MEGHA ENGINEERING & INFRASTRUCTURES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Sixteenth Annual General Meeting** of the Members of **Megha Engineering & Infrastructures Limited (U45202TG2006PLC050271)** will be held at a shorter notice on Friday 30th September 2022 at 5.30 P.M. at the Registered office of the Company situated at S-2, Technocrat Industrial Estate, Balanagar, Hyderabad-500 037 to transact the following Business:

ORDINARY BUSINESS

1. **Adoption of audited Financial Statements – Standalone**

   To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. **Adoption of audited Financial Statements – Consolidated**

   To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the report of the Auditors thereon; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited Consolidated Financial Statements for the financial year ended March 31, 2022, together with the report of the Auditors thereon, be and are hereby received, considered and adopted."

3. **Declaration of dividend**

   To declare a dividend of Rs 1.00/- only (one Rupee only) (10%) per equity share of face value of Rs 10/- each, for the financial year ended March 31, 2022; and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for declaration and payment of dividend for the financial year ended March 31, 2022 at the rate of Rs 1.00/- only (one Rupee only) (10%) per equity share of face value of Rs 10/- each, to be paid to those members whose names appear on the Company's Register of Members, as on the Record Date."

4. **Re-appointment of Mrs. P.Sudha Rani (holding DIN- 02061208) as a Director liable to retire by rotation**

   To re-appoint Mrs. P.Sudha Rani (holding DIN- 02061208) who retires by rotation as a Director and being eligible, offers herself for re-appointment; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, Mrs. P.Sudha Rani (holding DIN- 02061208) who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

5. **Re-appointment of Mr. B. Srinivas Reddy (holding DIN-02331802) as a Director liable to retire by rotation**

   To re-appoint Mr. B. Srinivas Reddy (holding DIN-02331802) who retires by rotation as a Director and being eligible, offers himself for re-appointment; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, Mr. B. Srinivas Reddy (holding DIN-02331802) who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

6. **Re-appointment of Mr. P. Doraiah (holding DIN-02120726) as a Director liable to retire by rotation**

   To re-appoint Mr. P. Doraiah (holding DIN-02120726) who retires by rotation as a Director and being eligible, offers himself for re-appointment; and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, Mr. P. Doraiah (holding DIN-02120726) who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

7. **Appointment of M/s.Darapaneni & Co, Chartered Accountants (ICAI Firm Registration No.000685S) in place of retiring Auditors, M/s.Narven Associates, Chartered Accountants (ICAI Firm Registration No.005905S)**

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

"**RESOLVED THAT** pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company and in terms of the provisions of Sections 139, 140, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and amendment(s), statutory modification(s) or re-enactment(s) thereto for the time being in force, M/s.Darapaneni & Co, Chartered Accountants (ICAI Firm Registration No.000685S) be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. Narven Associates, Chartered Accountants (ICAI Firm Registration No.005905S) (who have expressed their unwillingness to be re-appointed), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2027.

FURTHER RESOLVED THAT Board of Directors of the Company be and are hereby authorized to fix such remuneration as may recommended by the Audit Committee in consultation with the Statutory Auditors".

SPECIAL BUSINESS:

8. **Ratification of remuneration of Cost Auditors for financial year 2022-23.**

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 Section 148(3) and its related and applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s.Nageswara Rao & Co, (Firm Registration No.000332), who were appointed by the Board of Directors of the Company at the recommendation of Audit Committee, to conduct the audit of the cost records of the Company for the financial year 2022-23, amounting to Rs 4,00,000/- (Rupees Four lakhs only) plus all applicable taxes and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby confirmed and approved and ratified.

FURTHER RESOLVED THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To Increase the Authorized Share Capital of the Company from existing Rs **325 Crores to** Rs **1500 Crores**

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 Section 61, Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and hereby accorded to increase the Authorised Share Capital of the Company from Rs 325,00,00,000/- (Rupees Three Hundred and Twenty Five Crore only) comprising of 32,50,00,000 No.s (Thirty Two Crore Fifty Lakhs only) Equity Shares of Rs 10/- each to Rs 1500,00,00,000 (Rupees Fifteen Hundred Crore Only) comprising of 150,00,00,000 No.s (One hundred and Fifty Crores only) Equity Shares of Rs 10/- each, ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company, with the power to the Board to decide on the extent of variation in such rights and to classify and re-classify from time to time such shares into any class of shares.

