

MEPIDL/OUT/2022-23/654
10th March, 2023

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/Madam,

Sub: Disclosure of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is to inform you that pursuant to Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company had approached the Members for according their approval with requisite majority on the Resolutions as mentioned in the Postal Ballot Notice dated 2nd February, 2023 through e-voting. The Members voted through e-voting from Tuesday, 7th February, 2023 at 9.00 a.m. (IST) and will end on Wednesday, 8th March, 2023 at 5.00 p.m. (IST).

Accordingly, pursuant to Regulation 44(3) of the SEBI LODR Regulations, we are submitting herewith the details regarding the voting results of the Postal Ballot Notice dated 2nd February, 2023 in the prescribed format as **Annexure 1**.

Please also find attached herewith the Consolidated Report dated 9th March, 2023 on e-voting through Postal Ballot by electronic means issued by the Scrutinizer CS Shridhar Phadke, SVP & ASSOCIATES, Practising Company Secretary (Membership No. FCS 7867 CP No. 18622) as **Annexure 2**.

The above are also being uploaded on the Company's website viz. www.mepinfra.com.

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

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

VIKRAM MUKADAM
COMPANY SECRETARY AND COMPLIANCE OFFICER



Encl.: As Above

Annexure-1

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

Sr. No.	Particulars	Details
1.	Date of Postal Ballot Notice	Thursday, 2 nd February, 2023
2.	Date of Declaration of the Postal Ballot Results	Friday, 10 th March, 2023
3.	Voting start Date	Tuesday, 7 th February, 2023 at 9.00 a.m. (IST)
4.	Voting end Date	Wednesday, 8 th March, 2023 at 5.00 p.m. (IST)
5.	Total No. of shareholders on record date	28766 (As on Cut-off date i.e. 3 rd February, 2023)
6.	No. of shareholders present in the meeting (i) either in person or through proxy (ii) Promoter and Promoter Group (iii) Public	NA NA NA
7.	No. of shareholders attended the meeting through video conferencing (i) Promoter and Promoter Group (ii) Public	NA NA



MEP Infrastructure Developers Limited								
Resolution Required : (Special)			1 - Approval for sale of investment of Equity shares in MEP Infrastructure Private Limited, a wholly owned Subsidiary under Section 180(1) (a) of the Companies Act, 2013 to another Wholly owned Subsidiary of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	77007511	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	16729047	9427151	56.3520	0	9427151	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		9427151	56.3520	0	9427151	0.0000	100.0000
Public Non Institutions	E-Voting	89709493	1083537	1.2192	1045338	38199	96.4746	3.4758
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1083537	1.2192	1045338	38199	96.4746	3.4758
Total		183446051	10510688	5.7380	1045338	9465350	9.9455	90.0545

Notes

- None of the Promoters/Promoter's Group have voted for the above Resolution.
- Vote(s) casted by Interested Person(s)/Entity(ies) have been treated as Invalid.
- The difference in "% of votes in favour on votes polled and % of Votes against on votes polled" as per the Scrutinizers Report and as per the above report is due to the invalid votes which constitutes to 15450 shares.



MEP Infrastructure Developers Limited								
Resolution Required : (Special)			2 - Approval of disposal of 100% shareholding in MEP Infrastructure Private Limited, a material and wholly owned Subsidiary of the Company under regulation 24(5) of the SEBI (LODR) regulations, 2015 to another Wholly owned Subsidiary of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	77007511	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	16729047	9427151	56.3520	0	9427151	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		9427151	56.3520	0	9427151	0.0000	100.0000
Public Non Institutions	E-Voting	89709493	1083337	1.2190	1044788	38549	96.4416	3.5083
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1083337	1.2190	1044788	38549	96.4416	3.5083
Total		183446051	10510488	5.7379	1044788	9465700	9.9404	90.0596

Notes

- None of the Promoters/Promoter's Group have voted for the above Resolution.
- Vote(s) casted by Interested Person(s)/Entity(ies) have been treated as Invalid.
- The difference in "% of votes in favour on votes polled and % of Votes against on votes polled" as per the Scrutinizers Report and as per the above report is due to the invalid votes which constitutes to 15450 shares.



MEP Infrastructure Developers Limited								
Resolution Required : (Special)		3 - To approve disinvestment upto 51% of the equity shares held in MEP Infrastructure Private Limited (MIPL), a stepdown Subsidiary (material subsidiary) of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	77007511	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	16729047	9427151	56.3520	0	9427151	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		9427151	56.3520	0	9427151	0.0000	100.0000
Public Non Institutions	E-Voting	89709493	1082537	1.2181	1042927	39610	96.3410	3.6075
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1082537	1.2181	1042927	39610	96.3410	3.6075
Total		183446051	10509688	5.7375	1042927	9466761	9.9235	90.0765

Notes

- None of the Promoters/Promoter's Group have voted for the above Resolution.
- Vote(s) casted by Interested Person(s)/Entity(ies) have been treated as Invalid.
- The difference in "% of votes in favour on votes polled and % of Votes against on votes polled" as per the Scrutinizers Report and as per the above report is due to the invalid votes which constitutes to 15450 shares.



