

MEPIDL/OUT/2022-23/ 143
23rd May, 2022

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Fax No. 022-26598238 Scrip Symbol: MEP	Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Fax No. 022-22723121/3027/2039/2061 Security Code: 539126
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Dear Sir/Madam,

Sub: **Disclosure of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is to inform you that pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company had approached the Members for according their approval with requisite majority on the Resolutions as mentioned in the Postal Ballot Notice dated 21st April, 2022 through e-voting. The Members voted through e-voting from Saturday, April 23, 2022 (9:00 a.m. IST) until Sunday May 22, 2022 (5:00 p.m. IST).

Accordingly, pursuant to Regulation 44(3) of the SEBI LODR Regulations, we are submitting herewith the details regarding the voting results of the Postal Ballot Notice dated 21st April, 2022 in the prescribed format as **Annexure 1**.

Please also find attached herewith the Consolidated Report dated 23rd May, 2022 on e-voting through Postal Ballot by electronic means issued by the Scrutinizer CS Shridhar Phadke, SVP & ASSOCIATES, Practising Company Secretary (Membership No. FCS 7867 CP No. 18622) as **Annexure 2**.

The resolutions as specified in the Postal Ballot Notice dated 21st April, 2022, have been passed by the Shareholders of the Company with requisite majority.

The above are also being uploaded on the Company's website viz. www.mepinfra.com.

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

Yours faithfully,
For **MEP INFRASTRUCTURE DEVELOPERS LIMITED**


RUCHITA SHAH
COMPANY SECRETARY AND COMPLIANCE OFFICER



Encl.: As Above

Annexure-1

Voting Results in the format prescribed under Regulation 44(3) of the SEBI LODR Regulations:-

Sr. No.	Particulars	Details
1.	Date of Postal Ballot Notice	Thursday, 21 st April, 2022
2.	Date of Declaration of the Postal Ballot Results	Monday, 23 rd May, 2022
3.	Voting start Date	Saturday, 23 rd April, 2022 (9.00 a.m. IST)
4.	Voting end Date	Sunday, 22 nd May, 2022 (5.00 p.m. IST)
5.	Total No. of shareholders on record date	26379 (As on Cut-off date i.e. 15 th April, 2022)
6.	No. of shareholders present in the meeting (i) either in person or through proxy (ii) Promoter and Promoter Group (iii) Public	NA NA NA
7.	No. of shareholders attended the meeting through video conferencing (i) Promoter and Promoter Group (ii) Public	NA NA



MEP Infrastructure Developers Limited								
Resolution Required : (Special)			1 - APPROVAL FOR SALE OF INVESTMENT OF EQUITY SHARES IN MEP INFRASTRUCTURE PRIVATE LIMITED, A WHOLLY OWNED SUBSIDIARY BY WAY OF SPECIAL RESOLUTION UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO ANOTHER WHOLLY OWNED SUBSIDIARY OF THE COMPANY:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	106230479	21785982	20.5082	21785982	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21785982	20.5082	21785982	0	100.0000	0.0000
Public Institutions	E-Voting	18009248	10615944	58.9472	10615944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10615944	58.9472	10615944	0	100.0000	0.0000
Public Non Institutions	E-Voting	59206324	3893675	6.5765	3881663	12012	99.6915	0.3085
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3893675	6.5765	3881663	12012	99.6915	0.3085
Total		183446051	36295601	19.7854	36283589	12012	99.9669	0.0331

Notes

1. Below mentioned Promoter/Promoter Group are interested in the said Resolution, not voted and if voted there votes are treated as invalid.1.

Jayant D. Mhaiskar

2. Anuya J. Mhaiskar

3. A J Tolls Private Limited

4. Ideal Toll & Infrastructure Private Limited.

2. The “% of votes in favour on votes polled” as per the Scrutinizers Report is 90.18%. The percentage is arrived at after excluding the invalid votes which constitutes to 3938056 shares (i.e. 9.79%). However as per this Report the “% of votes in favour on votes polled” is shown as 99.9669 because the formula does not allow to mention the specific invalid votes, which are captured in the table below Hence the said Resolution should be treated as passed with 90.18% only.