FURTHER RESOLVED THAT any of the Director(s) of the Company be and are hereby severally authorized to sign on all documents, papers, applications, forms etc. and to take all such steps and actions to give effect to this resolution and to file the necessary e-forms with Registrar of Companies, Telangana and any other authorities concerned**."**

10. To alter the 'Clause V' of the Memorandum of Association of the Company

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 Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

V. The Authorised share capital of the Company is Rs 1500,00,00,000/-(Rupees Fifteen Hundred Crore Only) divided into 150,00,00,000 Nos. (One hundred and Fifty Crores only) Equity shares of Rs 10/- (Rupees ten only) each. The company shall have power to increase or reduce the capital and to issue any shares with special rights or privileges as to voting, dividend, and repayment of capital or otherwise or to subject the share to any restriction, limitation and conditions and to vary, modify or abrogate any such rights, privileges restrictions or conditions. The rights of the holders of any class of shares for the time being forming part of the capital of the Company may be modified, affected, varied, extended or surrendered.

FURTHER RESOLVED THAT any of the Director(s) of the Company be and are hereby severally authorized to sign on all documents, papers, applications, forms etc. and to take all such steps and actions to give effect to this resolution and to file the necessary e-forms with Registrar of Companies, Telangana and any other authorities concerned**.”**

11. To alter the Article 3(a) of Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and hereby accorded for substituting Article 3(a) of the Articles of Association of the Company with the following.

3(a). The Authorized capital shall be as mentioned in Clause V of the Memorandum of Association of the Company.

FURTHER RESOLVED THAT any of the Director(s) of the Company be and are hereby severally authorized to sign on all documents, papers, applications, forms etc. and to take all such steps and actions to give effect to this resolution and to file the necessary e-forms with Registrar of Companies, Telangana and any other authorities concerned**.”**

12. Delegation of Borrowing Powers to the Board of Directors to the extent of Rs 20,000 Crore only

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

“**RESOLVED THAT** pursuant to Section 180(1) (c) and the other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to borrow from time to time any sum or sums of monies on such terms and conditions as the Board of Directors and/or the Committee of Directors if any, may determine, from any one or more of the Banks, Financial institutions, corporate bodies, Companies, firms and or any other entity/entities or authority/authorities whether in India or abroad and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, long/short terms loans, suppliers credit securities instruments such as floating rate notes, fixed rate notes, commercial borrowing and/ or any instruments/ securities or otherwise from time to time any sum or sums of monies, on such terms and conditions and with or without security as the Board of Directors of the Company may think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the bankers of the Company in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/ monies so borrowed by the Board of Directors of the Company shall not at any time exceed the limit of Rs 20,000 Crore only (Rupees Twenty Thousand Crore only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the aforesaid resolution."

13. **Power to create Mortgage or Charge against the property of the Company**

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

"RESOLVED THAT pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorized to Mortgage and/ or charge all or any part of the immovable properties/ assets of the Company wherever situate, both present and future, to or in favor of any Bank(s), Financial Institution(s), Company(s) or other Organization(s) or Institution(s) or Trustee(s) (hereinafter referred to as the 'lending institutions') in order to secure the loans (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) advanced / to be advanced by such lending agencies to the Company together with interest at the respective agreed rates, Compound / additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings for an amount not exceeding Rs 20,000 Crore only (Rupees Twenty Thousand Crore only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgages and/ or charges as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above resolution."

