

MEPIDL/OUT/2022-23/583  
January 20, 2023

<b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400051 Fax No. 022-26598120/38 <b>Scrip Symbol: MEP</b>	<b>Corporate Relationship Department</b> <b>BSE Limited</b> 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: Notice of Extra-Ordinary General Meeting of the Company**

Pursuant to the applicable provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform you that the Notice of the Extra Ordinary General Meeting of the Shareholders of the Company, which has been scheduled to be held on **Monday, the 13th day of February, 2023 at 11.30 a.m. (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) ("EOGM"), is being mailed to the Shareholders, holding equity shares of the Company as on **Friday, 13<sup>th</sup> January, 2023** and whose e-mail IDs are registered with the Company/Depositories, in compliance with the MCA and SEBI Circulars (Copy of the EOGM Notice is attached).

In this connection, we also wish to inform that on the resolutions as per the EOGM Notice, shall be exercised by the shareholders holding shares as on **Friday, 3<sup>rd</sup> February, 2023**, being cut-off date. The e-voting will commence at **Friday, 10<sup>th</sup> February, 2023 (9:00 am IST)** and will end on **Sunday, 12<sup>th</sup> February, 2023 (5:00 pm IST)**.

The notice of the EOGM will also be available on the website of the Company viz. <https://www.mepinfra.com>.

Thanking you,

Yours faithfully,  
**For MEP INFRASTRUCTURE DEVELOPERS LIMITED**

**VIKRAM MUKADAM**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**



**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 EXTRA ORDINARY GENERAL MEETING**

Dear Member(s),

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members of **MEP INFRASTRUCTURE DEVELOPERS LIMITED** (“the Company”) will be held on **Monday, the 13<sup>th</sup> day of February, 2023 at 11.30 a.m. (IST)** through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following businesses:

**SPECIAL BUSINESS:**

**1. REGULARISATION OF APPOINTMENT OF MR. DEEPAK GADGIL (DIN: 07979905) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 {including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force} and based on the recommendation of Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, and subject to the requisite approvals, if any, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Deepak Gadgil (DIN: 07979905) [who was appointed as an Additional Director (in the capacity of Whole-time Director) of the Company], as the Whole-time Director of the Company who is liable to retire by rotation, for a period from 14<sup>th</sup> November, 2022 to 13<sup>th</sup> November, 2025 on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Deepak Gadgil”.

**“RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V of the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Deepak Gadgil within such prescribed limit or ceiling as agreed by and between the Board and Mr. Deepak Gadgil without any further reference to the Company in General Meeting”.

**“RESOLVED FURTHER THAT** any Director of the Company or Company Secretary or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

**2. REGULARISATION OF APPOINTMENT OF MR. ANAND DESAI (DIN: 00251803) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Anand Desai (DIN: 00251803), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee, with effect from 14th November, 2022, in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director and who holds office up to the ensuing General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in Regulation 16 (1) (b) & 17 (1) (c) of the Listing Regulations and who is eligible for appointment, be and is hereby elected and appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation for a period of 5 (Five) Years commencing from 14th November, 2022 and ending on 13th November, 2027.”

**"RESOLVED FURTHER THAT** any Director of the Company or Company Secretary or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

**3. REGULARISATION OF APPOINTMENT OF MR. NEERAJ HARDIKAR (DIN: 02126476) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 149, 150,152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Neeraj Hardikar (DIN:02126476), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee, with effect from 14th November, 2022, in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director and who holds office up to the ensuing General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in Regulation 16 (1) (b) & 17 (1) ( c ) of the Listing Regulations and who is eligible for appointment, be and is hereby elected and appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation for a period of 5 (Five) Years commencing from 14th November, 2022 and ending on 13th November, 2027."

**"RESOLVED FURTHER THAT** any Director of the Company or Company Secretary or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution."

