26
Interest paid	(329.84)	(549.51)
Net cash/(used) in Financing Activities (‘C)	85.16	2,234.97
D. INCREASE/(DECREASE) INCASH AND CASH EQUIVALENTS		
(A+B+C)	(126.02)	127.92
Cash and Cash Equivalents at the beginning of the year	160.37	32.45
Cash and Cash Equivalents at the end of the year	34.36	160.37
Note :		
1. The above Cash Flow Statement has been prepared under the ‘Indirect Method’ as set out in the Accounting Standard – 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India		
2. Previous year’s figures have been regrouped/ reclassified to confirm to those of the Current Year		

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR GUPTA AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN: 329001E

MARKOLINES PAVEMENT TECHNOLOGIES LIMITED

Sd/-	Sd/-	Sd/-
JAY SHANKER GUPTA	SANJAY BHANUDAS PATIL	KARAN ATUL BORA
PARTNER	MANAGING DIRECTOR	DIRECTOR
MEM NO. 059535	DIN: 00229052	DIN: 08244316
UDIN: 23059535BGSWUC9443		
	Sd/-	Sd/-
Date: May 20, 2023	VIJAY RATANCHAND OSWAL	PARAG JAGDALE
Place: Kolkata	CFO	COMPANY SECRETARY

# NOTES FORMING PART OF FINANCIAL STATEMENTS

## 2.1 SIGNIFICANT ACCOUNTING POLICIES

### 1. Corporate Information:

The Company was originally incorporated on November 8, 2002 vide Certificate of Incorporation bearing Registration Number 156371 issued by the Registrar of Companies, Mumbai with the name & style of MARK-O-LINE TRAFFIC CONTROLS PRIVATE LIMITED. The company changed its name to MARKOLINES TRAFFIC CONTROLS PRIVATE LIMITED with approval of Central Government and ROC dated March 12, 2018 and again company converted to public limited company and changed its name to MARKOLINES PAVEMENT TECHNOLOGIES LIMITED with approval of Central Government and ROC dated August 10, 2021.

The company has passed shareholders resolution to change its name to “Markolines Pavement Technologies Limited” vide EGM dated 17th August, 2021.

The Company is engaged in the business of providing highway operations & maintenance services. Since inception the Company has shown increasing trend in the revenues by endeavoring to reach consumers at large by providing quality products.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### (A) Basis of Preparation:

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied except where specifically stated in financial statement and notes to accounts of the non-conformity with the relevant Accounting Standard.

#### (B) Significant Accounting Policies:

##### (a) Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the end of the reporting period and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

##### (b) Property, Plant & equipment and Intangible assets:

Property, Plant & equipment and Intangible assets are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

Depreciation is provided on Written Down value basis based on life assigned to each asset in accordance with Schedule II of the Act or as per life estimated by the Management.

An asset is treated as impaired asset when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the profit & loss account is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been changed in the estimate of recoverable amount.

##### (c) Revenue Recognition:

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods or services are recognized on delivery of the products or services, when all significant contractual obligations have been satisfied, the property in the goods is transferred for price, significant risk and rewards of ownership are transferred to the customers and no effective ownership is retained.

In the financial statement, revenue from operation does not include Indirect taxes like sales tax and/or Goods & service tax.

##### (d) Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize

a decline other than temporary in the value of Investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds are charged or credited to the statement of profit and loss.

**(e) Inventories:**

Inventory of W-I-P and Raw materials are valued at lower of cost and net realizable value. Cost is determined on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

There is no stock of finished goods lying with the company.

**(f) Employee Benefits:**

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.

During the year gratuity payable to employees of Rs. 58.62 lakhs are provided based upon actuarial valuation report.

Leave encashment to the employees are accounted for as & when the same is claimed by eligible employees.

**I. Defined contribution plans**

The Company has classified the various benefits provided to employees as under:

- a. Employee State Insurance Fund
- b. Employee Provident Fund

The expense recognised during the period towards defined contribution plan –

Particulars	Amount (Rs In lakhs)	
	For the year ended 31.03.2023	For the year ended 31.03.2022
Employers Contribution to Employee State Insurance	7.21	69.13
Employers Contribution to Employee Provident Fund	311.85	296.94

**II. Defined benefit plans**

Gratuity

The Company should provide for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service, subject to a payment ceiling of INR 20,00,000/–.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation as at balance sheet date:

	Defined benefit plans	For the year ended 31.03.2023 Gratuity (Unfunded)	For the year ended 31.03.2022 Gratuity (Unfunded)
I	Expenses recognised in statement of profit and loss during the year:		
	Current service cost	35.60	40.54
	Past service cost	–	–
	Expected return on plan assets	–	–
	Net interest cost / (income) on the net defined benefit liability / (asset)	8.60	5.13
	Net actuarial (gain)/ loss recognized in the year	14.42	8.18
	Loss (gain) on curtailments		
	Total expenses included in Em- ployee benefit expenses	58.62	53.85
	Discount Rate as per para 78 of AS 15 R (2005)	7.30%	7.30%

II	Net asset /(liability) recognised as at balance sheet date:		
	Present value of defined obligation	193.32	138.89
	Fair value of plan assets	–	–
	Funded status [surplus/(deficit)]	(193.32)	(138.89)
	Present value of defined benefit obligation at the end of the year	193.32	138.90
	Classification		
	Current liability	31.22	21.01
	Non-current liability	162.10	117.89

**Notes:**

a. The rate used to discount post–employment benefit obligations is determined by reference to market yields at the end of the reporting period on government bonds.

b. The estimates of future salary increases considered in the actuarial valuation take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

**(g) Taxation:**

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act'1961 enacted or substantively enacted at the reporting date.

Staff Bonus payable as on 31st March, 2023 due to be paid before filing Income tax return, is pending to be paid as on the signing date of financial, the same will be paid before due date and accordingly has been considered for computation of Income tax for the current financial year.

