

MEPIDL/OUT/2023-24/405

2nd March, 2024

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. 022-26598238 Scrip 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: Scrutinizers Report on remote e-voting and e-voting at the Extra Ordinary General Meeting held on Friday, 1st March, 2024 under the Regulation 30 & 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is to inform you that Extra Ordinary General Meeting (EOGM) of MEP Infrastructure Developers Limited held on Friday, 1st March, 2024, at 02:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (OAVM) in accordance with the circulars of Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI) and applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and items of business as mentioned in the Notice dated 2nd February, 2024 convening the EOGM were transacted.

The Company had appointed Shridhar Phadke, from SVP & ASSOCIATES, a Practising Company Secretary (Membership No. FCS 7867; CP No. 18622) as the Scrutinizer for remote e-voting and e-voting at the EOGM. As per the Scrutinizer's Report, all Resolutions as set out in the Notice have been duly approved by the Shareholders with requisite majority.

In this regard, please find enclosed the following-

1. Annexure I Voting Results of the EOGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Annexure II Consolidated Scrutinizer's Report dated 2nd March, 2024 on the remote e-voting and voting through electronic voting system at the EOGM.

The aforesaid Voting Results are also being made available on the website of Stock Exchanges, NSDL and also on the Company's website at www.mepinfra.com.

This is for your information and records.

Thanking you,

Yours faithfully,

For **MEP INFRASTRUCTURE DEVELOPERS LIMITED**

VIKRAM MUKADAM

COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl: a/a



The following items of business, as per the Notice convening the EOGM of the Company dated 2nd February, 2024.

Sr. No.	Brief Details of items deliberated	Type of Resolutions
Special Business		
1	Approval of disposal of 51% shareholding in MEP Infrastructure Private Limited, a Material and Wholly Owned Subsidiary of the Company by way of Special Resolution Under regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015.	Special Resolution
2	Issue of Equity Shares on a Preferential Allotment/Private Placement basis to Non-Promoter entities.	Special Resolution
3	To approve initiation of Pre-packaged Insolvency Resolution Process in relation to the Company.	Special Resolution



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CIN: L45200MH2002PLC136779

Voting Results in the format prescribed under Regulation 44(3) of the Listing Regulations:-

Annexure I

Sr. No.	Particulars	Details
1	Date of EOGM	Extra Ordinary General Meeting, Friday, 1 st March, 2024.
2	Total Number of shareholders as on record date/cut-off date	33340 as on Cut-off date 23 rd February, 2024
3	(a) No. of Shareholders Present in the Meeting either in Person or through proxy :- (Promoter & Promoter Group and Public)	NIL
	(b) No. of Shareholders attended the meeting through Video Conferencing :	
	Promoter & Promoter Group	16 (Sixteen)
	Public category	38 (Thirty Eight)
	Total	54 (Fifty Four)



MEP INFRASTRUCTURE DEVELOPERS LIMITED

Resolution Required :SPECIAL			1 - APPROVAL OF DISPOSAL OF 51% SHAREHOLDING IN MEP INFRASTRUCTURE PRIVATE LIMITED, A MATERIAL AND WHOLLY OWNED SUBSIDIARY OF THE COMPANY BY WAY OF SPECIAL RESOLUTION UNDER REGULATION 24(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.					
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	71755922	71326922	99.4021	71326922	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		71326922	99.4021	71326922	0	100.0000	0.0000
Public Institutions	E-Voting	14907175	8083148	54.2232	0	8083148	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8083148	54.2232	0	8083148	0.0000	100.0000
Public Non Institutions	E-Voting	96782954	12254491	12.6618	12217091	37400	99.6948	0.3052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12254491	12.6618	12217091	37400	99.6948	0.3052
Total		183446051	91664561	49.9681	83544013	8120548	91.1410	8.8590
Whether Resolution Passed or Not							YES	



