

## MEP INFRASTRUCTURE DEVELOPERS LIMITED

CIN: L45200MH2002PLC136779

Regd. Office: A-412, boomerang, Chandivali Farm Road, Near Chandivali Studio,  
Andheri (E), Mumbai 400 072

E-mail: investorrelations@mepinfra.com • Website: www.mepinfra.com

Tel: 91 22 6120 4800 • Fax: 91 22 6120 4804

### NOTICE

NOTICE is hereby given that the 17<sup>th</sup> Annual General Meeting of the Members of **MEP INFRASTRUCTURE DEVELOPERS LIMITED** will be held on **Friday, the 6<sup>th</sup> day of September, 2019 at 11.30 a.m.** at Megarugas, Plot No. 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Powai, Mumbai - 400 072, to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements of the Company) for the Financial Year ended 31<sup>st</sup> March, 2019 and the Reports of the Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year 2018-19.
3. To appoint a Director in place of Mrs. Anuya J. Mhaikar (DIN: 00707650), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Jayant D. Mhaikar (DIN: 00716351) as the Managing Director 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Companies (Amendment) Act, 2017 or any other law (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such consent(s), approval(s) and permission(s) and subject to such conditions as may be imposed by any authority, if any, while granting such consent(s), approval(s) and permission(s), consent of the Members be and is hereby accorded to re-appoint Mr. Jayant D. Mhaikar (DIN: 00716351) as the Managing Director of the Company designated as the 'Chairman & Managing Director' for a further period of 5 (Five) years with effect from 1<sup>st</sup> July, 2019 upon the terms and conditions set-out in the Agreement entered with Mr. Mhaikar and as detailed in the Explanatory Statement pursuant to Section 102 of the Act annexed to the Notice convening this Meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall also include the Committees of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration, in such manner as may be agreed to between the Board and Mr. Mhaikar provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Act."

**"RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances and Incentive Remuneration as per the provision(s) under Schedule V to the Act."

**"RESOLVED FURTHER THAT** the Board or Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the aforesaid re-appointment and to send the necessary intimation in prescribed form to ROC (MCA-21)."

5. **Ratification of payment of remuneration to M/s. Nawal Barde Devdhe Associates, Cost Auditors for the Financial Year 2019-20.**

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

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 2,50,000/- p.a. (Rupees Two Lakhs and Fifty Thousand Only) plus applicable taxes and actual out-of-pocket expenses payable for the Financial Year 2019-20 to M/s. Nawal Barde Devdhe Associates, Cost Accountants (Firm Registration No. 001711) having their office at Suyash Commercial Mall, Above Union Bank, S. No. 74 Et 75, Baner, Pune-411045 who are appointed as the Cost Auditors of the Company by the Board of Directors, on recommendation of the Audit Committee, to conduct the audit of cost records to be maintained by the Company for the Financial Year ending 31<sup>st</sup> March, 2020."

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

Place: Mumbai  
Date: July 16, 2019

**Harshad Pusalkar  
Company Secretary**

#### Regd. Office:

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Near Chandivali Studio, Andheri (E), Mumbai 400 072  
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Website: www.mepinfra.com

## NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning above businesses to be transacted is annexed hereto. The relevant details as required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 3 and 4 of the Notice, are also annexed.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the AGM.** Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions / authority letter, as applicable. A person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip, duly completed and signed, mentioning therein details of their Folio/DP ID and Client ID No.
4. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 31<sup>st</sup> August, 2019 to Friday, 6<sup>th</sup> September, 2019 (both days inclusive).
6. If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before Saturday, 5<sup>th</sup> October, 2019 to those members whose names appear on the Register of Members as on Friday, 30<sup>th</sup> August, 2019.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participants (DPs). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited ("Link Intime") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime.
8. Members are encouraged to update their bank account details to enable expeditious credit of dividend into their respective bank accounts electronically through National Automated Clearing House (NACH) mode or such other permitted mode for credit of dividend.
9. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1<sup>st</sup> April, 2019 onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Link Intime.
11. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the AGM, so that the required information can be made available at the AGM.
12. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Those members who have received Annual Report 2018-19 in electronic mode will be entitled to receive such communication in Physical form, upon making request for the same, by post free of cost. For any communication, the members may also send request to the Company at [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.com). For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. [www.mepinfra.com](http://www.mepinfra.com).
13. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/Link Intime.
14. All the documents referred to in the Notice of AGM are available at the Company's Corporate Office for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) till the conclusion of the AGM.
15. The route map of venue of the AGM is enclosed.
16. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all the resolutions set forth in this Notice.

17. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through Ballot Paper.
18. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Paper shall be treated as invalid.
19. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
20. The Members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
21. CS Shridhar Phadke, Practising Company Secretary (Membership No. FCS 7867 CP No. 18622) from SVP & ASSOCIATES, has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
22. The Scrutinizer shall within a period not exceeding 2 (Two) days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
23. The Results shall be declared after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website viz. [www.mepinfra.com](http://www.mepinfra.com) and on the website of NSDL within 2 (Two) days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
24. The instructions for e-voting are as under:
 

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below: How to Log-in to NSDL e-voting website?

  - a. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
  - b. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
  - c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

d. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digits Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digits Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

e. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

- g. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
- h. Now, you will have to click on "Login" button.
- i. After you click on the "Login" button, Home page of e-voting will open.

#### **Details on Step 2 are mentioned below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" (E-Voting Event Number) of MEP Infrastructure Developers Limited.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for Shareholders**

1. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [svpfcs@gmail.com](mailto:svpfcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

#### **Other Instructions**

1. The e-voting period commences on Tuesday, 3<sup>rd</sup> September, 2019, (9.00 a.m. IST) and ends on Thursday, 5<sup>th</sup> September, 2019 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 30<sup>th</sup> August, 2019 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
2. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through e-voting or Ballot Paper.
3. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. A person who is not a Member as on the cut-off date i.e. Friday, 30<sup>th</sup> August, 2019 should treat this Notice for information purposes only.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Link Intime India Private Limited  
C 101, 247 Park, L B S Marg,  
Vikhroli West, Mumbai 400 083  
Tel.: 91 22 49186270 Fax: 91 22 49186060  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Registered Office and Communication details of the Company:  
A-412, boomerang, Chandivali Farm Road,  
Near Chandivali Studio, Andheri (E), Mumbai 400 072  
CIN: L45200MH2002PLC136779  
Tel: 91 22 6120 4800 Fax: 91 22 6120 4804  
E-mail: [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.com)  
Website: [www.mepinfra.com](http://www.mepinfra.com)

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

### Item No. 4

Mr. Jayant D. Mhaiskar is one of the Promoter Director of the Company and has over 20 years of experience in the Tolling and Infrastructure industry. Mr. Mhaiskar is the Managing Director of the Company since 7<sup>th</sup> February, 2007. Mr. Mhaiskar was entrusted with the responsibility of overall management of the affairs of the Company, subject to the supervision and control of the Board of Directors. During his tenure as the Managing Director, the Company has achieved many milestones within a short period of time.

Considering the valuable contribution and the efforts made by Mr. Mhaiskar during his tenure as the Managing Director, at the recommendation of the Board, the members approved Mr. Mhaiskar's appointment as Vice Chairman & Managing Director and remuneration payable to Mr. Mhaiskar with effect from 1<sup>st</sup> July, 2014 for a period of 5 (five) years. Further, the Board of Directors at its meeting held on 12<sup>th</sup> February, 2018 had re-designated Mr. Mhaiskar as the Chairman & Managing Director of the Company in accordance with the provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on 14<sup>th</sup> February, 2019, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members at this Annual General Meeting, re-appointed Mr. Jayant D. Mhaiskar (DIN: 00716351) as a Managing Director, designated as the 'Chairman & Managing Director' of the Company for a further period of 5 (five) years with effect from 1<sup>st</sup> July, 2019, on the terms and conditions as set out in the agreement entered with him and as detailed below:

#### A. SALARY:

- a) Basic Salary: ₹ 7,50,000/- per month;
- b) House Rent Allowance: ₹ 1,50,000/- per month;
- c) Conveyance: ₹ 2,00,000/- per month.

