

MEP IDL/OUT/2022-23/466  
October 07, 2022

Listing Department, National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Fax No. 022-26598237/38 <b>Scrip Symbol – MEP</b>	Corporate Relationship Department The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai: 400001 Fax No. 022-22723121/3027/2039/2061 <b>Security Code - 539126</b>
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Dear Sir/ Madam,

**Sub: Intimation of Dispatch of Postal Ballot Notice and Explanatory Statement only through electronic means**

This is in furtherance to our letter dated 6<sup>th</sup> October, 2022, informing the Stock Exchange about the approval of the Postal Ballot Notice by the Board of Directors of the Company.

The Postal Ballot Notice along with the Explanatory Statement ("Notice") has been sent to the Shareholders today, i.e. Friday, 7<sup>th</sup> October, 2022 through electronic means only to the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 30<sup>th</sup> September, 2022, being the cut-off date. Further, the hard copy of the Postal Ballot Notice along with physical postal ballot forms and prepaid business envelope has not been sent to the Members, as permitted by the Ministry of Corporate Affairs, vide its various circulars issued in view of the current circumstances.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder and SEBI (LODR) Regulations, 2015, the Company has provided to its Members facility to exercise their right to vote by electronic means on the Special Resolution set forth in the Postal Ballot Notice through services provided by National Securities Depository Limited ("NSDL"). The e-voting facility shall commence on Saturday, October 8, 2022 at 9.00 a.m. (IST) and ends on Monday, November 7, 2022 at 5.00 p.m. (IST).

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice. The same is being made available on the website of the Company i.e. [www.mepinfra.com](http://www.mepinfra.com).

This is submitted for your information and records.

Thanking you,

Yours faithfully,

For **MEP INFRASTRUCTURE DEVELOPERS LIMITED**

**JAYANT D. MHAISKAR**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00716351**



Encl.: a/a





**MEP INFRASTRUCTURE DEVELOPERS LIMITED**

**CIN: L45200MH2002PLC136779**

Regd. Office: 2102, Floor-21st, Plot-62, Kesar Equinox, Sir Bhalchandra Road, Hindu Colony,  
Dadar (E), Mumbai – 400014

E-mail: investorrelations@mepinfra.com • Website: www.mepinfra.com

Tel: 91 22 2414 2776 • Fax: 91 22 2414 4454

**NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013**

Dear Member(s),

**NOTICE** is hereby given in compliance with Sections 108, sub-section (1) of Section 110 of the Act and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification/ amendments thereof for the time being in force), read with the provisions of Secretarial Standard on General Meetings (“SS-2”) it is proposed to seek the consent of the shareholders of MEP Infrastructure Developers Limited (“the Company”) for the Special Resolution(s) as set out in this Postal Ballot Notice (“Notice”) through Electronic Voting (“remote e-voting”).

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular No. 14/2020 dated 8th April, 2020 read together with circular No. 17/2020 dated 13th April, 2020, circular No. 20/2020 dated 5th May, 2020 followed by circular No. 02/2021 dated 13th January, 2021, circular No. 21/2021 dated 14th December, 2021 and Securities Exchange Board of India (“SEBI”) also issued circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively referred to as “Circulars”). In terms of the said MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company or the Depository Participant(s) and the communication of assent / dissent on the resolutions will take place through the remote e-voting system only. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Accordingly, in terms of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members and members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pursuant to Section 102 and 110 of the Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution are also annexed hereto.

You are requested to peruse the proposed resolutions along with Explanatory Statement annexed and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

In compliance with Listing Regulations and provisions of the Act read with applicable Rules and abovementioned MCA Circulars, the Company is offering remote e-voting facility to all its Members to exercise their right to vote, the details whereof are specified under instructions in this notice. The Company has engaged National Securities Depository Limited (“NSDL”) to provide e-voting facilities to the Members. The e-voting facility will be available at the link <https://www.evoting.nsdl.com> starting from 9:00 a.m. on Saturday, October 8, 2022 until 5:00 p.m. on Monday, November 7, 2022.

The Board of Directors of MEP Infrastructure Developers Limited (the “**Company**”) has appointed CS Shridhar Phadke, SVP & ASSOCIATES, Practising Company Secretary (Membership No. FCS 7867, CP No. 18622) as a scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman and Managing Director of the Board of Directors of the Company or in his absence, to any other person authorized by him, after the completion of the scrutiny of the postal ballots (including e-voting). The results of the voting conducted through Postal Ballot (including e-voting) will be announced on or before Wednesday, November 9, 2022 communicated to the stock exchanges where the equity shares of the Company are listed. The Resolution(s), if approved, will be taken as effectively passed as on the last date specified by the Company for receipt of assents(s) or dissents(s) by e-voting i.e., Monday, November 7, 2022 and shall be deemed to have been duly passed at a general meeting convened in that behalf.