**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

**By and on behalf of the Board of Directors of  
MEP INFRASTRUCTURE DEVELOPERS LIMITED**

**VIKRAM MUKADAM  
COMPANY SECRETARY**

**Place: Mumbai**

**Date: 14<sup>th</sup> November, 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 8<sup>th</sup> April, 2020 read together with Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 followed by Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 21/2021 dated 14<sup>th</sup> December, 2021, Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and Securities Exchange Board of India ("SEBI") also issued its circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 read with circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 also issued circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (collectively referred to as "Circulars") Companies are allowed to conduct the Extra Ordinary General Meeting ("EOGM") through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, the EOGM of the Company shall be conducted through VC/OAVM in accordance with the aforesaid Circulars.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning above business to be transacted is annexed hereto. The relevant details as required under Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment as Director at this Extra Ordinary General Meeting under Item No. 1,2 and 3 of the Notice, is also annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 7<sup>th</sup> February, 2023 to Monday, 13<sup>th</sup> February, 2023 (both days inclusive)**.
4. 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 EOGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, as per Section 113 of the Act, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice of the EOGM will be available on the website of the Company at [www.mepinfra.com](http://www.mepinfra.com), on the websites of National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com), respectively, and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. National Securities Depository Limited ("NSDL") will be providing facility for voting through remote e-Voting for participation in the EOGM through VC/OAVM Facility and e-Voting during the EOGM.
7. Members may join the EOGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 11:15 a.m. IST i.e. 15 minutes before the time scheduled to start the EOGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the EOGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the EOGM.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
9. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first serve basis. The large shareholders (i.e. 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. can attend the EOGM without any restriction on account of first-come first-served principle.
10. Attendance of the Members participating in the EOGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. 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., to their Depository Participants (DPs). Changes intimated to the DP 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 ("Link Intime") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime.
12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with their DPs / Link Intime.
13. CS Shridhar Phadke, Practising Company Secretary (Membership No. FCS 7867 CP No. 18622) from SVP & ASSOCIATES, has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at the EOGM in a fair and transparent manner.
14. The Results shall be declared after the EOGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz. [www.mepinfra.com](http://www.mepinfra.com) and on the website of NSDL within 2 (Two) working days of passing of the resolutions at the EOGM of the Company and the same will also be communicated to the Stock Exchanges.
15. The instructions for remote e-voting are as under:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL on all the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below:
- ii. The remote e-Voting period will commence on **Friday, 10<sup>th</sup> February, 2023 (9:00 am IST) and will end on Sunday, 12<sup>th</sup> February, 2023 (5:00 pm IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 3<sup>rd</sup> February, 2023**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- iii. The details of the process and manner for remote e-Voting are explained herein below: Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>  
Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 are mentioned below:**

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
a) Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDEAS facility If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDEAS” section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on “Access to e-Voting” appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> </ol> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select “Register Online for IDEAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5.</li> </ol>
	<p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> <li>1. 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 phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - 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 &amp; e-voting during the meeting.</li> </ol>

	C. Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code mentioned below for seamless voting experience.
b) Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, 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 is <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> www.cdslindia.com 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 ESP i.e. NSDL portal. Click on NSDL 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>. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
c) Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against company name or e-Voting service provider - 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 and e-Voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites. 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
Securities held with NSDL	Please 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
Securities held with CDSL	Please 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

ii) 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?

- 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 "Shareholders / 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.
- 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 EVEN is 123456 and folio number is 001*** then user ID is 123456001***

6. Your password details are given below:
  - a. If you are already registered for e-voting, then you can use 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. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits 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 members whose email ids are not registered.
7. 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.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-voting will open.

**Details on Step 2 are mentioned below:**

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

- a. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c. Select "EVEN" (E-Voting Event Number) of MEP Infrastructure Developers Limited.
- d. Now you are ready for e-voting as the Voting page opens.
- e. 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.
- f. Upon confirmation, the message "Vote cast successfully" will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for Shareholders**

- a. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send a 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 email to [svpfcs@gmail.com](mailto:svpfcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- b. 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.
- c. In case of any queries, you may refer to 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).

