

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 16th Annual General Meeting of the Members of **MEP INFRASTRUCTURE DEVELOPERS LIMITED** will be held on **Thursday, the 2nd day of August, 2018 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 31st March, 2018 and the Reports of the Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. Murzash Manekshana (DIN: 00207311), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) 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 appointment of M/s. G. D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 17th AGM of the Company to examine and audit the accounts of the Company at such remuneration as may be fixed by the Board of Directors/Committee, thereof in consultation with the said Auditors, apart from reimbursement of travelling and out of pocket expenses as may be incurred by them for the purpose of audit."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **Appointment of Mrs. Sudha D. Mhaiskar (DIN: 00707501) as a Director 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, the Companies (Amendment) Act, 2017 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Sudha D. Mhaiskar (DIN: 00707501) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12th February, 2018, and who holds office upto the conclusion of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company but who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company and that she shall be liable to retire by rotation."

6. **Approval for revision in remuneration of Mr. Jayant D. Mhaiskar (DIN: 00716351), 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 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any other law (including any statutory modification(s) or re-enactment 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), permission(s) and approval(s), consent of the Members be and is hereby accorded to revise the remuneration being paid to Mr. Jayant D. Mhaiskar (DIN: 00716351), Managing Director of the Company from the existing ₹ 10,00,000/- per month as Basic Pay to ₹ 15,00,000/- per month plus other terms and conditions including the perquisites, etc. with effect from 1st April, 2018 till his remaining tenure up to 30th June, 2019, as mutually agreed by and between the Board and Mr. Mhaiskar."

"RESOLVED FURTHER THAT in case, 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, Allowances and Incentive Remuneration as per the provision(s) under Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorised to file the statutory application and other forms, remit fees and to do all such acts, deeds and things as may be necessary and incidental to give effect to the aforesaid Resolution."

7. **Approval for FII/FPIs/QFIs to invest in the equity of the Company upto 100% of the paid-up equity share capital of the Company from the present allowed limit of 24% of the paid-up equity share capital 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 the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the SEBI (Foreign Portfolio Investors) Regulations, 2014 and all other applicable Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, consent of the members of the Company be and is hereby accorded to permit Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs) to acquire and hold on their own account and on behalf of each of their sub-accounts to make investment in the equity shares of the Company upto an aggregate limit of 100% (One Hundred Percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/FPI/QFI in its own account and on behalf of each of their sub-accounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations."

"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 execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned regulatory body or other authorities for matters connected therewith and delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Executive(s) of the Company."

8. **Approval for the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession of the special resolution passed at the 15th Annual General Meeting by the Shareholders of the Company held on 27th July, 2017, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Amendment) Act, 2017, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee

thereof) to borrow any sum or sums of money either by way of term loan, external commercial borrowing, issue of debentures/bonds, etc. as and when required, from banks and/or financial institution(s) and/or investment institution(s) and/or foreign lender(s) and/or bodies corporate incorporated under any statute in India or Abroad and/or insurance companies and/or trustees for the holders of debentures/secured premium notes/bonds/other securities/debt instruments and/or other secured lenders (domestic or overseas) or any other person(s) or entities, including recognised non-resident entities governed under the RBI framework, etc. and/or other Investment agencies (hereafter referred to as "Lenders") through suppliers credit or any other instruments either in Indian rupees or in such other foreign currencies as may be permitted by law from time to time for the purpose of the Company or of its subsidiaries, affiliate(s), associate(s), joint venture(s) and special purpose vehicle(s), upon such terms and conditions and with/without security, as the Board of Directors may, in its absolute discretion, think fit and proper, notwithstanding the fact that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from the cash credit arrangement, discounting of bills and other business temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid up capital of the Company, free reserves and securities premium (that is to say, reserved not set apart for any specific purpose), apart from the temporary loans obtained from the Company's banker in the ordinary course of business, provided, however, that the total amount of such borrowings shall not exceed, at any time, a sum of ₹ 8,000 Crores (Rupees Eight Thousand Crores only) apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's bankers in the ordinary course of business and the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time including interest repayment, security or otherwise howsoever as it may think fit."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby further authorised to create mortgages and/or charges on such properties of the Company as it may think fit and for that purpose to execute such documents, papers, deeds and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to severally delegate all or any of its power herein conferred to any Committee of Directors or Director(s) or any other Executive(s) of the Company, in order to give effect to the above resolution."