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable incomes and accounting income. Deferred Tax Assets or Deferred Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

**(h) Borrowing Cost:**

Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**(i) Segment Reporting:**

The Company is engaged in business of providing services of infrastructure operations like road and related infrastructure construction and road maintenance. Considering the nature of Business and Financial Reporting of the Company, the Company is operating in following two Segments:

i.Highway maintenance services

ii.Specialized construction services

Hence segment reporting is applicable to the company.

**(j) Provisions and Contingent Liabilities:**

A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**Contingent liability:**

Bank Guarantee

–Financial Bank Guarantee– Rs. 2.61 crores

–Performance Bank Guarantee– Rs. 17.30 crores

**Income Tax Demand:**



–A.Y. 2020–21      Rs. 0.96 lacs

–A.Y. 2021–22      Rs. 0.97 lacs

**Service Tax Demand:**

–F.Y. 2015–16      Rs. 389.55 lacs

–F.Y. 2016–17      Rs. 430.38 lacs

–F.Y. 2017–18      Rs. 218.50 lacs

(upto June '17)

The above demand is in appeal with CESTAT Authority.

**(k) Earnings per share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**(l)Current Assets, Loans & Advances:**

In the opinion of the Board and to the best of its knowledge and belief the value on realization of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand. Trade Receivables as on March 31, 2023 has been taken as certified by the management of the company and is subjected to balance confirmations. As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts has not been made.

**(m)**

Earning and Expenditure in Foreign currency			
Particulars	Currency	2022–2023	2021–2022
<b>Expense in Foreign Currency</b>			
Spare parts expenses	USD	35,370.66	46,049.20
	INR	29,13,123/	34,34,493/
<b>Income in Foreign Currency</b>			
Sales		Nil	Nil

**(n)Related Party Transactions:**

Notes to Financial Statements for the year ended March 31, 2023

Related Party Transactions:

**(A)Relationship :**

Key Management Personnel–	Mr Sanjay Patil
	Mr Vijay Oswal
	Mr Karan Bora
Key Management Personnel's Relatives:	Safala Oswal
	Shailaja Gaikwad
Group Companies:	Markolines Infra Private Limited
	Markolines Technologies Private Limited
	Unique UHPC Markolines LLP (Associate)

**(B)Transactions with related parties :**

Particulars	Key Management Personnel	Key Management Personnel's relatives	Group Companies
<b>Mr Sanjay Patil</b>			
i)Opening balance payable	585.13		
ii)Loan taken during the year	1862.59		
iii)Loan repaid during the year	2158.62		
iv)Balance payable	289.10		
v)Directors remuneration	72.00		
<b>Mr Vijay Oswal</b>			
i)Opening balance payable	Nil		
ii)Loan taken during the year	--		
iii)Loan repaid during the year	--		
iv)Balance payable	NIL		
v)Directors remuneration	--		
vi)Salary payable (CFO)	18.00		
<b>Mr Karan Bora</b>			
Directors remuneration	42.00		
<b>Markolines Infra Private Limited</b>			
i)Opening Balance payable			92.41
ii)Advance taken during the year			594.24
iii)Advance repaid during the year			686.66
iv)Hiring charges & Consultancy fees payable			--
v)Balance payable			--
vi)Interest payable			5.34
<b>Markolines Technologies Private Limited</b>			
i)Opening balance payable			31.96
ii)Amount received			--
iii)Amount paid			--
iv)Consultancy fees payable			87.38
v)Balance payable			28.08
<b>Unique UHPC Markolines LLP</b>			
i)Opening balance			--
ii)Investment made			836.90
iii)Interest			18.26

Statement of Accounting Ratios				
		Note: 2.1.(n)		
Particulars		As at 31.03.2023	As at 31.03.2022	Variance
Current Assets	[A]	15,734.92	12,566.42	
Current Liabilities	[B]	8,565.38	4,971.47	
Current Ratio	[A / B]	1.84	2.53	-27.32%
Debt	[A]	3,054.66	2,683.86	
Equity	[B]	8,582.08	7,103.08	
Debt – Equity Ratio	[A / B]	0.36	0.38	-5.80%
Earnings available for debt service	[A]	2,793.88	2,281.63	
Debt Service	[B]	1,034.07	991.50	
Debt – Service Coverage Ratio	[A / B]	2.70	2.30	17.41%
Net Profit after Tax	[A]	1,574.54	1,010.81	
Average Shareholder’s Equity	[B]	7,842.58	4,792.61	
Return on Equity (%)	[A / B]	20.08	21.09	-4.81%
Cost of Goods Sold	[A]	3,167.31	3,469.78	
Average Inventory	[B]	1,879.50	1,648.93	
Inventory Turnover Ratio	[A / B]	1.69	2.10	-19.92%
Net Sales	[A]	31,180.02	18,664.33	
Average Trade Receivables	[B]	6,724.62	5,143.69	
Trade Receivables Turnover Ratio	[A / B]	4.64	3.63	27.78%
Net Purchase	[A]	4,117.24	2,980.98	
Average Trade Payables	[B]	2,294.63	1,640.95	
Trade Payables Turnover Ratio	[A / B]	1.79	1.82	-1.23%
Net Sales	[A]	31,180.02	18,664.33	
Current Assets		15,734.92	12,566.42	
Current Liabilities		8,565.38	4,971.47	
Average Working Capital	[B]	7,382.25	5,369.31	
Working Capital Turnover Ratio	[A / B]	4.22	3.48	21.50%
Net Profit	[A]	1,574.54	1,010.81	
Net Sales	[B]	31,180.02	18,664.33	
Net Profit Ratio (%)	[A / B]	5.05	5.42	-6.76%
Earning before interest and taxes	[A]	2,567.72	2,016.95	
Capital Employeed	[B]	10,071.79	8,466.39	
Capital Employeed = Total Equity + Long term Debt				
Return on Capital Employeed (%)	[A / B]	25.49	23.82	7.01%
Net Return on Investment	[A]	52.57	12.77	
Value of Investment	[B]	1,465.75	499.70	

