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● 2102, Floor - 21st, Plot - 62, Kesar Equinox,

F +91 22 2414 4454 Sir Bhalchandra Road, Hindu Colony, Dadar (E), Mumbai - 400014,

E: investorrelations@mepinfra.com

W: www.mepinfra.com

CIN: L45200MH2002PLC136779

MEPIDL/OUT/2023-24/348
12th January, 2024

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
Scrip Symbol – MEP

Corporate Relationship Department
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai: 400001
Fax No. 022-22723121/3027/2039/2061
Security Code - 539126

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 12th January, 2024, 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 on Friday, 12th January, 2024 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, 5th January, 2024, being the cut-off date. Further, the hard copy of the Postal Ballot Notice has not been sent to the Members, as permitted by the Ministry of Corporate Affairs, vide its various circulars issued.

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 Resolution(s) set forth in the Postal Ballot Notice through services provided by National Securities Depository Limited ("NSDL"). The e-voting facility will be starting from 9:00 a.m. (I.S.T.) on Saturday, 13th January, 2024 until 5:00 p.m. (I.S.T.) on Sunday, 11th February, 2024.

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.

This is submitted for your information and records.

Thanking you,

Yours faithfully,

For MEP INFRASTRUCTURE DEVELOPERS LIMITED

**VIKRAM MUKADAM
COMPANY SECRETARY & COMPLIANCE OFFICER**



Encl.: a/a



INFRASTRUCTURE
DEVELOPERS LTD.

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 Shareholder(s),

NOTICE is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) it is proposed to seek the consent of the shareholders of MEP Infrastructure Developers Limited (“the Company”) for the Ordinary Resolution(s) as set out in this Postal Ballot Notice (“Notice”) through Electronic Voting (“remote e-voting”).

MCA vide the above mentioned circulars has advised the companies to take all decisions requiring members’ approval (other than items of ordinary business or business where any person has a right to be heard) through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act. MCA has further clarified that for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) by postal ballot up to September 30, 2024, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

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 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 SEBI 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, 13th January, 2024 until 5:00 p.m. on Sunday, 11th February, 2024.**

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 **Tuesday, 13th February, 2024** 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., **Sunday, 11th February, 2024** and shall be deemed to have been duly passed at a General meeting convened in that behalf.

SPECIAL BUSINESS:**1. REGULARISATION OF APPOINTMENT OF MR. ARVIND VINZE (DIN: 10390529) AS A NON-EXECUTIVE-NON INDEPENDENT DIRECTOR OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and Regulation 17 (1C) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations 2015") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Arvind Vinze (DIN-10390529) who was appointed as an Additional Director in the capacity of an Non-Executive-Non-Independent Director with effect from 14th November 2023, who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive-Non-Independent Director of the Company and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 read with Schedule V and any other applicable provisions of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arvind Vinze be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits as may be prescribed from time to time.

"RESOLVED FURTHER THAT any Director or Company Secretary 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: 12th January, 2024

Notes:

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 Resolution(s) as set out in this Postal Ballot Notice ("Notice") through Electronic Voting ("remote e-voting").

In terms of Ministry of Corporate Affairs, Government of India (the "MCA") has issued Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No 33/2020 dated September 28, 2020, Circular No.39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021 and General Circular no. 3/2022 dated May 5, 2022 and General Circular no 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 (Collectively referred to as "MCA Circulars"). As per 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 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 Resolutions setting out material facts and the reasons for the Resolutions 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 SEBI 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 **9:00 a.m. on Saturday, 13th January, 2024 until 5:00 p.m. on Sunday, 11th February, 2024.**

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 **Tuesday, 13th February, 2024** 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., **Sunday, 11th February, 2024** and shall be deemed to have been duly passed at a general meeting convened in that behalf.

1. 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.
2. 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.
3. 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).
4. 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 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.
5. 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.

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, 5th January, 2024** 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.

6. 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, 5th January, 2024**.
7. The resolutions, if approved, by the requisite majority shall be deemed to have been passed on the last date for e-voting i.e. **Sunday, 11th February, 2024**.
8. 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 at Website of the Company on the link investorrelations@mepinfra.com.
9. 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.
10. The e-voting period commences on **9:00 a.m. on Saturday, 13th January, 2024 until 5:00 p.m. on Sunday, 11th February, 2024**. 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.
11. The Postal Ballot Notice shall be uploaded on the Company’s website viz., www.mepinfra.com and on the website of NSDL at www.evoting.nsdl.com.
12. 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 **Sunday, 11th February, 2024** i.e. the last day of e-voting.
13. 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. **Sunday, 11th February, 2024**. 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"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

(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.
- 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***

- 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'.

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to svpfcs@gmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at 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, 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
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. 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 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	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: investorrelations@mepinfra.com Website: www.mepinfra.com
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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2)
OF THE COMPANIES ACT, 2013**

Item No. 1

The Board of Directors of the Company ('the Board') at its meeting held on 14th November, 2023, based on the recommendation of the Nomination & Remuneration Committee of the Board (the Committee), appointed Mr. Arvind Vinze (DIN: 10390529) as an Additional Director (in the capacity as a Non-Executive Non 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 3 (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. Arvind Vinze as the Non-Executive Non Independent Director is he will liable to retire by rotation. No Remuneration or Perks is proposed to be paid to Mr. Arvind Vinze.

Mr. Arvind Vinze have given his consent 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 Director 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 of this Notice for approval of the members.

Except above mentioned Director 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. Arvind Vinze

He holds a Bachelor's degree in Science from the University of Mumbai, a Master's degree in Journalism (Communication) from Dr. Harisingh Gaur Vishvavidyalaya and a Diploma in Financial Management from the University of Mumbai. He has approximately 36 years of experience. Prior to joining our Company, he was associated with Ideal Toll & Infrastructure Private Limited, Mumbai Metro One Private Limited, Mumbai Doordarshan and Pradeep Metal Treatment Chemicals Private Limited

Particulars	Mr. Arvind Vinze
DIN	10390529
Date of Birth	30 th July, 1964
Nationality	Indian
Date of First appointment	14 th November 2023
Qualification and Expertise in specific functional areas	B. Sc., Masters in Journalism, Diploma in Financial Management
Relationship with any Director(s) of the Company	Not related to any Director
Other Directorships	NIL
Names of listed entities in which the person holds the membership of Committees of the board including this Listed Entity	NIL
Number of Shares held in the Company	10,000 Equity shares of Rs.10/- each
No. of Meetings attended during the year	1
Remuneration	NIL

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: 12th January, 2024