



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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NOTICE

NOTICE is hereby given that the 15th Annual General Meeting of the Members of MEP INFRASTRUCTURE DEVELOPERS LIMITED will be held on Thursday, the 27th day of July, 2017 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 business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To declare a Final Dividend on Equity Shares for the Financial Year 2016-17.
3. To appoint a Director in place of Mr. Jayant D. Mhaiskar (DIN:00716351), 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. G. D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 20th Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting) at a remuneration and its manner of payment to be fixed by the Board of Directors/Committee thereof in consultation with the said Auditors."

"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. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:
"RESOLVED THAT pursuant to provisions of Section 13 and Section 61 and other applicable provisions of the Companies Act, 2013, if any, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs.200,00,00,000 (Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- each to Rs. 225,00,00,000 (Rupees Two Hundred and Twenty Five Crores Only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakhs) Equity Shares of Rs.10/- each by creation of

additional 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs.10/- each and consequently the existing Clause V (a) of Memorandum of Association of the Company be substituted with the following clause:

"The Authorised Share Capital of the Company is Rs. 225,00,00,000 (Rupees Two Hundred and Twenty Five Crores Only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each."

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

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s) or re-enactment(s) thereof), (the "Companies Act") and provisions of the Memorandum of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended, rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time and subject to any regulatory approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), the Board be and is hereby authorised on behalf of the Company, to create, offer, issue and allot, by way of rights issue from time to time in one or more tranches, equity shares of face value of Rs. 10/- each, ("Equity Shares"), warrants exercisable for Equity Shares and/or any other security exercisable for, exchangeable for or convertible into Equity Shares, to the holders of Equity Shares of the Company as on a specified record date and/or to such other persons, as may be statutorily/regulatorily permitted, inter-alia including any domestic/foreign institutions, institutional investors, banks, mutual funds, companies, bodies corporate, individuals and/or

other entities, whether or not such persons are holders of Equity Shares of the Company, on a rights basis ("Rights Issue") or by way of preferential allotment or private placement, including to qualified institutional buyers by way of Qualified Institutions Placement in terms of the Chapter VIII of the ICDR Regulations, in one or more tranches, Equity Shares and/or Equity Shares through depository receipts such as Global Depository Receipts ("GDR") or American Depository Receipts ("ADR"), and/or any securities convertible into Equity Shares at the option of the Company and/or holder of securities, or a combination of the foregoing and/or securities linked to Equity Shares and/or securities with warrants including any instruments or securities representing either Equity Shares or a combination of the foregoing, whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as "Securities"), secured or unsecured, listed on any stock exchange inside India and/or any international stock exchange outside India, to all eligible investors, including residents and/or non-residents and/or institutions/banks and/or incorporated bodies and/or mutual funds and/or individuals and/or trustees and/or stabilising agent or otherwise, foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, whether or not such investors are Members of the Company (collectively the "investors"), through one or more prospectus and/or letter of offer or circular, and/or private placement basis, for, or which upon exercise or conversion of all Securities so issued and allotted could give rise to the issue of Equity Shares aggregating upto Rs.500 Crores (Rupees Five Hundred Crores only) or its equivalent in one or more currencies, in one or more tranche or tranches, at such price or prices, at market price(s) or at a permissible discount (including but not limited to any discount as may be permitted under Chapter VIII of the ICDR Regulations) or premium to market price(s) in terms of applicable regulations at the Board's discretion and as permitted under applicable laws, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the Book Running Lead Managers and/or Underwriters and/or Stabilising Agent and/ or other Advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities."

"RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board/ Committee) shall only be made to Qualified Institutional Buyers within the meaning of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations or such other discounts as may be permitted under the applicable laws."

"RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the

proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. In the event that convertible securities (as defined under the ICDR Regulations) are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as American Depository Receipts ("ADRs") or Global Depository Receipts ("GDRs"), pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Equity Shares to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue after the date of this resolution."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to applicable laws and subject to approvals, consents, permissions, restrictions, prohibitions, if any of the applicable statutes, any governmental body or authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board or duly authorised committee of directors be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to create, issue, offer and allot such number of Equity Shares as may be required to be issued and allotted, including issue and allotment of Equity Shares upon conversion of any depository receipts or other Securities referred to above or as may be necessary in accordance with the terms of the offer, all such Equity Shares shall rank *pari passu* inter se and with the then existing issued Equity Shares of the Company in all respects, subject to the provisions of the Memorandum of Association and Articles of Association of the Company and applicable laws and regulations including any rules and regulations of any of the stock exchanges."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilising agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to the preliminary and final offering documents, prospectus and/or letter

of offer and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings, to issue bid and/or application forms and confirmations of allotment and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more stock exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the stock exchanges in India."

"RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted in terms of this Resolution, shall rank *pari passu* in all respects with the then existing Shares of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve the terms and conditions of the issue of the above mentioned Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient subject to applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be and as it may in its absolute discretion deem fit and to execute various transaction documents, to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities subject to applicable guidelines, notifications, rules and regulations issued by competent statutory or regulatory authority and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the common seal of the Company, if and when required on any agreement, undertaking, deed or other document in India, be affixed as per the provision of the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board be and is also hereby authorised to delegate all or any of the powers herein conferred by this resolution to any director or directors or to any committee of director or directors or any other officer or officers of the Company to give effect to the aforesaid resolution."

7. 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of Rs.3,00,000/- p.a. (Rupees Three Lacs Only) for the Financial Year 2017-18 plus service tax and actual out-of-pocket expenses payable to M/s. A. B. Nawal & Associates, Cost Accountants, 701, Supriya Classic, Survey No. 112/1/3, Baner Road, Baner, Pune-411045 (Firm Registration No. PROP-0046) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2017-18."

8. 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, including any statutory modification(s) or re-enactments(s) thereof, or any other law and subject to such consent(s), approval(s) and permission(s) and to limits prescribed under the Act and Provisions of Schedule V or any amendment thereto for the time being in force and subject to such conditions as may be imposed by any authority, if any, while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Murzash Manekshana (DIN: 00207311) as Deputy Managing Director of the Company for a period of 5 (Five) Years from 1st June, 2017 to 31st May, 2022, on the terms and conditions as set out in the agreement entered with him and as detailed below:

I. REMUNERATION PER MONTH

Particulars	Amount in Rs.
Basic Salary	18,06,250
House Rent Allowance	5,62,500
Leave Travel Allowance	1,00,000
Medical Allowance	18,750
Conveyance	12,500
Total Remuneration:	25,00,000

SITTING FEES: Mr. Murzash Manekshana shall not be entitled to any sitting fees.

II. REMUNERATION IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS

Where in any financial year during the currency of the tenure of the Deputy Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Deputy Managing Director remuneration by way of Salary, Benefits, Perquisites and 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."

9. 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 read with Schedule IV and other applicable provisions, if any, of the Companies

Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof Mrs. Mira Mehrishi (DIN: 00282074), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th December, 2016, pursuant to the provisions of Section 161 of the Act and under the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby elected and appointed as an Independent Director of the Company for a period of 5 (Five) Years with effect from 27th July, 2017."

10. 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 resolution passed by the Shareholders of the Company on 14th August, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given 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 mortgage and/or charge, in addition to the mortgaged and/or charges created/ to be created by the Company, on such terms as the Board may determine, all or any of the immovable and movable properties, tangible and/or intangible 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 in favour of the Banks, Financial Institutions and other Bodies Corporate or any other person(s), etc. (hereafter known as lenders) for securing the borrowings of the Company or its Subsidiaries/Joint Venture/Special Purpose Vehicle availed/ to be availed for an amount not exceeding Rs. 3,000 Crores (Rupees Three Thousand Crores Only) and / or equivalent thereto in any foreign currency together with interest at respective agreed rates, and all other monies payable in terms of loan agreements or any other document entered into/ to be entered into between the Company and the lenders in respect of such loans / borrowings 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 as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any question, difficulty or doubt that may arise in this regard."

"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 or Directors or any other officer of the Company, in order to give effect to the above resolution."

11. 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 resolution passed by the shareholders of the Company on 14th August, 2014, and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of

the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company 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, from time to time for the purpose of the Company or Subsidiaries/Joint Venture/Special Purpose Vehicle, 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 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 and its free reserves, (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 Rs. 3,000 Crores (Rupees Three Thousand Crores only) 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 as to 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 or Directors or any other officer of the Company, in order to give effect to the above resolution."

12. 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 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board & its Powers) Rules, 2014 (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 ratify and approve the material Related Party Transactions entered or to be entered between the Company and its subsidiaries and/or related parties including the consortium/Joint Venture (JV) or such other arrangements as deemed fit by the Board and also as per the details set out in the Explanatory Statement for Item No. 12 annexed to this Notice."