Return on Investment (%)	[A / B]	3.59	2.56	40.29%
Notes on ratio: 1. Current ratio decreased by 27.32% in F.Y. 2022-23 as compared to F.Y. 2021-22 due to increase in Current Liabilities, majorly increase in Trade Payables. 2. Trade Receivable turnover ratio decreased by 27.78% in F.Y. 2022-23 as compared to F.Y. 2021-22 due to increase in Turnover for the F.Y. 2022-23. 3. Return on Investment ratio increased by 40.29% in F.Y. 2022-23 as compared to F.Y. 2021-22 due to increase in interest income on fixed deposits and Investment in associates during the F.Y. 2022-23.				

**NOTE 2.1.(o).**  
 No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:  
 a) Crypto Currency or Virtual Currency  
 b) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder  
 “ c) Registration of charges or satisfaction with Registrar of Companies  
 ”  
 “d) Relating to borrowed funds  
 i) Wilful defaulter  
 ii) Utilisation of borrowed funds & share premium  
 iii) Borrowings obtained on the basis of security of current assets  
 iv) Discrepancy in utilisation of borrowings  
 v) Current maturity of long term borrowings”

**NOTE 2.1.(p). DISCLOSURE OF TRANSACTIONS WITH STRUCK OFF COMPANIES**  
 The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR GUPTA AGARWAL & ASSOCIATES CHARTERED ACCOUNTANTS	MARKOLINES PAVEMENT TECHNOLOGIES LIMITED	
FRN: 329001E		
Sd/- JAY SHANKER GUPTA PARTNER MEM NO. 059535 Date: May 20, 2023 Place: Kolkata	Sd/- SANJAY BHANUDAS PATIL MANAGING DIRECTOR DIN: 00229052  Sd/- VIJAY RATANCHAND OSWAL CFO	Sd/- KARAN ATUL BORA DIRECTOR DIN: 08244316  Sd/- PARAG JAGDALE COMPANY SECRETARY



	As on 31st March, 2023	As on 31st March, 2022
<b>Note 3 –</b>		
<b>Share Capital</b>		
<b>Authorised Share Capital</b>		
<b>Ordinary Equity Shares</b>		
2,00,00,000 equity shares of Rs.10/- each		2,000.00
2,70,00,000 equity shares of Rs.10/- each	2,700.00	
	2,700.00	2,000.00
<b>Share Capital – Issued, Subscribed &amp; Paid up</b>		
<b>Ordinary Equity Shares</b>		
19107520 equity shares of Rs.10/- each	1,910.75	1,910.75
	1,910.75	1,910.75

**a. The details of shareholders holding more than 5% share**

Name of the Share Holders	As at 31st March, 2023		As on 31st March, 2022	
Sanjay Patil	5,904,640	30.90%	5,404,640	28.29%
Kirtinandini Patil	743,360	3.89%	1,243,360	6.51%
Kirti Oswal	1,342,080	7.02%	1,342,080	7.02%
Jaya Oswal	1,389,760	7.27%	1,389,760	7.27%
Karan Bora	1,414,400	7.40%	1,414,400	7.40%
Kunal Bora	1,181,265	6.18%	1,381,440	7.23%
<b>Total</b>	<b>11,975,505</b>	<b>62.67%</b>	<b>12,175,680</b>	<b>63.72%</b>

**b. The details of promoters' shareholders holding**

Name of the Share Holders	As at 31st March, 2023		As on 31st March, 2022	
Sanjay Patil	5,904,640	30.90%	5,404,640	28.29%
Kirtinandini Patil	743,360	3.89%	1,243,360	6.51%
Kirti Oswal	1,342,080	7.02%	1,342,080	7.02%
Jaya Oswal	1,389,760	7.27%	1,389,760	7.27%
Karan Bora	1,414,400	7.40%	1,414,400	7.40%
Kunal Bora	1,181,265	6.18%	1,381,440	7.23%
<b>Total</b>	<b>11,975,505</b>	<b>62.67%</b>	<b>12,175,680</b>	<b>63.72%</b>

**c. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Ordinary Equity Shares	31.03.2023		31.03.2022	
Equity shares at the beginning of the year	19,107,520	1,910.75	873,720	87.37
Add : Bonus Shares issued during the year	-	-	13,105,800	1,310.58
Add: Issue of shares During the year	-	-	5,128,000	512.80
Outstanding at the end of the period	19,107,520	1,910.75	19107520	1,910.75

**d. Terms / Rights attached to equity shares****Ordinary Equity shares :**

Each holder of equity share is entitled to one vote irrespective of number of shares held. In event of liquidation of company the holder of equity shares would be entitled to receive remaining assets of the company after distribution of all preferential amounts.

