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Megha Engineering & Infrastructures Ltd.

An ISO 9001-2015 Company

S-2, Technocrat Indl. Estate, Balanagar, Hyderabad-500037, Telangana, INDIA
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E-mail: info@meil.in Visit us: www.meil.in U45202TG2006PLC050271

NOTICE TO EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **Megha Engineering & Infrastructures Limited** will be held on Tuesday, 05th April 2022 at 3:00 P.M at the Registered Office of the Company situated at S-2, T.I.E. Balanagar, Hyderabad - 500037 to transact the following special business:

SPECIAL BUSINESS

ITEM NO. 1

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

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR.P.P. REDDY, EXECUTIVE CHAIRMAN (HOLDING DIN-01450174) OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the ordinary resolution passed in the Extra-Ordinary General meeting of members of the Company held on 30th July 2019 and pursuant to the Recommendations of Nomination and Remuneration Committee and approval of the Board, the Members be and are hereby accorded their approval for upward revision of remuneration payable to Mr.P.P.Reddy, Executive Chairman (Holding DIN-01450174) of the Company by way of salary to Rs.1.00 Crore (Rupees One Crores only) per month w.e.f 01st April 2021.

FURTHER RESOLVED THAT save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr.P.P.Reddy, Executive Chairman (Holding DIN-01450174) passed at the Extra-Ordinary General meeting of members of the Company held on 30th July 2019 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the overall remuneration payable to Mr.P.P.Reddy by way of salary, commission, perquisites, allowances, incentive / bonus / performance linked incentive etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under section 197 of Companies Act, 2013 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board (which will include its committee thereof if any) be and is hereby authorised to vary and /or revise the remuneration of Mr.P.P.Reddy within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and filing of necessary documents, e-forms with the Registrar of Companies, Telangana."

ITEM NO. 2

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

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR.P.V.KRISHNA REDDY, MANAGING DIRECTOR (HOLDING DIN-01815061) OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the ordinary resolution passed in the Extra-Ordinary General meeting of members of the Company held on 30th July 2019 and pursuant to the Recommendations of Nomination and Remuneration Committee and approval of the Board, the Members be and are hereby accorded their approval for upward revision of remuneration payable to Mr.P.V.Krishna Reddy, Managing Director (Holding DIN-01815061) of the Company by way of salary to Rs.1.00 Crore (Rupees One Crores only) per month w.e.f 01st April 2021.

FURTHER RESOLVED that save and except as aforesaid, all other existing terms and conditions of appointment and remuneration of Mr.P.V.Krishna Reddy, Managing Director (Holding DIN-01815061) passed at the Extra-Ordinary General meeting of members of the Company held on 30th July 2019 shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the overall remuneration payable to Mr.P.V.Krishna Reddy by way of salary, commission, perquisites, allowances, incentive / bonus / performance linked incentive etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under section 197 of Companies Act, 2013 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board (which will include its committee thereof if any) be and is hereby authorised to vary and /or revise the remuneration of Mr.P.V.Krishna Reddy within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and filing of necessary documents, e-forms with the Registrar of Companies, Telangana."

ITEM NO. 3

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

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR. B.SRINIVAS REDDY, WHOLE TIME DIRECTOR (DIN- 02331802) OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the ordinary resolution passed in the Extra-Ordinary General meeting of members of the Company held on 24th August 2021 and pursuant to the Recommendations of Nomination and Remuneration Committee and approval of the Board, the Members be and are hereby accorded their approval for upward revision of remuneration payable to Mr. B.Srinivas Reddy, Whole time Director (DIN- 02331802) of the Company, with effect from 1st April 2021 for the remainder term of his office as under:

The remuneration payable by way of salary, perquisites and commission shall be as follows and in any case shall not exceed 5% of the net profits of the Company:

I. Basic Salary	: Rs. 1,26,00,000/- Per Annum
II. House Rent Allowance	: Rs. 50,40,000/- Per Annum.
III. Conveyance/Education/Medical Reimbursement/Attire/Uniform/servant/Other Allowances	: Rs 2,07,65,400/- Per Annum.
IV. Leave Travel Allowance	: Rs. 10,50,000 /- Per Annum.
V. Performance linked Ex-gratia	: Rs. 25,20,000/- Per Annum

Gratuity, Mediclaim, Leave encashment, Provident fund and Long Service Awards will be provided as per the Company's policy.

Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

RESOLVED FURTHER THAT the expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business shall be reimbursed at actual and not considered as perquisites.

FURTHER RESOLVED THAT subject to the approval of members of the Company, Board further recommends to pay an additional Ex-gratia/bonus not exceeding to Rs. 25,20,000/- (Rupees Twenty Five Lakhs Twenty Thousand only) to Mr. B.Srinivas Reddy, Whole Time Director keeping in view of the performance and growth of the Company.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. B.Srinivas Reddy by way of salary, perquisites, allowances, incentive / bonus / performance linked incentive etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under section 197 of Companies Act, 2013 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board (which will include its committee thereof if any) be and is hereby authorised to vary and /or revise the remuneration of Mr. B.Srinivas Reddy, within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and filing of necessary documents, e-forms with the Registrar of Companies, Telangana."

ITEM NO. 4

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

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR. P.DORAIAH, WHOLE TIME DIRECTOR (DIN- 02120726) OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the ordinary resolution passed in the Extra-Ordinary General meeting of members of the Company held on 24th August 2021 and pursuant to the Recommendations of Nomination and Remuneration Committee and approval of the Board, the Members be and are hereby accorded their approval for upward revision of remuneration payable to Mr. P.Doraiah, Whole time Director (DIN- 02120726) of the Company, with effect from 1st April 2021 for the remainder term of his office as under:

The remuneration payable by way of salary, perquisites and commission shall be as follows and in any case shall not exceed 5% of the net profits of the Company:

I. Basic Salary	: Rs. 90,00,000 /- Per Annum
II. House Rent Allowance	: Rs. 36,00,000 /- Per Annum.
III. Conveyance/Education/Medical Reimbursement/Attire/Uniform/servant/Other Allowances	: Rs 1,48,47,000 /- Per Annum.
IV. Leave Travel Allowance	: Rs. 7,50,000 /- Per Annum.
V. Performance linked Ex-gratia	: Rs. 18,00,000 /- Per Annum

Gratuity, Mediclaim, Leave encashment, Provident fund and Long Service Awards will be provided as per the Company's policy.

Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

RESOLVED FURTHER THAT the expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business shall be reimbursed at actual and not considered as perquisites.

FURTHER RESOLVED THAT subject to the approval of members of the Company, Board further recommends to pay an additional Ex-gratia/bonus not exceeding to Rs. 18,00,000 /- (Rupees Eighteen Lakhs only) to Mr. P.Doraiah, Whole-time Director keeping in view of the performance and growth of the Company.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. P.Doraiah by way of salary, perquisites, allowances, incentive / bonus / performance linked incentive etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under section 197 of Companies Act, 2013 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board (which will include its committee thereof if any) be and is hereby authorised to vary and /or revise the remuneration of Mr. P.Doraiah, within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and filing of necessary documents, e-forms with the Registrar of Companies, Telangana."

ITEM NO.5

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

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR.N.THIRUPATHI RAO, (HOLDING DIN- 00055610) WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the Special resolution passed in the Extra-Ordinary General meeting of members of the Company held on 24th August 2021 and pursuant to the Recommendations of Nomination and Remuneration Committee and approval of the Board, the Members be and are hereby accorded their approval for upward revision of remuneration payable to Mr.N.Thirupathi Rao (holding DIN- 00055610), Whole time Director and Chief Financial Officer of the Company, with effect from 1st April 2021 for the remainder term of his office as under:

The remuneration payable by way of salary, perquisites and commission shall be as follows and in any case shall not exceed 5% of the net profits of the Company:

I. Basic Salary : Rs. 72,00,000 /- Per Annum
II. House Rent Allowance : Rs. 28,80,000 /- Per Annum.
III. Conveyance/Education/Medical Reimbursement/Attire/Uniform/servant/Other Allowances : Rs 1,18,77,000 /- Per Annum.
IV. Leave Travel Allowance : Rs. 6,00,000 /- Per Annum.
V. Performance linked Ex-gratia : Rs. 14,40,000 /- Per Annum

Gratuity, Mediclaim, Leave encashment, Provident fund and Long Service Awards will be provided as per the Company's policy.

Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

RESOLVED FURTHER THAT the expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business shall be reimbursed at actual and not considered as perquisites.

FURTHER RESOLVED THAT subject to the approval of members of the Company, Board further recommends to pay an additional Ex-gratia/bonus not exceeding to Rs. 14,40,000 /- (Rupees Fourteen Lakhs Forty Thousand only) to Mr.N.Thirupathi Rao, Whole-time Director keeping in view of the performance and growth of the Company.

RESOLVED FURTHER THAT the overall remuneration payable to Mr.N.Thirupathi Rao by way of salary, perquisites, allowances, incentive / bonus / performance linked incentive etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under section 197 of Companies Act, 2013 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board (which will include its committee thereof if any) be and is hereby authorised to vary and /or revise the remuneration of Mr.N.Thirupathi Rao, within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and filing of necessary documents, e-forms with the Registrar of Companies, Telangana."

ITEM NO. 6

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

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR.CH.PEDA SUBBAIAH, WHOLE TIME DIRECTOR (DIN-03560382) OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and the Articles of Association of the Company and in furtherance of the ordinary resolution passed in the Extra-Ordinary General meeting of members of the Company held on 24th August 2021 and pursuant to the Recommendations of Nomination and Remuneration Committee and approval of the Board, the Members be and are hereby accorded their approval for upward revision of remuneration payable to Mr. Ch.Peda Subbaiah, Whole time Director (DIN- 03560382) of the Company, with effect from 1st April 2021 for the remainder term of his office as under:

The remuneration payable by way of salary, perquisites and commission shall be as follows and in any case shall not exceed 5% of the net profits of the Company:

I. Basic Salary	: Rs. 1,26,00,000/- Per Annum
II. House Rent Allowance	: Rs. 50,40,000/- Per Annum.
III. Conveyance/Education/Medical Reimbursement/Attire/Uniform/servant/Other Allowances	: Rs 2,07,87,000/- Per Annum.
IV. Leave Travel Allowance	: Rs. 10,50,000/- Per Annum.
V. Performance linked Ex-gratia	: Rs. 25,20,000/- Per Annum

Gratuity, Mediclaim, Leave encashment, Provident fund and Long Service Awards will be provided as per the Company's policy.

Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

RESOLVED FURTHER THAT the expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business shall be reimbursed at actual and not considered as perquisites.

FURTHER RESOLVED THAT subject to the approval of members of the Company, Board further recommends to pay an additional Ex-gratia/bonus not exceeding to Rs. 25,20,000/- (Rupees Twenty Five Lakhs Twenty Thousand only) to Mr. Ch.Peda Subbaiah, Whole-time Director keeping in view of the performance and growth of the Company.

RESOLVED FURTHER THAT the overall remuneration payable to Mr. Ch.Peda Subbaiah by way of salary, perquisites, allowances, incentive / bonus / performance linked incentive etc., as the case may be, shall not exceed in the aggregate 5% (Five percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof and subject to the limits envisaged under section 197 of Companies Act, 2013 read with Schedule V of the Act.

FURTHER RESOLVED THAT the Board (which will include its committee thereof if any) be and is hereby authorised to vary and /or revise the remuneration of Mr. Ch.Peda Subbaiah, within limits permissible under the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.

FURTHER RESOLVED THAT any Director of the company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and filing of necessary documents, e-forms with the Registrar of Companies, Telangana."