"RESOLVED FURTHER THAT the Board of Directors (the "Board") and/or any Committee constituted by the Board be and is hereby authorised to determine and finalise the terms and conditions related thereto from time to time and all matter arising out of the incidental to the transactions and to give effect to the above resolution and to do all acts, deeds, things including variation in amount that may be deemed necessary, proper and desirable in this regard."

By and on behalf of the Board of Directors

Place: Mumbai
Date: June 20, 2017

Harshad Pusalkar
Company Secretary

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 Regulation 36(3) of 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, 8 and 9 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, 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, 21st July, 2017 to Thursday 27th July, 2017 (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 DP ID and Client ID / Folio No.
5. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on or before Friday, 25th August, 2017 as under:
 - i. To 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, 20th July, 2017;
 - ii. To 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, 20th July, 2017) as of the close of business hours on Thursday, 27th July, 2017.
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 depository participants 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 2016-17 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 2016-17 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 2016-17 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) at the Corporate Office of the Company till the conclusion of the Annual General Meeting.
13. The route map of venue of the Annual General Meeting 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, 26th July, 2017 (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, 20th July, 2017, (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, 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/Vice 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:
 - a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i. Open email and open PDF file viz; "MEPIDL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the URL: [https:// www.evoting.nsd.com/](https://www.evoting.nsd.com/)
 - iii. Click on "Shareholder – Login".
 - iv. Put user ID and password as initial password/PIN noted in step i. above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" (Electronic Voting Event Number) of MEP Infrastructure Developers Limited.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. The Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer

through e-mail to dinesh.joshi@kanjcs.com with a copy marked to evoting@nsdl.co.in.

- b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depositories.]
 - i. Initial password is provided in the enclosed Attendance Slip: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sr. No. ii to Sr. No. xii of 23. a. above, to cast vote.
- c. Other Instructions:
 - i. The e-voting period commences on Monday, 24th July, 2017 (9.00 a.m. IST) and ends on Wednesday, 26th July, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, 20th July, 2017 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.
 - ii. 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.
 - iii. 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. However, if he/she is already registered with NSDL for e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsd.com or contact NSDL at the toll free no.: 1800-222- 990.
 - iv. A person who is not a Member as on the cut-off date i.e. Thursday, 20th July, 2017 should treat this Notice for information purposes only.
 - v. In case any queries, please refer to "Frequently Asked Questions" (FAQs) for members and "remote e-voting user manual for members" available at the "Downloads" section of the website www.evoting.nsd.com or call on toll free no.: 1800-222-990.

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 (East), 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:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

M/s. Gokhale & Sathe, Chartered Accountants (Firm Registration No.103264W) were appointed as the Statutory Auditors of the Company at the 14th Annual General Meeting of the Company, to hold office till the conclusion of the 15th Annual General Meeting. As per the mandatory provisions applicable for the rotation of Auditors under the Companies Act, 2013 ("Act") and rules made thereunder, the new Statutory Auditors of the Company are to be appointed on necessary recommendation of the Audit Committee/Board in place of the retiring Statutory Auditors.

M/s. G. D. Apte & Co., Chartered Accountants (Firm Registration No. 100515W) have confirmed that their appointment, if made would be within the limits specified under section 141(3) (g) of the Act and that they are not disqualified to be appointed as statutory auditor in term of the provisions of Section 139(1), Section 141(2) and Section 141 (3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Directors recommend the Ordinary resolution for your approval.

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.

Item No. 5

The present Authorised Share Capital of the Company is Rs.200,00,00,000 (Rupees Two Hundred Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- each.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of members of the Company.

It is now proposed to increase the authorised equity share capital to Rs. 225,00,00,000 (Rupees Two Hundred and Twenty Five Crores Only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakhs) Equity Shares of Rs.10/- each, by creation of additional 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs.10/- each ranking *pari passu* with the existing equity shares in all respects, to create adequate headroom. The proposal for increase in the Authorised Share Capital would require the alteration in Clause V (a) of the Memorandum of Association of the Company. As per the provisions of the Companies Act, 2013, any alteration to Memorandum of Association would require approval of members in the General Meeting.

The Board of Directors accordingly recommends the passing of this Resolution as a Special Resolution. A copy of the amended Memorandum and Articles of Association of the Company 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 till the conclusion of the Annual 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.