16. Instructions for Members for participating in the EOGM through VC/OAVM are as under:
1. Member will be provided with a facility to attend the EGM/EOGM 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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General 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. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
  3. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  4. Members can submit questions in advance with regard to the appointment of Directors to be placed at the EOGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company’s email address investorrelations@mepinfra.com at least 48 hours in advance before the start of the meeting i.e. by **Saturday, 11<sup>th</sup> February, 2023 by 11:30 a.m. IST**. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
  5. Members who would like to express their views or ask questions during the EOGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorrelations@mepinfra.com on or before 5.00 p.m. (IST), **Tuesday, 7<sup>th</sup> February, 2023**. Those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.
17. Instructions for Members for e-Voting during the EOGM are as under:
1. Members may follow the same procedure for e-Voting during the EOGM as mentioned above for remote e-Voting.
  2. Only those Members, who will be present in the EOGM through VC/OAVM Facility and have not cast 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 EOGM.
  3. The Members who have cast their vote by remote e-Voting prior to the EOGM may also participate in the EOGM through VC/OAVM Facility but shall not be entitled to cast their vote again.
  4. The Helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the EOGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:
    - I. Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in); or
    - II. Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
18. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:
1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the EOGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) for registering email address to investorrelations@mepinfra.com or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company at investorrelations@mepinfra.com or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](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.



19. Other Instructions

1. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
2. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
3. All the documents as referred in the Notice calling the EOGM and the Explanatory Statement will be available electronically for inspection by the Members from the date of circulation of this Notice upto the date of EOGM. Members seeking to inspect such documents can send an email to [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.com).

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

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: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>	Registered Office and Communication details of the Company: 2102, Floor-21st, Plot-62, Kesar Equinox, Sir Bhalchandra Road, Hindu Colony, Dadar (E), Mumbai – 400014 CIN: L45200MH2002PLC136779 Tel: 91 22 2414 2776 Fax: 91 22 2414 4454 E-mail: <a href="mailto:investorrelations@mepinfra.com">investorrelations@mepinfra.com</a> Website: <a href="http://www.mepinfra.com">www.mepinfra.com</a>
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013**

**Item No. 1, 2 and 3:**

The Board of Directors of the Company ('the Board') at its meeting held on 14th November, 2022, based on the recommendation of the Nomination & Remuneration Committee of the Board (the Committee), appointed Mr. Deepak Gadgil (DIN: 07979905) as an Additional Director (in the capacity as a Whole-time Director); Mr. Anand Desai (DIN: 00251803) as an Additional Director (Non-Executive, Independent Director) and Mr. Neeraj Hardikar (DIN: 02126476) as an Additional Director (Non-Executive, Independent Director) of the Company to hold office upto the date of the ensuing General Meeting as per the provisions of the Companies Act, 2013 and Articles of Association of the Company and also empowered the Board to do all the acts, deeds and things which are necessary for the aforesaid appointment.

Further, in terms of the amended Regulation 17(1C) of the Listing Regulations, effective from 1st January, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

The principal terms and conditions of appointment of Mr. Deepak Gadgil as the Whole-time Director is he will liable to retire by rotation. His Term of Appointment is from 14<sup>th</sup> November, 2022 to 13<sup>th</sup> November, 2025 and no Remuneration or Perks is proposed to be paid to Mr. Gadgil

Above Directors have given their consents to act as a Director of the Company pursuant to Section 152 of the Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company. The appointee Directors further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

The Board of Directors accordingly, recommends the resolution no. 1, 2 and 3 of this Notice for approval of the members.

Except above mentioned Directors and their relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the said Resolution.