9. **Approval for the creation of Charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession of the special resolution passed at the 15th Annual General Meeting (by the Shareholders of the Company) held on 27th July, 2017, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Amendment)

Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof) to create mortgages/charges/hypothecation/pledge/floating charges and to give corporate guarantee(s) in favour of the banks and/or financial institution(s) and/or investment institutions and/or foreign lender(s) and/or bodies corporate incorporated under any statute in India or Abroad and/or insurance companies and/or trustees for the holders of debentures/secured premium notes/ bonds/other securities/debt instruments, and/or other secured lenders (domestic or overseas) or any other person(s) or entities, including recognised non-resident entities governed under the RBI framework, etc. and/or other Investment agencies (hereafter referred to as "Lenders") (in addition to the existing mortgages/charges/hypothecation/pledge created and guarantees given by the Company in favour of the Lenders) on such terms as the Board may determine on all or any of the immovable and movable properties, tangible and/or intangible assets/properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company together with the power to take over management of the business and concern of the Company in certain events of default for securing the borrowings of the Company or of its subsidiaries, affiliate, associate, joint venture(s) and special purpose vehicle(s) availed/to be availed for an amount not exceeding ₹ 8,000 Crores (Rupees Eight Thousand Crores Only) and/or equivalent thereto in any foreign currency either by way of term loan, external commercial borrowing, issue of debentures/bonds, etc. together with interest at respective agreed rates, and all other monies payable in terms of loan agreements or any other document entered/to be entered between the Company and the Lenders in respect of such loans/borrowings including borrowings from overseas and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to undertake all such acts, deeds and things to finalise and execute all such deeds, documents and writings for creating aforesaid mortgages/charges/hypothecation/pledge/floating charges as may be deemed necessary, proper, desirable and expedient in its absolute discretion and to settle any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to severally delegate all or any of its power herein conferred to any Committee of Directors or Director(s) or any other Executive(s) of the Company, in order to give effect to the above resolution."

10. Approval of Related Party Transaction(s).

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 188 and other applicable provisions, if any, of the Companies Act, 2013

read with the Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Members of the Company hereby accord their consent and also approve the material Related Party Transaction(s) entered or to be entered between the Company and its Subsidiaries and/or related parties including the Consortium/Joint Venture (JV) or such other Contracts and/or arrangements as deemed fit by the Board and Audit Committee and also as per the details as set out in the Explanatory Statement for Item No. 10 annexed to this Notice."

"RESOLVED FURTHER THAT the Board of Directors and/or any Committee constituted by the Board of the Company be and is hereby authorised to do all such acts, deeds and things, settle any queries, difficulties, doubts including variation in amount that may arise with regard to any transaction with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the best interest of the Company."

11. Ratification of payment of remuneration to M/s. Nawal Barde Devdhe Associates, Cost Auditors for the Financial Year 2018-19.

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) for the Financial Year 2018-19 plus applicable taxes and actual out-of-pocket expenses payable to M/s. Nawal Barde Devdhe Associates, Cost Accountants having their office at Suyash Commercial Mall, above Union Bank, S. No.74 Et 75, Baner, Pune-411045 (Firm Registration No. 001711) who are appointed as Cost Auditors of the Company by the Board of Directors to conduct the audit of cost records maintained by the Company for the Financial Year ending 31st March, 2019."

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

Place: Mumbai
Date: June 27, 2018

**Harshad Pusalkar
Company Secretary**

Regd. Office: A-412, boomerang, Chandivali Farm Road,
Near Chandivali Studio, Andheri (E), Mumbai 400 072
CIN: L45200MH2002PLC136779
Tel: 91 22 6120 4800
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NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning above item of business 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 ("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 5 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. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 27th July, 2018 to Thursday, 2nd August, 2018 (both days inclusive).
4. 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.
5. 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 Friday, 31st August, 2018 as under:
 - i. To the Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Thursday, 26th July, 2018;
 - ii. To the Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company (on or before Thursday, 26th July, 2018) as of the close of business hours on Thursday, 2nd August, 2018.
6. 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 Participant (DP). 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.
7. The Securities and Exchange Board of India ("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.
8. 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.
9. 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.
10. The Notice of the AGM along with the Annual Report 2017-18 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 2017-18 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. 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 2017-18 will also be available on the Company's website viz. www.mepinfra.com.
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / Link Intime.
12. All the documents referred to in the Notice of AGM are available at the Company's Registered 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.
13. The route map of venue of the AGM is enclosed.
14. 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.
15. In order to enable its members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a Ballot Form with the notice. The instructions for Ballot Forms are given at the back of the said form. The members can send duly completed Ballot Form so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered Office of the Company at A-412, boomerang, Chandivali Farm Road, Near Chandivali Studio, Andheri (E), Mumbai 400 072, not later than Wednesday, 1st August, 2018 (5.00 p.m. IST). The name of the members who have cast their vote through the enclosed Ballot Form must appear in the Register of Members/List of Beneficial Owners as on Thursday, 26th July, 2018, (cut-off date) failing which their votes shall be treated as invalid.

Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to rnt.helpdesk@linkintime.co.in by mentioning their Folio/DP ID and Client ID No.

16. 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 or Ballot Forms shall be able to exercise their right at the meeting through Ballot Paper.
17. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Form/Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form/Paper shall be treated as invalid.
18. Resolution(s) passed by Members through Ballot Forms or e-voting is/are deemed to have been passed as if they have been passed at the AGM.
19. The Members who have cast their vote by e-voting or Ballot Form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
20. CS Dinesh Joshi, Designated Partner, KANJ & CO. LLP, Practising Company Secretary (Membership No. FCS 3752 CP No. 2246) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
21. The Scrutinizer shall within a period not exceeding 2 (Two) working 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.
22. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's report shall be placed on the Company's website www.mepinfra.com and on the website of NSDL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
23. 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?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices

after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit 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 Digit 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***

5. 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. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit 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.

6. 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
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. 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 dinesh.joshi@kanjcs.com with a copy marked to 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 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 or call on toll free no. : 1800-222-990 or send a request at evoting@nsdl.co.in

Other Instructions

1. The e-voting period commences on Monday, 30th July, 2018 (9.00 a.m. IST) and ends on Wednesday, 1st August, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 26th July, 2018 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 Form/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.
4. A person who is not a Member as on the cut-off date i.e. Thursday, 26th July, 2018 should treat this Notice for information purposes only.

For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents 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

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
E-mail: investorrelations@mepinfra.com

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

Item No. 4

M/s. G. D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) were appointed as the Statutory Auditors of the Company at the 15th Annual General Meeting of the Company to hold office till the conclusion of the 20th Annual General Meeting, subject to ratification at every Annual General Meeting (AGM) of the Company.

Considering, applicability of the provisions of Section 40 of the Companies (Amendment) Act, 2017 notified with effect from 7th May, 2018, the requirement of ratification of appointment of Auditors by members at every AGM has been omitted.

However, considering the resolution passed at the 15th AGM, the Board as an abundant caution recommends the ratification of the Statutory Auditor at this AGM and the Board is of the opinion that no ratification for the appointment of the Statutory Auditors would be required from next AGM and they shall continue to hold office of Statutory Auditors till the conclusion of the 20th AGM of the Company. 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.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for approval of the shareholders.

Item No. 5

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Sudha D. Mhaiskar (DIN: 00707501), as an Additional Director of the Company with effect from 12th February, 2018.

In terms of the provisions of Section 161 of the Companies Act, 2013, Mrs. Sudha D. Mhaiskar would hold office up to the date of this Annual General Meeting.

The Company has received a notice in writing from a member along with deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Sudha D. Mhaiskar for the office of Director of the Company. Mrs. Mhaiskar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Mrs. Mhaiskar is accordingly proposed to be appointed on the recommendation of the Nomination and Remuneration Committee as a Non-Executive, Non-Independent Director and she shall be liable to retire by rotation. Brief resume of Mrs. Mhaiskar, nature of her expertise in functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board, Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of this Notice.

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.

The Board recommends the Ordinary Resolution set forth in Item No. 5 of the Notice for approval of the shareholders.

Item No. 6

Mr. Jayant D. Mhaiskar is the Managing Director since 7th February, 2007. Mr. Mhaiskar was entrusted with the responsibility of overall management of the affairs of the Company, subject to the supervision, 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 and Managing Director and remuneration payable to Mr. Mhaiskar with effect from 1st July, 2014 for a period of 5 (five) years. Further, the Board of Directors at its meeting held on 12th February, 2018 had re-designated Mr. Mhaiskar as the Chairman & Managing Director of the Company in accordance with the provisions of Companies Act, 2013.