14. **Approval for advancing any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any subsidiary Company/Associate Company/ any person in whom any of the Director of the Company is interested as specified under Section 185 of the Companies Act, 2013**

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

"RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) ("said sections") read with section 186 of Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors/Committees thereof for advancing any loan including any loan represented by a book debt, or giving any guarantee(s) or provide any security in connection with any loan taken by any subsidiary Company/Associate Company/ any person in whom any of the Director of the Company is interested as specified under Section 185 of the Companies Act, 2013, from any financial institutions / banks / insurance companies / other investing agencies or any other person(s) / Companies/bodies corporate/ any other entity (said entity(ies) covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate amount not exceeding Rs 10,000 Crores (Rupees Ten Thousand Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit for giving effect to this resolution.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the order of the Board of Directors

Sd/-
N. Chandra Kala
Company Secretary
ACS-32377

Place : Hyderabad
Date : September 28, 2022

REGISTERED OFFICE
Megha Engineering & Infrastructures Limited
S-2, Technocrat Industrial Estate,
Balanagar, Hyderabad-500 037
Telangana, India.
CIN:U45202TG2006PLC050271
Tel. No.: 040-44336700
E-mail: info@meil.in
Website: www.meil.in

Note:

1. The facility of appointment of proxies by the members under Section 105 of the Companies Act, 2013 ("Act") is available for the AGM. Accordingly, the Proxy Form and Attendance Slip are annexed to this Notice. A Member entitled to attend and vote at the 16th Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/ herself and such proxy need not be a Member of the Company. The instrument appointing a proxy/proxies in order to be effective, should be submitted at the registered office of the Company duly completed and signed not less than forty-eight hours (48) before the commencement of the meeting. A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) 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 a proxy and such person shall not act as a proxy for any other person or Member.

2. The route map and attendance slip is attached to this Notice for the ready reference of members in compliance with the applicable provisions of the Act as well as Secretarial Standards issued by ICSI.

3. The Company has fixed 31st August 2022, as the **"Record Date"** for determining eligibility of the members to receive final dividend for the financial year ended March 31, 2022, if approved at the ensuing AGM.

4. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to Deduction of Tax at Source ("TDS") will be made within the statutory time limit of 30 days.

5. Payment of such dividend shall be made through electronic mode to the members who have updated their bank account details. In the event the Company is unable to pay dividend to any member through electronic mode, due to non- registration of the electronic bank mandate/ non availability of Bank account details, the Company shall dispatch the dividend warrant/bankers' cheque/ demand draft to such member to their registered address as per the Company's records.

6. In terms of the provisions of the Income-tax Act, 1961, dividend paid or distributed by a Company shall be taxable in the hands of the members. The Company shall, therefore, be required to deduct TDS at the time of payment of dividend at the applicable tax rates. The rate of TDS would depend upon the category and residential status of the member.

7. Members are also requested to update changes in their Residential Status, if any,

8. As it is important for the Company to receive the relevant information from members to determine the rate of tax deduction, the members are requested to furnish relevant information and documentation.

9. If the PAN is not as per the database of the Income-tax portal, it would be considered as an invalid PAN. Further, individual members are requested to link their Aadhaar number with the PAN.

10. All queries with respect to TDS on dividend and submission of relevant documentation should be sent to Mr.N.Thirupathi Rao, Whole-time Director and CFO of the Company at his mail ID: ntr@meil.in

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, PAN, mandates, nominations and power of attorney to their respective DPs in case the shares are held by them in dematerialized form; and to the Company Secretary at email id: chandrakala@meilgroup.com, in case the shares are held by them in physical form.

12. Further, as per Rule 9A of companies (Prospectus and Allotment of Securities) Rule 2014, it has mandated that all requests for transfer of securities shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them.

13. Company has obtained International Securities Identification Number (ISIN) vide INE03IK01015 from Central Depository Services (India) Limited (CDSL) for enabling the security holders to demat their existing securities. Shareholders are requested to avail this facility and demat their existing securities.

14. Members are advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the request in the specified formats. Members are requested to submit the said details to their respective DP, in case the shares are in dematerialized form and to the Company, in case the shares are held in physical form.

16. Members seeking any information with regard to the accounts of the Company or any matter to be placed at the AGM, are requested to write to the Company before the date of the AGM, through e-mail on ntr@meil.in or chandrakala@meilgroup.com. The same will be replied by the Company suitably.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be

available at the registered office of the Company for inspection by the members during the AGM.

18. All other documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to chandrakala@meilgroup.com.

19. At the ensuing AGM, in terms of the provisions of section 152 of the Act, Mrs. P.Sudha Rani, Mr.B.Srinivas Reddy and Mr.P.Doraiah, Directors are liable to retire by rotation and being eligible, offers themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended their re-appointment. Details of Directors seeking re-appointment /retiring by rotation at this Meeting are provided in the "Annexure" to the Notice as required under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India. And the Nomination and Remuneration Committee and the Board of Directors of the Company recommended their respective re-appointments.