Item No. 6

Your Company during the previous financial year, has entered into Projects under Hybrid Annuity Model (HAM) whose construction activities have commenced or are likely to commence shortly. Further your Company will

also explore for new opportunities and participate in tenders floated by State / Central Government(s). Considering the same and in order to facilitate and meet the additional cost required to carry out the operational activities for the existing projects and for the future activities envisaged by the Board including meeting any exigencies, etc., your Company would require additional funds.

Therefore, it is proposed to create, offer, issue and allot securities as stated in the resolution at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc. as may be deemed appropriate by the Board/ Committee at its discretion including the discretion to determine the categories of allottees to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board/Committee at its absolute discretion may deem fit and appropriate. The Company intends to issue Securities for aggregate amount not more than Rs. 500 Crores (Rupees Five Hundred Crores) or its equivalent in one or more foreign currencies.

This Special Resolution enables the Board/Committee to undertake a qualified institutions placement with qualified institutional buyers as per SEBI [Issue of Capital and Disclosures Requirements] Regulations, 2009, amended from time to time ("ICDR Regulations") and Section 42 of the Companies Act, 2013 and Rules thereunder, amended from time to time. The Board of Directors/ Committee, may adopt this mechanism, as prescribed under Chapter VIII of the ICDR Regulations in order to facilitate and meet capital expenditure needs of the existing /future projects of the Company, its subsidiaries and to meet any exigencies etc. without the need for fresh approval from the shareholders.

The pricing of the Securities to be issued to qualified institutional buyers pursuant to Chapter VIII of the ICDR Regulations shall be determined by the Board / Committee subject to such price not being less than the price calculated in accordance with the ICDR Regulations.

The Special Resolution also enables the Board/ Committee to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board/ Committee deem fit. The Company with this resolution intends to retain the right and flexibility to issue securities including but not limited to Rights Issue, Preferential Issue, GDRs, ADRs and QIP. The Company may, in accordance with applicable laws, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee thereof decides to open the qualified institutions placement for subscription.

The detailed terms and conditions for the offer will be determined by the Board/ Committee in consultation with the Lead Managers and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law. The Equity Shares allotted or arising out of conversion of any Securities will be listed on recognised stock exchanges subject to the availability of regulatory approvals.

Section 62 of the Companies Act, 2013 and the provisions of Listing Agreements entered into with the stock exchanges, provide, inter alia, that where it is proposed to increase the subscribed share capital of the Company by allotment of further shares, such further shares may be offered to the person other than members of the Company, if authorised by the members pursuant to a special

resolution. The special resolutions seek the consent and authorization of the members to the Board/ Committee to make the proposed issue of Securities, in consultation with the lead managers, advisors and other intermediaries and in the event it is decided to issue Securities convertible into equity shares, to issue to the holders of such convertible Securities in such manner and such number of equity shares on conversion as may be required to be issued in accordance with the terms of the issue, keeping in view the prevailing market conditions and in accordance with the applicable rules & regulations or guidelines.

The Board recommend this resolution for the approval of the members as a Special 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.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s. A. B. Nawal & Associates, Cost Accountants, 701, Supriya Classic, Survey No. 112/1/3, Baner Road, Baner, Pune-411045 (Firm Registration No. PROP-0046) for conducting the audit of the cost records of the Company for the Financial Year 2017-18 at a remuneration of Rs.3,00,000/- (Rupees Three Lacs only) plus Service Tax 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 approved by the Members of the Company.

The Board recommend this resolution for the approval of the members 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.

Item No. 8

Mr. Murzash Manekshana was appointed as an Additional Director of MEP Infrastructure Developers Limited on 2nd November, 2012 and was confirmed as a Director of the Company on 27th September, 2013. He was appointed as Whole Time Director of the Company with effect from July 1, 2014. The tenure of his appointment was from 1st July, 2014 to 30th June, 2019.

Mr. Murzash Manekshana is a qualified Chartered Accountant. He has over 23 years of work experience, including key leadership roles across multiple industries. He is currently also a director of Altamount Capital Management Private Limited. Prior to joining the Company, he was associated with Halcyon Resources & Management Private Limited, Prudential Process Management Services (India) Private Limited, Ernst & Young and Arthur Andersen & Associates. Mr. Manekshana has experiences in areas of finance & risk management, investment banking, business fraud & investigation services.

