



## MEP Infrastructure Developers Limited

CIN: L45200MH2002PLC136779

Regd. Office: A-412, boomerang, Chandivali Farm Road,  
Near Chandivali Studio, Andheri (E), Mumbai 400 072.

E-mail: investorrelations@mepinfra.com Website:www.mepinfra.com

Tel: 91 22 6120 4800 Fax: 91 22 6120 4804

### NOTICE OF POSTAL BALLOT

#### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with the Companies (Management and Administration) Rules, 2014 including any statutory modifications for the time being in force and other applicable laws and regulations for seeking consent of the members for the proposed special resolutions to be passed through postal ballot/e-voting. The explanatory statement pertaining to these resolutions setting out the material facts concerning each item and the reason thereof is annexed hereto with a postal ballot form (the “**Postal Ballot Form**”) for your consideration.

The Board of Directors of MEP Infrastructure Developers Limited (the “**Company**”) has appointed CS Dinesh Joshi, Practising Company Secretary (Membership No. FCS 3752 CP No. 2246) as scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (for) or dissent (against) therein by filling necessary details and return the same in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. The duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 p.m. (IST) on Saturday, the 26<sup>th</sup> day of December, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes to the notice. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman/Vice-Chairman and Managing Director of the Board of Directors of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Tuesday, the 29<sup>th</sup> day of December, 2015 and communicated to the stock exchanges where the equity shares of the Company are listed and would also be displayed on the website of National Securities Depository Limited (NSDL) and on the website of the Company i.e. www.mepinfra.com.

#### **RESOLUTIONS:**

##### **ITEM NO. 1: ALTERATION OF OBJECT CLAUSE**

To consider and if thought fit to pass the following resolution, with or without modification, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 13 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the rules framed thereunder and subject to and in accordance with any other applicable law or regulation issued by the Ministry of Corporate Affairs and other authorities and the Articles of Association of the Company, the consent of the members be and is hereby accorded for alteration of the object clause of the Memorandum of Association of the Company by inserting a new clause, as provided below, after the existing Clause 38 and under Section 'C. Other Objects' in the Memorandum of Association of the company and the existing Clauses be re-numbered accordingly:

“39. To set-up, create, sponsor, co-sponsor and manage assets, trusts or funds including infrastructure investment trust, mutual funds, growth funds, investment funds, income or capital funds, venture capital funds, alternative investment funds, taxable or tax exempt funds, provident, pensions, gratuity and superannuation funds, charitable funds, trusts or consortium funds, or any other funds, trusts or pooled investment vehicles, by whatever name called, whether in India or outside India, and to promote, establish, manage, organise, handle, operate or float an asset management company, a trustee company or any other type of entity to manage and administer all such types of trusts, funds and pooled investment vehicles.”

“**RESOLVED FURTHER THAT** Mr. Jayant D. Mhaiskar, Vice Chairman & Managing Director or Mrs. Anuya J. Mhaiskar, Director or Mr. Murzash Manekshana, Executive Director or Mr. M. Sankaranarayanan, Chief Financial Officer or Mr. Shridhar Phadke, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to the above resolution and/or otherwise considered by them in the best interest of the Company.”

##### **ITEM NO. 2: POWER TO SELL, LEASE OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF ANY UNDERTAKING OF THE COMPANY**

To consider and if thought fit to pass the following resolution, with or without modification, as a **Special Resolution**:

“**RESOLVED THAT** in terms of Section 180(1)(a) of the Companies Act, 2013 (the “**Act**”), and subject to and in accordance with the relevant provisions of the equity Listing Agreement(s) entered into by the Company with the Stock Exchanges and any other applicable law or regulation, the consent of the members be and is hereby accorded to sell, transfer, convey, or otherwise dispose off the whole, or substantially the whole, of the undertaking or undertakings of the Company i.e. its entire shareholding in its material subsidiary viz. MEP Infrastructure Private Limited to a new infrastructure investment trust to be formed by the Company i.e. MEP Infrastructure Investment Trust and proposed to be registered under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 in such manner as the Board of Directors may think fit.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including deciding the time and manner of the disposal, approaching all concerned parties and regulatory authorities for requisite approvals that may be required including but not limited to, restructuring/reorganization of assets/business of the company and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents and writings as it may deem necessary, proper or desirable and to give such directions and/or instructions as it may from time to time decide and to do all such acts, deeds, matters or things whatsoever, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board.”

