

MEP IDL/OUT/2016-17/584  
July 11, 2016

To,

The Manager National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Mumbai – 400051. Fax No. 022 – 66418125/26 Scip Symbol – MEP	The Manager Corporate Relationship Department, The Bombay Stock Exchange Ltd. P.J. towers, 1 <sup>st</sup> Floor, Dalal Street, Mumbai – 400023. Fax No. 022 – 22722037/39/41 Security Code – 539126
---	--

Dear Sir(s),

**Sub: 14<sup>th</sup> Annual General Meeting, Book Closure Date and Dividend**

We wish to inform you that the 14<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Thursday, 4<sup>th</sup> August, 2016 at 11.30 a.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018. A copy of the Notice is enclosed for your ready reference.

As intimated earlier, to your good offices, pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, for the purpose of the 14<sup>th</sup> AGM of the Company and for payment of Dividend (if approved by the Members) the Registrar of Members and Share Transfer Books of the Company will remain closed from Saturday the 30<sup>th</sup> day of July, 2016 to Thursday the 4<sup>th</sup> day of August, 2016 (both days inclusive).

If the final dividend as recommended by the Board is approved at the Annual General Meeting, payment of such dividend will be made on or before Friday, 2<sup>nd</sup> September, 2016 as under:

- To all Members in respect of shares held in physical form as per the Register of Members of the Company as on Thursday, 4<sup>th</sup> August, 2016.
- To all Members in respect of shares held in electronic form as per the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Friday, 29<sup>th</sup> July, 2016.

We request you to take the same on your records and inform your members accordingly.

Thanking You.

Yours faithfully,  
For **MEP Infrastructure Developers Limited**

  
**Shridhar Phadke**  
Company Secretary  
Membership No.:F7867



Encl. a/a

Copy to : (1) The Secretary, National Securities Depository Limited  
(2) The Secretary, Central Depository Services (India) Limited  
(3) Link Intime India Private Limited, Mumbai.



## 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

NOTICE is hereby given that the 14th Annual General Meeting of the Members of MEP INFRASTRUCTURE DEVELOPERS LIMITED, will be held on Thursday, the 4th day of August, 2016 at 11.30 a.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon.
2. To declare a Final Dividend on Equity Shares for the Financial Year 2015-16.
3. To appoint a Director in place of Mrs. Anuya J. Mhaiskar (DIN 00707650), who retires by rotation and being eligible, offers herself for re-appointment.

#### 4. Appointment of Joint Statutory Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) be and are hereby appointed as the Joint Statutory Auditor of the Company to hold office for a period of 5 ( five) years from the conclusion of this Annual General Meeting (AGM) subject to ratification at every AGM, at a remuneration and its manner of payment to be fixed by the Board of Directors/Committee thereof in consultation with the said Auditors.”

#### 5. Appointment of Joint Statutory Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s)

thereof for the time being in force), M/s. Gokhale & Sathe, Chartered Accountants (Firm Registration No. 103264W) be and are hereby appointed as the Joint Statutory Auditor of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration and its manner of payment to be fixed by the Board of Directors/Committee thereof in consultation with the said Auditors.”

#### SPECIAL BUSINESS:

#### 6. Ratification of Payment of Remuneration to Cost Auditors for the Financial Years 2015-16 and 2016-17

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 2,50,000/- p.a. (Rupees Two Lacs Fifty Thousand Only) for the Financial Year 2015-16 and ₹ 3,00,000/- p.a. (Rupees Three Lacs Only) for the Financial Year 2016-17; plus service tax and actual out-of-pocket expenses payable to M/s. A. B. Nawal & Associates, Cost Accountants, 701, Supriya Classic, Survey No. 112/1/3, Baner Road, Baner, Pune-411045 (Firm Registration No. PROP-0046) who are appointed as Cost Auditors to conduct the audit of cost records maintained by the Company for the Financial Year 2015-16 and 2016-17.

#### 7. Re-appointment of Mr. Khimji Pandav as an Independent Director

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Khimji Pandav (DIN 01070944) who was appointed as an Independent Director of the Company and holds office up to 8th September, 2016, and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 8th September, 2021."

**8. Re-appointment of Mr. Deepak Chitnis as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Deepak Chitnis (DIN 01077724) who was appointed as an Independent Director of the Company and holds office up to 8th September, 2016, and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 8th September, 2021."

**9. Re-appointment of Mr. Vijay Agarwal as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vijay Agarwal (DIN 00058548) who was appointed as an Independent Director of the Company and holds office up to 8th September, 2016, and has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 8th September, 2019."

**10. Re-appointment of Mrs. Preeti Trivedi as an Independent Director**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Preeti Trivedi (DIN 00179479) who was appointed as an Independent Director of the Company and holds office up to 8th September, 2016, and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term up to 8th September, 2019."