**Information required as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards as issued by the Institute of Company Secretaries of India, in respect of the appointment or re-appointment of Directors at the General Meeting:**

**Brief Profile:**

**Mr. Deepak Gadgil**

Mr. Deepak Gadgil has done Bachelor of Engineering, Bachelor of Science and Diploma in Business Management. He is a professional having experience over 40 years in the field of Impact Consultancy in Mobility, Electric Vehicles, waste management, Energy, climate change etc. He has also worked in various capacities like Co-ordination, HR and Admin, Procurement and Asset Management, Project Monitoring; also he has worked in manufacturing industries in various capacities.

**Mr. Neeraj Hardikar**

Mr. Neeraj Hardikar has done L.E.E. (Electronics) from V.J.T.I. and has overall experience of 40 years in the field of testing of UPS, Drives, special types of equipments used for railways etc. He has also worked as Marketing manager, Director (Technical) in various companies and has handled various engineering projects in Companies like Siemens Ltd, Nelco etc.

**Mr. Anand Desai**

Mr. Anand Desai is a Chartered Accountant. He is Practising as a Chartered Accountant since 2003 His areas of specialisation inter alia includes Audit & Direct Taxation, Indirect Taxation ( Service Tax , GST ), Litigation and Advisory and Specialization in Banking Sector and Construction Sector He is Founder Member of Vile Parle (East) CPE Study Circle of WIRC. He is also Contributor and Speaker at various seminars organised by WIRC and Study Circles on topics of Indirect Taxes (Service Tax / GST), NACIN for coaching the Indirect Tax Officers in conduct of Audits under Indirect Tax laws for Banking Institutions and Construction Entities. He has addressed Professional Chartered Accountant Members on various Amnesty Schemes launched by the Central Government for Service Tax, in Maharashtra on the WIRC platform. He coopted as a Member of the Indirect Tax Committee for FY 2013/14 and 2014/15. He is also associated with various Charitable and Social organisations in Maharashtra as an Auditor and Tax Advisor.

**Other Details:**

Details of Directors seeking appointment at the forthcoming Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Particulars	Mr. Deepak Gadgil	Mr. Neeraj Hardikar	Mr. Anand Desai
DIN	07979905	02126476	00251803
Date of Birth	11 <sup>th</sup> July, 1955	25 <sup>th</sup> August, 1962	19 <sup>th</sup> September, 1974
Nationality	Indian	Indian	Indian
Date of First appointment	14 <sup>th</sup> November 2022	14 <sup>th</sup> November 2022	14 <sup>th</sup> November 2022
Qualification and Expertise in specific functional areas	B.Sc. B.E. D.B.M.	L.E.E. ( electronics ) from V.J.T.I	Audit & Direct Taxation, Indirect Taxation ( Service Tax, GST ), Litigation and Advisory, Specialization in Banking Sector and Construction Sector
Relationship with any Director(s) of the Company	Not related to any Director	Not related to any Director	Not related to any Director
Other Directorships*	NIL	NIL	NIL
Names of listed entities in which the person holds the membership of Committees of the board including this Listed Entity	NIL	Chairperson of Audit Committee in MEP Infrastructure Developers Limited	Member of Audit Committee and Stake holders Committee in MEP Infrastructure Developers Limited
Number of Shares held in the Company	NIL	600 Equity shares of Rs. 10/- each	NIL
No. of Meetings attended during the year	1	1	1
Remuneration	NIL	Sitting Fees : Rs.35000 for Board Meeting and Rs.20000 for Committee Meeting	Sitting Fees : Rs.35000 for Board Meeting and Rs. 20000 for Committee Meeting

\*Other Directorships includes Directorship of Public Companies and Committee Membership only includes Membership of Audit Committee and Stakeholders Committee.

**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

**By and on behalf of the Board of Directors of  
MEP INFRASTRUCTURE DEVELOPERS LIMITED**

**VIKRAM MUKADAM  
COMPANY SECRETARY**

**Place: Mumbai**

**Date: 14<sup>th</sup> November, 2022**