**Notes:**

During the F.Y. 2021-22, the company issued 13105800 fully paid equity shares of Rs. 10/- each as Bonus shares to its existing shareholders in ratio of 1:15 (15 fully paid equity shares of Rs. 10/- each against One equity shares of Rs. 10/- each) vide its resolution passed at EGM dated 17.08.2021 and allotted on 26.08.2021

Further during the F.Y. 2021-22, the company issued 51,28,000 fully paid equity shares of Rs. 10/- each at a permium of Rs. 68/- per share through Initial Public Offering and allotted on 23.09.2021

**Note 4 –****(Amount Rs. In Lakhs)**

Reserves & Surplus	As on 31st March, 2023	As on 31st March, 2022
<b>Securities Premium</b>		
As per last balance sheet	3,097.33	-
Add: Current Year's	-	3,487.04
Less: IPO Expenses	-	389.71
	<b>3,097.33</b>	<b>3,097.33</b>
<b>Profit &amp; Loss Account</b>		
As per last balance sheet	2,095.00	2,394.77
Add: Current Year's Profit / (Loss)	1,574.54	1,010.81
Less: Bonus Issue	-	1,310.58
Less: Dividend Paid	95.54	
	<b>3,574.00</b>	<b>2,095.00</b>
<b>TOTAL</b>	<b>6,671.33</b>	<b>5,192.33</b>

Note 5 –

Long Term Borrowings	As on 31st March, 2023	As on 31st March, 2022
Secured		
Loan from Bank & Financial Institution	1,484.33	741.37
Unsecured		
Loan from Bank & Financial Institution	420.51	478.80
From Directors		
Sanjay Patil	289.10	585.13
	-	-
	2,193.94	1,805.30
Less: Current maturities of long term debt	704.23	441.99
	1,489.71	1,363.31

(Refer below additional note 5.1 regarding terms & conditions of borrowings)

STATEMENT OF PRINCIPAL TERMS OF BORROWINGS		
Name of Lender/Fund	Terms & Conditions of the loan	Outstanding amount (In Lakhs Rs.) as on (as per Books)
		31-03-2023
5.1. Long term Borrowings:		
SECURED LOANS		
From Bank & Financial Institutions		
ICICI Bank Ltd Vehicle Loan	Sanctioned amount is Rs.30,00,000/-. The loan is payable in equated monthly installments of Rs. 73,012/- for a period of 48 months, the loan is sedured by vehicle and guaranteed by the directors. The rate of interest is 7.85% p.a.	23.35
Indusind Bank Loan A/c 646E	Sanctioned amount is Rs.24,54,000/-. The loan is payable in equated monthly installments of Rs. 53,988/- for a period of 48 months, the loan is guaranteed by the directors. The rate of interest is 10.01% p.a.	18.06
Yes Bank Vehicle Loan	The loan is secured against the vehicle and personal guarantee of the director.The loan is payable in equated installments of Rs. 1,14,623// starting from 15-07-2018. The rate of interest is 8.40% p.a.	10.63
Indusind Bank (Machinery & custom duty loan)	The loan is payable in 60 equated monthly installments of Rs. 8,07,891/-starting from 21-11-2020 the loan is guaranteed by the directors. The rate of Interest is 9.76% p.a.	216.04
ICICI Bank Ltd Vehicle Loan	The loan is secured against the vehicle and personal guarantee of the director.The loan is payable in 60 equated installments of Rs.58,571/- starting from 01.05.2021. The rate of interest is 7.90% p.a.	19.18
ICICI Bank Ltd Vehicle Loan	The loan is secured against the vehicle and personal guarantee of the director.The loan is payable in 60 equated installments of Rs.55,730/- starting from 01.05.2021. The rate of interest is 7.90% p.a.	18.25
HDFC GECL Loan	Sanctioned amount is Rs.2,65,00,000/-. The loan is payable in equated monthly installments of Rs.8,24,315/- for a period of 60 months, the loan is guaranteed by the directors. The rate of interest is 9.25 % p.a.	265.00
HDFC Vehicle Loan	Sanctioned amount is Rs.39,94,000/-. The loan is payable in equated monthly installments of Rs. 97,318.00/- for a period of 48 months, the loan is guaranteed by the directors. The rate of interest is 7.90 % p.a.	36.34
IndusInd Bank GECL Loan A/c No-200059710	Sanctioned amount is Rs.24,42,309/-. The loan is payable in equated monthly installments of Rs. 77,949/- for a period of 48 months, the loan is guaranteed by the directors. The rate of interest is 9.25% p.a.	14.40