MEP Infrastructure Developers Limited

Resolution Required : (Special)		2 - APPROVAL OF DISPOSAL OF 100% SHAREHOLDING IN MEP INFRASTRUCTURE PRIVATE LIMITED, A MATERIAL AND WHOLLY OWNED SUBSIDIARY OF THE COMPANY BY WAY OF SPECIAL RESOLUTION UNDER REGULATION 24(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING)						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	106230479	21785982	20.5082	21785982	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21785982	20.5082	21785982	0	100.0000	0.0000
Public Institutions	E-Voting	18009248	10615944	58.9472	10615944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10615944	58.9472	10615944	0	100.0000	0.0000
Public Non Institutions	E-Voting	59206324	3895675	6.5798	3882663	13012	99.6660	0.3340
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3895675	6.5798	3882663	13012	99.6660	0.3340
Total		183446051	36297601	19.7865	36284589	13012	99.9642	0.0358

Notes

1. Below mentioned Promoter/Promoter Group are interested in the said Resolution, not voted and if voted there votes are treated as invalid.1.

Jayant D. Mhaiskar

2. Anuya J. Mhaiskar

3. A J Tolls Private Limited

4. Ideal Toll & Infrastructure Private Limited.

2. The “% of votes in favour on votes polled” as per the Scrutinizers Report is 90.18%. The percentage is arrived at after excluding the invalid votes which constitutes to 3938056 shares (i.e. 9.79%). However as per this Report the “% of votes in favour on votes polled” is shown as 99.9669 because the formula does not allow to mention the specific invalid votes, which are captured in the table below Hence the said Resolution should be treated as passed with 90.18% only.



MEP Infrastructure Developers Limited

Resolution Required : (Special)		3 - APPROVAL OF DISINVESTMENT UTPO 60% OF THE EQUITY SHARES HELD IN MEP INFRASTRUCTURE PRIVATE LIMITED (MIPL), A STEPDOWN SUBSIDIARY (MATERIAL SUBSIDIARY) OF THE COMPANY:						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	106230479	106229400	99.9990	106229400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		106229400	99.9990	106229400	0	100.0000	0.0000
Public Institutions	E-Voting	18009248	10615944	58.9472	10615944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10615944	58.9472	10615944	0	100.0000	0.0000
Public Non Institutions	E-Voting	59206324	3895675	6.5798	3882863	12812	99.6711	0.3289
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3895675	6.5798	3882863	12812	99.6711	0.3289
Total		183446051	120741019	65.8183	120728207	12812	99.9894	0.0106



MEP Infrastructure Developers Limited								
Resolution Required : (Special)			4 - ISSUANCE OF UPTO 90,00,000 SHARE WARRANTS EACH CONVERTIBLE INTO, OR EXCHANGEABLE FOR, ONE EQUITY SHARE OF THE COMPANY WITHIN THE PERIOD OF 18 (EIGHTEEN MONTHS) IN ACCORDANCE WITH THE APPLICABLE LAW ("WARRANTS") TO CERTAIN IDENTIFIED PROMOTER /					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	106230479	21785982	20.5082	21785982	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21785982	20.5082	21785982	0	100.0000	0.0000
Public Institutions	E-Voting	18009248	10615944	58.9472	10615944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10615944	58.9472	10615944	0	100.0000	0.0000
Public Non Institutions	E-Voting	59206324	3895625	6.5797	3871813	23812	99.3888	0.6112
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3895625	6.5797	3871813	23812	99.3888	0.6112
Total		183446051	36297551	19.7865	36273739	23812	99.9344	0.0656

Notes

1. Below mentioned Promoter/Promoter Group are interested in the said Resolution, not voted and if voted there votes are treated as invalid.1. Jayant D. Mhaskar
2. Anuya J. Mhaskar
3. A J Tolls Private Limited
4. Ideal Toll & Infrastructure Private Limited.