**SPECIAL BUSINESS:-**
**1. TO ISSUE UPTO 6,00,00,000 SHARE WARRANTS EACH CONVERTIBLE INTO, OR EXCHANGEABLE FOR ONE EQUITY SHARE OF THE COMPANY WITHIN THE PERIOD OF 18 (EIGHTEEN MONTHS) ON PREFERENTIAL BASIS TO NON-PROMOTOR ENTITIES IN ACCORDANCE WITH THE APPLICABLE LAWS ("SHARE WARRANTS")**

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

**"RESOLVED THAT** pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, up to 6,00,00,000 (Six Crores) Share warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 10/- ( Rupee Ten Only) ("**Equity Share**") each ("**Warrants**") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 15.90/- (Rupees Fifteen and Ninety Paise only) each payable in cash ("**Warrant Issue Price**") , aggregating up to Rs.95,40,00,000 (Rupees Ninety Five Crores Forty Lakhs Only) ("**Total Issue Size**") on a preferential basis to persons / entities/ body corporates listed below ("**Warrant Holder(s)**" / "**Proposed Allottee(s)**") subject to the maximum entitlement of each Share Warrant Holder as specified below and upon receipt of ₹ 3.98/- ( Rupees Three and Ninety Eight Paise Only) for each Share Warrants, which is equivalent to 25% (twenty five per cent) of the Share Warrant Issue Price as upfront payment ("**Warrant Subscription Price**") entitling with a right to Share Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of ₹ 10/- each of the Company ("**Equity Share**") at a premium of Rs.5.90/- per share against each Share Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of ₹11.92/- (Rupees Eleven and Ninety Two Paise only) which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price , for each Share Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name of the Proposed Allottee(s)	No of Warrants to be issued
(i)	Krpipanidhi Advisory LLP	20,00,000
(ii)	Waybroad Trading Pvt Ltd	20,00,000
(iii)	Phagun Enterprises Pvt Ltd	10,00,000
(iv)	One Tree Hill Properties Pvt Ltd	20,00,000
(v)	Orchard Road Properties Pvt Ltd	20,00,000
(vi)	Turbot Traders Pvt Ltd	20,00,000
(vii)	Starlink Management Services Pvt Ltd	20,00,000
(viii)	Sandhil Consultancy Services Pvt Ltd	20,00,000
(ix)	Pearl Dealers Pvt Ltd	20,00,000
(x)	Sonar Bangla Career Academy Pvt Ltd	20,00,000
(xi)	N.S. Longia Parivahan Pvt Ltd	20,00,000
(xii)	Shristidata Distributors Pvt Ltd	20,00,000
(xiii)	Nexus Niwas Pvt Ltd	20,00,000
(xiv)	Alia Commosales LLP	15,00,000

(xv)	Parag Multi Trade LLP	25,00,000
(xvi)	Zahera Traders LLP	10,00,000
(xvii)	MOS Utility Limited	75,00,000
(xviii)	E Trav Tech Ltd	75,00,000
(xix)	Sera Investments & Finance India Ltd	50,00,000
(xx)	Mr. Sachin Awasthee	50,00,000
(xxi)	Mr. Jasraj Joshi	50,00,000
	<b>Total:</b>	<b>6,00,00,000</b>

**“RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Share Warrant be and is hereby fixed as Friday, 7<sup>th</sup> October, 2022, being the date 30 days prior to the date of passing of the Special Resolution by Members through Postal Ballot i.e. Monday, 7<sup>th</sup> November, 2022.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Share Warrants shall be subject to the following terms and conditions:

- i. The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Share Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Share Warrants by issuing a written notice to the Company specifying the number of Share Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Share Warrant Issue Price shall be payable at the time of subscription and allotment of each Share Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Share Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Share Warrants within a period of 18 (Eighteen) months from the date of allotment of such Share Warrants, the unexercised Share Warrants shall lapse and the amount paid by the Warrant holders on such Share Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Share Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Share Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Share Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Share Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Share Warrants and Equity Shares issued pursuant to the exercise of the Share Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.
- ix. The respective Warrant Holders shall make payment of Share Warrant Subscription Price and Share Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
- x. The allotment of Equity Shares pursuant to exercise of the Share Warrants will be completed within 15 days from the date of such exercise by the Warrant Holder.