HDFC Bank Vehicle Loan	Sanctioned amount is Rs.32,72,400/-. The loan is payable in equated monthly in-stallments of Rs. 84,230/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.90 % p.a.	32.12
HDFC Bank Loan (CMB Plant- 87535234)	Sanctioned amount is Rs.74,34,000/-. The loan is payable in equated monthly in-stallments of Rs. 1,92,300/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 9.17 % p.a.	74.34
HDFC Bank Loan (DG Set- 87412463)	Sanctioned amount is Rs.8,76,150/-. The loan is payable in equated monthly installments of Rs. 22,545/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.89 % p.a.	8.60
HDFC Bank Loan (DG Set- 87412465)	Sanctioned amount is Rs. 18,16,020/-. The loan is payable in equated monthly in-stallments of Rs. 46,730/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.89 % p.a.	17.83
HDFC Bank Loan (DG Set- 87412458)	Sanctioned amount is Rs. 4,30,110/-. The loan is payable in equated monthly installments of Rs. 11,071/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.90% p.a.	4.22
HDFC Bank Loan (DG Set- 87413464)	Sanctioned amount is Rs. 4,30,110/-. The loan is payable in equated monthly installments of Rs. 11,071/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.90% p.a.	4.22
HDFC Bank Loan (DG Set- 87412452)	Sanctioned amount is Rs. 33,45,300/-. The loan is payable in equated monthly in-stallments of Rs. 86,082/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.9% p.a.	32.84
HDFC Bank Loan (DG Set- 87535243)	Sanctioned amount is Rs. 36,63,900/-. The loan is payable in equated monthly in-stallments of Rs. 94,780/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 9.18% p.a.	36.63
HDFC Bank Loan (DG Set- 87412461)	Sanctioned amount is Rs. 6,15,960/-. The loan is payable in equated monthly in-stallments of Rs. 15,850/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.89% p.a.	6.05
HDFC Bank Loan (DG Set- 87413360)	Sanctioned amount is Rs. 6,15,960/-. The loan is payable in equated monthly in-stallments of Rs. 15,850/- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.89% p.a.	6.05
HDFC Bank Loan (DG Set- 86429418)	Sanctioned amount is Rs. 31,97,682/-. The loan is payable in equated monthly in-stallments of Rs. 77,330/- for a period of 48 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 7.51% p.a.	26.69
HDFC Bank Loan (Hamm soil compactor- 87158793)	Sanctioned amount is Rs. 80,71,200/-. The loan is payable in equated monthly in-stallments of Rs. 1,99,705/- for a period of 48 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.70% p.a.	75.00
HDFC Bank Loan (Shotcreting machine- 87413102)	Sanctioned amount is Rs. 1,80,54,000/-. The loan is payable in equated monthly installments of Rs. 4,64,690./- for a period of 46 months, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 8.90% p.a.	177.23
Indusind Bank Vehicle Loan	Sanctioned amount is Rs. 40,05,821/-. The loan is payable in equated monthly installments of Rs. 85,751/- for a period of 60 months including a moratorium of 1 month, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 9.76% p.a.	38.45
Indusind Bank Loan A/c MN-B00389E	Sanctioned amount is Rs. 27,91,024/-. The loan is payable in equated monthly installments of Rs. 1,34,041/- for a period of 24 months including a moratorium of 1 month, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 10.15% p.a.	24.57
Indusind Bank Loan A/c MN-B00387E	Sanctioned amount is Rs. 1,69,14,550/-. The loan is payable in equated monthly installments of Rs. 8,12,339/- for a period of 24 months including a moratorium of 1 month, the loan is guaranteed by the directors and hypothecation of machinery. The rate of interest is 10.15% p.a.	148.89
HDFC Vehicle Loan - 137348662	Sanctioned amount is Rs. 42,00,000/-. The loan is payable in equated monthly in-stallments of Rs. 1,03,523/- for a period of 48 months, the loan is guaranteed by the directors and hypothecation of vehicle. The rate of interest is 8.50% p.a.	40.51
HDFC Vehicle Loan - 137393959	Sanctioned amount is Rs. 44,52,000/-. The loan is payable in equated monthly in-stallments of Rs. 1,09,734/- for a period of 48 months, the loan is guaranteed by the directors and hypothecation of vehicle. The rate of interest is 8.50% p.a.	42.95
HDFC Vehicle Loan - 134397905	Sanctioned amount is Rs. 13,97,000/-. The loan is payable in equated monthly in-stallments of Rs. 34,203/- for a period of 48 months, the loan is guaranteed by the directors and hypothecation of vehicle. The rate of interest is 8.15% p.a.	12.72
HDFC Vehicle Loan - 139100039	Sanctioned amount is Rs. 30,00,000/-. The loan is payable in equated monthly in-stallments of Rs. 73,945/- for a period of 48 months, the loan is guaranteed by the directors and hypothecation of vehicle. The rate of interest is 8.50% p.a.	30.00
Indusind Bank Vehicle loan- MN-B05272C	Sanctioned amount is Rs. 11,75,000/-. The loan is payable in equated monthly installments of Rs. 24,745/- for a period of 60 months including moratorium of 1 month, the loan is guaranteed by the directors and hypothecation of vehicle. The rate of interest is 9.05% p.a.	11.59



Indusind Bank Vehicle loan- MN-B05273C	Sanctioned amount is Rs. 11,75,000/- . The loan is payable in equated monthly installments of Rs. 24,745/- for a period of 60 months including moratorium of 1 month, the loan is guaranteed by the directors and hypothecation of vehicle. The rate of interest is 9.05% p.a.	11.59
<b>Total</b>		<b>1,484.33</b>
<b>UNSECURED LOANS</b>		
<b>From Banks:</b>		
Aditya Birla Finance Ltd-AB-MUMBIL00000566063	Sanctioned amount is Rs. 10,000,000/- . The loan is payable in equated monthly installments of Rs. 3,51,571/- for a period of 36 months. The rate of interest is 16.00% p.a.	79.27
Deutsche Bank Loan A/c No.350029776720028	Sanctioned amount is Rs. 50,00,000/- The loan is payable in equated monthly installments of Rs.178,886/- starting from 05-03-2021 & guaranteed by the directors. The rate of interest is 17.25% p.a.	17.43
AXIS Bank Loan A/c -137	Sanctioned amount is Rs.50,00,000/- . The loan is payable in equated monthly installments of Rs. 1,75,785/- for a period of 36 months, the loan is guaranteed by the directors. The rate of interest is 16 % p.a.	24.89
AXIS Finance Loan A/c -1275	Sanctioned amount is Rs.30,00,000/- . The loan is payable in equated monthly installments of Rs. 1,06,214/- for a period of 36 months, the loan is guaranteed by the directors. The rate of interest is 16.50 % p.a.	13.45
Fullerton India Loan A/c No-384155	Sanctioned amount is Rs.40,00,000/- . The loan is payable in equated monthly installments of Rs.1,41,618/- for a period of 36 months, the loan is guaranteed by the directors. The rate of interest is 16.50% p.a.	21.34
Growth Source Finance Ltd-6469	Sanctioned amount is Rs.30,00,000/- . The loan is payable in equated monthly installments of Rs.1,09,969/- for a period of 36 months, the loan is guaranteed by the directors. The rate of interest is 19 % p.a.	14.58
IDFC First Bank-A/c No-76439877	Sanctioned amount is Rs. 76,50,000/- . The loan is payable in equated monthly installments of Rs.2,67,067/- for a period of 36 months. The rate of interest is 15.50 % p.a.	60.55
IndusInd Bank Loan A/c No-756000013952	Sanctioned amount Rs 50,00,000/ The loan is payable in equated monthly installments of Rs 2,42,433/ for a period of 24 months. The rate of interest is 15% p.a	32.92
Kotak Mahindra Bank Loan A/c No-CSG-153144723	Sanctioned amount is Rs.1,00,00,000/- . The loan is payable in equated monthly installments of Rs. 4,84,866/- starting from 01-07-2022 for a period of 24 months, the loan is guaranteed by the directors.The rate of Interest is 15 % p.a.	65.97
Magma Fincorp - 0037	Sanctioned amount is Rs.30,35,507/- . The loan is payable in equated monthly installments of Rs.1,51,545/- for a period of 24 months, the loan is guaranteed by the directors. The rate of interest is 18 % p.a.	7.25
NEOGROWTH Credit Loan A/c No-1063158	Sanctioned amount is Rs.50,00,000/- . The loan is payable in equated monthly installments of Rs. 1,84,723/- starting from 10-05-2019 for a period of 36 months, the loan is guaranteed by the directors.The rate of Interest is 19.50% p.a.	9.32
RBL Bank loan a/c no-BLMUM006200071868	Sanctioned amount is Rs.50,00,000/- . The loan is payable in equated monthly installments of Rs. 1,75,786/- starting from 22-02-2021 for a period of 36 months, the loan is guaranteed by the directors. The rate of interest is 16.00% p.a.	19.40
Edelweiss Retail Finance Ltd LMUMSBL0000086181	Sanctioned amount is Rs. 17,20,060/- The loan is payable in equated monthly installments of Rs.71,200/- .starting from 05-03-2021 for a period of 31 months & guaranteed by the directors. The rate of interest is 17.50% p.a.	3.41
ICICI Bank - UP-MUM00043240081	Sanctioned amount is Rs. 75,00,000/- . The loan is payable in equated monthly installments of Rs. 267,334/- starting from 05-04-2021 for a period of 36 months, the loan is guaranteed by the directors. The rate of Interest is 16.50% p.a.	29.39
Moneywise Financial Services	Sanctioned amount is Rs.50,21,417/- . The loan is payable in equated monthly installments of Rs. 1,81,536/- starting from 05-04-2021 for a period of 36 months, the loan is guaranteed by the directors. The rate of interest is 18% p.a.	21.35
<b>Total</b>		<b>420.51</b>

