

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai - 400 001.

Dear Sir,

Sub: Certificate from Practising Company Secretary for "In-principle approval" prior to issue and allotment of 60000000 Share Warrants on Preferential Basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, Shridhar Phadke from SVP & ASSOCIATES, Practicing Company Secretary, have verified the relevant records and documents of MEP INFRASTRUCTURE DEVELOPERS LIMITED with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/have sold any equity shares of the company during the 90 trading days preceding the relevant date. ~~Further, where the proposed allottee(s) is/are promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the 90 trading days preceding the relevant date.~~
- b) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date) till (date of lock-in). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Sachin Awasthee	IN30133021451831	5000	07/10/2022	10/4/2023

(*) client id/ folio no in case allottee hold the securities in physical form

Relevant Date is October 7, 2022.

- ~~e) None of the proposed allottees belong to promoter(s) or the promoter group. is ineligible for allotment in terms of Regulations-159 of SEBI (ICDR) Regulations, 2018.~~
- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities)

SVP & ASSOCIATES

COMPANY SECRETARIES

Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.

e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."

f) ~~Post the present preferential issue, the total allotment of the issuer in the same financial year i.e.,~~
~~_____ is more than 5% of the post issue fully diluted share capital of the issuer.~~

OR

Post the present preferential issue, the total allotment of the issuer in the same financial year i.e. 2022-2023 for any single entity/person is less than 5% of the post issue fully diluted share capital of the issuer, as on the date of issue of this report/certificate.

SVP & ASSOCIATES,

Shridhar Phadke, PCS

C.P. No. 18622

F.C.S. 7867

Date: 06/10/2022

Place: Pune