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

**“RESOLVED FURTHER THAT** the monies received by the Company from the Investor for application of the Warrants pursuant to this preferential issue shall be kept by the Company in a separate bank account.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions,

including without limitation to issue and allot Equity Shares upon exercise of the Share Warrants, to issue certificates/ clarifications on the issue and allotment of Share Warrants and thereafter allotment of Equity Shares further to exercise of the Share Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Share Warrants including deciding the size and timing of any tranche of the Share Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Share Warrants and listing and trading of Equity Shares issued on exercise of Share Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Share Warrants and Equity Shares (to be issued on exercise of the Share Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Share Warrants to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

**By and on behalf of the Board of Directors of  
MEP Infrastructure Developers Limited**

**Jayant D. Mhaiskar  
Chairman and Managing Director  
DIN: 00716351**

**Registered Office:**

2102, Floor-21st, Plot-62, Kesar Equinox,  
Sir Bhalchandra Road, Hindu Colony,  
Dadar (E), Mumbai - 400014  
E-mail: investorrelations@mepinfra.com  
Website: www.mepinfra.com  
Tel: 91 22 2414 2776 • Fax: 91 22 2414 4454

Place: Mumbai  
Date: 6<sup>th</sup> October, 2022

**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular No. 14/2020 dated 8th April, 2020 read together with circular No. 17/2020 dated 13th April, 2020, circular No. 20/2020 dated 5th May, 2020 followed by circular No. 02/2021 dated 13th January, 2021, circular No. 21/2021 dated 14th December, 2021 and Securities Exchange Board of India (“SEBI”) also issued circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively referred to as “Circulars”) permitted the holding of the EGM through VC/ OAVM, without the physical presence of the members at a common venue. In case of Postal Ballot, the Company has availed the said facility from NSDL for facilitating e-voting including remote e-voting, to enable the Members to cast their votes electronically instead of physical mode.
2. The Explanatory Statement pursuant to the provisions of Sections 102, 108 and 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) stating material facts and reasons for the proposed resolutions are annexed hereto.
3. It also contains all the disclosures as specified in the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on General Meetings, as amended and other applicable regulations and guidelines framed.
4. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Maharashtra (in vernacular language, i.e. Marathi).
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to directly to the Company’s Registrar & Transfer Agents. The changes intimated to the DPs will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrar and Transfer Agent, Link Intime (India) Private Limited.
6. Members who have not registered their e-mail address are requested to register the same, in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel.: 91 22 49186270 Fax: 91 22 49186060 E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).

To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.

Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 30<sup>th</sup> September, 2022 i.e. the cut-off date, will be considered for the purpose of voting. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date.

7. The voting rights of the members shall be in the proportion to their share held by them in the paid-up equity share capital of the Company as on cut- off date i.e. Friday, 30<sup>th</sup> September, 2022.
8. The resolutions, if approved, by the requisite majority shall be deemed to have been passed on the last date for e-voting i.e. Monday, November 7, 2022.
9. A Member cannot exercise his/ her vote through proxy on postal ballot. However, Corporate and Institutional Members shall be entitled to vote through their authorized representatives. Corporate and Institutional Members are requested to provide a proof of authorization (board resolution/authority letter/power of attorney etc.) in favour of their authorized representatives to the Company at [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.com).
10. The Board of Directors of the Company has appointed”) has appointed CS Shridhar Phadke, SVP & ASSOCIATES, Practising Company Secretary (Membership No. FCS 7867 CP No. 18622) as a scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner and the Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

11. The e-voting period commences on Saturday, October 8, 2022, at 9.00 a.m. and ends on Monday, November 7, 2022 at 5.00 p.m. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
12. The Postal Ballot Notice shall be uploaded on the Company's website viz., [www.mepinfra.com](http://www.mepinfra.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during 10:00 a.m. to 1:00 p.m. on all working days up to **Monday, November 7, 2022**, i.e. the last day of e-voting.
14. The proposed resolutions, if passed with requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Monday, November 7, 2022**. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.

The instructions for remote e-voting are as under:





**Step 1: Access to NSDL e-Voting system**

**(A) Login method for e-Voting 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	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

		<p><b>NSDL Mobile App is available on</b></p> <p>  App Store                 Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

**(B) Login Method 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?**

- 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, your Password/OTP and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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).
  - [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - 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.  
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

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

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

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 svpfc@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), toll free nos. 1800 1020 990 /1800 224 430).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.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 [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.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 for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Link Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai 400 083  
Tel.: 91 22 49186270 Fax: 91 22 49186060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Registered Office and Communication details of the Company:  
2102, Floor-21st, Plot-62, Kesar Equinox,  
Sir Bhalchandra Road, Hindu Colony,  
Dadar (E), Mumbai – 400014  
E-mail: [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.com)  
Website: [www.mepinfra.com](http://www.mepinfra.com)  
Tel: 91 22 2414 2776 • Fax: 91 22 2414 4454

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2)  
OF THE COMPANIES ACT, 2013**

**Item No. 1:**

The infrastructure sector in India has been provided significant boost since the last financial year. Your Company has spent the last year recovering from the effect of the pandemic and took corrective measures. It was a boon for the infrastructure sector as the Government took measures to allot several major projects to companies for the development of infrastructural facilities including the development of roads PAN India which has worked as a vaccine dose to the infrastructure sector.