**Note 6 –**

	As on 31st March, 2023	As on 31st March, 2022
<b>Long – Term Provisions</b>		
<b>Provision for Employee Benefits:</b>		
Gratuity Payable	162.11	117.88
	<b>162.11</b>	<b>117.88</b>
<b>6.1. Short term Borrowings:</b>		
<b>Secured Loan</b>		
<b>Cash Credit</b>		
HDFC Bank (CC Facility – 3021)	Secured against Hypothecation of Current assets, charge on office at 501,502 Shree Nand dham, CBD Belapur of the company, personal properties of the Directors and further guaranteed by all the directors. The loan carries interest @ 8.00% P.a. ,previous year loan was with State Bank of India ,Interest rate was 8.65% p.a. Facilities was taken over by HDFC Bank	760.88
<b>Total</b>		<b>760.88</b>

**Note 7 –**

	As on 31st March, 2023	As on 31st March, 2022
<b>Short Term Borrowings</b>		
<b>Secured</b>		
From Bank & Financial Institution:		
Cash Credit Facility	760.88	829.00
<b>Unsecured</b>		
ICICI Business Credit Card	99.84	49.57
<b>Current Maturities of Long Term Loans</b>	704.23	441.99
(Refer additional note 7.1 regarding terms & conditions of borrowings)		
	<b>1,564.95</b>	<b>1,320.55</b>

**Note 8 –**

Trade Payables	As on 31st March, 2023	As on 31st March, 2022
Trade Payables		
MSME	2,036.59	234.53
Others	1,506.59	811.54
	<b>3,543.18</b>	<b>1,046.08</b>

**Ageing wise breakup of Trade Payables**

As on 31.03.2023	Less than 1 Year	1-2 years	2-3 years	More than 3 Years	Total
MSME Trade Payables	2,024.15	1.51	10.17	0.76	2,036.59
Other than MSME Trade Payables	1,259.87	39.24	14.74	192.74	1,506.59
<b>TOTAL</b>	<b>3,284.02</b>	<b>40.75</b>	<b>24.91</b>	<b>193.50</b>	<b>3,543.18</b>

As on 31.03.2022					
MSME Trade Pay-ables	227.36	6.38	-	0.80	234.54
Other than MSME Trade Payables	516.88	77.01	98.60	119.05	811.54
<b>TOTAL</b>	<b>744.24</b>	<b>83.39</b>	<b>98.60</b>	<b>119.85</b>	<b>1,046.08</b>

**Note 9 –**

Other Current Liabilities	As on 31st March, 2023	As on 31st March, 2022
Security Deposit	120.86	50.32
Retention Money	-	31.41
Advance from Customer	174.54	441.05
Payable for Capital Goods	454.22	48.21
Rent Deposit	-	0.49
	<b>749.62</b>	<b>571.49</b>

**Note 10 –**

Short Term Provision		
<b>Provision for Employee Benefits:</b>		
Salary Payable	302.81	309.17
Bonus Payable	208.39	194.04
Director Remuneration Payable	35.17	19.45
Gratuity Payable	31.22	21.01
<b>Provision for Others:</b>		
Expenses Payable	53.60	26.28
Dividend Payable	0.17	-
Profession Tax Payable	5.50	5.38
Income Tax Payable	1,893.08	1,212.11
Provision for CSR	26.44	20.57
Statutory dues payable	151.25	225.32
	<b>2,707.63</b>	<b>2,033.35</b>