ITEM NO. 7

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

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR. P.V.SUBBA REDDY, HEAD- ADMIN OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Section 188 (1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force and pursuant to the

Recommendations of Audit Committee and approval of the Board, the Members be and are hereby accorded their approval for upward revision of remuneration of Mr. P.V.Subba Reddy, Head- Admin of the Company (who is a relative of Mr. P.V.Krishna Reddy, Managing Director, i.e. to hold an office or place of profit under the Company) and his remuneration be and is hereby revised with effect from 1st April 2021 as under:

I. Basic Salary	: Rs. 72,00,000/- Per Annum.
II. House Rent Allowance	: Rs. 28,80,000/- Per Annum..
III. Conveyance/Education/Medical Reimbursement/Uniform/ Meal Card/Other Allowances	: Rs. 1,11,35,400 /- Per Annum..
IV. Leave Travel Allowance	: Rs. 6,00,000 /- Per Annum.
V Performance linked Ex-gratia	: Rs. 14,40,000 /- Per Annum
VI. Contribution towards NPS	: Rs. 7,20,000/- per Annum

Gratuity, Mediclaim, Leave encashment, Provident fund and Long Service Awards will be provided as per the Company's policy. Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorized to pay an additional Ex-gratia/bonus not exceeding Rs. 14,40,000/- (Rupees Fourteen Lakhs Forty Thousand only) to Mr. P.V.Subba Reddy, keeping in view of the performance and growth of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of his appointment/remuneration as it may deem fit in the best interest of the company subject to the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and to sign and file documents, e-forms etc., if any with the Registrar of Companies, Telangana."

ITEM NO.8

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

APPROVAL TO PROMOTE AND REVISE THE REMUNERATION PAYABLE TO MR. PREM KUMAR PANDEY, ASSOCIATE VICE PRESIDENT OF THE COMPANY

"**RESOLVED THAT** pursuant to the provisions of Section 188 (1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force, read with rules made thereunder and pursuant to the Recommendations of Audit Committee and approval of the Board, the Members be and are hereby accorded their approval to Mr. Prem Kumar Pandey, a relative of Mr. P.P.Reddy, Whole Time Director designated as Executive Chairman of the Company and Mrs.P.Rama Reddy, Director of the Company, be promoted and to hold the office of Vice President of the Company (i.e. to hold an office or place of profit under the Company) and his remuneration be and is hereby revised with effect from 1st April 2021 as under:

I.	Basic Salary	: Rs. 43,20,000/- Per Annum.
II.	House Rent Allowance	: Rs. 17,28,000/- Per Annum..
III.	Conveyance/Education/ Medical Reimbursement/Uniform/ Servant/ Other Allowances	: Rs. 71,25,000/- Per Annum..
IV.	Leave Travel Allowance	: Rs. 3,60,000/- Per Annum.
V	Performance linked Ex-gratia	: Rs. 8,64,000/- Per Annum

Gratuity, Mediclaim, Leave encashment, Provident fund and Long Service Awards will be provided as per the Company's policy. Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

FURTHER RESOLVED THAT subject to the approval of members of the Company, the Board be and hereby accords its approval to pay an additional Ex-gratia/bonus not exceeding to Rs. 8,64,000/- (Rupees Eight Lakh Sixty Four Thousand only) to Mr. Prem Kumar Pandey, keeping in view of the performance and growth of the Company.

RESOLVED FURTHER THAT Board hereby accords its approval to alter and vary the terms and conditions of his appointment/remuneration as it may deem fit in the best interest of the company subject to the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and to sign and file documents, e-forms etc., if any with the Registrar of Companies, Telangana."