Your Company has strategically decided to shift gears and revamp its future plans and accordingly there is an urgent requirement to infuse fresh capital into the Company, to augment long term resources for general corporate purposes, enhancing the net worth and financial position, ensuring long term viability and growth of the Company including reducing of debt, to ensure safeguarding the interests of all stakeholders.

The Members vide Postal Ballot had passed a Special Resolution on 22<sup>nd</sup> May, 2022 for Preferential Allotment to Promoters and Non-Promoters. However the Company could not obtain the Regulatory approval with reference to in-principle approval within the stipulated time due to factors beyond the control of the Company. Considering the same the Company has decided to withdraw the earlier Preferential Allotment and accordingly now approaching the members with the fresh application. In view of the above, your Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) in their meeting held on October 6, 2022 approved raising of long terms resources by issue of up to 6,00,00,000 share warrants of the Company (Six Crores) to the following persons by way of a preferential issue through private placement offer, who have agreed to subscribe to the proposed preferential issue and have confirmed eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations").

Sr. No.	Proposed Allottees	PAN	Category	Maximum No. of Shares to be issued and allotted	Amount (in Rs.)
1	Krpijanidhi Advisory LLP	AARFK0333K	Non-Promoter-Public-LLP	20,00,000	3,18,00,000
2	Waybroad Trading Pvt Ltd	AADCW2570M	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
3	Phagun Enterprises Pvt Ltd	AAHCP7342L	Non-Promoter-Public-Bodies Corporate	10,00,000	1,59,00,000
4	One Tree Hill Properties Pvt Ltd	AAAC06317K	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
5	Orchard Road Properties Pvt Ltd	AAAC06316j	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
6	Turbot Traders Pvt Ltd	AAFCT8464K	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
7	Starlink Management Services Pvt Ltd	AAXCS1811M	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
8	Sandhil Consultancy Services Pvt Ltd	AAXCS1929G	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
9	Pearl Dealers Pvt Ltd	AAECP4377L	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
10	Sonar Bangla Career Academy Pvt Ltd	AARCS9500P	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
11	N.S. Longia Parivahan Pvt Ltd	AABCN3825C	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
12	Shristidata Distributors Pvt Ltd	AASCS4905M	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
13	Nexus Niwas Pvt Ltd	AADCN8030B	Non-Promoter-Public-Bodies Corporate	20,00,000	3,18,00,000
14	Alia Commosales LLP	ABBFA4194K	Non-Promoter-Public-LLP	15,00,000	2,38,50,000
15	Parag Multi Trade LLP	AAQFP2466F	Non-Promoter-Public-LLP	25,00,000	3,97,50,000
16	Zahera Traders LLP	AABFZ3750F	Non-Promoter-Public-LLP	10,00,000	1,59,00,000

17	MOS Utility Limited	ABGPR6434A	Non-Promoter-Public-Bodies Corporate	75,00,000	11,92,50,000
18	E Trav Tech Ltd	CQUPR9324L	Non-Promoter-Public-Bodies Corporate	75,00,000	11,92,50,000
19	Sera Investments & Finance India Ltd	AAACK9697E	Non-Promoter-Public-Bodies Corporate	50,00,000	7,95,00,000
20	Mr. Sachin Awasthee	ACXPA8250F	Non-Promoter-Public-Individual	50,00,000	7,95,00,000
21	Mr. Jasraj Joshi	ADUPJ9840Q	Non-Promoter-Public-Individual	50,00,000	7,95,00,000
			<b>Total(a)</b>	<b>6,00,00,000</b>	<b>95,40,00,000</b>

The issue and allotment of Share Warrants including resultant equity shares arising out of exercise of option attached to Share Warrants to the Proposed Allottees has been approved by the Board of the Company on Thursday, 6<sup>th</sup> October, 2022, subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