#### B. MEDICAL ALLOWANCE:

Reimbursement of expenses incurred for self and family shall be in accordance with the rules of the Company and subject to the provisions of respective statutory enactment. Presently the same has been decided to be not exceeding ₹ 2,25,000/- per month.

#### C. LEAVE TRAVEL CONCESSION:

Reimbursement of expenses incurred for self and family once in a year shall be in accordance with the rules of the Company and subject to the provisions of the respective statutory enactment. Presently the same has been decided to be not exceeding ₹ 1,75,000/- per month.

#### D. SITTING FEES:

Mr. Mhaiskar shall not be entitled to any sitting fees for attending the Meetings of the Board or of any Committee thereof.

#### E. OTHER PERQUISITES:

- (a) Leave Salary: As per the Companies Rules governed to all employees, if paid.
- (b) Ex-gratia/Bonus/Gratuity/PF etc.: As per the Companies Rules governed to all employees, if paid.
- (c) Other Perquisites:
  - (i) Rent free furnished accommodation, if required.
  - (ii) Payment of Club Fees in relation to the promotion of the business of the Company and/or any personal nature. The same will be treated as wholly & exclusively for the purpose of business of the Company and not to be considered as taxable perquisite in the hands of Mr. Mhaiskar.
  - (iii) Car with or without driver, telephone at residence and mobile phone etc. provided for the purpose of Company's business. The same will be treated as wholly & exclusively for the purpose of business of the Company and not to be considered as taxable perquisite in the hands of Mr. Mhaiskar.

The remuneration package is well within the overall limit prescribed under the Companies Act, 2013 and Schedule V to the said act and rules made thereunder. The Board of Directors will also be at liberty to alter, vary and revise the remuneration, including commission and the perquisites, from time to time, within the limits as prescribed in this para above.

Mr. Mhaiskar is holding 1,43,58,546 equity shares of the Company. He has attended 4 out of 4 Board Meetings during the Financial Year 2018-19.

A copy of the Board Resolution with regard to the said appointment and the Agreement entered with Mr. Mhaiskar as Managing Director will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Corporate Office of the Company.

The terms as set out in the resolution and explanatory statement may be treated as an abstract of the terms and conditions governing the appointment and remuneration and memorandum of interest pursuant to Section 190 of the Companies Act, 2013.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for re-appointment of Mr. Mhaiskar as Managing Director of the Company. The Board accordingly recommends the resolution as set out in Item No. 4 of the accompanying Notice for the approval of the members of the Company to be passed as a Special Resolution.

Except Mr. Jayant D. Mhaiskar, Mrs. Anuya J. Mhaiskar and Mrs. Sudha D. Mhaiskar, none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed resolution except to the extent of their equity holdings in the Company, if any.

#### **Item No. 5**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s. Nawal Barde Devdhe Associates, Cost Accountants (Firm Registration No. 001711) having their office at Suyash Commercial Mall, Above Union Bank, S. No. 74 & 75, Baner, Pune-411045 for conducting the audit of the cost records maintained by the Company for the Financial Year ending on 31<sup>st</sup> March, 2020, at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes at the applicable rates and reimbursement of out of pocket expenses.

Section 148 of the Companies Act, 2013 and the Rules made thereunder requires that the remuneration payable to the Cost Auditor, be ratified by the Members of the Company.

The Board accordingly recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the Members of the Company to be passed as an Ordinary Resolution.

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

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

Place: Mumbai  
Date: July 16, 2019

**Harshad Pusalkar  
Company Secretary**

**Regd. Office:**  
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Information required as per Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the appointment or re-appointment of Directors at the Annual General Meeting:

