

MEPIDL/OUT/2020-21
15th April, 2020

To,

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Fax No. 022-26598120/38 Scrip Symbol: MEP	Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Fax No. 022-22723121/3027/2039/2061 Security Code: 539126
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Dear Sir,

Re: ISIN – INE776I01010

Sub: Report on Corporate Governance for the Quarter & Year ended March 31, 2020.

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance report on Corporate Governance for the Quarter & Year ended on March 31, 2020.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,

For **MEP INFRASTRUCTURE DEVELOPERS LIMITED**

Sd/-
JAYANT D. MHAISKAR
CHAIRMAN & MANAGING DIRECTOR
DIN: 00716351

Encl: As above



ANNEX I

FORMAT OF REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY A LISTED ENTITY ON QUARTERLY BASIS

1 NAME OF LISTED ENTITY : MEP INFRASTRUCTURE DEVELOPERS LIMITED

2 QUARTER ENDING : 31ST MARCH, 2020

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure	Date of Birth	Whether Special Resolution passed ? (Ref Reg. 17 (1A) of Listing Regulations	Date of passing Special Resolution	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of member-ships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jayant D. Mhaiskar	AACPM4695B	00716351	Chairman & Executive	08/08/2002	01/07/2019	NA	NA	03/01/1976	NA	NA	1	0	2	0
Mrs.	Sudha D. Mhaiskar	AATPM1238K	00707501	Non-Executive	12/02/2018	12/02/2018	NA	NA	13/12/1945	NA	NA	1	0	0	0
Mrs.	Anuya J. Mhaiskar	AJDPM3145L	00707650	Non-Executive	19/08/2006	19/08/2006	NA	NA	12/02/1978	NA	NA	1	0	2	1
Mr.	Deepak Chitnis	AABPC8880D	01077724	Non-Executive - Independent	09/09/2014	09/09/2016	NA	60	04/05/1958	NA	NA	1	1	3	0
Mr.	Khimji Pandav	AAHPP8446N	01070944	Non-Executive - Independent	09/09/2014	09/09/2016	NA	60	11/03/1953	NA	NA	3	3	5	1
Mrs.	Mira Mehrishi	ABMPM3839L	00282074	Non-Executive - Independent	12/12/2016	27/07/2017	NA	60	22/05/1953	NA	NA	1	1	2	0
Whether Regular Chairperson appointed														YES	
Whether Chairperson is related to Managing Director or CEO														YES	

II. Composition of Committees

1 Audit Committee Details

Whether the Audit Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1	01070944	Khimji Pandav	Chairman-Non-Executive - Independent Director	09/09/2014	
2	00716351	Jayant D. Mhaiskar	Executive Director	09/09/2014	
3	01077724	Deepak Chitnis	Non-Executive - Independent Director	24/08/2016	

2 Nomination & Remuneration Details

Whether the Nomination & Remuneration Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
1	01077724	Deepak Chitnis	Chairman-Non-Executive - Independent Director	09/09/2014	
2	00707650	Anuya J. Mhaiskar	Non-Executive - Non-Independent Director	09/09/2014	
3	01070944	Khimji Pandav	Non-Executive - Independent Director	13/02/2017	
4	00282074	Mira Mehrishi	Non-Executive - Independent Director	12/02/2018	

3 Stakeholders' Relationship Committee Details

Whether the Stakeholder Relationship Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
1	00707650	Anuya J. Mhaiskar	Chairperson-Non-Executive - Non-Independent Director	09/02/2016	
2	00716351	Jayant D. Mhaiskar	Executive Director	09/09/2014	
3	01077724	Deepak Chitnis	Non-Executive - Independent Director	14/02/2019	

4 Risk Management Committee Details

Whether the Risk Management Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
1	00716351	Jayant D. Mhaiskar	Chairperson-Executive Director	18/09/2014	
2	00707650	Anuya J. Mhaiskar	Non-Executive - Non-Independent Director	22/09/2014	
3	00707501	Sudha D. Mhaiskar	Non-Executive - Non-Independent Director	14/11/2019	
4	99999999	M.Sankaranarayanan	Member	18/09/2014	
5	99999999	Dinesh Padalkar	Member	18/09/2014	

5 Corporate Social Responsibility Committee Details

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
1	00707650	Anuya J. Mhaiskar	Chairperson-Non-Executive - Non-Independent Director	09/09/2014	
2	00707501	Sudha D. Mhaiskar	Non-Executive - Non-Independent Director	13/08/2019	
3	01077724	Deepak Chitnis	Non-Executive - Independent Director	09/09/2014	

III. MEETING OF BOARD OF DIRECTORS

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
14/11/2019	14/02/2020	Yes	4	2	91

*to be filled in only for the current quarter meetings.

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IV. MEETING OF AUDIT COMMITTEE

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)*
14/02/2020	Yes	3	2	14/11/2019	91

*to be filled in only for the current quarter meetings.

V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	A statement of transaction with related party for the Fourth Quarter ended 31st March 2020 will be placed in the ensuing Audit Committee Meeting.

VI. AFFIRMATIONS		
Sr.No.	Affirmations	Compliance Status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	YES
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders' Relationship Committee d. Risk Management Committee (applicable to the top 500 listed entities)	YES YES YES NA
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	YES
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	YES
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	YES

FOR MEP INFRASTRUCTURE DEVELOPERS LIMITED

Sd/-

JAYANT D. MHAISKAR

CHAIRMAN & MANAGING DIRECTOR

DIN : 00716351

ANNEX II	
Name of Listed Entity	MEP INFRASTRUCTURE DEVELOPERS LIMITED
Financial Year ended	31 st March, 2020

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If yes provide link to website. If No/NA provide reasons
As per regulation 46(2) of the LODR:		
Details of business	Yes	www.mepinfra.com
Terms and conditions of appointment of Independent Directors	Yes	www.mepinfra.com
Composition of various Committees of Board of Directors	Yes	www.mepinfra.com
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	www.mepinfra.com
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes	www.mepinfra.com
Criteria of making payments to Non-Executive Directors	NA	Same will be disclosed in the Annual Report of 2019-20.
Policy on dealing with Related Party Transactions	Yes	www.mepinfra.com
Policy for determining 'Material' Subsidiaries	Yes	www.mepinfra.com
Details of familiarization programmes imparted to Independent Directors	Yes	www.mepinfra.com
Email address for grievance redressal and other relevant details	Yes	www.mepinfra.com
Contact information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	Yes	www.mepinfra.com
Financial Results	Yes	www.mepinfra.com
Shareholding Pattern	Yes	www.mepinfra.com
Details of Agreements entered into with the Media Companies and/or their Associates	NA	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.mepinfra.com
New name and the old name of the Listed Entity	NA	NA
Advertisements as per regulation 47(1)	Yes	www.mepinfra.com
Credit rating or revision in credit rating obtained by the entity for all its outstanding	Yes	www.mepinfra.com
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year.	Yes	www.mepinfra.com

As per other regulations of the LODR

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.mepinfra.com
Materiality Policy as per Regulation 30	Yes	www.mepinfra.com
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.mepinfra.com

It is certified that these contents on the website of the listed entity are correct

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2)(A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & 20(2) and 20(2A)	Yes
Meeting of Stakeholders' Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for Material Related Party Transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to Subsidiary of Listed Entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8)&(9)	Yes
Directors and officers insurance	25(10)	NA
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to Subsidiary of Listed Entity have been complied.

For MEP INFRASTRUCTURE DEVELOPERS LIMITED

Sd/-
JAYANT D. MHAISKAR
CHAIRMAN & MANAGING DIRECTOR
DIN : 00716351