

MEPIDL/OUT/2019-20/ 43
April 10, 2019

To,

Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra (E), Mumbai -400 051 Fax No. 022-26598120/38 Script Symbol: MEP	Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Fax No. 022-22723121/3027/2039/2061 Security Code: 539126
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Dear Sir,

Re: ISIN – INE776I01010

Sub: Report on Corporate Governance for the Quarter & Year ended March 31, 2019.

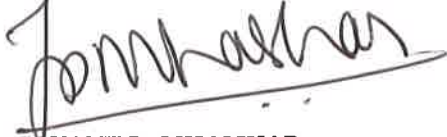
Pursuant to Regulation 27(2)(a) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Compliance report on Corporate Governance for the Quarter & Year ended on March 31, 2019.

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

1. Name of Listed Entity	MEP INFRASTRUCTURE DEVELOPERS LIMITED
2. Financial Year ended	31st March, 2019

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	3	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	1	1
Mr. Murzash Manekshana	AAFPM9819G	00207311	Executive	June 1, 2017	N.A.	2	2	0
Mr. Deepak Chitnis	AABPC8880D	01077724	Non-Executive - Independent	September 9, 2016	5 years	1	8	0
Mr. Khimji Pandav	AAHPP8446N	01070944	Non-Executive - Independent	September 9, 2016	5 years	3	10	1
Mr. Vijay Agarwal	AABPA9526A	00058548	Non-Executive - Independent	September 9, 2016	3 years	4	8	1
Mrs. Mira Mehrishi	ABMPM3839L	00282074	Non-Executive - Independent	December 12, 2016	5 Years	1	2	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 Mr. Deepak Chitnis	Chairperson - Non Executive Executive Executive Non-Executive - Independent
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

* Stakeholders' Relationship Committee has been re-constituted at the Meeting of the Board of Directors held on 14th February, 2019 and Mr. Deepak Chitnis has been appointed as Member (Non-Executive - Independent) of the Committee.

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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 1, 2018	February 14, 2019	104 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 14, 2019	Yes	November 1, 2018	104 days

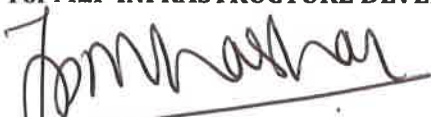
V. RELATED PARTY TRANSACTIONS

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	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 st March, 2019 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

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity	MEP INFRASTRUCTURE DEVELOPERS LIMITED
Financial Year ended	31st March, 2019

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
Note:		
<p>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.</p> <p>2 If status is "No" details of non-compliance may be given here</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
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		
		
JAYANT D. MHAISKAR CHAIRMAN & MANAGING DIRECTOR DIN : 00716351		