Particulars	Mrs. Anuya J. Mhaikar	Mr. Jayant D. Mhaikar
DIN	00707650	00716351
Age	41 years	43 years
Brief Resume	Mrs. Anuya J. Mhaikar holds a Bachelor's degree in Arts with major in Philosophy from Ramnarain Ruia College, University of Mumbai. She has over 18 years of experience in the field of administration.  She was appointed as a Director of our Company on 19 <sup>th</sup> August, 2006.	Mr. Jayant D. Mhaikar has completed the first year of his Bachelor's degree in Commerce from K. V. Pendharkar College of Arts, Science & Commerce.
Expertise in specific functional areas	Administration	Tolling and Infrastructure Industry
Relationship with any Director(s) of the Company	Spouse of Mr. Jayant D. Mhaikar and Daughter-in-Law of Mrs. Sudha D. Mhaikar	Son of Mrs. Sudha D. Mhaikar and Spouse of Mrs. Anuya J. Mhaikar
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL
Number of Shares held in the Company	1,46,55,252	1,43,58,546*

\* Includes 1,12,27,920 equity shares held jointly with Mrs. Anuya J. Mhaikar.

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

Place: Mumbai  
Date: July 16, 2019

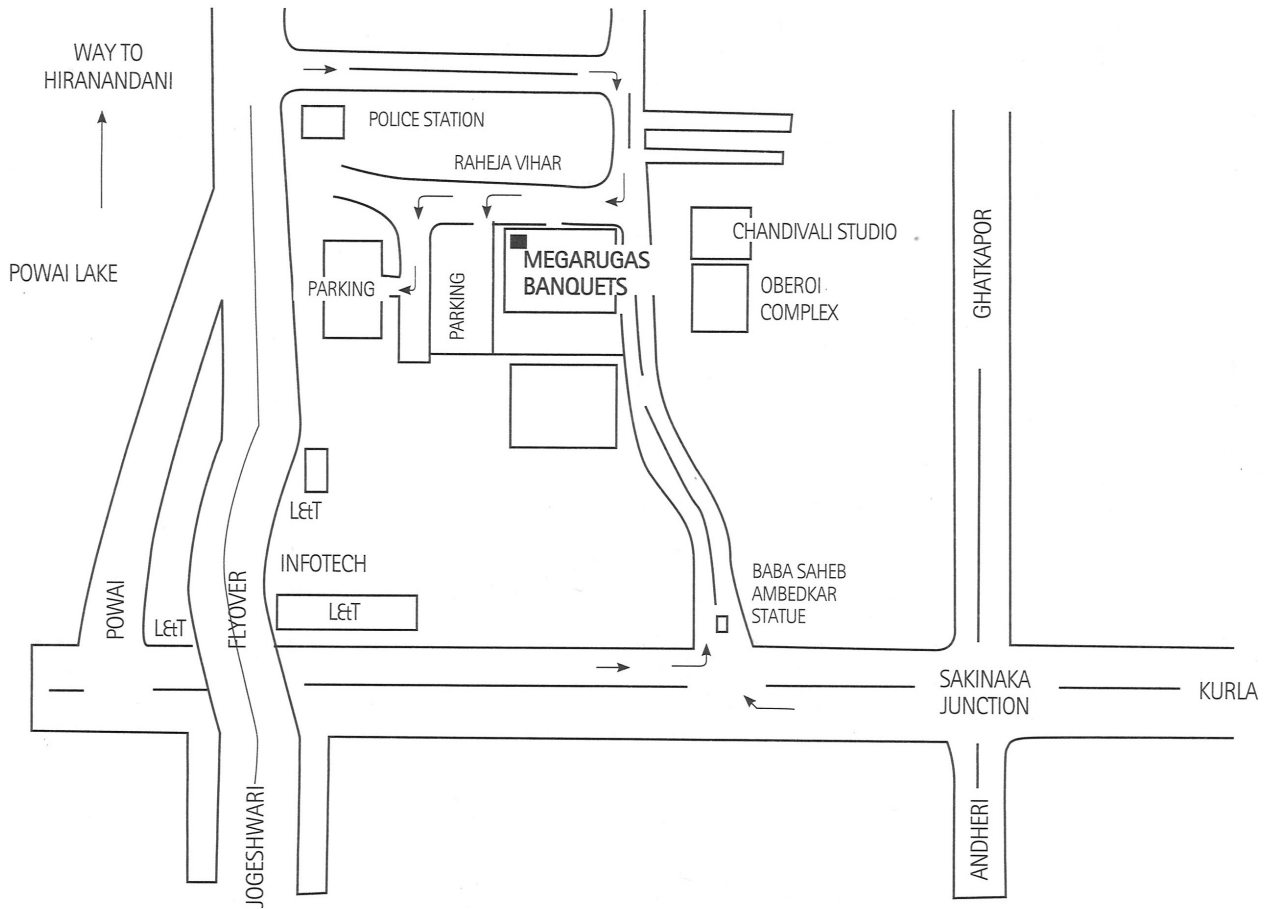
**Harshad Pusalkar  
Company Secretary**