By and on behalf of the Board of Directors

Place: Mumbai  
Date: 28th June, 2016

Shridhar Phadke  
Company Secretary

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than 10% of total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for another person or Member.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Members holding Shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend, if declared. The Company or its Registrars cannot act on any request received directly from the members holding Shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be communicated immediately only to the Depository Participant of the members.
5. Members holding Shares in physical form are requested to communicate any change in address, immediately to the Company's Registrars and Share Transfer (R&T) Agents, Link Intime India Pvt. Ltd.
6. The Register of Members and Share Transfer Books will remain closed from Saturday, 30th July, 2016 to Thursday, 4th August, 2016 (both days inclusive).
7. Any Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
8. If the dividend as recommended by the Board is approved at the Annual General Meeting, payment of such dividend will be made on or before Friday, 2nd September, 2016, to those Members (in respect of shares held in physical form) whose names appear on the Company's Register of Members of the Company as on Thursday, 4th August, 2016 and (in respect of shares held in electronic form) whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Friday, 29th July, 2016.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the R&T agent.
10. The Annual Report 2015-16 and Notice of the 14th Annual General Meeting of the Company circulated to the Members of the Company, will be made available on the Company's website i.e. [www.mepinfra.com](http://www.mepinfra.com). Those members who have received Annual Report 2015-16 in electronic mode will be entitled to receive such communication in Physical form, upon making request for the same, by post free of cost. For any communication the members may also send request to the company at [investorrelations@mepinfra.com](mailto:investorrelations@mepinfra.com).
11. All the documents referred to in the Notice of AGM are available at the Company's Registered Office for Inspection during normal business hours on any working days up to the date of Annual General Meeting.
12. The route map of venue of the Annual General Meeting is enclosed.
13. The Members/Proxies should fill the Attendance Slip for attending the Meeting. Members who hold Shares in dematerialized form, are requested to bring their Client ID and DP ID Nos for easy identification of attendance at the meeting.
14. **Voting through electronic means/Ballot Forms**
  - i. In compliance with the provisions of section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the

members are provided with the facility to cast their vote by electronic means through the remote E-voting platform provided by the National Securities Depository Limited (NSDL) on all resolutions set out in this Notice. In order to enable its members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this notice, the Company is enclosing a Ballot Form with the notice. The instructions for Ballot Forms are given at the back of the said form and instructions for e-voting are given herein below. Resolutions passed by the members through Ballot Forms or E-voting is/are deemed to have been passed as if they have been passed at the AGM.

- II. The process for remote e-voting is specified below. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote E-voting or Ballot Forms shall be able to exercise their right at the meeting through Ballot Paper.
- III. The members who have cast their vote by remote E-voting or Ballot Form prior to the AGM may also attend the AGM but shall not be entitled to cast their vote.
- IV. The instructions for e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
    - (i) Open email and open PDF file viz; "MEPIDL remote E-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on "Shareholder – Login".
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with

any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" (Electronic Voting Event Number) of MEP Infrastructure Developers Limited.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) The Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [dinesh.joshi@kanjcs.com](mailto:dinesh.joshi@kanjcs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depositories]:
    - (i) Initial password is provided in the enclosed Attendance Slip: EVEN (E-Voting Event Number), user ID and password.
    - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) of IV(A) above, to cast vote.
- V. In case any queries, please refer to "Frequently Asked Questions" (FAQs) for members and "remote e-voting user manual for members" available at the "Downloads" section of the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VI. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID

and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the toll free no.: 1800-222-990.

- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, 28th July, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to Issuer/ R&T.
- VIII. A person who is not a Member as on the cut-off date i.e. Thursday, 28th July, 2016 should treat this Notice for information purposes only.
- IX. The remote e-voting period commences from Monday, 1st August, 2016 at 9.00 a.m. and ends on Wednesday, 3rd August, 2016 at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form as on Thursday, 28th July, 2016, (cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall be not allowed to change/modify it subsequently or cast the vote again.
- X. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on Thursday, 28th July, 2016, the cut-off date.
- XI. CS Dinesh Joshi, Practising Company Secretary (Membership No. FCS 3752 CP No. 2246) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XII. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unlock the votes cast through remote E-voting in the presence of at least two witnesses not in the employment of the Company and shall make

not later than three days of conclusion of the meeting a consolidated scrutiniser's report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.

- XIII. The Results alongwith the Scrutinizer's Report shall be placed on the Company's website [www.mepinfra.com](http://www.mepinfra.com) and on the website of NSDL within three days of conclusion of the 14th AGM of the Company and communicated to National Stock Exchange of India Limited and BSE Limited.
- XIV. Members who do not have access to remote E-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at the Registered Office of the Company at A-412, boomerang, Chandivali Farm Road, Near Chandivali Studio, Andheri (E), Mumbai 400 072, not later than Wednesday, 3rd August, 2016 (5.00 p.m. IST). The name of the members who have cast their vote through the enclosed Ballot Form must appear in the Register of Members/List of Beneficial Owners as on Thursday, 28th July, 2016, (cut-off date) failing which their votes shall be treated as invalid. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. Members have the option to request for physical copy of the Ballot Form by sending an e-mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) by mentioning their Folio/DP ID and Client ID No.  
  