ITEM NO. 9

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

APPROVAL TO PROMOTE AND REVISE THE REMUNERATION PAYABLE TO MR.N.AKHILESH REDDY, ASSOCIATE VICE PRESIDENT OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 188 (1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force, read with rules made thereunder and pursuant to the Recommendations of Audit Committee and approval of the Board, the Members be and are hereby accorded their approval to Mr. N.Akhilesh Reddy, a relative of Mr. P.P.Reddy, Whole-time Director designated as Executive Chairman of the Company and Mrs.P.Rama Reddy, Director of the Company, be promoted and to hold the office of Vice President of the Company (i.e. to hold an office or place of profit under the Company) and his remuneration be and is hereby revised with effect from 1st April 2021 as under:

I.	Basic Salary	: Rs. 43,20,000/- Per Annum.
II.	House Rent Allowance	: Rs. 17,28,000/- Per Annum..
III.	Conveyance/Education/ Medical Reimbursement/Uniform/ Servant/ Other Allowances	: Rs. 71,25,000/- Per Annum..
IV.	Leave Travel Allowance	: Rs. 3,60,000/- Per Annum.
V	Performance linked Ex-gratia	: Rs. 8,64,000/- Per Annum

Gratuity, Mediclaim, Leave encashment, Provident fund and Long service awards will be provided as per the Company's policy. Car for the use of Company business and mobile/telephone at residence shall not be considered as perquisite.

The perquisites mentioned above shall be interchangeable.

FURTHER RESOLVED THAT subject to the approval of members of the Company, the Board be and hereby accords its approval to pay an additional Ex-gratia/bonus not exceeding to Rs. 8,64,000/- (Rupees Eight Lakh Sixty Four Thousand only) to Mr.N.Akhilesh Reddy, keeping in view of the performance and growth of the Company.

RESOLVED FURTHER THAT Board hereby accords its approval to alter and vary the terms and conditions of his appointment/remuneration as it may deem fit in the best interest of the company subject to the provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

FURTHER RESOLVED THAT any Director be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and desirable for giving effect to this resolution and to sign and file documents, e-forms etc., if any with the Registrar of Companies, Telangana."

For and on behalf of the Board of Directors
For Megha Engineering & Infrastructures Limited

Date : 26.03.2022
Place: Hyderabad

P.V.Krishna Reddy
Managing Director
DIN-01815061
R/o. H.No.8-2-293/82/A/295, Road No.25
Jubilee hills Hyderabad 500033

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above is annexed hereto.
2. A member entitled to attend and vote at the Extra-ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited, either in person or through post, with the Company at its Registered Office not less than 48 hours before the time for holding the Meeting.
4. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member. The Proxy-holder shall prove his identity at the time of attending the Meeting
5. The instrument appointing a proxy in the enclosed format must be deposited before the commencement of the meeting.
6. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting hall.
7. A Route Map showing the directions to reach the venue of the Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on 'General Meeting'.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO 1

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR.P.P. REDDY, EXECUTIVE CHAIRMAN (HOLDING DIN-01450174) OF THE COMPANY

In view of greater involvement and responsible role played by Mr.P.P.Reddy, Executive Chairman in the successful journey of the Company and recognizing his efforts in discharging his responsibilities and contribution towards overall performance and progress made by the Company with his valuable leadership and managerial skills, Board at its Meeting held on 26th March 2022 has accorded its approval for upward revision of his salary component to Rs.1.00 Crore per month. Pursuant to the provisions of Section 196 of Companies Act, 2013, where there is any change in any terms and conditions of appointment and remuneration payable which is approved by the Board of Directors at a Board Meeting, it shall be subject to approval by a resolution at the ensuing General Meeting of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 1 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

Mrs.P.Rama Reddy, Director, being relative of Mr.P.P.Reddy, is interested in the aforesaid Resolution.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

ITEM NO 2

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR.P.V.KRISHNA REDDY, MANAGING DIRECTOR (HOLDING DIN-01815061) OF THE COMPANY