**“RESOLVED FURTHER THAT** Mr. Jayant D. Mhaiskar, Vice Chairman & Managing Director or Mrs. Anuya J. Mhaiskar, Director or Mr. Murzash Manekshana, Executive Director or Mr. M. Sankaranarayanan, Chief Financial Officer or Mr. Shridhar Phadke, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to the above resolution and/or otherwise considered by them in the best interest of the Company.”

**By and on behalf of the Board of Directors  
For MEP Infrastructure Developers Limited**

**Shridhar Phadke  
Company Secretary**

**Place : Mumbai  
Date: November 25, 2015**

**Regd. Office:  
A-412, boomerang, Chandivali Farm Road,  
Near Chandivali Studio, Andheri (E),  
Mumbai – 400 072  
CIN:L45200MH2002PLC136779  
Tel: +91 22 6120 4800  
E-mail: investorrelations@mepinfra.com**

**Notes:**

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 stating all material facts is enclosed.
2. The postal ballot notice is being sent to the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, the 20<sup>th</sup> day of November, 2015. The postal ballot notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the postal ballot notice are being sent by permitted mode along with a postage-prepaid business reply envelope.
3. Members whose names appear on the register of members / list of beneficial owners as on Friday, the 20<sup>th</sup> day of November, 2015 will be considered for the purpose of voting/e-voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Ballot Form or a duplicate, he or she may send an email to **investorrelations@mepinfra.com**. The Registrar and Transfer Agent/Company shall forward the same along with postage-prepaid self-addressed envelope to the Member.
7. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours viz. 5.00 p.m. (IST) on Saturday, the 26<sup>th</sup> day of December, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Member will also be accepted. If any postal ballot is received after close of working hours on Saturday, the 26<sup>th</sup> day of December, 2015 (5.00 p.m. IST) it will be considered that no reply from the member has been received.
10. The Scrutinizer will submit his report to the Chairman/Vice-Chairman and Managing Director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman/Vice-Chairman and Managing Director or any Director of the Company duly authorized, at or before 5:00 p.m. (IST) on Tuesday, the 29<sup>th</sup> day of December, 2015 at the Registered Office of the company and will also be displayed on the website of the Company ([www.mepinfra.com](http://www.mepinfra.com)), besides being communicated to the Stock Exchanges and NSDL.

11. The date of declaration of results of the postal ballot, i.e. on or before Tuesday, the 29<sup>th</sup> day of December, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
12. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Saturday, the 26<sup>th</sup> day of December, 2015 (5.00 p.m. IST).

13. **Voting through electronic means**

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Act, read with the rules framed thereunder, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

- I. Members whose email addresses are registered with the Company/Depository Participant(s) will receive an email from NSDL informing them of their User ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
  - (a) Open email and open the PDF file titled 'MEPIDL remote e-Voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
  - (b) Launch your internet browser and type out the URL: <https://www.evoting.nsd.com/>
  - (c) Click on Shareholder – Login.
  - (d) Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
  - (e) The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
  - (f) The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
  - (g) Select 'EVEN' (E-Voting Event Number) of MEP Infrastructure Developers Limited.
  - (h) Now you are ready for e-voting as the Cast Vote page opens.
  - (i) Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted. On confirmation, the message 'Vote cast successfully' will be displayed. Once you have voted on a resolution, you will not be allowed to modify your vote.
  - (j) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via email, to [dinesh.joshi@kanjcs.com](mailto:dinesh.joshi@kanjcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II. For Members whose email IDs are not registered with the Company/Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
  - (a) The initial password is provided at the bottom of the Postal Ballot Form.
  - (b) Please follow all the steps from a. to j. mentioned above, in order to successfully cast your vote.
- III. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
- IV. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- V. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- VI. The e-voting period commences on Friday, the 27<sup>th</sup> day of November, 2015 (9:00 a.m. IST) and ends on Saturday, the 26<sup>th</sup> day of December, 2015 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. on Friday, the 20<sup>th</sup> day of November, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
- VII. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date, i.e. on Friday, the 20<sup>th</sup> day of November, 2015

**By and on behalf of the Board of Directors  
For MEP Infrastructure Developers Limited**

Place: Mumbai  
Date: November 25, 2015

**Shridhar Phadke  
Company Secretary**

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### 1. Explanatory Statement with respect to resolution proposed at Item No. 1 of the Notice.

