

MEP INFRASTRUCTURE DEVELOPERS LIMITED

CIN: L45200MH2002PLC136779

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ADDENDUM TO THE NOTICE OF 19TH ANNUAL GENERAL MEETING

Addendum to the Notice dated 3rd September, 2021 convening 19th Annual General Meeting of MEP INFRASTRUCTURE DEVELOPERS LIMITED scheduled to be held on Thursday, the 30th day of September, 2021 at 11.30 a.m. (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM).

Subsequent to the issuance of the AGM Notice on 7th September, 2021, the Board of Directors of the Company, at their meeting held on 9th September, 2021, appointed Ms. Savli Mangle and Mr. Prakash Naringrekar as the Additional Directors on the recommendation of the Nomination and Remuneration Committee pursuant to the provisions of Section 161 of the Act and under the Articles of Association of the Company as the 2nd term of Mr. Khimji Pandav and Mr. Deepak Chitnis, Non-Executive Independent Directors of the Company ended on 8th September, 2021.

Accordingly, Notice is hereby given that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following item of businesses are added in the aforesaid Notice as Item No. 4 and Item No. 5 as Special Businesses and this addendum shall be deemed to be a part of the original Notice dated 3rd September, 2021 and the notes provided therein:

SPECIAL BUSINESSES:

4. CONFIRMATION OF APPOINTMENT OF NON-EXECUTIVE INDEPENDENT DIRECTOR - MS. SAVLI MANGLE

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

"RESOLVED THAT pursuant to the provisions of Sections 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"), Ms. Savli Mangle (DIN: 07414487),

who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee, with effect from September 9, 2021 pursuant to the provisions of Section 161 of the Act and under the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in Regulation 16 (1) (b) 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 effective from September 9, 2021."

5. CONFIRMATION OF APPOINTMENT OF NON-EXECUTIVE INDEPENDENT DIRECTOR - MR. PRAKASH NARINGREKAR

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

"RESOLVED THAT pursuant to the provisions of Sections 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. Prakash Naringrekar (DIN: 05253458), who was appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee, with effect from September 9, 2021 pursuant to the provisions of Section 161 of the Act and under the Articles of Association of the Company and who holds office up to the date of this Annual 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) 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 effective from September 9, 2021."

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 02/2021 dated 13th January, 2021 read together with circular No. 14/2020 dated 8th April, 2020, circular No. 17/2020 dated 13th April, 2020, followed by circular No. 20/2020 dated 5th May, 2020 and Securities Exchange Board of India ("SEBI") also issued its circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (collectively referred to as "Circulars") Companies are allowed to conduct the Annual General Meeting ("AGM") through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue during the calendar year 2021. Accordingly, the 19th AGM 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 businesses to be transacted is annexed hereto. The relevant details as required under Regulation 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 confirmation on appointment and re-appointment as Director under Item No. 4 and Item No. 5 of the Notice, is also annexed.
3. In line with the MCA Circulars and the SEBI Circulars, the Addendum to Notice of the 19th AGM will be available on the website of the Company at www.mepinfra.com, on the websites of National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively, and also on the website of NSDL at www.evoting.nsdl.com
4. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
5. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 19th AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolutions proposed in this Addendum to the Notice of AGM.

ANNEXURE TO THE NOTICE

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

Item No. 4

The Board of Directors of the Company had appointed Ms. Savli Mangle as an Additional Director with effect from September 9, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013, who shall hold the office up to this Annual General Meeting. Further, the Company has received from Ms. Savli Mangle (i) Declaration under Section 164 of the Companies Act, 2013 regarding non disqualification for appointment as a Director (ii) consent under Section 152 of the Companies Act, 2013 to hold the office as a Director (iii) declaration under Section 149(7) that she meets the criteria of independence as provided in Section 149(6) and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In the opinion of the Board, Ms. Savli Mangle fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as a Non-Executive Independent Director and is independent of the management.

In terms of section 149 and any other applicable provisions of the Companies Act, 2013, the Board of Directors at the recommendation of the Nomination and Remuneration Committee at their meeting held on September 9, 2021 recommended the appointment of Ms. Savli Mangle as an Independent Director of the Company for a period of 5 years effective from September 9, 2021.

Ms. Savli Mangle is the Founder and Director of Bridge IR. Ms. Mangle is responsible for business strategy and new business initiatives and leads all key client relationships. She has headed the Investor Relations function for some of India's largest players in logistics and financial services. With over 20 years of experience as a corporate professional, her work has spanned across domains from as wide as microbiology and high fashion to evolving and fast growing sectors of energy, logistics and financial services. From heading the Finance function to being involved in Mergers and Acquisition work, Ms. Savli Mangle brings a vast array of experience with a dynamic and innovative approach to Investor Relations. Ms. Savli Mangle has an undergraduate degree in Science, a degree in Law, a postgraduate degree in Microbiology and MBA from the University of Mumbai.

A copy of the draft letter setting out the terms and conditions of the appointment of Ms. Savli Mangle as a Non-Executive Independent Director of the Company will be available electronically for inspection. The Members can send an email to the Company for inspection of the said letter. The Board accordingly recommends the resolution as set out in Item No. 4 of the accompanying addendum to notice for the approval of the Members of the Company to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed

resolution except to the extent of their equity holdings in the Company, if any and except Ms. Savli Mangle and her relatives, who are concerned or interested in the proposed resolution.