In view of rich and varied experience of Mr. P.V.Krishna Reddy, Managing Director of the Company and his contribution in the execution of various engineering projects in the areas of structural fabrication, irrigation, water supply, water Management, power generation and power transmission, Hydro Carbon, Oil & Gas sector with his excellent leadership skills, good administration skills, with motto-oriented personality which lead the entire company towards goal oriented achievements, Board at its Meeting held on 26th March 2022 has accorded its approval for upward revision of his salary to Rs.1.00 Crore (Rupees one crore only) per month w.e.f 01st April 2021 onwards. Pursuant to the provisions of Section 196 of Companies Act, 2013, where there is any change in any terms and conditions of appointment and remuneration payable which is approved by the Board of Directors at a Board Meeting, it shall be subject to approval by a resolution at the ensuing General Meeting of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

Mrs.P.Sudha Rani, Director, being relative of Mr. P.V.Krishna Reddy, is interested in the aforesaid Resolution.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

ITEM NO 3

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR. B.SRINIVAS REDDY, WHOLE TIME DIRECTOR (DIN- 02331802) OF THE COMPANY

Mr. B.Srinivas Reddy, holding the office of Whole time Director of the Company. Considering the overall growth of the Company and under the dynamic leadership of Mr. B.Srinivas Reddy, whole-time Director of the Company, it has set several records in the infra sector by delivering world-class infrastructures projects through invaluable commitment, hard work, dedication, zeal, dynamic leadership, timely, prompt decision making and with other considerable traits of Mr. B.Srinivas Reddy, Board at its Meeting held on 26th March 2022 has accorded its approval to revise the remuneration of Mr.B.Srinivas Reddy. Pursuant to the provisions of Section 196 of Companies Act, 2013, where there is any change in any terms and conditions of appointment and remuneration payable which is approved by the Board of Directors at a Board Meeting, it shall be subject to approval by a resolution at the ensuing General Meeting of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 3 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

ITEM NO 4

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR. P.DORAIAH, WHOLE TIME DIRECTOR (DIN- 02120726) OF THE COMPANY

Mr. P.Doraiah, holding the office of Whole time Director of the Company. Considering the overall growth of the Company, under the dynamic leadership of Mr. P.Doraiah, Company has recorded a gigantic growth by delivering the best projects in Hydro-carbon sector. In view of the same, Board at its Meeting held on 26th March 2022 has accorded its approval to revise the remuneration of Mr.P.Doraiah. Pursuant to the provisions of Section 196 of Companies Act, 2013, where there is any change in any terms and conditions of appointment and remuneration payable which is approved by the Board of Directors at a Board Meeting, it shall be subject to approval by a resolution at the ensuing General Meeting of the Company.

The Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

ITEM NO 5

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR.N.THIRUPATHI RAO, (HOLDING DIN- 00055610) WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER OF THE COMPANY

Mr.N.Thirupathi Rao, holding the office of Whole time Director and Chief Financial officer of the Company. Considering the overall growth of the Company, under the dynamic leadership of Mr.N.Thirupathi Rao with his overall vision, decision making skills, invaluable commitment, hard work and dedication towards his functions in line with the Company's overall vision and mission of the Company, Board at its Meeting held on 26th March 2022 has accorded its approval to revise his remuneration. Pursuant to the provisions of Section 196 of Companies Act, 2013, where there is any change in any terms and conditions of appointment and remuneration payable which is approved by the Board of Directors at a Board Meeting, it shall be subject to approval by a resolution at the ensuing General Meeting of the Company.

The Board recommends the Ordinary Resolution as set out at Item No.5 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

ITEM NO 6

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR.CH.PEDA SUBBAIAH, WHOLE TIME DIRECTOR (DIN-03560382) OF THE COMPANY

Mr.Ch.Peda Subbaiah, holding the office of Whole time Director of the Company. Considering the overall growth of the Company and the contribution made by Mr. Ch.Peda Subbaiah for the gigantic success of the Company, Board at its Meeting held on 26th March 2022 has accorded its approval to revise the remuneration of Mr.Ch.Peda Subbaiah. Pursuant to the provisions of Section 196 of Companies Act, 2013, where there is any change in any terms and conditions of appointment and remuneration payable which is approved by the Board of Directors at a Board

Meeting, it shall be subject to approval by a resolution at the ensuing General Meeting of the Company.