20. M/s.Narven Associates, Chartered Accountants (Firm Registration No. 005905S) were appointed as the Statutory Auditors of the Company at the 11th Annual General meeting of the Members held on 30th September 2017, to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 16th Annual General Meeting. Since they have expressed their unwillingness for re-appointment and company is in receipt of Special notice from a member of the Company for a resolution at an annual general meeting appointing as auditor a person other than a retiring auditor. Accordingly, Audit Committee and the Board of Directors of the Company have recommended for the appointment of M/s.Darapaneni & Co, Chartered Accountants (ICAI Firm Registration No.000685S) in place of the retiring Statutory Auditors, M/s. Narven Associates, Chartered Accountants (ICAI Firm Registration No.005905S) to hold the office of Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2027. Accordingly, a resolution is proposed under item no. 7 of the Notice for the approval of members by special resolution.

21. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), setting out material facts concerning the special business under Item Nos. 8,9,10,11,12,13 & 14 of the Notice, is annexed hereto.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Special Business of the Notice:

Item No. 8:

Ratification of remuneration of Cost Auditors for financial year 2022-23.

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s.Nageswara Rao & Co, (Firm Registration No.000332), as Cost Auditors for the audit of the cost accounting records of the Company for the Financial Year ending March 31, 2023 at a remuneration of Rs 4,00,000/- (Rupees Four Lakhs only), excluding applicable taxes and out-of-pocket expenses.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditor needs to be ratified by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in this resolution set out at Item no. 8 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval of the members.

Item No. 9:

To Increase the Authorized Share Capital of the Company from existing Rs 325 Crores to Rs 1500 Crores

The present Authorized Share Capital of the Company is Rs 325,00,00,000/- (Rupees Three Hundred and Twenty Five Crore only) comprising of 32,50,00,000 Nos. (Thirty Two Crore Fifty Lakhs only) Equity Shares of Rs 10/- each.

Considering the increased fund requirements of the Company, it may require to infuse more funds in to the business and to meet business requirements for the coming years, it is proposing to increase the Authorised Share Capital of the Company from Rs 325,00,00,000/- (Rupees Three Hundred and Twenty Five Crore only) to Rs1500,00,00,000 (Rupees Fifteen Hundred Crore Only) comprising of 150,00,00,000 No.s (One hundred and Fifty Crores only) Equity Shares of Rs 10/- each by creation of 117,50,00,000 Nos. (One Hundred and Seventeen Crore Fifty Lakhs Only) additional equity share of Rs 10/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

The provisions of the Companies Act, 2013 requires the Company to seek approval of the members for increase in the Authorised Share Capital and the Board of Directors accordingly recommends the resolution as set out in Item No. 9 of the accompanying Notice for the approval of the Members by way of Ordinary 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. 10:

To alter the 'Clause V' of the Memorandum of Association of the Company

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

For this purpose, it is proposed to alter clause V of the Memorandum of Association of the Company as set out in Item No.10 of the accompanying Notice.

The Board of Directors accordingly recommends the resolution as set out in Item No.10 of the accompanying Notice for the approval of the Members by way of Ordinary 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. 11:

To alter the Article 3(A) of Articles of Association of the Company

The present Authorized Share Capital of the Company is Rs 325,00,00,000/- (Rupees Three Hundred and Twenty Five Crore only) comprising of 32,50,00,000 Nos. (Thirty Two Crore Fifty Lakhs only) Equity Shares of Rs 10/- each. And it is proposing to increase the Authorised Share Capital of the Company from Rs 325,00,00,000/- (Rupees Three Hundred and Twenty Five Crore only) to Rs 1500,00,00,000 (Rupees Fifteen Hundred Crore Only) comprising of 150,00,00,000 Nos. (One hundred and Fifty Crores only) Equity Shares of Rs 10/- each by creation of 117,50,00,000 Nos. (One Hundred and Seventeen Crore Fifty Lakhs Only) additional equity share of Rs 10/- each.