The Board of Directors of the Company at their Meeting held on 25th May, 2017, considered and decided to entrust Mr. Manekshana with additional role and responsibilities by elevating him as Deputy Managing Director of the Company. The term of his appointment as Deputy Managing Director will be from 1st June, 2017 to 31st May, 2022.

The remuneration package for Mr. Manekshana as determined by the Nomination and Remuneration Committee and as approved by the Board of Directors at their Meetings held on 25th May, 2017 which is forming part of the Resolution. Mr. Manekshana's appointment as Director on the Board of the Company was on the basis of his being liable to retire by rotation. He will

continue to be the Director of the Company till his turn comes for retirement by rotation and is eligible to seek re-election as the case may be.

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 prescribed above.

In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mr. Manekshana as Deputy Managing Director of the Company. The Board recommend the resolution for approval of the members as a Special Resolution.

A copy of the Board Resolution and Agreement issued to Mr. Manekshana as Deputy 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.

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 and except Mr. Murzash Manekshana and his relatives, who are concerned or interested in the proposed resolutions.

Item No.9

The Board of Directors of the Company had appointed Mrs. Mira Mehrishi as an Additional Director with effect from 12th December, 2016 pursuant to provisions of Section 161 of the Companies Act, 2013, ("Act") who shall hold the office up to this Annual General Meeting.

Further, the Company has received from Mrs. Mehrishi (i) declaration under Section 164 of the Act, regarding non disqualification for appointment as a Director (ii) consent under Section 152 of the Act, to hold the office as Director (iii) declaration under Section 149(7) of the Act that she meets the criteria of independence as provided in Section 149(6) of the Act.

The Company has received a notice in writing from a member of the Company under section 160 of the Act along with a deposit of requisite amount proposing her candidature for the office of Independent Director of the Company.

In the opinion of the Board, Mrs. Mehrishi fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director and is independent of the management.

In terms of section 149 of the Act and any other applicable provisions of the Act, the Board of Director of the Company at the recommendation of the Nomination and Remuneration Committee of the Company, at their meeting held on 25th May, 2017 recommended appointment of Mrs. Mira Mehrishi as an Independent Director of the Company for a period of 5 years with effect from 27th July, 2017.

Mrs. Mehrishi is a retired Indian Administrative Service (IAS) Officer. She is a full time Member of Chief Minister's Advisory Council (CMAC) Rajasthan and Vice-Chairman, ADMA. She has worked in various capacities in the State and Central Government and her last posting was as a Special Secretary, Ministry of Climate Change Environment and Forests, Government of India. She has a Master's Degree in Business Administration (MBA).

A copy of the draft letter of appointment of Mrs. Mehrishi as an Independent Director setting out the terms and conditions 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 Board recommend this resolution for the approval of the members 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 and except Mrs. Mehrishi and her relatives, who are concerned or interested in the proposed resolution.

Item No. 10 & 11

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals 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 and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs.3000 crores (Rupees Three 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 at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing 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.

The Board recommend these resolutions for the approval of the members as Special 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.

Item No.12

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 executed or 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 the contract	Contract Value	Any other information relevant or important for the members to take a decision on the proposed resolution
1	MEP Nagpur Ring Road 1 Pvt. Ltd.	N.A.	Subsidiary Company	EPC Contract dated 13th October, 2016	Rs. 485 Crores	EPC contract for execution of construction work
2	MEP Sanjose Nagpur Ring Road 2 Pvt. Ltd.	N.A.	Subsidiary Company	EPC Contract dated 13th October, 2016	Rs. 585 Crores	EPC contract for execution of construction work
3	MEP Sanjose Arawali Kante Road Pvt. Ltd.	N.A.	Subsidiary Company	EPC Contract dated 9th December, 2016	Rs. 543 Crores	EPC contract for execution of construction work
4	MEP Sanjose Kante Waked Road Pvt. Ltd.	N.A.	Subsidiary Company	EPC Contract dated 9th December, 2016	Rs. 760 Crores	EPC contract for execution of construction work
5	MEP Sanjose Talaja Mahuva Road Pvt. Ltd	N.A.	Subsidiary Company	EPC Contract (Proposed to be entered)	Approx. Rs. 593 Crores	EPC contract for execution of construction work
6	MEP Sanjose Mahuva Kagavadar Road Pvt. Ltd	N.A.	Subsidiary Company	EPC Contract (Proposed to be entered)	Approx. Rs. 557 Crores	EPC contract for execution of construction work

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

On every successful bid for the Hybrid Annuity Model ("HAM") Project(s), a Special Purpose Vehicle ("SPV") was incorporated to carry on each project as per the norms as stipulated by National Highways Authority of India ("NHA") and Ministry of Road Transport and Highways ("MORTH") ("The Authority(ies)") and the SPV's has entered or to be entered 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 HAM Project on ongoing basis. The Company being the holding Company is also providing financial assistance including providing of Security and Corporate Guarantee from time to time to achieve the financial closure(s) for each SPV's.

