

MEPIDL/OUT/2015-16/1623

December 28, 2015

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Fax No. 022-26598237/38 Scrip Symbol: MEP	Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Fax No. 022-22723121/3027/2039/2061 Scrip Code: 539126
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Dear Sir,

In continuation of our earlier letter No. MEP IDL/OUT/2015-16/1437 dated November 26, 2015, regarding intimation of Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking consent of the members of the Company for the following proposed Special Resolutions:

- 1) For Alteration of Object Clause by inserting a new Clause no 39, after the existing Clause 38 and under Section 'C. Other Objects' of the Memorandum of Association of the Company.
- 2) Power to sell, transfer, convey, or otherwise dispose off the whole, or substantially the whole of any undertaking of the Company.

CS Dinesh Joshi, Practising Company Secretary (Membership No. FCS 3752 CP No.2246) who was appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on November 6, 2015, have submitted his report dated December 28, 2015. A Copy of the said report is enclosed for your reference and records.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 the voting result is enclosed for your information and records.

Based on the outcome of the results of the Postal ballot as above, the Chairman announced the resolutions as passed today with the requisite majority.

Thanking you,

For MEP Infrastructure Developers Limited


Shridhar Phadke
Company Secretary



MEP Infrastructure Developers Limited

Date of the AGM/EGM: (The Resolution was passed through Postal Ballot including e-voting)	The date of passing Special Resolutions is December 28, 2015 i.e. date of the declaration of the Postal Ballot Result
Total number of shareholders on record date (i.e. cut off date in case of Postal Ballot)	6508
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Resolution Required : (1)			For Alteration of Object Clause by inserting a new Clause 39, after the existing Clause 38 and under Section 'C. Other Objects' of 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	109491107	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		109491107	100.0000	109491107	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		109491107	100.0000	109491107	0	100.0000	0.0000
Public Institutions	E-Voting	24821517	17320918	69.7819	17320918	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17320918	69.7819	17320918	0	100.0000	0.0000
Public Non Institutions	E-Voting	28256567	161961	0.5732	160925	1036	99.3603	0.6397
	Postal Ballot		6082981	21.5277	6081956	1025	99.9831	0.0169
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		6244942	22.1009	6242881	2061	99.9670	0.0330
Total		162569191	133056967	81.8464	133054906	2061	99.9985	0.0015



MEP Infrastructure Developers Limited

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Total number of shareholders on record date (i.e. cut off date in case of Postal Ballot)	6508
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not Applicable

Resolution Required : (2)			Power to sell, transfer, convey, or otherwise dispose off the whole or substantially the whole of any undertaking 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	109491107	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		109491107	100.0000	109491107	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		109491107	100.0000	109491107	0	100.0000	0.0000
Public Institutions	E-Voting	24821517	17320918	69.7819	17320918	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		17320918	69.7819	17320918	0	100.0000	0.0000
Public Non Institutions	E-Voting	28256567	169961	0.6015	168725	1236	99.2728	0.7272
	Postal Ballot		6082981	21.5277	6082231	750	99.9877	0.0123
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		6252942	22.1292	6250956	1986	99.9682	0.0318
Total		162569191	133064967	81.8513	133062981	1986	99.9985	0.0015



Date: 28th December, 2015.

To,

Chairman/ Vice-Chairman & Managing Director,
MEP INFRASTRUCTURE DEVELOPERS Limited,
L45200MH2002PLC136779
A-412, boomerang, Chandivali Farm Road,
Near Chandivali Studio, Andheri (East),
Mumbai 400 072.

Dear Sir,

Sub: Result of the Postal Ballot conducted to obtain the necessary approval of the Shareholders of **MEP INFRASTRUCTURE DEVELOPERS Limited**, as per the Notice of Postal Ballot dated 25th November, 2015 ('the said notice').

This is with ref to above subject matter and the with reference to the Postal Ballot forms and E-votes received from the shareholders of **MEP INFRASTRUCTURE DEVELOPERS Limited (the 'Company')**, in connection with the following special resolutions as specified in the said notice.