- (i) The Share Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Share Warrants by issuing a written notice to the Company specifying the number of Share Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- (ii) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Share Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Share Warrant(s).
- (iii) In the event that, a Warrant holder does not exercise the Share Warrants within a period of 18 (Eighteen) months from the date of allotment of such Share Warrants, the unexercised Share Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Share Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) Apart from the said right of adjustment mentioned in (iv) above, the Share Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (vi) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Share Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- (vii) The Equity Shares so allotted on exercise of the Share Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (viii) The Share Warrants issued pursuant to the exercise of the Share Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time.
- (ix) The respective Warrant Holders shall make payment of Share Warrant Subscription Price and Share Warrant Exercise Price from their own bank account into to the designated bank account of the Company.
- (x) The allotment of the Share Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date i.e. Friday, 7<sup>th</sup> October, 2022. The Proposed Allottees has represented that the Proposed allottees has not sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date.
- (xi) The allotment of Equity Shares pursuant to exercise of the Share Warrants will be completed within 15 days from the date of such exercise by the Warrant Holder.

In terms of Section 62(1)(c) read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The following disclosures for the issue of Share warrants on preferential basis are made in accordance with the provisions of Section 62 and The Companies (Prospectus and Allotment of Securities) Rules, 2014 and ICDR Regulations:

1	Date of passing of Board resolution for approving preferential issue	Thursday, October 6, 2022.
2	Objects of the preferential issue:	Augmenting long term resources for general corporate purposes, enhancing net worth and financial position, ensuring long term viability and growth of the Company and to reduce debt.
3.	Maximum number of specified securities to be issued:	It is proposed to issue up to 6,00,00,000 (Six Crores) share warrants convertible into equity shares of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs.15.90/- (Rupees Fifteen and Ninety Paise only) (including a premium of Rs.5.90/- each) per share warrant, which is equivalent to the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations, aggregating up to Rs.95,40,00,000/- (Rupees Ninety Five Crores Forty Lakhs Only).
4.	The price or price band at which allotment is proposed	Rs.15.90/- (Rupees Fifteen and Ninety Paise only) (including a premium of Rs.5.90/- each) per share warrant , which is equivalent to the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations, aggregating up to Rs.95,40,00,000/- (Rupees Ninety Five Crores Forty Lakhs Only).
5.	Basis on which the price has been arrived at along with report of the Independent registered valuer:	<p>The issue price has been determined based on consideration of:</p> <ol style="list-style-type: none"> <li>1. Valuation report of the Company dated Thursday, 6<sup>th</sup> October, 2022 from Pawan Poddar &amp; Associates, Chartered Accountants, Registered Valuer (IBBI Regn No. IBBI/RV/06/2019/12475) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of share warrants through preferential allotment.</li> <li>2. Pricing certificate from M/s. SVP &amp; Associates Practicing Company Secretary, (Membership No. FCS 7867 CP No. 18622) certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Chapter V of SEBI ICDR Regulations.</li> </ol> <p>The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'), together with BSE referred to as 'Stock Exchanges'. The Equity Shares are frequently traded and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.</p> <p>As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs. 15.90/- per Equity Share which is not less than the higher of the following:</p> <ol style="list-style-type: none"> <li>(a) the average of the 90 trading days of the volume weighted average price of the Company's shares quoted on the Stock Exchange (BSE Limited, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date"; or</li> <li>(b) the average of the 10 trading days of the volume weighted average prices of the Company's shares quoted on the Stock Exchange (BSE Limited, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date"</li> </ol>
6.	Intention of Promoters, directors or key managerial personnel to subscribe to the offer	None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue
7	Relevant Date:	The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for equity shares to be issued is Friday, October 7, 2022 i.e. a date 30 (thirty) days prior to the passing of the Special Resolution by Members through Postal Ballot i.e. Monday, November 7, 2022.

