

MEPIDL/OUT/2021-22/372  
10<sup>th</sup> August, 2021

<b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Fax No. 022-26598238 <b>Scrp Symbol: MEP</b>	<b>Corporate Relationship Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Fax No. 022-22723121/3027/2039/2061 <b>Security Code: 539126</b>
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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 9<sup>th</sup> July, 2021 through e-voting. The Members voted through e-voting from 11<sup>th</sup> July, 2021 (9:00 a.m. IST) until 9<sup>th</sup> August, 2021 (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 9<sup>th</sup> July, 2021 in the prescribed format as **Annexure 1**.

Please also find attached herewith the Consolidated Report dated 10<sup>th</sup> August, 2021 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 9<sup>th</sup> July, 2021, 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](http://www.mepinfra.com).

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

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

  
**KANIKA SEHGAL**  
**COMPANY SECRETARY**  
**M. No. 31466**



Encl.: As Above

**Annexure-1**

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Date of Postal Ballot Notice	Friday, 9 <sup>th</sup> July, 2021
2.	Date of Declaration of the Postal Ballot Results	Tuesday, 10 <sup>th</sup> August, 2021
3.	Voting start Date	Sunday, 11 <sup>th</sup> July, 2021 (9.00 a.m. IST)
4.	Voting end Date	Monday, 9 <sup>th</sup> August, 2021 (5.00 p.m. IST)
5.	Total No. of shareholders on record date	21890 (As on Cut-off date i.e. 2 <sup>nd</sup> July, 2021)
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

*Dehgal*



## MEP Infrastructure Developers Limited

Resolution Required : (Special)			1 - INCREASE IN THE AUTHORISED SHARE CAPITAL 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	113694423	112694423	99.1204	112694423	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
	<b>Total</b>		<b>112694423</b>	<b>99.1204</b>	<b>112694423</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20421483	13615944	66.6746	13615944	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
	<b>Total</b>		<b>13615944</b>	<b>66.6746</b>	<b>13615944</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	49330145	10735829	21.7632	10727358	8471	99.9211	0.0789
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10735829</b>	<b>21.7632</b>	<b>10727358</b>	<b>8471</b>	<b>99.9211</b>	<b>0.0789</b>
<b>Total</b>		<b>183446051</b>	<b>137046196</b>	<b>74.7065</b>	<b>137037725</b>	<b>8471</b>	<b>99.9938</b>	<b>0.0062</b>

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## MEP Infrastructure Developers Limited

Resolution Required : (Special)			2 - ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION 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	113694423	112694423	99.1204	112694423	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
	<b>Total</b>		<b>112694423</b>	<b>99.4959</b>	<b>112694423</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20421483	13615944	66.6746	13615944	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
	<b>Total</b>		<b>13615944</b>	<b>66.6746</b>	<b>13615944</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	49330143	10735854	21.7633	10726314	9540	99.9111	0.0889
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10735854</b>	<b>21.7633</b>	<b>10726314</b>	<b>9540</b>	<b>99.9111</b>	<b>0.0889</b>
<b>Total</b>		<b>183446051</b>	<b>137046221</b>	<b>74.7066</b>	<b>137036681</b>	<b>9540</b>	<b>99.9930</b>	<b>0.0070</b>

*Rehgal*



<b>MEP Infrastructure Developers Limited</b>								
<b>Resolution Required : (Special)</b>			<b>3 - REGULARISATION OF MR. UTTAM S. PAWAR (DIN: 03381300) AS A DIRECTOR OF THE COMPANY</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			<b>NO</b>					
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	113694423	112694423	99.1204	112694423	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
	<b>Total</b>		<b>112694423</b>	<b>99.1204</b>	<b>112694423</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20421483	13615944	66.6746	13615944	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
	<b>Total</b>		<b>13615944</b>	<b>66.6746</b>	<b>13615944</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	49330145	10720270	21.7317	10710434	9836	99.9082	0.0918
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10720270</b>	<b>21.7317</b>	<b>10710434</b>	<b>9836</b>	<b>99.9082</b>	<b>0.0918</b>
<b>Total</b>		<b>183446051</b>	<b>137030637</b>	<b>74.6981</b>	<b>137020801</b>	<b>9836</b>	<b>99.9928</b>	<b>0.0072</b>

*Rehgal*



**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**  
B1-406, boomerang, Chandivali Farm Road  
Near Chandivali Studio, Andheri (E), Mumbai 400 072  
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 ("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 July 9, 2021.