2. The "% of votes in favour on votes polled" as per the Scrutinizers Report is 90.18%. The percentage is arrived at after excluding the invalid votes which constitutes to 3938056 shares (i.e. 9.79%). However as per this Report the "% of votes in favour on votes polled" is shown as 99.9669 because the formula does not allow to mention the specific invalid votes, which are captured in the table below Hence the said Resolution should be treated as passed with 90.18% only.



MEP Infrastructure Developers Limited

Resolution Required : (Special)			5 - TO OFFER, ISSUE AND ALLOT EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO NON-PROMOTOR/ENTITIES:					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	106230479	106229400	99.9990	106229400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		106229400	99.9990	106229400	0	100.0000	0.0000
Public Institutions	E-Voting	18009248	10615944	58.9472	10615944	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10615944	58.9472	10615944	0	100.0000	0.0000
Public Non Institutions	E-Voting	59206324	3895675	6.5798	3875573	20102	99.4840	0.5160
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3895675	6.5798	3875573	20102	99.4840	0.5160
Total		183446051	120741019	65.8183	120720917	20102	99.9834	0.0166



CONSOLIDATED REPORT OF SCRUTINIZER on E-voting Process
[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
MEP Infrastructure Developers Limited
2102, Floor-21st, Plot-62, Kesar Equinox, Sir Bhalchandra Road,
Hindu Colony, Dadar (E), Mumbai - 400014
CIN: L45200MH2002PLC136779

Dear Sir,

Sub: Consolidated Report covering the Result of the Postal Ballot conducted through e-voting to obtain the approval of Shareholders of **MEP INFRASTRUCTURE DEVELOPERS LIMITED** (the 'Company')

I, Shridhar Phadke, Company Secretary in Whole Time Practice (Membership No. F7867 & CP No. 18622) from SVP & ASSOCIATES, Practicing Company Secretaries, Pune was appointed as the Scrutinizer by the Company for conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108 and 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No.17/ 2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, June 23, 2021, December 8, 2021 ("MCA Circulars") and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), in connection with the passing of the resolution as mentioned in the Notice of Postal Ballot dated April 21, 2022.

In view of the situation arising due to COVID-19 pandemic and lockdown, MCA has issued Circulars giving certain relaxations in the provisions of the Act and the Rules for facilitating passing of special resolution(s) by the Companies, realizing the challenges faced by the Companies in providing physical Postal Ballot voting facility to shareholders. The result along with Scrutinizer's report will simultaneously be posted on the Company's website-www.mepinfra.com and website of NSDL - www.evoting.nsdl.com, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

On account of threat posed by this pandemic and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the Depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available. The above activities were completed by April 22, 2022.

As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA circular mentioned above, an advertisement was published by the Company in Financial Express (English) and Loksatta (Vernacular -Marathi) newspapers, on April 23, 2022, informing about the sending of the Postal Ballot Notice by e-mail.



The Company and National Securities Depository Limited (NSDL) had uploaded the Notice together with the explanatory statement on their respective websites www.mepinfra.com in and www.evoting.nsdl.com. The Company had generated Event Number: 119742 on NSDL for the casting votes through e-voting mode.

The Shareholders holding the shares as on the "cut-off" date i.e., Friday, April 15, 2022, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period commenced on Saturday, April 23, 2022 (9.00 a.m.) and ended on Sunday, May 22, 2022 (5.00 p.m.) for the shareholders exercising their vote through remote e-voting. ("herein-referred to as Poll"). The remote e-voting module was disabled by NSDL for voting thereafter. All votes cast by e-voting received up to Sunday, May 22, 2022 (5.00 p.m.) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the item being placed for approval of the shareholders through Postal Ballot by e-voting.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting as also the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).