8	Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:	Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on the National Stock Exchange of India Limited and BSE Limited and rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company.	
9	<b>Class or classes of persons to whom the allotment is proposed to be made</b> The Shares Warrants shall be issued and allotted to the Proposed Allottees (under Non Promoter- Public Category) as detailed herein below. The Company has obtained the PAN of the Proposed Allottees:		
<b>Sr. No.</b>	<b>Name of Proposed Allottees</b>	<b>Category (Current &amp; Proposed)</b>	<b>Maximum Number of Equity Shares to be issued and allotted</b>
1	Krpijanidhi Advisory LLP	Non-Promoter-Public-LLP	20,00,000
2	Waybroad Trading Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
3	Phagun Enterprises Pvt Ltd	Non-Promoter-Public-Bodies Corporate	10,00,000
4	One Tree Hill Properties Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
5	Orchard Road Properties Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
6	Turbot Traders Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
7	Starlink Management Services Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
8	Sandhil Consultancy Services Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
9	Pearl Dealers Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
10	Sonar Bangla Career Academy Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
11	N.S. Longia Parivahan Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
12	Shristidata Distributors Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
13	Nexus Niwas Pvt Ltd	Non-Promoter-Public-Bodies Corporate	20,00,000
14	Alia Commosales LLP	Non-Promoter-Public-LLP	15,00,000
15	Parag Multi Trade LLP	Non-Promoter-Public-LLP	25,00,000
16	Zahera Traders LLP	Non-Promoter-Public-LLP	10,00,000
17	MOS Utility Limited	Non-Promoter-Public-Bodies Corporate	75,00,000
18	E Trav Tech Ltd	Non-Promoter-Public-Bodies Corporate	75,00,000
19	Sera Investments & Finance India Ltd	Non-Promoter-Public-Bodies Corporate	50,00,000
20	Mr. Sachin Awasthee	Non-Promoter-Public-Individual	50,00,000
21	Mr. Jasraj Joshi	Non-Promoter-Public-Individual	50,00,000
		<b>Total(a)</b>	<b>6,00,00,000</b>
10	Intention of the Promoters/ Promoter Group, Directors or Key Managerial	None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Shares Warrants pursuant to the Preferential Issue	

	Personnel to subscribe to the preferential issue.																																												
11	<b>Shareholding Pattern of the Company before and after the issue:</b> The pre-issue shareholding pattern of the Company as of 30 <sup>th</sup> September, 2022 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is given below:																																												
Sr. No.	Category of Shareholder	Pre-issue		Addition	Post-Issue																																								
(A)	Promoters Holding																																												
1	Indian																																												
	- Individual	51969584	28.33		51969584	21.35																																							
	- Bodies Corporate	28747927	15.67		28747927	11.81																																							
	Sub Total :	80717511	44.00		80717511	33.16																																							
2	Foreign Promoters	-	-		-	-																																							
	Sub Total (A)	80717511	44.00		80717511	33.16																																							
(B)	Non-Promoters Holding :																																												
1	Mutual Funds	9615944	5.24		9615944	3.95																																							
2	Financial Institutions	15487	0.01		15487	0.01																																							
3	Foreign Portfolio Investors	7945221	4.33		7945221	3.26																																							
4	Individuals	63863118	34.81	1,00,00,000	7,38,63,118	30.34																																							
5	HUF	2307829	1.26		2307829	0.95																																							
6	Non-Resident Indian (NRI)	318910	0.17		318910	0.13																																							
7	Director or Director's Relatives	15450	0.01		15450	0.01																																							
8	Non-Resident Indian (NRI)	1597779	0.87		1597779	0.66																																							
9	LLP	279236	0.15	70,00,000	7279236	2.99																																							
10	Clearing Members	278821	0.15		278821	0.11																																							
	Bodies Corporate	16490745	8.99	4,30,00,000	59490745	24.44																																							
	Sub Total (B)	102728540	56.00	60000000	162728540	66.84																																							