Accordingly, on recommendation of the Audit Committee, the Board of Directors of the Company at their various meeting(s)/Committee Meeting(s) approved related party transactions and now seek approval of the shareholders 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 SEBI (LODR) Regulations, 2015 to enable the Company to enter into Related Party Transactions in one or more tranches. 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, Company as an abundant caution is taking necessary approval of the shareholders 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. 12 of the Notice, irrespective of whether the Related Party is a party to the particular transaction or not.

Accordingly, the Board recommends the resolution for the approval of the members as an Ordinary Resolution.

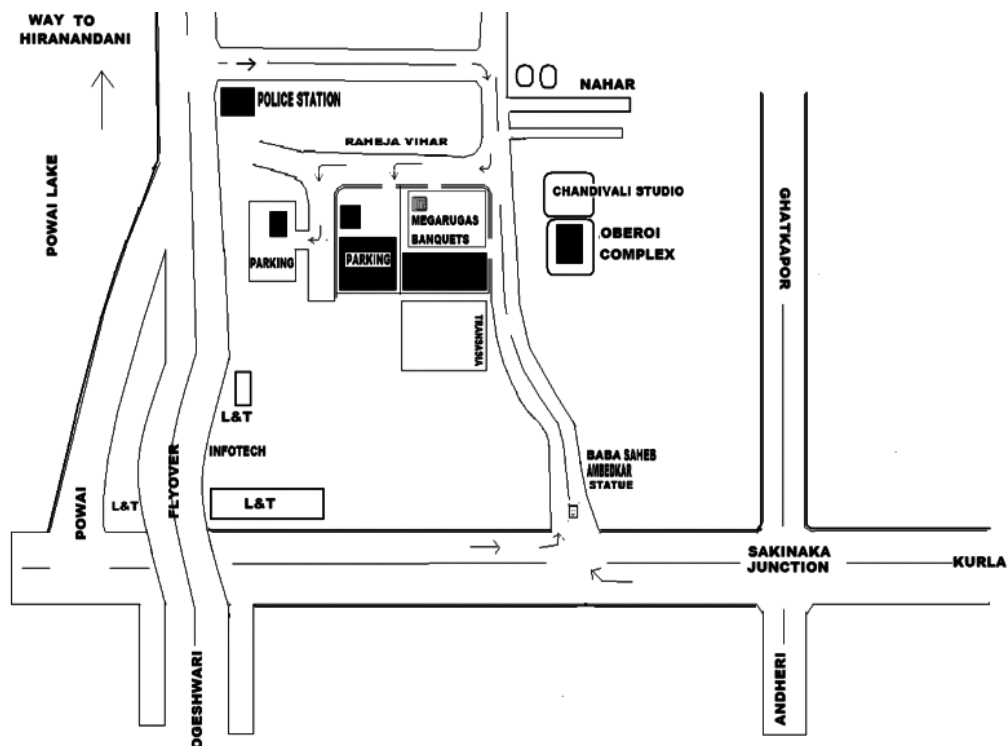
None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the proposed resolution except to the extent of their equity holdings in the Company, if any.

Information required as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of appointment/re-appointment of Directors at the Annual General Meeting

Particulars	Mr. Jayant Mhaiskar	Mr. Murzash Manekshana	Mrs. Mira Mehrishi
Brief Resume	Mr. Jayant D. Mhaiskar has completed the first year of his Bachelor's degree in Commerce from K. V. Pendharkar college of Arts, Science & Commerce.	Mr. Murzash Manekshana is a qualified Chartered Accountant. He has over 23 years of work experience, including key leadership roles across multiple industries.	Mrs. Mehrishi is a retired Indian Administrative Service (IAS) Officer. She has a Master's Degree in Business Administration (MBA).
Expertise in specific functional areas	Tolling and Infrastructure Industry	Finance & Risk Management, Investment Banking, Business Fraud & Investigation Services.	Management & Administration
Relationship with any Director(s) of the Company	Son of Mr. Dattatray P. Mhaiskar and Spouse of Mrs. Anuya J. Mhaiskar	Nope	Nope
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Nil	Nil	Nil
Number of Shares held in the Company	1,62,58,546*	23,143	Nil

*Mr. Jayant D. Mhaiskar is holding 1,62,58,546 (10.00% of the Share Capital) which includes 1,12,27,920 equity shares held jointly with Mrs. Anuya J. Mhaiskar.