**NOTE 11 – PROPERTY, PLANT & EQUIPMENT**

PARTICULARS	GROSS BLOCK			DEPRECIATION					NET BLOCK			
	COST / BOOK VALUE AS AT 4/1/2022	ADDI-TIONS	SALE / DE-DUC-TION	(SUR-PLUS)/ LOSS	COST / BOOK VALUE AS AT 3/31/2023	OPENING BALANCE 4/1/2022	FOR THE YEAR	ADJUSTED AGAINST OPENING RESERVES	DE-DUC-TION	CLOSING BALANCE 3/31/2023	AS AT 4/1/2022	AS AT 3/31/2023
PLANT & MACHINERY	320.51	1,151.71	168.90	(0.15)	1,303.47	249.07	48.18	-	99.57	197.69	71.44	1,105.78
EMULBITUME MICRO-SURFACING MACHINERY	8.79	-	-	-	8.79	6.25	0.55	-	-	6.79	2.54	1.99
MICROSURFACING PAVER	1,059.16	29.88	-	-	1,089.04	476.31	95.98	-	-	572.29	582.85	516.75
OFFICE EQUIPMENT	65.45	9.14	1.51	(0.21)	73.29	52.90	7.27	-	1.26	58.91	12.55	14.37
FURNITURE & FIXTURE	18.28	2.47	1.38	-	19.37	14.56	0.93	-	-	15.48	3.73	3.89
MOTOR CAR	548.43	269.60	0.66	-	817.36	375.18	61.08	-	0.66	435.59	173.25	381.77
COMPUTER & LAPTOP	51.63	12.07	-	-	63.70	40.78	9.73	-	-	50.51	10.86	13.19
INTANGIBLE ASSETS	5.27	5.49	-	-	10.75	2.67	0.86	-	-	3.54	2.59	7.22
BUILDING	46.77	-	-	-	46.77	16.06	1.59	-	-	17.65	30.71	29.11
CWIP	-	36.93	-	-	36.93	-	-	-	-	-	-	36.93
GRAND TOTAL	2,124.28	1,517.27	172.46	(0.36)	3,469.46	1,233.77	226.17	-	101.49	1,358.45	890.51	2,111.01



Note 12 – Non Current Investments

	As on 31st March, 2023	As on 31st March, 2022
(Unquoted , Valued at cost)		
Shares of Warna Sahakari Bank	0.75	0.75
One Share of Markolines Infra Pvt. Ltd.(FV Rs10/ Share )	0.00	0.00
One Share of Markolines Technologies Pvt. Ltd. (FV Rs100/Share)	0.00	0.00
Bassein Catholic Co. Opp. Bank	0.01	0.01
Investment in Unique UHPC Markoline LLP	836.89	-
	<b>837.65</b>	<b>0.76</b>
<b>Note 13 – Deferred Tax Asset</b>		
Deferred Tax Asset	80.05	42.73
Add : Current Year Provision	17.63	37.32
	<b>97.69</b>	<b>80.05</b>
<b>Note 14 – Long Term Loans &amp; Deposits</b>		
Deposit for Quarry Land	8.00	8.00
Advance for land at Dehrang Tq: Panvel	10.00	10.00
	<b>18.00</b>	<b>18.00</b>
<b>Note 15 – Inventories</b>		
Raw Material	193.99	238.82
Work in Progress	2,160.48	1,165.71
(As taken valued & certified by Management & relied upon by us)	<b>2,354.47</b>	<b>1,404.53</b>
<b>Note 16 – Trade Receivable</b>		
(Unsecured considered good by the Manage-ment)		
Trade Receivables		
Debts outstanding for period less than six months	6,295.87	4,524.59
Debts outstanding for period exceeding six months	1,312.06	1,316.72
	<b>7,607.93</b>	<b>5,841.31</b>

Ageing wise breakup of Trade Receivables

	Less than 6 months	6 months – 1 year	1–2 years	2–3 years	More than 3 Years
As on 31.03.2023	6,292.58	33.54	271.23	4.05	1,003.25
As on 31.03.2022	4,524.59	317.43	4.05	137.02	858.22

Note 17 – Cash & Bank Balances

	As on 31st March, 2023	As on 31st March, 2022
Cash In Hand	33.65	32.26
<b>Balances With Banks (Current A/c)</b>		
HDFC	0.17	-
State Bank of India –2027	-	127.68
ICICI–9235	0.27	0.34
State Bank of India –38357840045	0.27	0.09

	34.36	160.37
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Note 18 – Short Term Loans & advances

(Unsecured considered good by the Management)		
Advances to Creditors	748.48	495.45
Salary & Staff Advance	1.89	9.87
	<b>750.37</b>	<b>505.32</b>

Note 19 – Other Current Assets

F.D. for Bank Guarantee – Margin Money	628.09	498.94
Security Deposit & Retention Money	1,389.27	1,953.96
EMD	165.15	234.13
Advances for Capital Goods	72.14	31.81
Other Misc. Deposits & Advances	26.03	68.47
Mobile Deposit	0.08	0.07
Rent Deposit	51.61	37.20
Imprest Money With Staff	310.99	231.03
Prepaid Expenses	30.22	29.80
MVAT Refund F.Y.2011–12	4.30	4.30
SREI Finance – SD	0.55	128.79
MVAT – F.Y. 2016–17	25.51	25.51
UP VAT F.Y.2016–17	2.79	2.79
GST receivable	259.70	264.44
Deposit for Appeal MP –FY 2015–16	0.51	0.51
Deposit for MVAT Appeal	-	0.81
Income Tax Refunds	75.89	75.89
TDS	1,944.94	1,066.44
	<b>4,987.78</b>	<b>4,654.88</b>

Note 20 – Revenue from operations

Revenue from Micro–Surfacing, Road Making, Road Maintanance	27,252.02	14,846.30
Less: Intra Company Sales	471.51	48.21
<b>Total A</b>	<b>26,780.50</b>	<b>14,798.09</b>
Revenue from Toll Operations	4,399.52	3,866.24
<b>Total B</b>	<b>4,399.52</b>	<b>3,866.24</b>
<b>Total (A+B)</b>	<b>31,180.02</b>	<b>18,664.33</b>

