

WESTERN U.P. POWER TRANSMISSION COMPANY LIMITED

Registered Office: 400/220/33 KV Sub Station, Indirapuram, Kalapatthar,
Ghaziabad, Uttar Pradesh, India, 201014

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CIN: U40105UP2009PLC038219

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**BEFORE THE HONOURABLE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT ALLAHABAD
C.A(CAA) No.18/ALD/2025**

In the matter of Section 230-232 and other applicable provisions of the Companies Act, 2013
and the Rules framed thereunder

And

In the matter of Megha Engineering & Infrastructures Limited
("Demerged Company")

And

In the matter of Western U.P. Power Transmission Company Limited
("Resulting Company")

And

Their respective Shareholders

Western U.P. Power Transmission Company Limited,

CIN: U40105UP2009PLCo38219

Having its registered office at

400/220/33 KV Sub Station,

Indirapuram, Kalapatthar,

Ghaziabad, Uttar Pradesh,

India, 201014

Represented by its Authorised Signatory,

Mr. N. Thirupathi Rao

... Resulting Company

**NOTICE CONVENING MEETING OF THE SECURED CREDITOR OF
WESTERN U.P. POWER TRANSMISSION COMPANY LIMITED**

To

The Secured Creditor of

Western U.P. Power Transmission Company Limited,

Take notice that by an order dated June 9, 2025 ("Order") in Company Application C.A.(CAA) No. 18/ALD/2025, the Hon'ble National Company Law Tribunal, Allahabad Bench has directed that a meeting of the Secured Creditor (as defined below in "Notes") of Western U.P. Power Transmission Company Limited, be held on 25 July, 2025 at 12:00 pm at S-2, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana, India, 500037, for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement between Megha Engineering & Infrastructures Limited ("Demerged Company") and Western U.P. Power Transmission Company Limited ("Resulting Company") and their respective Shareholders ("Scheme"). Take further notice that in pursuance of the said Order and as directed therein, a meeting of the Secured Creditor of the Resulting Company, will be held on 25 July, 2025 at 12:00pm, and at said time and place you are requested to attend to consider and if thought fit, to approve with or without modification(s) the following resolutions:-

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“RESOLVED THAT pursuant to Section 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 along with the related rules, circulars and notifications framed or issued thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable statutory regulations and enabling provisions in the Memorandum and Articles of Association of the Resulting Company, the Secured Creditor be and hereby grant their approval to the Scheme of Arrangement between the Demerged Company and the Resulting Company and their respective shareholders, a copy of which was placed before the meeting for their approval for the demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company with effect from the Appointed Date, in accordance with the terms of the Scheme.

“RESOLVED FURTHER THAT the Board of the Resulting Company be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution, the Scheme and the proposed demerger of the Demerged Undertaking and effectively implement arrangement/demerger embodied in the Scheme and to undertake and accept any modifications, amendments, limitations and/or conditions, if any, which may be required in the wisdom of the Board and/or imposed by the Hon'ble National Company Law Tribunal, Allahabad Bench or Hon'ble National Company Law Tribunal, Hyderabad Bench or such other regulatory/statutory authorities, while sanctioning the arrangement/ demerger embodied in the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the Board may deem fit and proper, without any additional approval of the Secured Creditor.”

Take further notice that you may attend and vote at the said meeting in person or by way of proxy, provided that a proxy form (in the prescribed manner) duly signed by you or your authorised representative (as the case may be), is deposited at the registered office of the Demerged Company at S-2, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana-500037, India, not later than 48 (forty eight) hours before the time fixed for the commencement of the meeting. Form of proxy is attached with this notice.

Take further notice that the Secured Creditor of the Resulting Company, being a body corporate, shall duly authorise its authorised representative to attend and vote at the meeting. A certified true copy of the resolution authorizing such representation must be deposited at the registered office of the Demerged Company at S-2, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana, 500037 not later than 48 (forty-eight) hours before the time fixed for the commencement of the meeting.

The Hon'ble National Company Law Tribunal, Allahabad Bench has appointed Mr. Narender Kumar Bhola to be the Chairman and Mr. Aman Kumar Dwivedi as Co- chairperson of the said meeting.

The Hon'ble National Company Law Tribunal, Allahabad Bench has appointed Mr. Saurabh Srivastav to be the Scrutinizer of the said meeting to scrutinize the voting process in a fair and transparent manner.

The Scheme, if approved in the meeting of the Secured Creditor, will be subject to the subsequent approval of the Hon'ble National Company Law Tribunal, Allahabad Bench at Allahabad and Hon'ble National Company Law Tribunal, Hyderabad Bench at Hyderabad.

Copies of the Scheme and the explanatory statement under Section 230 read with Section 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, form

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of proxy, attendance slip and other relevant and necessary documents, are enclosed herewith. The copy of this notice convening meeting of the Secured Creditor of the Resulting Company along with the aforesaid documents are also placed at the office of its counsel Mr. Rahul Agarwal at their office at 74/62, Lal Bahadur Shastri Marg, Allahabad, 211001 and can be obtained by the Secured Creditor free of charge, if required. Alternatively, the Secured Creditor may request for an electronic/soft copy of the said documents by writing an email to the Resulting Company.

Dated this 17th day of June, 2025
at Ghaziabad

(Sd/-)


Narender Kumar Bhola

Chairman Appointed for the Secured Creditor Meeting

Address: MC-5/701, Jaypee Greens, Greater Noida, 201310

Notes:

1. "Secured Creditor" of the Resulting Company shall mean the State Bank of India appearing in the Chartered Accountant's certificate certifying the list of secured creditor as on March 31, 2025, as has been filed with the NCLT. The Chartered Accountant's certificate certifying the list of secured creditor as on March 31, 2025, is enclosed as Exhibit-1 to this notice.
2. The Secured Creditor is entitled to attend and vote at the meeting and is entitled to appoint proxy to attend and vote instead of himself/herself on a poll only and such proxy need not be a Secured Creditor of the Resulting Company. The proxy form in order to be effective must be deposited at the registered office of the Demerged Company not less than 48 (forty-eight) hours before the time fixed for the commencement of the meeting.
3. Any alteration made in the proxy form shall be initialed.
4. The authorized representative of the Secured Creditor of the Resulting Company may attend and vote at the meeting provided that certified true copy of the resolution of the Board of Directors or other governing body of Secured Creditor under Section 113 of the Companies Act, 2013 authorizing such representative to attend and vote at the meeting is deposited at the registered office of the Demerged Company not later than 48 hours before the time fixed for the commencement of the meeting.
5. The authorized representative of the Secured Creditor is requested to bring the attendance slip duly completed and signed for attending the meeting.
6. As directed by the Hon'ble National Company Law Tribunal, Allahabad Bench, the notice, together with the documents accompanying the same, is being sent to the Secured Creditor through the permitted mode(s) i.e. by ordinary post or speed post or courier service or electronically by email.

7. The documents referred to in the accompanying explanatory statement shall be open for inspection by the Secured Creditor at the registered office of the Demerged Company between 10 A.M and 12:00 Noon on all days (except Saturdays, Sundays and public holidays) upto the date of meeting.
8. Pursuant to Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the advertisement of the notice convening the aforesaid meeting and other relevant information will be published in the "Business Standard" in English language and in the "Dainik Jagran" in Hindi language, newspapers. The Notice is also displayed on the website of the Demerged Company (<https://meil.in/>)
9. Pursuant to Section 232 clause 2 of the Companies Act, 2013 the following information is being circulated for the meeting.
10. The Scheme of Arrangement adopted by the Board of Directors of the said Resulting Company is enclosed as Exhibit-2 to this notice.