Item No. 5

The Board of Directors of the Company had appointed Mr. Prakash Naringrekar as an Additional Director with effect from September 9, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013, who shall hold the office up to this Annual General Meeting. Further, the Company has received from Mr. Prakash Naringrekar (i) Declaration under Section 164 of the Companies Act, 2013 regarding non disqualification for appointment as a Director (ii) consent under Section 152 of the Companies Act, 2013 to hold the office as a Director (iii) declaration under Section 149(7) that she meets the criteria of independence as provided in Section 149(6) and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In the opinion of the Board, Mr. Prakash Naringrekar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as a Non-Executive Independent Director and is independent of the management.

In terms of section 149 and any other applicable provisions of the Companies Act, 2013, the Board of Directors at the recommendation of the Nomination and Remuneration Committee at their meeting held on September 9, 2021 recommended the appointment of Mr. Prakash Naringrekar as an Independent Director for a period of 5 years effective from September 9, 2021.

Mr. Prakash Naringrekar is an Associate Member of the Institute of Company Secretaries of India, a Registered Member of The Insolvency & Bankruptcy Board of India and M.Com (Costing) from Mumbai University. He is a Partner in HS Associates, Practicing Company Secretaries in Mumbai. He has worked with Themis Medicare Limited, a listed pharmaceutical Company for more than two decades as a Chief Financial Officer and Company Secretary. He has held a Director position on many Themis group Companies. He has held responsible positions in Professionally managed Multinational and Indian Companies like Castrol India Limited, BSES Limited and Bennett, Coleman & Company Limited. He has a vast knowledge of Company Law and allied statutes. He has managed Accounts, Finance, Costing, MIS, HR, Property Matters, Labour Law, Industrial

Law, Economic Laws etc., Stock Exchanges and SEBI Compliances and has appeared before authorities, He has a knowledge of IPO, Preferential Share, warrants issues handled, managed more than 100 Board meeting for 2 listed Companies as a Company Secretary & Compliance Officer and more than 25 AGM's, EOGM'S & Court Convened Members meetings, he has handled various Legal matter and Arbitration matters and managed Merger & Amalgamation and Arrangements with Members procedure under High Courts directions, Fund raising activities through bank Loans, Public Deposits etc. and appeared before CCI, IT authorities up to Tribunals, CBI, DIR, Customs & Central Excise etc.

A copy of the draft letter setting out the terms and conditions of the appointment of Mr. Prakash Naringrekar as a Non-Executive Independent Director of the Company will be available electronically for inspection. The Members can send an email to the Company for inspection of the said letter. The Board accordingly recommends the resolution as set out in Item No. 5 of the accompanying addendum to notice for the approval of the Members of the Company to be passed as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed resolution except to the extent of their equity holdings in the Company, if any and except Mr. Prakash Naringrekar and his relatives, who are concerned or interested in the proposed resolution.

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

**Kanika Sehgal
Company Secretary**

Place: Mumbai
Date: September 18, 2021

Regd. Office:

B1-406, boomerang, Chandivali Farm Road
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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 Annual General Meeting:

Particulars	Ms. Savli Mangle	Mr. Prakash Naringrekar
Brief Resume	Ms. Mangle has 20 years of experience as a corporate professional, her work has spanned across domains from as wide as microbiology and high fashion to evolving and fast growing sectors of energy, logistics and financial services. From heading the Finance function to being involved in Mergers and Acquisition work, Ms. Savli Mangle brings a vast array of experience with a dynamic and innovative approach to Investor Relations. Ms. Savli Mangle has an undergraduate degree in Science, a degree in Law, a postgraduate degree in Microbiology and MBA from the University of Mumbai.	Mr. Prakash Naringrekar is an Associate Member of the Institute of Company Secretaries of India, a Registered Member of The Insolvency & Bankruptcy Board of India and M.Com (Costing) from Mumbai University. He is a Partner in HS Associates, Practising Company Secretaries in Mumbai. He has worked with Themis Medicare Limited, a listed pharmaceutical Company for more than two decades as a Chief Financial Officer and Company Secretary. He has held a Director position on many Themis group Companies. He has held responsible positions in Professionally managed Multinational and Indian Companies like Castrol India Limited, BSES Limited and Bennett, Coleman & Company Limited.
DIN	07414487	05253458
Age	48 years	65 years
Expertise in specific functional areas	Investor Relations, Law, Mergers and Acquisition and Finance	Finance, Compliance, Law and an Insolvency Professional
Relationship with any Director(s) of the Company	NIL	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Iris Clothing Limited – Non-Executive Independent Director List of memberships of Committees in Iris Clothing Limited 1. Audit Committee - Member 2. Nomination and Remuneration Committee - Member 3. Corporate Social Responsibility Committee – Member 4. Stakeholders Relationship Committee - Member	NIL
Number of Shares held in the Company	NIL	NIL

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

**Kanika Sehgal
Company Secretary**

Place: Mumbai
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