Article 3(a) of Articles of Association is about the Authorised Share Capital of the Company and hence to make Article 3(a) of Articles of Association in line with Clause V of Memorandum of Association of the Company, Board proposed to alter this Article 3(a).

As per Section 14 and other applicable provisions of the Companies Act, 2013 and subject to the provisions of Companies Act, 2013 and the conditions contained in its Memorandum, if any, a Company may, by a special resolution, alter its Articles. Hence, the provisions of the Companies Act, 2013 require the Company to seek approval of the members for alteration of Articles of Association of the Company.

The Board of Directors accordingly recommends the resolution as set out in above Item No.11 of the accompanying Notice for the approval of the Members by way of Special Resolution.

None of the Directors and their relatives except as shareholders of the Company is in any way concerned or interested in the aforesaid resolution except as Shareholders.

Item No. 12

Delegation of Borrowing Powers to the Board of Directors to the extent of Rs 20,000 Crore only

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public limited company cannot, except with the consent of the Company in general meeting by a special resolution, borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose.

The Members of the Company have already approved to borrow up to a sum of INR 16,000 crores (Indian Rupees Sixteen Thousand Crores Only) at any point of time. In view of business prospects and further growth opportunities, it is presuming that Company may be in need of more funds including but not limited to fund based and non-fund based credit facilities, in future to cater those requirements.

Accordingly it is proposed to increase the borrowing limit up to INR 20,000 crores (Indian Rupees Twenty Thousand Crore Only) at any point of time. For this purpose, necessary special resolution is set out in Item No. 12 of this Notice for Members' approval. The Board recommends the special resolution set out under Item No. 12 of the accompanying Notice of the AGM for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.12 of the Notice except to the extent of their shareholding interest in the Company.

Item No. 13:

Power to create Mortgage or Charge against the property of the Company

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013, a Company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

The borrowing of the Company are, in general, may require to be secured by suitable mortgage or charge on all or any of the movable and /or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

Given that the creation of charge/ mortgage tantamount to otherwise disposing of the undertakings of the Company and/ or the Company may be required to dispose off its assets, whether present or future, by the Board of Directors in certain events therefore, it shall be necessary to pass a Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 giving authority to the Company to dispose off the assets in certain events.

Accordingly, approval of the Members of the Company by special resolution is hereby sought to enable the Board of Directors of the Company to create mortgage and/ or charge or encumbrance of any nature whatsoever on the whole of the businesses and/ or assets of the Company, including immovable/ movable, tangible/ intangible properties of the Company, both present and future, to secure the debts not exceeding INR 20,000 crores (Indian Rupees Twenty Thousand Crore Only) together with the power to the Company to sell, transfer, mortgage, and/ or otherwise, in any manner, dispose off the assets (the reference of which shall include whole of the or substantially the whole of the undertakings) of the Company in certain events by the Board.

In view of the above, the Board of Directors recommends the special resolution as set out under Item No. 13 of the accompanying Notice of the AGM for the approval of the Members as a special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice except to the extent of their shareholding interest in the Company.

Item No. 14:

Approval for advancing any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any subsidiary Company/Associate Company/ any person in whom any of the Director of the Company is interested as specified under Section 185 of the Companies Act, 2013

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, as per the provisions of Section 185 of the Companies Act, 2013 (the “Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate of the company or any entity covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013 (Collectively referred to as “Entities”), after passing a special resolution in the general meeting. Accordingly, the Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act.

To meet the business requirements from time to time, it may be required to grant loan or give guarantee or provide security in connection with any loan or guarantees taken by the Entities from the Bank(s) or financial institution(s) for the purpose of capital expenditure or working capital requirements for executing their contracts and other matters associated connected or incidental there to from time to time.

The members may note that, Board of Directors including any Committee thereof, would evaluate the proposals and provide such loan or guarantee or securities from time to time and the same shall be used by the said Entities for their principal business activities.

In view of the above, the Board of Directors recommends the special resolution as set out under Item No. 14 of the accompanying Notice of the AGM for the approval of the Members as a special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice except to the extent of their shareholding interest in the Company.