Mr. Mhaiskar is one of the founding Directors and Promoter of the Company and holding 1,42,58,546 equity shares of the Company. Mr. Mhaiskar has over 19 years of experience in the Tolling and Infrastructure industry.

At the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 23rd May, 2018 approved the remuneration, as detailed below, to be paid to Mr. Mhaiskar with effect from 1st April, 2018 till his remaining tenure upto 30th June, 2019, subject to the approval of members at this Annual General Meeting.

I. SALARY

Basic Salary: At the rate of ₹ 15,00,000/- (Rupees Fifteen Lakhs only) per month with effect from 1st April, 2018 to 30th June, 2019.

II. PERQUISITES

- (a) Leave Salary: As per Companies Rule governed to all employees, if paid.
- (b) Ex-gratia/Bonus/Gratuity/PF, etc.: As per Companies Rule governed to all employees, if paid.
- (c) Other Perquisites:
 - (i) Rent free furnished accommodation, if required.
 - (ii) Re-imbursalment of medical expenses on self & family, if needed & required.

- (iii) Payment of Club Fees in relation to 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.
- (iv) 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.

III. TERMINATION

The office of Managing Director may be terminated by the Company or the concerned Director by giving the 3 (three) months prior notice in writing.

IV. SITTING FEES

No sitting fees shall be paid.

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.

The Board recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the shareholders.

Item No. 7

In terms of the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, the Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs) can, in aggregate, hold upto 24% of paid-up capital of the Company. However, this limit can be enhanced by the Indian Company upto the sectoral cap/statutory ceiling as applicable with the approval of the Board of Directors and Members through a special resolution. Considering, the increasing investments in the equity by FIIs/FPIs/QFIs, it is proposed to increase the present limit from 24% to upto 100% of paid-up equity share capital of the Company.

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.

The Board recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the shareholders.

Item Nos. 8 & 9

Considering, the Company's existing and future financial requirements to support its business operations, the Company needs additional funds either by way of term loan, external commercial borrowing, issue of debentures/bonds, etc. For this purpose, the Company is desirous of raising finance from banks and/or financial institution(s) and/or investment institution(s) and/or foreign lender(s) and/or bodies corporate incorporated under any statute in India or Abroad and/or insurance companies and/or trustees for the holders of debentures/secured premium notes/bonds/other securities/debt instruments, and/or other secured lenders (domestic or overseas) or any other person(s) or entities, including recognised non-resident entities governed under the RBI framework, etc. and/or other Investment agencies (hereafter referred to as "Lenders") either in Indian rupees or in such other foreign currencies as may be permitted by law from time to time as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves and securities premium of the Company. Hence, it is proposed to increase the maximum borrowing limits upto ₹ 8,000 Crores (Rupees Eight Thousand Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves and securities premium at any one time except with the consent of the members of the Company in a general meeting.

In order to secure the borrowing(s) made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

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.

The Board recommends the Special Resolutions set forth in Item Nos. 8 & 9 of the Notice for approval of the shareholders.

Item No. 10

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and all material related party transactions shall require approval of the shareholders of the Company.

The details of the Material Related Party Transactions to be executed between the Company including the Consortium/Joint Venture arrangements and its Subsidiaries are given below:

Sr. No.	Name of the Related Party and/or Project SPV's (Hybrid Annuity Projects hereinafter called as "HAM Projects")	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Nature and particulars of contract or arrangement	Contract Value (approx.)	Any other information relevant or important for the members to take a decision on the proposed resolution
1	MEP Longjian ACR Pvt. Ltd.	N.A.	Subsidiary Company	EPC Contract (Proposed to be entered)	₹ 765.00 Crores	EPC contract for execution of construction work
2	MEP Longjian CLR Pvt. Ltd.	N.A.	Subsidiary Company	EPC Contract (Proposed to be entered)	₹ 901.96 Crores	EPC contract for execution of construction work
3	MEP Longjian Loha Waranga Road Pvt. Ltd.	N.A.	Subsidiary Company	EPC Contract (Proposed to be entered)	₹ 968.00 Crores	EPC contract for execution of construction work
4	MEP Longjian VTR Pvt. Ltd.	N.A.	Subsidiary Company	EPC Contract (Proposed to be entered)	₹ 1058.77 Crores	EPC contract for execution of construction work

The SEBI (LODR) Regulations, 2015 also requires that all material related party transactions shall require approval of the shareholders through ordinary resolution.

