

MEPIDL/OUT/2021-22  
April 14, 2021

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>
--	--

Dear Sir,

**Re: ISIN – INE776I01010**

**Sub: Report on Corporate Governance for the Quarter ended 31<sup>st</sup> March, 2021.**

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 ended on 31<sup>st</sup> March, 2021.

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

Thanking you.

Yours faithfully,

For **MEP INFRASTRUCTURE DEVELOPERS LIMITED**



**KANIKA SEHGAL**  
**COMPANY SECRETARY**

Encl.: As above

## ANNEX I

## FORMAT OF REPORT ON CORPORATE GOVERNANCE TO BE SUBMITTED BY A LISTED ENTITY ON QUARTERLY BASIS

1 NAME OF LISTED ENTITY : MEP INFRASTRUCTURE DEVELOPERS LIMITED

2 QUARTER ENDING : 31ST MARCH, 2021

I. Composition of Board of Directors															
Title (Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure	Date of Birth	Whether Special Resolution passed? (Ref Reg. 17 (1A) of Listing Regulations	Date of passing Special Resolution	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of member-ships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Jayant D. Mhaiskar	AACPM4695B	00716351	Chairman & Executive	08/08/2002	01/07/2019	NA	NA	03/01/1976	NA	NA	1	0	2	0
Mrs.	Anuya J. Mhaiskar	AJDPM3145L	00707650	Non-Executive	19/08/2006	19/08/2006	NA	NA	12/02/1978	NA	NA	1	0	2	1
Mr.	Deepak Chitnis	AABPC8880D	01077724	Non-Executive - Independent	09/09/2014	09/09/2016	NA	60	04/05/1958	NA	NA	1	1	3	0
Mr.	Khimji Pandav	AAHPP8446N	01070944	Non-Executive - Independent	09/09/2014	09/09/2016	NA	60	11/03/1953	NA	NA	3	3	5	1
Mrs.	Sandhya Borase	AEEP9467N	08874647	Non-Executive - Independent	15/09/2020	22/10/2020	NA	60	12/02/1967	NA	NA	1	1	1	0
Mr.	Uttam Pawar	ALTPP5946J	03381300	Executive	13/12/2020		NA	NA	10/06/1967	NA	NA	1	0	0	0
Whether Regular Chairperson appointed														YES	
Whether Chairperson is related to Managing Director or CEO														YES	

## II. Composition of Committees

### 1 Audit Committee Details

Whether the Audit Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1	01070944	Khimji Pandav	Chairman-Non-Executive - Independent Director	09/09/2014	
2	00716351	Jayant D. Mhaiskar	Executive Director	09/09/2014	
3	01077724	Deepak Chitnis	Non-Executive - Independent Director	24/08/2016	

### 2 Nomination & Remuneration Details

Whether the Nomination & Remuneration Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
1	01077724	Deepak Chitnis	Chairman-Non-Executive - Independent Director	09/09/2014	
2	00707650	Anuya J. Mhaiskar	Non-Executive - Non-Independent Director	09/09/2014	
3	01070944	Khimji Pandav	Non-Executive - Independent Director	13/02/2017	

### 3 Stakeholder Relationship Committee Details

Whether the Stakeholder Relationship Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
1	00707650	Anuya J. Mhaiskar	Chairperson-Non-Executive - Non-Independent Director	09/02/2016	
2	00716351	Jayant D. Mhaiskar	Executive Director	09/09/2014	
3	01077724	Deepak Chitnis	Non-Executive - Independent Director	14/02/2019	

### 4 Risk Management Committee Details

Whether the Risk Management Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
1	00716351	Jayant D. Mhaiskar	Chairperson-Executive Director	18/09/2014	
2	00707650	Anuya J. Mhaiskar	Non-Executive - Non-Independent Director	22/09/2014	
3	03381300	Uttam Pawar	Executive - Non-Independent Director	13/12/2020	
4	99999999	M.Sankaranarayanan	Member	18/09/2014	
5	99999999	Dinesh Padalkar	Member	18/09/2014	

### 5 Corporate Social Responsibility Committee Details

Whether the Corporate Social Responsibility Committee has a Regular Chairperson				YES	
Sr. No.	DIN Number	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/ independent/ Nominee)	Date of Appointment	Date of Cessation
1	00707650	Anuya J. Mhaiskar	Chairperson-Non-Executive - Non-Independent Director	09/09/2014	
2	03381300	Uttam Pawar	Executive - Non-Independent Director	13/12/2020	
3	01077724	Deepak Chitnis	Non-Executive - Independent Director	09/09/2014	

## 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	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
13/11/2020	13/02/2021	Yes	6	3	29
13/12/2020		Yes	6	3	17
31/12/2020		Yes	6	3	43

\*to be filled in only for the current quarter meetings.

## IV. MEETING OF AUDIT COMMITTEE

Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
13/02/2021	Yes	3	2	13/11/2020	47
				31/12/2020	43

\*to be filled in only for the current quarter meetings.

## V. RELATED PARTY TRANSACTIONS

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 Fourth Quarter ended 31st March 2021 will be placed in the ensuing Audit Committee Meeting.

<b>VI. AFFIRMATIONS</b>		
<b>Sr.No.</b>	<b>Affirmations</b>	<b>Compliance Status (Yes/No)</b>
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	YES
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (applicable to the top 500 listed entities)	YES YES YES NA
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	YES
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	YES
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	YES

**FOR MEP INFRASTRUCTURE DEVELOPERS LIMITED**



**KANIKA SEHGAL**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

**ANNEX II**

Name of Listed Entity	<b>MEP INFRASTRUCTURE DEVELOPERS LIMITED</b>
Financial Year ended	<b>31<sup>st</sup> March, 2021</b>

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

<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If yes provide link to website. If No/NA provide reasons</i>
Details of business	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Terms and conditions of appointment of Independent Directors	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Composition of various Committees of Board of Directors	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Details of establishment of Vigil Mechanism/ Whistle Blower policy	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Criteria of making payments to Non-Executive Directors	NA	
Policy on dealing with Related Party Transactions	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Policy for determining 'Material' Subsidiaries	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Details of familiarization programmes imparted to Independent Directors	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Email address for grievance redressal and other relevant details	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Contact information of the Designated Officials of the Listed Entity who are responsible for assisting and handling Investor Grievances	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Financial Results	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Shareholding Pattern	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Details of Agreements entered into with the Media Companies and/or their	NA	NA
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	NA
New name and the old name of the Listed Entity	NA	NA
Advertisements as per regulation 47(1)	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year.	Yes	

**As per other regulations of the LODR**

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Materiality Policy as per Regulation 30	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="http://www.mepinfra.com">www.mepinfra.com</a>

**It is certified that these contents on the website of the listed entity are correct**

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
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), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of board meeting	17(2)(A)	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)	NA
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
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
Disclosure of related party transactions on consolidated basis	23(9)	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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8)&(9)	Yes
Directors and officers insurance	25(10)	NA
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

**Note:**

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.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to Subsidiary of Listed Entity have been complied.

**For MEP INFRASTRUCTURE DEVELOPERS LIMITED**



**KANIKA SEHGAL  
COMPANY SECRETARY & COMPLIANCE OFFICER**