By the order of the Board of Directors

Sd/-
N. Chandra Kala
Company Secretary
ACS-32377

Place : Hyderabad
Date: September 28, 2022

REGISTERED OFFICE
Megha Engineering & Infrastructures Limited
S-2, Technocrat Industrial Estate,
Balanagar, Hyderabad-500 037
Telangana, India.
CIN:U45202TG2006PLC050271
Tel. No.: 040-44336700
E-mail: info@meil.in
Website: www.meil.in

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment at 16th Annual General Meeting

(Furnished pursuant to Clause 1.2.5 of the Secretarial Standard-2 Issued by The Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013).

Particulars	**Mrs.P.Sudha Rani**	**Mr.B.Srinivas Reddy**	**Mr.P.Doraiah**
Age	44	53	65
Qualifications	Graduation	M.B.A- Marketing	B.Sc. (Engg.)
Experience (including expertise in specific functional area) / Brief Resume	She has been serving as a Director of the Company successfully from the past 14 years. She is a businesswoman, entrepreneur and philanthropist, socialite and dons many hats. She is a recipient of fashion for development Award in United Nations General Assembly. In the 10th Anniversary of fashion for development, She became the first women from India to represent fashion for development at United Nations General Assembly.	A Management Graduate possessing around 28 years of rich experience in Business Development, Total Project planning & Execution, Project coordination, liasoning & Negotiations with Government Officials, Contractors, vendors and other parties in the fields of Purchase, Tendering, focusing skills in Major Lift Irrigation projects, manufacturing, Erection & Fabrication of Heavy Engineering machinery, Wind Mill Towers etc.	Having experience around 36 years of rich experience in operation, construction and maintenance of sugar plants. Construction, project management, operations & maintenance of petro chemical plants. Design, Engineering, procurement, construction and commissioning of On-Shore Oil & Gas installation on turnkey Basis including Project Management.
Terms and Conditions of Appointment/ Reappointment	As per the terms of initial appointment and regularisation.	As per the resolution approved by the Members in the Extra-ordinary General Meeting(s) of the Members of the Company held on 24th August 2021 and 05th April 2022	As per the resolution approved by the Members in the Extra-ordinary General Meeting(s) of the Members of the Company held on 24th August 2021 and 05th April 2022

Remuneration last drawn p.a.(including sitting fees, if any)	-	As per the resolution approved by the Members in the Extra-ordinary General Meeting of the Members of the Company held on 05th April 2022	As per the resolution approved by the Members in the Extra-ordinary General Meeting of the Members of the Company held on 05th April 2022
Remuneration proposed to be paid	-	As per the resolution approved by the Members in the Extra-ordinary General Meeting of the Members of the Company held on 05th April 2022	As per the resolution approved by the Members in the Extra-ordinary General Meeting of the Members of the Company held on 05th April 2022
Date of first appointment on the Board	01/09/2008	28/11/2009	28/11/2009
Shareholding in the Company as on March 31, 2022	18,750 Nos. Equity Shares of Rs 10 each.	NIL	NIL
Relationship with other Directors/Key Managerial Personnel.	Spouse of Mr.P.V.Krishna Reddy, Managing Director	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the Board attended during F.Y 2021-22	16 Board Meetings	20 Board Meetings	20 Board Meetings
Directorships of other Boards as on date of this notice	1. Western U.P. Power Transmission Company Limited 2. Megha Fibre Glass Industries Limited 3. Megha Retailmart Private Limited 4. Camelot Wellness Resorts Private Limited	1. SEPC Power Private Limited 2. Meghavaram Power Private Limited 3. Evey Trans Private Limited 4. Jetpur Industrial Pipeline Project Private Limited 5. MEIL Anpara Power Private Limited	1. MEIL Sai Rama Oil & Gas Private Limited 2. MEIL Aplus Engineering Private Limited
Membership / Chairmanship of Committees of other Boards	Western U.P. Power Transmission Company Limited ➢ Member of Nomination and	SEPC Power Private Limited ➢ Member of Audit Committee ➢ Member of	-

	Remuneration Committee	Nomination and Remuneration Committee ➢ Member of CSR Committee **Meghavaram Power Private Limited** ➢ Member of Audit Committee ➢ Member of Nomination and Remuneration Committee	