	<b>Grand Total</b>	<b>183446051</b>	<b>100.00</b>	<b>60000000</b>	<b>243446051</b>	<b>100.00</b>																																							
12	Percentage of post preferential issue capital that may be held by the allottee(s) and change in control	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the proposed Allottees</th> <th>*% of post preferential capital</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Krpijanidhi Advisory LLP</td> <td>0.82</td> </tr> <tr> <td>2</td> <td>Waybroad Trading Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>3</td> <td>Phagun Enterprises Pvt Ltd</td> <td>0.41</td> </tr> <tr> <td>4</td> <td>One Tree Hill Properties Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>5</td> <td>Orchard Road Properties Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>6</td> <td>Turbot Traders Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>7</td> <td>Starlink Management Services Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>8</td> <td>Sandhil Consultancy Services Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>9</td> <td>Pearl Dealers Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>10</td> <td>Sonar Bangla Career Academy Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>11</td> <td>N.S. Longia Parivahan Pvt Ltd</td> <td>0.82</td> </tr> <tr> <td>12</td> <td>Shristidata Distributors Pvt Ltd</td> <td>0.82</td> </tr> </tbody> </table>					Sr. No.	Name of the proposed Allottees	*% of post preferential capital	1	Krpijanidhi Advisory LLP	0.82	2	Waybroad Trading Pvt Ltd	0.82	3	Phagun Enterprises Pvt Ltd	0.41	4	One Tree Hill Properties Pvt Ltd	0.82	5	Orchard Road Properties Pvt Ltd	0.82	6	Turbot Traders Pvt Ltd	0.82	7	Starlink Management Services Pvt Ltd	0.82	8	Sandhil Consultancy Services Pvt Ltd	0.82	9	Pearl Dealers Pvt Ltd	0.82	10	Sonar Bangla Career Academy Pvt Ltd	0.82	11	N.S. Longia Parivahan Pvt Ltd	0.82	12	Shristidata Distributors Pvt Ltd	0.82
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		13	Nexus Niwas Pvt Ltd	0.82
		14	Alia Commosales LLP	0.62
		15	Parag Multi Trade LLP	1.03
		16	Zahera Traders LLP	0.41
		17	MOS Utility Limited	3.08
		18	E Trav Tech Ltd	3.08
		19	Sera Investments & Finance India Ltd	2.05
		20	Mr. Sachin Awasthee	2.06
		21	Mr. Jasraj Joshi	2.05
		<p>*Assuming all the Warrants are converted into the Equity Shares of the Company There shall be no change in control post the allotment of shares to the proposed Allottees.</p>		
13	Amount which the Company intends to raise by way of such securities/size of the issue	Rs.95,40,00,000/- (Rupees Ninety Five Crores Forty Lakhs Only) by issue of 6,00,00,000 Share Warrants at Rs.15.90/- per Share (Rupees Fifteen Rupees Ninety Paise Only)		
14	The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter	Sr. No.	Name of the proposed Allottees	*% of post preferential capital
		1	Krpijanidhi Advisory LLP	0.82
		2	Waybroad Trading Pvt Ltd	0.82
		3	Phagun Enterprises Pvt Ltd	0.41
		4	One Tree Hill Properties Pvt Ltd	0.82
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		20	Mr. Sachin Awasthee	2.06	
		21	Mr. Jasraj Joshi	2.05	
15	Valuation for consideration other than cash	Not Applicable			
16	Proposed time frame within which the preferential issue shall be completed	<p>Pursuant to the requirements of the SEBI ICDR Regulations, the Company shall complete the allotment of share warrants of the Company to the Proposed Allottees on or before the expiry of 15 (fifteen) days from the date of passing of the Special Resolution by the members of the Company.</p> <p>*It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the share warrants to the Proposed Allottees on a preferential basis), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.</p>			
17	Name and address of valuer who performed valuation;	Pawan Poddar & Associates, Chartered Accountants, Registered Valuer (IBBI Regn No. IBBI/RV/06/2019/12475)B 116/117, Durian Estate, Goregaon Mulund Link Road, Goregaon East, Mumbai- 400063			
18	Change in control, if any, in the Company that would occur consequent to the preferential offer	There shall be no change in the management or control of the Company pursuant to the above mentioned Preferential Allotment.			
19	Lock-in Period	The proposed allotment of share warrants shall be subject to lock-in as per the requirement of SEBI ICDR Regulations. The pre preferential shareholding of the Proposed Allottees in the Company, if any, shall be subject to lock in as per the provisions of the ICDR Regulations			