The Board recommends the Ordinary Resolution as set out at Item No.6 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

ITEM NO 7

APPROVAL FOR REVISION OF REMUNERATION PAYABLE TO MR. P.V.SUBBA REDDY, HEAD- ADMIN OF THE COMPANY

Mr. P.V.Subba Reddy [a relative of Mr. P.V.Krishna Reddy, Managing Director], holding the office of Head-Admin of the Company. Board at its Meeting held on 26th March 2022 has accorded its approval to revise his remuneration in view of the overall growth of the Company and considering his individual contribution in the Company's growth.

Pursuant to the provisions of Section 188 of Companies Act, 2013, where the monthly remuneration exceeding Rupees 2,50,000/- as mentioned in clause (f) of sub-section (1) of section 188, approval of Members at a General Meeting is required to be sought.

The Board recommends the Ordinary Resolution as set out at Item No.7 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

Mr. P.V.Krishna Reddy, Managing Director, being relative of Mr. P.V.Subba Reddy, is interested in the aforesaid Resolution.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

ITEM NO 8

APPROVAL TO PROMOTE AND REVISE THE REMUNERATION PAYABLE TO MR. PREM KUMAR PANDEY, ASSOCIATE VICE PRESIDENT OF THE COMPANY

Mr. Prem Kumar Pandey [relative of Mr. P.P.Reddy, Whole-time Director designated as Executive Chairman of the Company and Mrs.P.Rama Reddy, Director of the Company], holding the office of Associate Vice President of the Company. Board at its Meeting held on 26th March 2022 has accorded its approval to revise his remuneration and promote in view of the overall growth of the Company and considering his individual contribution in the Company's growth.

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Pursuant to the provisions of Section 188(1)(f) of Companies Act, 2013, where the monthly remuneration exceeding Rupees 2,50,000/-, approval of Members at a General Meeting is required to be sought.

Accordingly the Board recommends the Ordinary Resolution as set out at Item No.8 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

Mr. P.P.Reddy, Whole-time Director and Mrs.P.Rama Reddy, Director, being relatives of Mr. Prem Kumar Pandey, are interested in the aforesaid Resolution.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

ITEM NO 9

APPROVAL TO PROMOTE AND REVISE THE REMUNERATION PAYABLE TO MR.N.AKHILESH REDDY, ASSOCIATE VICE PRESIDENT OF THE COMPANY

Mr. N.Akhilesh Reddy [relative of Mr. P.P.Reddy, Whole-time Director designated as Executive Chairman of the Company and Mrs.P.Rama Reddy, Director of the Company], holding the office of Associate Vice President of the Company. Board at its Meeting held on 26th March 2022 has accorded its approval to revise his remuneration and promote him in view of the overall growth of the Company and considering his individual contribution in the Company's growth.

Where the monthly remuneration exceeding Rupees 2,50,000/- as mentioned in clause (f) of sub-section (1) of section 188, approval of Members at a General Meeting is required to be sought.

Accordingly the Board recommends the Ordinary Resolution as set out at Item No.9 of the Notice for the approval of members of the Company at the Extra-ordinary General Meeting.

Mr. P.P.Reddy, Whole-time Director and Mrs.P.Rama Reddy, Director, being relatives of Mr. Prem Kumar Pandey, are interested in the aforesaid Resolution.

None of the Directors of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned resolution except as Shareholders.

For and on behalf of the Board of Directors
For Megha Engineering & Infrastructures Limited

Date : 26.03.2022
Place: Hyderabad

P.V.Krishna Reddy
Managing Director
DIN-01815061
R/o. H.No.8-2-293/82/A/295, Road No.25
Jubilee hills Hyderabad 500033

Megha Engineering & Infrastructures Limited

Route map for venue of the Extraordinary General Meeting of Members of the Company