**Regd. Office:**

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Website: www.mepinfra.com

## ROUTE MAP

to the AGM Venue of MEP Infrastructure Developers Limited  
17<sup>th</sup> Annual General Meeting – Friday, 6<sup>th</sup> September, 2019



## VENUE

Megarugas, Plot No. 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Powai, Mumbai-400072

Note: Map given above is indicative and distance is approximate.





**MEP INFRASTRUCTURE DEVELOPERS LIMITED**

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Tel: 91 22 6120 4800 • Fax: 91 22 6120 4804

**ATTENDANCE SLIP**

**17<sup>TH</sup> ANNUAL GENERAL MEETING – FRIDAY, 6<sup>TH</sup> SEPTEMBER, 2019**

Regd. Folio/DP ID & Client ID\*:

No. of Shares held:

Name and Address of the Shareholder:

I, hereby record my presence at the 17<sup>th</sup> Annual General Meeting of the Company to be held on Friday, the 6<sup>th</sup> day of September, 2019 at 11.30 a.m. at Megarugas, Plot No. 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Powai, Mumbai 400 072.

Name and Signature of the Shareholder/Proxy Present

\* Applicable for investors holding shares in electronic form.

Note: Shareholders/Proxy holder who wish to attend the Meeting must bring the Attendance Slip to the Meeting and handover at the entrance of the Meeting Hall duly signed.

**ELECTRONIC VOTING PARTICULARS\***

EVEN (E-Voting Event Number)	User ID	Password / PIN

\* Applicable only in case a Member receives physical copy of the Notice of AGM.

Note: Please read the instructions printed under the Note No. 24 to the Notice of the 17<sup>th</sup> Annual General Meeting. The e-voting period starts from Tuesday, 3<sup>rd</sup> September, 2019 at 9.00 a.m. (IST) and ends on Thursday, 5<sup>th</sup> September, 2019 at 5.00 p.m. (IST). The voting module shall be disabled by NSDL for voting thereafter.

## MEP INFRASTRUCTURE DEVELOPERS LIMITED

CIN: L45200MH2002PLC136779

Regd. Office: A-412, boomerang, Chandivali Farm Road, Near Chandivali Studio,  
Andheri (E), Mumbai 400 072

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### PROXY FORM

#### FORM MGT-11

#### 17<sup>TH</sup> ANNUAL GENERAL MEETING – FRIDAY, 6<sup>TH</sup> SEPTEMBER, 2019

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No/Client ID/DP ID	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name Et Address	Email	Signature

or failing him / her

Name Et Address	Email	Signature

or failing him / her

Name Et Address	Email	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 6<sup>th</sup> September, 2019 at 11.30 a.m. at Megarugas, Plot No. 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Powai, Mumbai - 400 072 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution
	<b>Ordinary Business</b>
1.	Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements of the Company) for the Financial Year ended 31 <sup>st</sup> March, 2019 and the Reports of the Directors and Auditors thereon.
2.	Dividend on Equity Shares for the Financial Year 2018-19.
3.	Re-appointment of Mrs. Anuya J. Mhaiskar (DIN: 00707650) as a Director, who retires by rotation.
	<b>Special Business</b>
4.	Re-appointment of Mr. Jayant D. Mhaiskar (DIN: 00716351) as the Managing Director of the Company.
5.	Ratification of payment of remuneration to M/s. Nawal Barde Devdhe Associates, Cost Auditors for the Financial Year 2019-20.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019.

Signature of the Shareholder



Signature of Proxy Holder(s)

Note:

- A Proxy need not be a member of the Company.
- This form of proxy in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than forty eight hours before the commencement of the Annual General Meeting.