The Company is engaged in tolling operations in the road infrastructure sector. The Company intends to form an Infrastructure Investment Trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014. In order to facilitate formation of Infrastructure Investment Trust and to carry out allied activities, your Directors propose to insert new Object after the existing Clause 38 and under Section 'C. Other Objects' of the Memorandum of Association of the Company and the existing Clauses be re-numbered accordingly.

The alteration of the Main object clause of the Memorandum of Association of the Company needs approval of shareholders of the Company.

Further, revised set of Memorandum of Association after incorporating above amendment as approved by the Board is available for inspection at the Registered Office of the Company on all working days, except Saturdays, between 10:00 a.m. to 5:00 p.m.

None of the Directors, Key Managerial Personnel of the Company or their Relatives is deemed to be interested in the resolution except to the extent of any shareholding and/or directorships in such companies.

The Board recommends the special resolution for the approval of the members.

### 2. Explanatory Statement with respect to resolution proposed at Item No. 2 of the Notice.

The Company wishes to highlight to its members that in terms of Section 180(1)(a) of the Companies Act, 2013, that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose off whole or substantially whole of any undertaking of the Company only with the approval of the members of the Company by way of a special resolution.

The Company is intending to form an Infrastructure Investment Trust under the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and the Board of Directors have authorised to form an infrastructure investment trust. The Company also intends to subsequently sell, convey, transfer, assign the whole, or substantially the whole, of its shareholding in MEP Infrastructure Private Limited to the proposed infrastructure investment trust.

None of the Directors, Key Managerial Personnel of the Company or their Relatives is deemed to be interested in the resolution except to the extent of any shareholding and/or directorships in such companies.

The Board recommends the special resolution for the approval of the members.

**By and on behalf of the Board of Directors  
For MEP Infrastructure Developers Limited**

**Shridhar Phadke  
Company Secretary**

**Place: Mumbai  
Date: November 25, 2015**

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## POSTAL BALLOT FORM

Sr. No.:

**Name & Registered Address of  
the sole / first named  
Shareholder** :

**Name(s) of Joint Holder(s),  
if any** :

**Folio No/Client ID and DP ID** :

**Number of Equity Shares held** :

I/we hereby exercise my/our vote(s) in respect of the resolutions to be passed through Postal Ballot including e-Voting for the businesses set out in the Postal Ballot Notice dated November 25, 2015, by sending my/our assent or dissent to the said resolutions by placing the tick mark (√) at the appropriate box below:

Sr. No.	Resolution	No. of Equity Shares for which votes cast	For	Against
			I/we assent to the resolution	I/we dissent to the resolution
<b>Special Business:</b>				
1.	For Alteration of Object Clause by inserting a new Clause 39, after the existing Clause 38 and under Section 'C. Other Objects' of the Memorandum of Association of the Company.			
2.	Power to sell, transfer, convey, or otherwise dispose off the whole or substantially the whole of any undertaking of the Company.			

Place :

Date :

\_\_\_\_\_  
Signature of Member

Note: Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the scrutinizer till 5.00 p.m. (IST) on Saturday, the 26<sup>th</sup> day of December, 2015 shall only be considered.

## ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
103615		

Note: Please read the instructions printed overleaf before exercising the vote.

## INSTRUCTIONS FOR BALLOT FORM

1. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by MEP Infrastructure Developers Limited (the "Company"). Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
4. The postage pre-paid self-addressed envelope bears the postal address of the Scrutinizer appointed by the Company.
5. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
6. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
7. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 30 days from the date of dispatch of the notice i.e. on or before **Saturday, the 26<sup>th</sup> day of December, 2015 upto 5.00 p.m. (IST)**. Postal Ballot Form received / Votes casted after this date will be strictly treated as if the reply from such Member(s) has not been received.
10. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **Friday, the 20<sup>th</sup> day of November, 2015**.
12. The Postal Ballot shall not be exercised by a Proxy.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No. 9 above.
15. A Member need not use all his votes nor cast all his votes in the same way.

### NOTE

**PLEASE SEND YOUR POSTAL BALLOT FORM IN THE ENVELOPE ENCLOSED HERewith. LAST DATE OF RECEIPT OF POSTAL BALLOT FORM / E VOTING BY THE SCRUTINIZER IS SATURDAY, THE 26<sup>TH</sup> DAY OF DECEMBER, 2015 UPTO 5.00 P.M. (IST). PLEASE READ THE INSTRUCTIONS PRINTED AS ABOVE BEFORE EXERCISING THE VOTE.**