MEP Infrastructure Developers Limited								
Resolution Required : (Special)		4 - Raising of funds upto Rs. 500 crores by issue of securities.						
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	77007511	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	16729047	9427151	56.3520	9427151	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		9427151	56.3520	9427151	0	100.0000	0.0000
Public Non Institutions	E-Voting	89709493	1083337	1.2190	1046170	37167	96.5692	3.3825
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1083337	1.2190	1046170	37167	96.5692	3.3825
Total		183446051	10510488	5.7379	10473321	37167	99.6464	0.3536

Notes

- None of the Promoters/Promoter's Group have voted for the above Resolution.
- Vote(s) casted by Interested Person(s)/Entity(ies) have been treated as Invalid.
- The difference in "% of votes in favour on votes polled and % of Votes against on votes polled" as per the Scrutinizers Report and as per the above report is due to the invalid votes which constitutes to 15450 shares.



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 Report covering the Result of the Postal Ballot conducted through e-voting to obtain the approval of Shareholders of **MEP INFRASTRUCTURE DEVELOPERS LIMITED** (the 'Company')

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 conducting the Postal Ballot by way of remote e-voting process, carried out as per Section 108 and 110 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 ("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 resolution as mentioned in the Notice of Postal Ballot dated February 2, 2023.

In view of the situation arising due to COVID-19 pandemic and lockdown, MCA has issued Circulars giving certain relaxations in the provisions of the Act and the Rules for facilitating passing of special resolution(s) by the Companies, realizing the challenges faced by the Companies in providing physical Postal Ballot voting facility to shareholders. 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.

On account of threat posed by this pandemic and in terms of the MCA Circulars, the Company had sent the Postal Ballot Notice in electronic form only to those members whose email id was registered with the Depositories and the RTA and hard copy of Postal Ballot Notice along with Postal Ballot Forms 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 Notice sent to the shareholders of the Company through e-mail, wherever e-mail ids were available. The above activities were completed by February 6, 2023.

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 Loksatta (Vernacular -Marathi) newspapers, on February 7, 2023, informing about the sending of the Postal Ballot Notice 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: 123407 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 3, 2023, were entitled to vote on the proposed resolution through e-voting.

The remote e-voting period commenced on Tuesday, February 7, 2023 (9.00 a.m.) and ended on Wednesday, March 8, 2023 (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 March 8, 2023 (5.00 p.m.) being last date fixed by the Company for exercise of vote by e-voting, were considered for my scrutiny.

The Management of the Company is responsible for ensuring compliance 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 through Postal Ballot by e-voting.

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 also the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).

The Report of the Postal Ballot was duly compiled and accordingly the results of Postal Ballot through remote e-voting for the following resolutions are as under:

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

APPROVAL FOR SALE OF INVESTMENT OF EQUITY SHARES IN MEP INFRASTRUCTURE PRIVATE LIMITED, A WHOLLY OWNED SUBSIDIARY BY WAY OF SPECIAL RESOLUTION UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 TO ANOTHER WHOLLY OWNED SUBSIDIARY OF THE COMPANY.

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

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	127	1045338	127	1045338	09.9308
Dissent	23	9465350	23	9465350	89.9223
Invalid Votes	1	15450	1	15450	00.1467
Total	151	10526138	151	10526138	100.00

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

APPROVAL OF DISPOSAL OF 100% 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 TO ANOTHER WHOLLY OWNED SUBSIDIARY OF THE COMPANY:

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

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	126	1044788	126	1044788	09.9258
Dissent	24	9465700	24	9465700	89.9273
Invalid Votes	1	15450	1	15450	00.1467
Total	151	10525938	151	10525938	100.00

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

TO APPROVE DISINVESTMENT UPTO 51% OF THE EQUITY SHARES HELD IN MEP INFRASTRUCTURE PRIVATE LIMITED (MIPL), A STEPDOWN SUBSIDIARY (MATERIAL SUBSIDIARY) OF THE COMPANY:

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

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	126	1042927	126	1042927	09.9089
Dissent	23	9466761	23	9466761	89.9443
Invalid Votes	1	15450	1	15450	00.1468
Total	150	10525138	150	10525138	100.00

Special Resolution as set out in Item No. 4:-

RAISING OF FUNDS UPTO RS. 500 CRORES BY ISSUE OF SECURITIES.

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

Particulars	Remote E-Voting		Total		Percentage %
	Number	Votes	Number	Votes	
Assent	134	10473321	134	10473321	99.5001
Dissent	16	37167	16	37167	00.3531
Invalid Votes	1	15450	1	15450	00.1468
Total	151	10525938	151	10525938	100.00

Based on the aforesaid result & voting summary downloaded from the portal of NSDL and reports as provided by the Registrar ("R&T"), we report that a Special Resolution as set out in Item No. 4 of the Postal Ballot Notice dated February 2, 2023 has been passed with 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 Postal Ballot Meeting and the same will be handed over to the Company Secretary thereafter.

All the 4 (four) Resolutions put to vote & Resolution No. 4 have secured requisite majority of the votes as under :-

Resolution Number 1,2 & 3 had been voted against and could not be passed.

Resolution Number 4 have been passed a Special Resolution

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: 2023.03.09 10:22:27
+05'30'

SHRIDHAR PHADKE

Scrutinizer
Practising Company Secretary
FCS: 7867
CP: 18622
UDIN : F007867D003251096
DATE: March 9, 2023

PLACE: Pune



Vikram Mukadam
Company Secretary
MEPIDL