The Company has incorporated Special Purpose Vehicles ("SPVs") to carry on each of the said project(s) as per the norms as stipulated by National Highways Authority of India ("NHAI") and the said SPV(s) may enter into the EPC Agreement(s) with its Holding Company and/or with the entity in the form of Consortium/ Joint Venture arrangements (if any) for the execution of each of the said HAM Project on ongoing basis. The Company being the Holding Company may also provide financial assistance including providing of Security and Corporate Guarantee from time to time to achieve the financial closure(s) for each SPV's.

On recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting(s) held on 23rd May, 2018 approved the proposed transaction as may be envisaged. Accordingly, now the Board seeks the approval of the members by way of Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and the SEBI (LODR) Regulations, 2015 to enable the Company to enter into Related Party Transactions in one or more tranche(es). The Company enters all related party transactions, including the transactions under consideration in the ordinary course of business and at arm's length basis. However, considering the nature of agreement(s) which are peculiar in nature in respect of each HAM Project, the Company as an abundant caution is taking necessary approval of the members under Section 188 of the Companies Act, 2013.

Further, pursuant to Regulation 23 of the SEBI (LODR) Regulations, 2015, all entities falling under the definition of "Related Parties" shall abstain from voting in respect of the resolution proposed at Item No. 10 of the Notice, irrespective of whether the Related Party is a party to the particular transaction or not.

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.

The Board recommends the Ordinary Resolution set forth in Item No. 10 of the Notice for approval of the shareholders.

Item No. 11

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 having their office at Suyash Commercial Mall, above Union Bank, S. No. 74 & 75, Baner, Pune-411045 (Firm Registration No. 001711) for conducting the audit of the cost records maintained by the Company for the Financial Year ending on 31st March, 2019, 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.

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.

The Board recommends the Ordinary Resolution set forth in Item No. 11 of the Notice for approval of the shareholders.

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

Place: Mumbai

Date: June 27, 2018

**Harshad Pusalkar
Company Secretary**

Regd. Office:

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

CIN: L45200MH2002PLC136779

Tel: 91 22 6120 4800

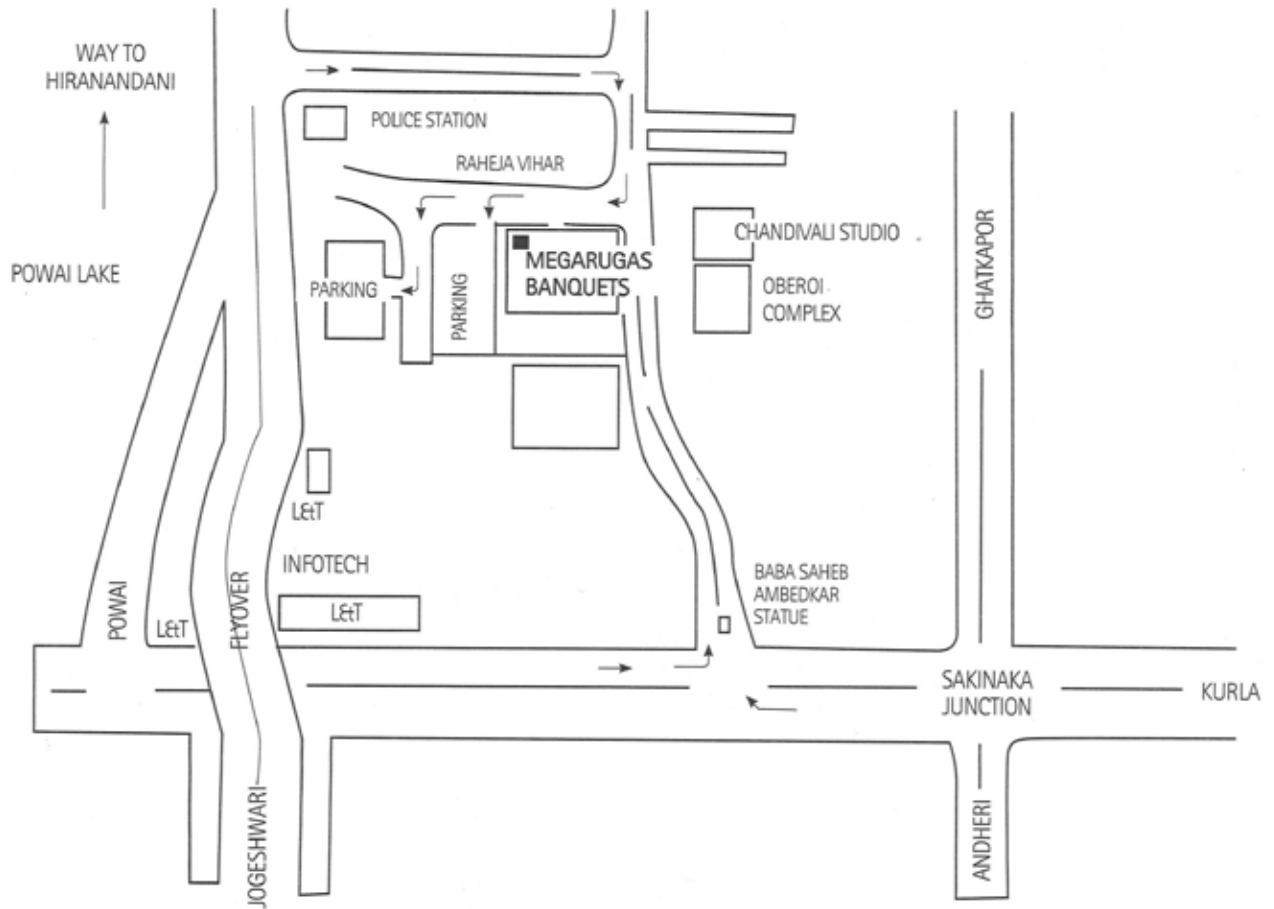
E-mail: investorrelations@mepinfra.com

Information required as per Regulation 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	Mr. Murzash Manekshana	Mrs. Sudha D. Mhaikar
Brief Resume	Mr. Murzash Manekshana is a qualified Chartered Accountant. He has over 25 years of work experience, including key leadership roles across multiple industries.	Mrs. Sudha D. Mhaikar holds Bachelor's degree in Home science from Shreemati Nathibai Damodar Thackersey College, Mumbai. She has over 41 years of experience in the field of administration. She was appointed as an Additional Director of our Company on 12 th February, 2018.
Expertise in specific functional areas	Finance & Risk Management, Investment Banking.	Administration
Relationship between Director(s) inter-se	No	Mother of Jayant D. Mhaikar and Mother-in-Law of 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	23,143	1,49,98,591

ROUTE MAP

to the AGM Venue of MEP Infrastructure Developers Limited
16th Annual General Meeting Thursday, 2nd August, 2018



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.

NOTES

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

PROXY FORM

FORM MGT-11

16TH ANNUAL GENERAL MEETING – THURSDAY, 2ND AUGUST, 2018

[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 & Address	Email	Signature

or failing him / her

Name & Address	Email	Signature

or failing him / her

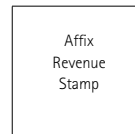
Name & Address	Email	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on the Thursday, 2nd August, 2018 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
	Ordinary Business
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31 st March, 2018 together with the Reports of Directors and Auditors thereon.
2.	Dividend on Equity Shares for the Financial Year 2017-18.
3.	Re-appointment of Mr. Murzash Manekshana (DIN: 00207311) as a Director, who retires by rotation.
4.	Ratification of appointment of M/s. G. D. Apte & Co., Chartered Accountants as Statutory Auditors.
	Special Business
5.	Appointment of Mrs. Sudha D. Mhaiskar (DIN: 00707501) as a Director of the Company.
6.	Approval for revision in remuneration of Mr. Jayant D. Mhaiskar (DIN: 00716351), Managing Director of the Company.
7.	Approval for FILs/FPIs/QFIs to invest in the equity of the Company upto 100% of the paid-up equity share capital of the Company from the present allowed limit of 24% of the paid-up equity share capital of the Company.
8.	Approval for the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.
9.	Approval for the creation of Charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.
10.	Approval of Related Party Transaction(s).
11.	Ratification of payment of remuneration to M/s. Nawal Barde Devdhe Associates, Cost Auditors for the Financial Year 2018-19.

