

MEP INFRASTRUCTURE DEVELOPERS LIMITED

Corporate Identification Number (CIN): L45200MH2002PLC136779

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NOTICE OF THE 14TH ANNUAL GENERAL MEETING CLOSURE OF REGISTER OF MEMBERS AND REMOTE E-VOTING INFORMATION

NOTICE IS HEREBY GIVEN THAT the 14th Annual General Meeting ("AGM") of MEP Infrastructure Developers Limited will be held on **Thursday, 4th August, 2016, at 11.30 a.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018**, to transact business as detailed in the Notice dated 28th June, 2016. We have completed mailing of Notice to the Members individually together with the Annual Report of the Company, by electronic mode or courier. These documents are also available on <https://www.mepinfra.com>

BOOK CLOSURE AND PAYMENT OF DIVIDEND

NOTICE IS ALSO HEREBY GIVEN pursuant to Section 91 of the Companies Act, 2013, that the Register of Members and the Share Transfer Books of the Company will remain closed **from Saturday, 30th July, 2016 to Thursday, 4th August, 2016 (both days inclusive)**, for the purpose of 14th AGM and to determine the members entitled to receive the final dividend for the year ended March 31, 2016.

The final dividend at the rate of Re. 0.10 per Equity Share of Rs. 10/- each, after declaration at the Annual General Meeting, will be paid to those Members whose names will appear in the Register of Members of the Company as on Thursday, 4th August, 2016 and/or the Register of Beneficial Owners maintained by the Depositories as on the close of Friday, 29th July, 2016. The transfer documents received only up to the close of Friday, 29th July, 2016 will be reckoned for the purpose of payment of dividend as above.

VOTING THROUGH ELECTRONIC MODE

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the items of business to be transacted at the Meeting may be transacted through electronic means. The Company is pleased to provide e-voting facility to all its members to exercise their right to vote on the resolutions through e-voting Platform ("remote e-voting") provided by National Securities Depository Limited ('NSDL'). The members whose names will appear in the Register of the members/list of Beneficial Owners as on the cut-off date i.e. Thursday, 28th July, 2016 are entitled to avail the facility of remote e-voting. Members of the Company, holding shares either in physical form or in dematerialized form, as on 8th July, 2016, have been provided the user ID and password to cast their votes electronically. Eligible members who have acquired shares after the said date may approach NSDL at evoting@nsdl.co.in or to our registrar rnt.helpdesk@linkintime.co.in for issuance of the user ID and Password for exercising their right to vote by remote e-voting. If the member is already registered with NSDL for e-voting then he can use the existing User ID and Password for casting the vote through e-voting. Members are requested to follow the instructions available in the AGM Notice dated 28th June, 2016, which can also be downloaded from <https://www.mepinfra.com> and from the Website of NSDL.

The e-voting period commences on Monday, 1st August, 2016 at (IST) 9.00 a. m. and will end on Wednesday, 3rd August, 2016 at (IST) 5.00 p. m. The Members will not be able to cast their vote after the said date and time. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The members who have cast their votes by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again. The members who have not cast their votes by remote e-voting shall be able to vote at the meeting. The facility for voting shall be made available at the AGM through ballot paper.

CHANGE OF ADDRESS/DIVIDEND MANDATE

Members holding shares in physical mode are requested to inform about the change of address/dividend mandate, if any, to the Company's Registrar & Share Transfer Agent – Link Intime India Private Limited at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhadup (West), Mumbai – 400 078, latest by Friday, 29th July, 2016. Members holding shares in demat mode should inform their Depository Participants (DP) about such changes well in time.

SCRUTINIZER

The Company has appointed CS Dinesh Joshi, Practicing Company Secretary, (Membership No. FCS 3752 CP No. 2246) to act as a Scrutinizer for conducting the voting and remote e-voting process in fair and transparent manner.

PROXY

A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The Instrument appointing Proxy to be valid should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting i.e. by 11.30 a.m. on Tuesday, 2nd August, 2016.

CONTACT DETAILS

In case of grievances connected with remote e-voting, the members can refer to the Frequently Asked Questions (FAQs) and e-voting user manual, available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at toll free no. 1800-222-990. Alternately, the members can also address the grievances to the Company Secretary at investorrelations@mepinfra.com

FOR MEP INFRASTRUCTURE DEVELOPERS LIMITED**BY ORDER OF THE BOARD OF DIRECTORS****SHRIDHAR PHADKE****COMPANY SECRETARY**

Place: Mumbai

Date: July 12, 2016