20	No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	The Company has not made preferential allotments during the year to the proposed allottees.
21	Listing	The Company will make an application to the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") at which the existing shares are listed, for listing of the Equity Shares.
22	Principle terms of assets charged as securities	Not Applicable
23	Practicing Company Secretary Certificate	The Certificate issued by SVP & Associates, Practicing Company Secretary, (Membership No. FCS 7867, CP No. 18622) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, is hosted on the Company's website and is accessible at link: <a href="http://www.mepinfra.com">www.mepinfra.com</a>
24	Requirements as to re-computation of price:	Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than 90 trading days as on Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of ICDR Regulations.
25	Identity of the Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees,	

the percentage (%) of post preferential issue capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment								
Name of the Propose Allottee	Category	PAN	Ultimate Beneficial Ownership	Pre- Preferential Allotment		Number of shares proposed to be issued	Post-Preferential Allotment #	
				No. of Shares	% of voting rights		No. of Shares	% of voting rights
Krpijanidhi Advisory LLP	Non-Promoter-Public-LLP	AARFK0333K	1. Ritick Maity 2. Niladri Sengupta	0	0	20,00,000	20,00,000	0.82
Waybroad Trading Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AADCW2570M	1. Laxmi Kanta Halder 2. Joydip Roy	0	0	20,00,000	20,00,000	0.82
Phagun Enterprises Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AAHCP7342L	1.Sayan Chakraborty 2.Sumit Banerjee	0	0	10,00,000	10,00,000	0.41
One Tree Hill Properties Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AAACO6317K	1.Rohit Kumar Koiri 2.Santanu Biswas	0	0	20,00,000	20,00,000	0.82
Orchard Road Properties Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AAACO6316J	1.Rohit Kumar Koiri 2.Santanu Biswas	0	0	20,00,000	20,00,000	0.82
Turbot Traders Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AAFCT8464K	1.Rajib Debnath 2.Abhishek Ghosh	0	0	20,00,000	20,00,000	0.82
Starlink Management Services Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AAXCS1811M	1.Ramesh Shaw 2.Chandan Rajak	0	0	20,00,000	20,00,000	0.82
Sandhil Consultancy Services Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AAXCS1929G	1.Manish Agarwal 2.Dhirendra Kumar Singh	0	0	20,00,000	20,00,000	0.82
Pearl Dealers Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AAECP4377L	1.Biplab Mondal 2.Girish Jha 3Prakash Khaitan 4. Puja Devi 5.Deepak Kumar Jha 6.Santosh Kumar Khaitan	0	0	20,00,000	20,00,000	0.82
Sonar Bangla Career Academy Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AARCS9500P	1.Mahadeb Sau 2.Jayanta Mallick Classic Securities & Consultants	0	0	20,00,000	20,00,000	0.82

			Venkatesh Consultants & Advisors					
N.S. Longia Parivahan Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AABCN3825C	1.Suresh Kumar Singh 2.Gopal Debnath	0	0	20,00,000	20,00,000	0.82
Shristidata Distributors Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AASCS4905M	1.Suresh Mahali 2.Sanjay Singh	0	0	20,00,000	20,00,000	0.82
Nexus Niwas Pvt Ltd	Non-Promoter-Public-Bodies Corporate	AADCN8030B	1.Suresh Mahali 2.Sanjay Singh	0	0	20,00,000	20,00,000	0.82
Alia Commosales LLP	Non-Promoter-Public-LLP	ABBFA4194K	NA	0	0	15,00,000	15,00,000	0.62
Parag Multi Trade LLP	Non-Promoter-Public-LLP	AAQFP2466F	NA	0	0	25,00,000	25,00,000	1.03
Zahera Traders LLP	Non-Promoter-Public-LLP	AABFZ3750F	NA	0	0	10,00,000	10,00,000	0.41
MOS Utility Limited	Non-Promoter-Public-Bodies Corporate	ABGPR6434A	1.Kurjibhai Premjibhai 2.Rupareliya	0	0	75,00,000	75,00,000	3.08
E Trav Tech Ltd	Non-Promoter-Public-Bodies Corporate	CQUPR9324L	1.Lalitaben Kurjibhai Rupareliya 2Kurjibhai Premjibhai Rupareliya	0	0	75,00,000	75,00,000	3.08
Sera Investments & Finance India Ltd	Non-Promoter-Public-Bodies Corporate	AAACK9697E	1.Sagar Joshi	0	0	50,00,000	50,00,000	2.05
Mr. Sachin Awasthee	Non-Promoter-Public-Individual	ACXPA8250F	NA	5000	0.002	50,00,000	50,05,000	2.06
Mr.Jasraj Joshi	Non-Promoter-Public-Individual	ADUPJ9840Q	NA	0	0	50,00,000	50,00,000	2.05

26. Other Disclosures

- (a) It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a willful defaulter or a fraudulent borrower.
- (b) It is hereby confirmed that none of the Directors or Promoters of the Company is fugitive economic offender
- (c) The Proposed Allottee has not sold any equity shares during the 90 trading days preceding the Relevant Date.
- (d) There are no outstanding dues to the SEBI, the Stock Exchanges or the depositories
- (e) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

- (f) The Preferential Issue will not result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the Company, to Proposed Allottee(s) and therefore valuation report from an independent registered valuer is not required for determining the price.
- (g) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the proposed allottees. Since the Companies equity shares are listed on recognized Stock Exchanges for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within the increased Authorised Share Capital of the Company. The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 in the accompanying notice for approval by the Members.

None of the other Directors, Key Managerial Persons of the Company or their relatives, are in any way concerned or interested financially or otherwise in the proposed Special Resolution except to the extent of their shareholding.

**By and on behalf of the Board of Directors of  
MEP Infrastructure Developers Limited**

**Jayant D. Mhaiskar  
Chairman and Managing Director  
DIN: 00716351**

**Registered Office:**

2102, Floor-21st, Plot-62, Kesar Equinox,  
Sir Bhalchandra Road, Hindu Colony,  
Dadar (E), Mumbai – 400014  
E-mail: investorrelations@mepinfra.com  
Website: www.mepinfra.com  
Tel: 91 22 2414 2776 • Fax: 91 22 2414 4454

Place: Mumbai

Date: 6<sup>th</sup> October, 2022