Signed this _____ day of _____, 2018.

Signature of the Shareholder



Signature of Proxy Holder(s)

Note: 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.



MEP INFRASTRUCTURE DEVELOPERS LIMITED

CIN: L45200MH2002PLC136779

Regd. Office: A-412, boomerang, Chandivali Farm Road, Near Chandivali Studio,
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E-mail: investorrelations@mepinfra.com • Website: www.mepinfra.com

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

ATTENDANCE SLIP

16TH ANNUAL GENERAL MEETING – THURSDAY, 2ND AUGUST, 2018

Regd. Folio/DP ID & Client ID*:

No. of Shares held:

Name and Address of the Shareholder:

I hereby record my presence at the 16th Annual General Meeting of the Company to be held on Thursday, the 2nd day of August, 2018 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.

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. 23 to the Notice of the 16th Annual General Meeting. The e-voting period starts from Monday, 30th July, 2018 at 9.00 a.m. (IST) and ends on Wednesday, 1st August, 2018 at 5.00 p.m. (IST). The voting module shall be disabled by NSDL for voting thereafter.

MEP INFRASTRUCTURE DEVELOPERS LIMITED

CIN: L45200MH2002PLC136779

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BALLOT FORM (IN LIEU OF E-VOTING)

Name of the Member	
Registered Address	
Name(s) of Joint Holder(s)	
Folio No./ *DP ID & Client ID	

I hereby exercise my/our vote(s) in respect of the resolutions set out in the Notice of the 16th Annual General Meeting of the Company to be held on Thursday, the 2nd August, 2018, by sending my/our assent or dissent to the said resolutions by placing tick mark (✓) at the appropriate box below:

Sr. No.	Resolution	Type of Resolution	No. of Equity Share(s) held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
Ordinary Business:					
1.	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31 st March, 2018 together with the Reports of Directors and Auditors thereon.	Ordinary			
2.	Dividend on Equity Shares for the Financial Year 2017-18.	Ordinary			
3.	Re-appointment of Mr. Murzash Manekshana (DIN: 00207311) as a Director, who retires by rotation.	Ordinary			
4.	Ratification of appointment of M/s. G. D. Apte & Co., Chartered Accountants as Statutory Auditors.	Ordinary			
Special Business:					
5.	Appointment of Mrs. Sudha D. Mhaikar (DIN: 00707501) as a Director of the Company.	Ordinary			
6.	Approval for revision in remuneration of Mr. Jayant D. Mhaikar (DIN: 00716351), Managing Director of the Company.	Special			
7.	Approval for FII/FPIs/QFIs to invest in the equity of the Company upto 100% of the paid-up equity share capital of the Company from the present allowed limit of 24% of the paid-up equity share capital of the Company.	Special			
8.	Approval for the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.	Special			
9.	Approval for the creation of Charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.	Special			
10.	Approval of Related Party Transaction(s).	Ordinary			
11.	Ratification of payment of remuneration to M/s. Nawal Barde Devdhe Associates, Cost Auditors for the Financial Year 2018-19.	Ordinary			

Place :

Date :

Signature of Member

(* applicable to investors holding shares in dematerialized form as per Company records.

Note: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the scrutinizer by 5.00 p.m. (IST) on Wednesday, the 1st day of August, 2018 shall only be considered.

INSTRUCTIONS FOR BALLOT FORM

- A. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- B. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

Process and manner for Members opting to vote by using the Ballot Form.

1. CS Dinesh Joshi, Designated Partner of M/s. KANJ & CO. LLP, Practising Company Secretary (Membership No. FCS 3752 CP No. 2246) has been appointed as the scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
2. The Form should be signed by the Members as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.
3. In case the shares are held by corporate and institutional members (companies, trusts, societies, etc.), the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation with the specimen signature(s) of the authorised signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot Form.
5. The voting rights of members shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on Thursday, 26th July, 2018 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 1st day of August, 2018 (5.00 p.m. IST). Ballot Form received after that will be strictly treated as if the reply from the Members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified under instruction No. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form shall be final.
10. The results declared along with Scrutinizer's report, shall be placed on the Company's website www.mepinfra.com and on the website of the National Securities Depository Limited ("NSDL") within two days of the passing of the Resolutions at the AGM of the Company on Thursday, the 2nd day of August, 2018 and communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.