Note 21 –

Other Income

Discount Received	0.26	0.06
Interest on F.D.	32.28	12.77
Hiring Charges	7.06	-
Interest Investment in LLP	20.29	-
Misc Income	0.39	0.54
Balances Written off	1.93	12.16
Profit on Sale of Assets	0.36	-
	<b>62.57</b>	<b>25.53</b>

Note 22 –

<b>Note 23 –</b>		
<b>Change in Inventories</b>		
Opening WIP	1,165.71	1,650.71
Closing WIP	2,160.48	1,165.71
Change in Inventories	<b>(994.76)</b>	<b>485.00</b>
<b>Note 24 –</b>		
<b>Employee Benefits Expenses</b>		
Directors Remuneration	114.00	103.62
Salaries	3,626.40	3,192.70
Provident Fund	311.85	296.94
E.S.I.	7.21	69.13
Staff Welfare	98.05	92.50
Bonus	50.65	201.01
Gratuity	58.62	53.85
	<b>4,266.78</b>	<b>4,009.74</b>
<b>Note 25 –</b>	<b>Amount (Rs. In Lakhs)</b>	
<b>Finance Costs</b>	<b>“ For the year ended 31st March, 2023 ”</b>	<b>“ For the year ended 31st March, 2022 ”</b>
Interest on other Loan	94.41	73.62
Bank & Financial Institution Interest	162.51	303.20
Bank Charges & Commission	72.93	172.69
	<b>329.84</b>	<b>549.51</b>
<b>Note 26 –</b>		
<b>Depreciation &amp; Amortisation Expenses</b>		
Depreciation on Property, Plant & Equipmrnt and Intangible Assets	226.17	264.68
	<b>226.17</b>	<b>264.68</b>
<b>Note 27 –</b>		
<b>Other Expenses</b>		
Audit Fees	2.00	1.50
Commission & Brokerage	1.95	5.39
Legal & Professional Charges	314.62	257.22
Donation	0.12	0.11
Listing Event	-	18.96
Electricity Expenses	23.13	17.04
Specialised Construction expenses	5,932.66	-
Repairs & Maintainance	10,446.76	5,640.82
Hiring Charges	1,766.95	939.26
Labour Expenses	663.05	403.71
Labour Cess	200.17	108.51

Petrol & Diesel Expenses	652.48	456.51
Mess Expenses (site)	177.76	152.02
Transportation Charges	150.36	104.43
Testing Charges	105.86	156.66
Toll & Parking exp	7.92	5.13
Insurance	44.41	40.48
Rates & Taxes	10.69	0.28
Postage, Printing & Stationery	18.98	18.42
Lodging & Boarding (Site)	28.78	59.65
Rent	181.22	237.12
Site Expenses	39.81	56.98
Safety Items	65.19	74.74
Tender Fees	3.12	1.69
Telephone & Internet Expenses	14.29	13.26
Travelling & Conveyance Expenses	50.66	43.74
Registration Charges	0.34	0.06
Selling & Distribution Expenses	7.02	16.71
Foreign Travelling Expenses	0.22	-
Late Fees on Service Tax /GST/Income Tax/Others	0.77	3.97
Interest on TDS/TCS/GST/Others	36.82	59.86
Director Sitting fees	4.80	3.00
Income Tax/VAT Appeal fees	-	0.13
Software Expenses	1.19	0.93
Other Office Expenses	28.16	5.38
Thermal Paper Expenses	2.87	3.48
Web Hosting Charges	0.05	0.20
Loss of Sale of Car/P & M	-	0.25
	<b>20,985.19</b>	<b>8,907.62</b>
<b>Details of Audit Fees:</b>		
Statutory Audit & Tax Audit Fees	2.00	1.50
	2.00	1.50
<b>Note 28 –</b>	<b>Amount (Rs. In Lakhs)</b>	
<b>Earnings Per Share (EPS)</b>	<b>“ For the year ended 31st March, 2023 ”</b>	<b>“ For the year ended 31st March, 2022 ”</b>
Net Profit after tax as per Statement of Profit & Loss attributable to Equity Share-holders	1,574.54	1,011
Weighted Average number of equity shares used as denominator for calculating EPS	1,91,07,520	1,66,34,841
Basic and Diluted Earnings Per Share (In Rs.)	8.24	6.08
Face Value per equity share (Rs.)	10.00	10.00



Segment Reporting			
			Rs. in lakhs
Sr. No.	Particulars	Year to date figures as on 31.03.2023	Year to date figures as on 31.03.2022
		Audited	Audited
1	Segment Revenue		
	Major Maintenance & Toll Op-eration	24,868.68	18,664.33
	Specialised Construction	6,311.34	-
	Unallocated	62.57	25.53
	Total	31,242.59	18,689.85
2	Segment Result		
	Major Maintenance & Toll Op-eration	3,476.79	3,332.16
	Specialised Construction	378.68	-
	Unallocated	(1,617.59)	(1,864.72)
	Total	2,237.87	1,467.44
	Profit Before Tax	2,237.88	1,467.44
3	Segment Assets		
	Major Maintenance & Toll Op-eration	14,949.76	12,041.29
	Specialised Construction	259.39	-
	Unallocated	3,590.13	1,514.45
	Total	18,799.27	13,555.74
4	Segment Liabilities		
	Major Maintenance & Toll Op-eration	7,748.41	4,854.87
	Specialised Construction	129.51	-
	Unallocated	2,339.27	1,597.79
	Total	10,217.19	6,452.66
The Company has reported segment information as per Accounting Standard 17 "Operating Segments" (AS 17). The identification of operating segments is consistent with performance assessment and resource allocation by the Chief Operating Decision Maker.			
Place : Mumbai			
Date : 20th May, 2023			

## NOTES

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