

MEPIDL/OUT/2018-19/64  
April 12, 2018

To,

<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>Scrip 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,

**Re: ISIN – INE776I01010**

**Sub: Report on Corporate Governance for the Quarter & Year ended March 31, 2018.**

Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance report on Corporate Governance for the Quarter & Year ended on March 31, 2018.

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

Thanking you.

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



**JAYANT D. MHAISKAR**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00716351**

Encl: As above

**CORPORATE GOVERNANCE REPORT**  
**(Under Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

1. Name of Listed Entity	<b>MEP INFRASTRUCTURE DEVELOPERS LIMITED</b>
2. Financial Year ended	<b>31<sup>st</sup> March, 2018</b>

**I. Composition of Board of Directors**

Name of the Director	PAN	DIN	Category	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr. Jayant D. Mhaiskar <sup>1</sup>	AACPM4695B	00716351	Chairman & Executive	August 8, 2002	N.A.	1	2	0
Mrs. Sudha D. Mhaiskar <sup>2</sup>	AATPM1238K	00707501	Non-Executive	February 12, 2018	N.A.	1	0	0
Mrs. Anuya J. Mhaiskar	AJDPM3145L	00707650	Non-Executive	August 19, 2006	N.A.	1	0	1
Mr. Murzash Manekshana	AAFPM9819G	00207311	Executive	June 1, 2017	N.A.	1	1	0
Mr. Deepak Chitnis	AABPC8880D	01077724	Non-Executive - Independent	September 9, 2016	5 years	1	1	0
Mr. Khimji Pandav	AAHPP8446N	01070944	Non-Executive - Independent	September 9, 2016	5 years	1	0	1
Mr. Vijay Agarwal	AABPA9526A	00058548	Non-Executive - Independent	September 9, 2016	3 years	5	4	1
Mrs. Mira Mehrishi	ABMPM3839L	00282074	Non-Executive - Independent	December 12, 2016	5 Years	1	0	0
Mr. Dattatray P. Mhaiskar	AATPM1257A	00309942	Chairman	September 23, 2015 Cessation date: January 03, 2018	N.A.	1	0	0

Note:

1. Mr. Jayant D. Mhaiskar has been re-designated as the Chairman & Managing Director of the Company at the Meeting of Board of Directors held on 12<sup>th</sup> February, 2018 for the remaining tenure without any variation in the existing terms and conditions of his appointment as Managing Director of the Company.
2. Mrs. Sudha D. Mhaiskar has been appointed as an Additional Director in accordance with the provision of Section 161 of the Companies Act, 2013, at the Meeting of Board of Directors held on 12<sup>th</sup> February, 2018 who shall hold the office upto the date of the next Annual General Meeting of the Company.
3. Mr. Dattatray P. Mhaiskar has ceased to be a Director of the Company w.e.f. 3<sup>rd</sup> January, 2018 due to his sad demise.

**II. Composition of Committees**

	Name of Committee	Name of Committee Members	Category
1.	Audit Committee	Mr. Khimji Pandav Mr. Jayant D. Mhaiskar Mr. Vijay Agarwal Mr. Deepak Chitnis	Chairman - Non-Executive - Independent Executive Non-Executive - Independent Non-Executive - Independent
2.	Nomination & Remuneration Committee***	Mr. Deepak Chitnis Mrs. Anuya J. Mhaiskar Mr. Khimji Pandav Mrs. Mira Mehrishi	Chairman - Non-Executive - Independent Non-Executive Non-Executive - Independent Non-Executive - Independent
3.	Stakeholders' Relationship Committee	Mrs. Anuya J. Mhaiskar Mr. Jayant D. Mhaiskar Mr. Murzash Manekshana	Chairperson - Non Executive Executive Executive
4.	Risk Management Committee (if applicable)	Mr. Jayant D. Mhaiskar Mrs. Anuya J. Mhaiskar Mr. Murzash Manekshana Mr. M Sankaranarayanan Mr. Dinesh Padalkar	Chairman - Executive Non-Executive Executive Member Member
5.	Corporate Social Responsibility Committee	Mrs. Anuya J. Mhaiskar Mr. Murzash Manekshana Mr. Deepak Chitnis	Chairperson - Non Executive Executive Non-Executive - Independent

\*\*\*Nomination & Remuneration has been re-constituted at the Meeting of the Board of Directors held on 12<sup>th</sup> February, 2018 due to sad demise of Mr. Dattatray P. Mhaiskar and Mrs. Mira Mehrishi has been replaced as Member of the Committee.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
November 14, 2017	February 12, 2018	89 days

### IV. Meeting of Audit Committee

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
February 12, 2018	Yes, All members were present.	November 14, 2017	89 days

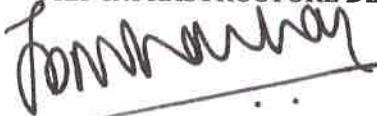
### V. Related Party Transactions (RPT)

Subject	Compliance status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	A statement of transaction with related party for the party for the Fourth Quarter & year ended 31 <sup>st</sup> March, 2018 will be placed in the ensuing Audit Committee Meeting.

### VI. Affirmations:

- The composition of Board of Directors is in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following Committees is in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders' Relationship Committee
  - Risk Management Committee
- The Committee Members have been made aware of their powers, role and responsibilities as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The report submitted in the previous quarter has been placed before Board of Directors.

For MEP INFRASTRUCTURE DEVELOPERS LIMITED



**JAYANT D. MHAISKAR**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00716351**

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE


Name of Listed Entity	<b>MEP INFRASTRUCTURE DEVELOPERS LIMITED</b>
Financial Year ended	<b>31<sup>st</sup> March, 2018</b>

### I. Disclosure on website in terms of Listing Regulations

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various Committees of Board of Directors	Yes
Code of Conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes
Criteria of making payments to Non-Executive Directors	NA, as same has been disclosed in Annual Report
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'Material' Subsidiaries	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of Agreements entered into with the Media Companies and/or their Associates	NA
New name and the old name of the Listed Entity	NA

### II. Annual Affirmations

<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA)</i>
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes

Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for Material Related Party Transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to Subsidiary of Listed Entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes
<b>Note:</b>		
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
<b>III. Affirmations:</b>		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to Subsidiary of Listed Entity have been complied.		
<p><b>For MEP INFRASTRUCTURE DEVELOPERS LIMITED</b></p>  <p><b>JAYANT D. MHAISKAR</b>  <b>CHAIRMAN &amp; MANAGING DIRECTOR</b>  <b>DIN : 00716351</b></p>		