MEP INFRASTRUCTURE DEVELOPERS LIMITED								
Resolution Required :SPECIAL			2 - ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT BASIS TO NON-PROMOTER ENTITIES.					
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	71755922	71326922	99.4021	71326922	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		71326922	99.4021	71326922	0	100.0000	0.0000
Public Institutions	E-Voting	14907175	8083148	54.2232	8083148	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8083148	54.2232	8083148	0	100.0000	0.0000
Public Non Institutions	E-Voting	96782954	12254491	12.6618	12217091	37400	99.6948	0.3052
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12254491	12.6618	12217091	37400	99.6948	0.3052
Total		183446051	91664561	49.9681	91627161	37400	99.9592	0.0408
Whether Resolution Passed or Not							YES	

Note:

The votes cast by the shareholders in the 'public' category in favour of the proposal are more than the number of votes cast against it as summarised under:

Particulars	No. of Shares	%
Total votes casted	91664561	
Less :Votes casted by Promoters/Promoter Group	71326922	
Votes casted by Public	20337639	100
Votes casted by Public - against	37400	0.184
Votes casted by Public - in favour	20300239	99.8161



MEP INFRASTRUCTURE DEVELOPERS LIMITED

Resolution Required :SPECIAL			3. TO APPROVE INITIATION OF PRE-PACKAGED INSOLVENCY RESOLUTION PROCESS IN RELATION TO 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	71755922	71326922	99.4021	71326922	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		71326922	99.4021	71326922	0	100.0000	0.0000
Public Institutions	E-Voting	14907175	8083148	54.2232	8083148	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8083148	54.2232	8083148	0	100.0000	0.0000
Public Non Institutions	E-Voting	96782954	12254491	12.6618	12207091	47400	99.6132	0.3868
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12254491	12.6618	12207091	47400	99.6132	0.3868
Total		183446051	91664561	49.9681	91617161	47400	99.9483	0.0517
							Whether Resolution Passed or Not	YES



CONSOLIDATED REPORT OF SCRUTINIZER on E-voting Process

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014

To,
The Chairman,
MEP INFRASTRUCTURE DEVELOPERS LIMITED
2102, Floor-21st, Plot-62, Kesar Equinox, Sir Bhalchandra Road, Hindu Colony,
Dadar (E), Mumbai - 400014
CIN: L45200MH2002PLC136779

Dear Sir,

SUB: Consolidated Scrutinizer's Report for passing of resolutions through remote e-voting & e-voting by the Members during the Extra Ordinary General Meeting ("EOGM") pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of MEP INFRASTRUCTURE DEVELOPERS LIMITED (the 'Company') for its EOGM held on Friday, March 1, 2024 through Video Conferencing (VC)/Other Audio Visual means (OAVM).

I, Shridhar Phadke, Company Secretary in Whole Time Practice (Membership No. F7867 & CP No. 18622) from SVP & ASSOCIATES, Practicing Company Secretaries, Pune was appointed as the Scrutinizer by the Company for the purpose of scrutinizing the process of voting, through electronic means (e-voting) as per Section 108 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020 and the General Circular No.17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020, 23rd June, 2021, 8th December, 2021 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 ("MCA Circulars") and in line with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), in connection with the passing of the resolutions as mentioned under item nos. 1 to 3 as set out in the Notice of EOGM dated February 2, 2024 ("Notice").

The result along with Scrutinizer's report will simultaneously be posted on the Company's website-www.mepinfra.com and website of NSDL-www.evoting.nsdl.com, besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

In terms of the MCA Circulars, the Company had sent the Notice of EOGM in electronic form only to those members whose email id was registered with the Depositories and the RTA and hard copy of Notice of EOGM and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above.

Accordingly, the communication of the assent or dissent of the Members had to take place through the E-voting system only.

All the required instructions in relation to e-voting by the shareholders were duly mentioned in the EOGM Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available. The above activities were completed by February 5, 2024. The Company has also issued the Corrigendum to the Notice of EOGM on February 21, 2024.

As per applicable provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (LODR) Regulations, 2015 and as provided in the MCA circular mentioned above, an advertisement was published by the Company in Financial Express (English) and Mumbai Lakshdeep (Vernacular -Marathi) newspapers, on February 7, 2024, informing about the sending of the notice of EOGM by e-mail.

The Company and National Securities Depository Limited (NSDL) had uploaded the Notice together with the explanatory statement on their respective websites www.mepinfra.com in and www.evoting.nsdl.com. The Company had generated Event Number: 127737 on NSDL for the casting votes through e-voting mode.