ITEM NO. 1: ALTERATION OF OBJECT CLAUSE:

"RESOLVED THAT pursuant to provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules framed thereunder and subject to and in accordance with any other applicable law or regulation issued by the Ministry of Corporate Affairs and other authorities and the Articles of Association of the Company, the consent of the members be and is hereby accorded for alteration of the object clause of the Memorandum of Association of the Company by inserting a new clause, as provided below, after the existing Clause 38 and under Section 'C. Other Objects' in the Memorandum of Association of the Company and the existing Clauses be re-numbered accordingly:

"39. To set-up, create, sponsor, co-sponsor and manage assets, trusts or funds including infrastructure investment trust, mutual funds, growth funds, investment funds, income or capital funds, venture capital funds, alternative investment funds, taxable or tax exempt funds, provident, pensions, gratuity and superannuation funds, charitable funds, trusts or consortium funds, or any other funds, trusts or pooled investment vehicles, by whatever name called, whether in India or outside India, and to promote, establish, manage, organise, handle, operate or float an asset management company, a trustee company or any other type of entity to manage and administer all such types of trusts, funds and pooled investment vehicles.

"RESOLVED FURTHER THAT Mr. Jayant D. Mhaikar, Vice Chairman & Managing Director or Mrs. Anuya J. Mhaikar, Director or Mr. Murzash Manekshana, Executive Director or Mr. M. Sankaranarayanan, Chief Financial Officer or Mr. Shridhar Phadke, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to the above resolution and/or otherwise considered by them in the best interest of the Company."



Further to the scrutiny of the Postal Ballot forms and E-votes, we hereby submit our findings and result of Postal Ballot in connection with the above Special Resolution under the provisions of Section 13 and other applicable provisions of Companies Act, 2013 and rules made thereunder:

Total number of Postal Ballot Forms/ E-votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot forms (84)/ E-Votes (40)	No. of Equity Shares	% to total Valid Votes
A	Votes in favour of the Resolution	*112	133054906	99.998
B	Votes against the Resolution	7	2061	0.002
C	Total Valid Votes (A+B)	119	133056967	100
D	Invalid Votes (Signature not tallied or Votes not casted or supporting documents not submitted.)	5	667703	-
E	TOTAL (C+D)	124	133724670	-

*Note:-One Folio for 1000 Equity Share voted on only 500 Equity shares and abstained from voting on balance 500 Equity Shares.

ITEM NO. 2: POWER TO SELL, LEASE OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF ANY UNDERTAKING OF THE COMPANY:

"RESOLVED THAT in terms of Section 180(1)(a) of the Companies Act, 2013 (the "Act"), and subject to and in accordance with the relevant provisions of the equity Listing Agreement(s) entered into by the Company with the Stock Exchanges and any other applicable law or regulation, the consent of the members be and is hereby accorded to sell, transfer, convey, or otherwise dispose off the whole, or substantially the whole, of the undertaking or undertakings of the Company i.e. its entire shareholding in its material subsidiary viz. MEP Infrastructure Private Limited to a new infrastructure investment trust to be formed by the Company i.e. MEP Infrastructure Investment Trust and proposed to be registered under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 in such manner as the Board of Directors may think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including deciding the time and manner of the disposal, approaching all concerned parties and regulatory authorities for requisite approvals that may be required including but not limited to, restructuring/reorganization of assets/business of the company and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents and writings as it may deem necessary, proper or desirable and to give such directions and/or instructions as it may from time to time decide and to do all such acts, deeds, matters or things whatsoever, and that



all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board."

"RESOLVED FURTHER THAT Mr. Jayant D. Mhaikar, Vice Chairman & Managing Director or Mrs. Anuya J. Mhaikar, Director or Mr. MurzashManekshana, Executive Director or Mr. M. Sankaranarayanan, Chief Financial Officer or Mr. Shridhar Phadke, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to the above resolution and/or otherwise considered by them in the best interest of the Company."

Further to the scrutiny of the Postal Ballot forms and E-votes, we hereby submit our findings and result of Postal Ballot in connection with the above Special Resolution under the provisions of Section 180(1)(a) and other applicable provisions of Companies Act, 2013 and rules made thereunder:

Total number of Postal Ballot Forms/ E-votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot forms (84)/ E-Votes (41)	No. of Equity Shares	% to total Valid Votes
A	Votes in favour of the Resolution	109	133062981	99.998
B	Votes against the Resolution	11	1986	0.002
C	Total Valid Votes (A+B)	120	133064967	100
D	Invalid Votes (Signature not tallied or Votes not casted or supporting documents not submitted)	5	667703	-
E	TOTAL (C+D)	125	133732670	-

*Note:- One Folio for 1000 Equity Share voted on only 500 Equity shares and abstained from voting on balance 500 Equity Shares.

You are requested to consider the above and may announce the result accordingly.

For Kanj & Associates,
Company Secretaries,

Dinesh Joshi
Partner