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 ordinary and special resolutions 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](http://www.mepinfra.com) and website of NSDL - [www.evoting.nsdl.com](http://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 July 10, 2021.

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 July 11, 2021, 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](http://www.mepinfra.com) and [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had generated Event Number: 116348 on NSDL for the casting votes through e-voting mode.

The Shareholders holding the shares as on the "cut-off" date i.e., Friday, July 2, 2021, were entitled to vote on the proposed resolutions through e-voting.

The remote e-voting period commenced on Sunday, July 11, 2021 (9.00 a.m.) and ended on Monday, August 9, 2021 (5.00 p.m.) for the shareholders exercising their vote through remote e-voting. ("here in 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 Monday, August 9, 2021 (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. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) thereof, the share capital of the Company be increased from Rs. 225,00,00,000/- (Rupees Two Hundred Twenty Five Crores Only) divided into 22,50,00,000 (Twenty Two Crores and Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 525,00,00,000/- (Rupees Five Hundred and Twenty Five Crores Only) divided into 52,50,00,000 (Fifty Two Crores and Fifty Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution including filing of all forms, documents with Registrar of Companies and for all the matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company.”

The Special Resolution as set out in Item No. 1:-

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

Particulars	Remote E-Voting		Percentage %
	Number	Votes	
Assent	201	137037725	99.9938
Dissent	16	8471	0.0062
Total	217	137046196	100



**2. ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 the existing clause V(a) of the Memorandum of Association is substituted by the following figures and words namely:

**‘The Authorised Share Capital of the Company is Rs. 525,00,00,000/- (Rupees Five Hundred and Twenty Five Crores Only) divided into 52,50,00,000 (Fifty Two Crores Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten Only) each.’**

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution including filing of all forms, documents with Registrar of Companies and for all the matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company.”

The Special Resolution as set out in Item No. 2:-

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

Particulars	Remote E-Voting		Percentage %
	Number	Votes	
Assent	202	137036681	99.9930
Dissent	16	9540	0.0070
Total	218	137046221	100

**3. REGULARISATION OF MR. UTTAM S. PAWAR (DIN: 03381300) AS A DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members is hereby accorded for appointment of Mr. Uttam S. Pawar (DIN: 03381300) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 13th December, 2020 under Section 161 of the Companies Act, 2013, and who holds office upto the conclusion of this Annual General Meeting of the Company as Executive Director of the Company, for a period of 5 (five) years from 13th December, 2020 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

The Special Resolution as set out in Item No. 3:-

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

Particulars	Remote E-Voting		Percentage %
	Number	Votes	
Assent	196	137020801	99.9928
Dissent	19	9836	0.0072
Total	215	137030637	100

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(s) as set out in Item No. 1, 2 & 3 of the Postal Ballot Notice dated July 9, 2021 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 3(three) Resolutions put to vote have secured requisite majority of the votes as under:-

Resolution Number 1, 2 & 3 have been passed as a Special Resolution(s).

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  
VIJAY  
PHADKE

Digitally signed by  
SHRIDHAR VIJAY  
PHADKE  
Date: 2021.08.10  
11:04:49 +05'30'

**SHRIDHAR PHADKE**

**Scrutinizer**  
**Practising Company Secretary**

FCS: 7867  
CP: 18622  
UDIN : F007867C000759684  
DATE: August 10, 2021

PLACE: Pune