The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolutions are as under:

- 1. APPROVAL FOR SALE OF INVESTMENT OF EQUITY SHARES IN MEP INFRASTRUCTURE PRIVATE LIMITED, A WHOLLY OWNED SUBSIDIARY BY WAY OF SPECIAL RESOLUTION UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO ANOTHER WHOLLY OWNED SUBSIDIARY OF THE COMPANY.**

The Consolidated results of the e-voting process are as follows:-

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	153	36283589	153	36283589	90.18
Dissent	14	12012	14	12012	0.03
Invalid Votes	1	3938056	1	3938056	9.79
Total	168	40233657	168	40233657	100.00



- 2 APPROVAL OF DISPOSAL OF 100% SHAREHOLDING IN MEP INFRASTRUCTURE PRIVATE LIMITED, A MATERIAL AND WHOLLY OWNED SUBSIDIARY OF THE COMPANY BY WAY OF SPECIAL RESOLUTION UNDER REGULATION 24(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 TO ANOTHER WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

The Consolidated results of the e-voting process are as follows:-

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	149	36284589	149	36284589	90.18
Dissent	19	13012	19	13012	0.03
Invalid Votes	1	3938056	1	3938056	9.79
Total	169	40235657	169	40235657	100.00

- 3 TO APPROVE DISINVESTMENT UPTO 60% OF THE EQUITY SHARES HELD IN MEP INFRASTRUCTURE PRIVATE LIMITED (MIPL), A STEPDOWN SUBSIDIARY (MATERIAL SUBSIDIARY) OF THE COMPANY:

The Consolidated results of the e-voting process are as follows:-

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	180	120728207	180	120728207	99.99
Dissent	15	12812	15	12812	0.01
Total	195	120741019	195	120741019	100.00

- 4 ISSUE OF UPTO 90,00,000 SHARE WARRANTS EACH CONVERTIBLE INTO, OR EXCHANGEABLE FOR, ONE EQUITY SHARE OF THE COMPANY WITHIN THE PERIOD OF 18 (EIGHTEEN MONTHS) IN ACCORDANCE WITH THE APPLICABLE LAW ("WARRANTS") TO CERTAIN IDENTIFIED PROMOTER / PROMOTER GROUP:

The Consolidated results of the e-voting process are as follows:-

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	149	36273739	149	36273739	90.15
Dissent	18	23812	18	23812	0.06
Invalid Votes	1	3938056	1	3938056	9.79
Total	168	40235607	168	40235607	100.00

5 TO OFFER, ISSUE AND ALLOT EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS TO NON-PROMOTOR/ENTITIES:

The Consolidated results of the e-voting process are as follows:-

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	175	120720917	175	120720917	99.98
Dissent	20	20102	20	20102	0.02
Total	195	120741019	195	120741019	100.00

Based on the aforesaid result & voting summary downloaded from the portal of NSDL and reports as provided by the Registrar ("R&T"), we report that the Special Resolution as set out in Item No. 1 to 5 of the Postal Ballot Notice dated April 21, 2022 has been passed with requisite majority.

The Register, all the papers & relevant records, relating to voting shall remain in our custody until the Chairman considers, approves & signs the Minutes of Postal Ballot Meeting and the same will be handed over to the Company Secretary thereafter.

All the 5(Five) Resolutions put to vote have secured requisite majority of the votes as under:- All Resolution(s) have been passed as a Special Resolution.

The Chairman or the Company Secretary of the Company may accordingly declare the results of the voting.

Thanking You.
Yours faithfully
For SVP & ASSOCIATES



Shridhar Phadke

SHRIDHAR PHADKE
PRACTISING COMPANY SECRETARY
FCS : 7867
CP : 18622
UDIN : F007867D000366368

DATE : MAY 23, 2022
PLACE : PUNE