The Shareholders holding the shares as on the "cut-off" date i.e., Friday, February 23, 2024, were entitled to vote on the proposed resolution through e-voting.

The remote e-voting period commenced on Tuesday, February 27, 2024 (9.00 a.m.) and ended on Thursday, February 29, 2024 (5.00 p.m.) for the shareholders exercising their vote through remote e-voting. ("hereinreferred to as Poll"). The remote e-voting module was disabled by NSDL for voting thereafter. All votes cast by e-voting received up to February 29, 2024 (5.00 p.m.) being last date fixed by the Company for exercise of vote by e-voting and e-voting done at the time of EOGM of the Company were considered for my scrutiny.

The Management of the Company is responsible for ensuring compliance(s) with the requirements of the Act and the Rules there under and SEBI (LODR) Regulations, 2015, relating to the item being placed for approval of the shareholders as contained in the aforesaid notice of EOGM of the members of the Company.

My responsibility as the Scrutinizer of the voting process (through e-voting), was restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolutions stated in the Notice, based on votes cast through e-voting & as per the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).

The Report of the e-voting for the aforesaid EOGM and votes cast therein based on the data downloaded from the NSDL e-voting system and the summary of the e-voting process is as follows :-

Special Resolution as set out in Item No. 1:-

APPROVAL OF DISPOSAL OF 51% SHAREHOLDING IN MEP INFRASTRUCTURE PRIVATE LIMITED, A MATERIAL AND WHOLLY OWNED SUBSIDIARY OF THE COMPANY BY WAY OF SPECIAL RESOLUTION UNDER REGULATION 24(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Consolidated results of the e-voting process are as follows:-

Particulars	Remote E-Voting		E-voting at EOGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	116	83543306	5	707	121	83544013	91.14
Dissent	6	8120548	0	0	6	8120548	8.86
Invalid Votes	0	0	0	0	0	0	0
Total	122	91663854	5	707	127	91664561	100.00

Special Resolution as set out in Item No. 2:-

ISSUE OF EQUITY SHARES ON A PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT BASIS TO NON-PROMOTER ENTITIES

The Consolidated results of the e-voting process are as follows:-

Particulars	Remote E-Voting		E-voting at EOGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	117	91626454	5	707	122	91627161	99.96
Dissent	5	37400	0	0	5	37400	0.04
Invalid Votes	0	0	0	0	0	0	0
Total	122	91663854	5	707	127	91664561	100.00

Special Resolution as set out in Item No. 3:-

**TO APPROVE INTIATION OF PRE-PACKAGED INSOLVENCY RESOLUTION
PROCESS IN RELATION TO THE COMPANY:**

The Consolidated results of the e-voting process are as follows:-

Particulars	Remote E-Voting		E-voting at EOGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	116	91616454	5	707	121	91617161	99.95
Dissent	6	47400	0	0	6	47400	0.05
Invalid Votes	0	0	0	0	0	0	0
Total	122	91663854	5	707	127	91664561	100.00

Based on the aforesaid result(s) & voting summary downloaded from the portal of NSDL and reports as provided by the Registrar ("R&T"), I report that:-

Resolution Number 1, 2 & 3 put to vote & the outcome is as under:-

Resolution Number 1,2 & 3 passed with the requisite majority.

The Register, all the papers & relevant records, relating to voting shall remain in our custody until the Chairman considers, approves & signs the Minutes of the aforesaid EOGM and the same will be handed over to the Company Secretary thereafter.

The Chairman or the Company Secretary of the Company may accordingly declare the results of the voting.

Thanking You.
Yours faithfully

For SVP & ASSOCIATES

SHRIDHAR
VIJAY PHADKE

Digitally signed by SHRIDHAR
VIJAY PHADKE
Date: 2024.03.02 11:41:07
+05'30'

SHRIDHAR PHADKE

Scrutinizer
Practising Company Secretary
FCS: 7867
CP: 18622
UDIN : F007867E003524996
DATE: March 2, 2024

PLACE: Pune

For MEP Infrastructure Developers Limited


Director