

MEPIDL/OUT/2018-19/1098  
October 10, 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>
--	--

Dear Sir,

**Re: ISIN - INE776I01010**

**Sub: Report on Corporate Governance for the Quarter ended 30<sup>th</sup> September, 2018.**

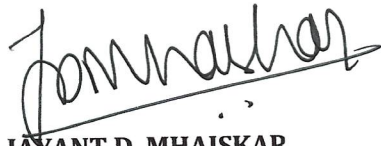
Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance for the Quarter ended on 30<sup>th</sup> September, 2018.

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

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Name of Listed Entity: **MEP INFRASTRUCTURE DEVELOPERS LIMITED**  
2. Quarter ending: **September 30, 2018**

**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. Mhaikar	AACPM4695B	00716351	Chairman & Executive	August 8, 2002	N.A.	1	2	0
Mrs. Sudha D. Mhaikar	AATPM1238K	00707501	Non-Executive	February 12, 2018	N.A.	1	0	0
Mrs. Anuya J. Mhaikar	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	3	1	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

**II. COMPOSITION OF COMMITTEES**

Name of Committee		Name of Committee Members	Category
1.	Audit Committee	Mr. Khimji Pandav Mr. Jayant D. Mhaikar 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. Mhaikar 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. Mhaikar Mr. Jayant D. Mhaikar Mr. Murzash Manekshana	Chairperson - Non Executive Executive Executive
4.	Risk Management Committee (if applicable)	Mr. Jayant D. Mhaikar Mrs. Anuya J. Mhaikar Mr. Murzash Manekshana Mr. M Sankaranarayanan Mr. Dinesh Padalkar	Chairman - Executive Non-Executive Executive Member Member
5.	Corporate Social Responsibility Committee	Mrs. Anuya J. Mhaikar Mr. Murzash Manekshana Mr. Deepak Chitnis	Chairperson - Non Executive Executive Non-Executive - Independent

*[Signature]*



### 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)
May 23, 2018	August 13, 2018	81 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
August 13, 2018	Yes	May 23, 2018	81 days

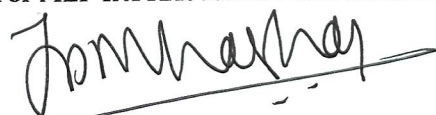
### V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
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 Second Quarter and Half Year ended 30 <sup>th</sup> September, 2018 will be placed in the ensuing Audit Committee Meeting.

### VI. AFFIRMATIONS

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following Committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - Audit Committee
  - Stakeholders' Relationship Committee
  - Risk Management Committee
  - Nomination & Remuneration Committee
- The Committee Members have been made aware of their powers, role and responsibilities as specified in 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 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**



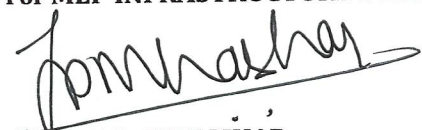


### ANNEXURE III

#### Affirmations

<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For MEP INFRASTRUCTURE DEVELOPERS LIMITED



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