Route Map to the AGM Venue



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



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

15TH ANNUAL GENERAL MEETING – THURSDAY, 27TH JULY, 2017

[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

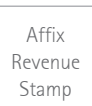
or failing him/her

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 15th Annual General Meeting of the Company, to be held on the Thursday, 27th July, 2017 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 audited financial statements of the Company together with the reports of Board of Directors and Auditors thereon and audited consolidated financial statements of the Company for the year ended 31st March, 2017.
2.	Final Dividend on Equity Shares for the Financial Year 2016-17.
3.	Re-appointment of Mr. Jayant D. Mhaiskar (DIN: 00716351), as a Director.
4.	Appointment of M/s. G. D. Apte & Co., Chartered Accountants as Statutory Auditors.
	Special Business
5.	Increase in Authorised Share Capital and Alteration of capital clause of Memorandum of Association.
6.	Raising of funds upto Rs. 500 Crores by issue of securities.
7.	Ratification of payment of remuneration to M/s. A. B. Nawal & Associates, Cost Auditors for the Financial Year 2017-18.
8.	Appointment of Mr. Murzash Manekshana (DIN: 00207311) as Deputy Managing Director of the Company.
9.	Appointment of Mrs. Mira Mehrishi (DIN: 00282074) as an Independent Director of the Company.
10.	Approval for creation of Charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.
11.	Approval for borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.
12.	Ratification and Approval of Related Party Transaction(s).

Signed this _____ day of _____, 2017.



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,
Andheri (E), Mumbai 400 072

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

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

ATTENDANCE SLIP

Regd. Folio/DP ID Et Client ID*:

No. of Shares held:

Name and Address of the Shareholder:

I hereby record my presence at the 15th Annual General Meeting of the Company to be held on Thursday, the 27th day of July, 2017 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 15th Annual General Meeting. The e-voting period starts from Monday, 24th July, 2017 at 9.00 a.m. (IST) and ends on Wednesday, 26th July, 2017 at 5.00 p.m. (IST) The voting module shall be disabled by NSDL for voting thereafter.



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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 15th Annual General Meeting of the Company to be held on Thursday, the 27th July, 2017, 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 audited financial statements of the Company together with the reports of Board of Directors and Auditors thereon and audited consolidated financial statements of the Company for the year ended 31st March, 2017.	Ordinary			
2.	Final Dividend on Equity Shares for the Financial Year 2016-17.	Ordinary			
3.	Re-appointment of Mr. Jayant D. Mhaiskar (DIN: 00716351), as a Director.	Ordinary			
4.	Appointment of M/s. G. D. Apte & Co., Chartered Accountants as Statutory Auditors.	Ordinary			
Special Business:					
5.	Increase in Authorised Share Capital and Alteration of capital clause of Memorandum of Association.	Special			
6.	Raising of funds upto Rs. 500 Crores by issue of securities.	Special			
7.	Ratification of payment of remuneration to M/s. A. B. Nawal & Associates, Cost Auditors for the Financial Year 2017-18.	Ordinary			
8.	Appointment of Mr. Murzash Manekshana (DIN: 00207311) as Deputy Managing Director of the Company.	Special			
9.	Appointment of Mrs. Mira Mehrishi (DIN: 00282074) as an Independent Director of the Company.	Ordinary			
10.	Approval for creation of Charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.	Special			
11.	Approval for borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.	Special			
12.	Ratification and Approval of Related Party Transaction(s).	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 26th day of July, 2017 shall only be considered.

INSTRUCTIONS FOR BALLOT FORM

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. 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, partner of M/s. KANJ & Associates, 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, 20th July, 2017 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Wednesday, the 26th day of July, 2017 (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 alongwith 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 27th day of July, 2017 and communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.