



## MEP INFRASTRUCTURE DEVELOPERS LIMITED

CIN: L45200MH2002PLC136779

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

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

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

### NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification thereof for the time being in force), that the following resolution is proposed to be passed by way of postal ballot / e-voting. The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof are annexed hereto along with Postal Ballot Form and self-addressed postage prepaid envelope, for your consideration.

The Board of Directors of MEP Infrastructure Developers Limited (the "Company") have appointed CS Dinesh Joshi, a Practising Company Secretary, Designated Partner of KANJ & CO. LLP, Company Secretaries (Membership No. FCS 3752 CP No.2246) as Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman & Managing Director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The result shall be declared on or before **Saturday, the 18<sup>th</sup> day of May, 2019** and communicated to the Stock Exchanges where the Equity Shares of the Company are listed and would also be displayed on the website of National Securities Depository Limited (NSDL) and on the website of the Company i.e. www.mepinfra.com.

The Members are requested to send their assent or dissent on this resolution.

### **APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013**

The Members are requested to consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members 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, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.1000 Crores [Rupees One Thousand Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

**“RESOLVED FURTHER THAT** the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/writings for giving effect to this Resolution.”

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

Place: Mumbai  
Date: 12<sup>th</sup> April, 2019

**Harshad Pusalkar  
Company Secretary  
Membership No: A24443**

**Registered Office:**

A-412, boomerang, Chandivali Farm Road  
Near Chandivali Studio, Andheri (E), Mumbai 400 072  
CIN: L45200MH2002PLC136779  
E-mail: [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.com)  
Website: [www.mepinfra.com](http://www.mepinfra.com)  
Tel: 91 22 6120 4800 Fax: 91 22 6120 4804

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Act read with Rule 22 of the Rules setting out the material facts for the proposed Special Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statement of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on **Friday, the 12<sup>th</sup> day of April, 2019.**
3. The Postal Ballot Notice seeking approval of the Members for the Resolution as specified therein is being sent by e-mail to those Members who have registered their e-mail addresses with the Company or with their Depository Participants (“DPs”) unless any Member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., [www.mepinfra.com](http://www.mepinfra.com) and on the website of NSDL, i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. In compliance with the provisions of Section 108 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”), the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting and to enable the Members to cast their vote electronically.
6. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. However, in case Members cast their vote by Ballot Form and e-voting, then voting done through e-voting shall prevail and voting done by Ballot Form shall be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, a Member may write to [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.com). The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.

8. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
9. The said Special Resolution will be deemed to have been passed on the last date for receiving the Ballot Forms, i.e. **Thursday, 16<sup>th</sup> day of May, 2019**, if approved by the requisite majority as provided under the relevant provisions of the Act and the Rules made thereunder.

**10. Instructions for voting:**

**A. Voting through physical Ballot Form**

- (i) Please complete and sign the Ballot Form and send it so as to reach the Scrutinizer, viz., CS Dinesh Joshi, Practising Company Secretary, C/o Link Intime India Private Limited, Unit: MEP Infrastructure Developers Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083, not later than **Thursday, 16<sup>th</sup> day of May, 2019** (5.00 p.m. IST). Any Ballot Form received after the said date shall be treated as if the reply from the Member has not been received.
- (ii) Postage charges will be borne and paid by the Company. However, in case a Member sends the Ballot Form by Courier or Registered Post or delivers it in person at his/her own expense, such Ballot Form will also be accepted.
- (iii) The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participant(s). In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney ("POA") holder may vote on behalf of a Member enclosing a duly attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.
- (iv) In case the shares are held by the Companies, Trusts, Societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- (v) Votes should be cast either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form.
- (vi) A Member need not use all the votes or cast all the votes in the same way.
- (vii) A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to **investorrelations@mepinfra.com** mentioning their Folio / DP ID and Client ID No. However, duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date and time specified in Serial No.10. A. (i) above.
- (viii) Unsigned, incomplete, tick marked at both "FOR" and "AGAINST", improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

**B. Voting through electronic means:**

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

**Details on Step 1 are mentioned below:**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com)
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com). If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

**Details on Step 2 are mentioned below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" (E-Voting Event Number) of MEP Infrastructure Developers Limited.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to [dinesh.joshi@kanjcs.com](mailto:dinesh.joshi@kanjcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Other Instructions**

- i. The e-voting period commences on **Wednesday, the 17<sup>th</sup> day of April, 2019 (9.00 a.m. IST)** and ends on **Thursday, the 16<sup>th</sup> day of May, 2019 (5.00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Friday, the 12<sup>th</sup> day of April, 2019** i.e. cut-off date, may cast their vote through physical ballot form/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 Postal Ballot Form.
- iii. A person who is not a Member as on the cut-off date i.e. **Friday, the 12<sup>th</sup> day of April, 2019** should treat this Notice for information purposes only.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) AND SECTION 110  
OF THE COMPANIES ACT, 2013**

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommend the resolution given in this Notice for your approval 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 above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

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

Place: Mumbai  
Date: 12<sup>th</sup> April, 2019

**Harshad Pusalkar  
Company Secretary  
Membership No: A24443**

**Registered Office:**  
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### POSTAL BALLOT FORM

Sr. No.:

Name and Registered address of the Sole  
/First named Shareholder  
(IN BLOCK LETTER) :

Name(s) of Joint Holder(s), if any :

Folio No./ DP ID and Client ID :  
Number of Equity Shares held :

I/we hereby exercise my/our vote(s) in respect of the resolution to be passed through Postal Ballot including e-voting for the business set out in the Postal Ballot Notice dated 12<sup>th</sup> April, 2019 by sending my/our assent or dissent to the said resolution by placing the tick mark (√) at the appropriate box below:

Sr. No.	Resolution	No. of Shares	For	Against
			I/we assent to the resolution	I/we dissent to the resolution
<b>Special Business:</b>				
1.	Approval for giving loan or guarantee or providing security in connection with loan availed by any of the Company's Subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013			

Place :

Date :

\_\_\_\_\_  
Signature of Member

**Note:** Kindly read the instructions printed overleaf before filling the form. Valid Postal Ballot Forms received by the Scrutinizer by 5.00 p.m. (IST) on Thursday, the 16<sup>th</sup> day of May, 2019, shall only be considered.

### ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password / PIN
110608		

**Note:** Please read the instructions printed overleaf before exercising the vote.

### INSTRUCTIONS FOR POSTAL BALLOT FORM

1. The Company is offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by MEP Infrastructure Developers Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
4. The postage pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
5. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
6. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
7. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before **Thursday, 16<sup>th</sup> day of May, 2019 upto 5.00 p.m. (IST)**. Postal Ballot Form received / Votes casted after this date will be strictly treated as if the reply from such Member(s) has not been received.
10. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **Friday, 12<sup>th</sup> day of April, 2019**.
12. The Postal Ballot shall not be exercised by a Proxy.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 9 above.
15. A Member need not use all his votes nor cast all his votes in the same way.