However, the duly completed Ballot Form should reach the Scrutinizer not later than Wednesday, 3rd August, 2016 (5.00 p.m. IST). A Member can opt for only one mode of voting i.e. either through remote E-voting or by Ballot Form/Paper. If a Member casts votes by both modes, then voting done through remote E-voting shall prevail and Ballot Form/Paper shall be treated as invalid.
- XV. The information in respect of the business under item Nos. 4 to 10 set out above, forms part of the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

## ANNEXURE FORMING PART OF THE NOTICE

(Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013)

### Item Nos. 4 & 5:

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder and in terms of the approval given by the members at the AGM of the Company held on 23rd September, 2015, M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W – 100022) and M/s. Gokhale & Sathe, Chartered Accountants (Firm Registration No.103264W) were appointed as the Joint Statutory Auditors of the Company to hold office till the conclusion of the ensuing 14th Annual General Meeting.

The Company has received the certificates from both the Joint Statutory Auditors viz. M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W–100022) and M/s. Gokhale & Sathe, Chartered Accountants (Firm Registration No. 103264W), expressing their willingness to be appointed as the Statutory Auditors and that their appointment, if made, at the ensuing 14th Annual General Meeting would be in accordance with the conditions laid down under the Act and Rule 4 of Companies (Audit and Auditors) Rules, 2014.

In view of the above and on recommendation of the Audit Committee and being eligible, the Board of Directors propose the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W–100022) for a period of 5 (five) years and M/s. Gokhale & Sathe, Chartered Accountants (Firm Registration No.103264W), as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (14th Annual General Meeting) until the conclusion of next 15th Annual General Meeting of the Company.

The Board recommends the Resolution as set out at Item Nos. 4 & 5 for approval by the Members to be passed as an Ordinary Resolution. None of the Directors, Manager or any other Key Managerial Personnel or any of their relatives, is/are concerned or interested, whether financially or otherwise, in this Resolution.

### Item No. 6:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s. A. B. Nawal & Associates, Cost Accountants, 701, Supriya Classic, Survey No. 112/1/3, Baner Road, Baner, Pune-411045 (Firm Registration No. PROP-0046) for conducting the audit of the

cost records of the Company for the Financial Year 2015-16 and 2016-17; at a remuneration of ₹ 2,50,000/- p.a. (Rupees Two Lacs Fifty Thousand Only) and ₹ 3,00,000/- p.a. (Rupees Three Lacs Only) respectively, plus Service Tax at the applicable rates and reimbursement of out of pocket expenses.

Section 148 of the Companies Act, 2013 and the Rules made thereunder requires that the remuneration payable to the Cost Auditor, be approved by the Members of the Company.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 6 for approval by the Members, of the remuneration payable to the Cost Auditor for the Financial Year ended 2015-16 and 2016-17.

None of the Directors, Manager or any other Key Managerial Personnel or any of their relatives, is/are concerned or interested, whether financially or otherwise, in this Resolution.

### Item Nos. 7 to 10:

The Members of the Company at their Meeting held on 15th September, 2014, had confirmed the appointment of Mr. Khimji Pandav, Mr. Deepak Chitnis, Mr. Vijay Agarwal and Mrs. Preeti Trivedi as Non-Executive Independent Directors of the Company for a period of 2 (two) consecutive years from 9th September, 2014, and accordingly the first term will complete on 8th September, 2016.

On the recommendation of the Nomination and Remuneration Committee, the Board has recommended the extension of term of the Independent Directors considering performance evaluation of each Independent Director of the Company done by the Board at its meeting held on 9th February, 2016.

Further, the Company has received (i) declaration under Section 164 of the Companies Act, 2013 regarding non disqualification for appointment as a Director (ii) consent under Section 152 of the Companies Act, 2013 to hold the office as director from the aforesaid Independent Directors of the Company (iii) declaration under Section 149(7) that they meet the criteria of independence as provided in Section 149(6) from all the aforesaid Independent Directors.

In the opinion of the Board, all the aforesaid Independent Directors fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director and is independent of the management.

The Company has received a notice in writing from a member of the

Company under section 160 of the Companies Act, 2013 along with a deposit of requisite amount proposing their candidature for the office of Independent Director of the Company.

In terms of section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Khimji Pandav & Mr. Deepak Chitnis are appointed as an Independent Director for a term up to 8th September, 2021 for a period of 5 years from the date of their re-appointment and Mr. Vijay Agarwal and Mrs. Preeti Trivedi are appointed as an Independent Director for a term up to 8th September, 2019 for a period of 3 years from the date of their re-appointment.

The copy of the letter for appointment of these Directors as an Independent Director setting out the terms and conditions would be available for inspection by the members at the Registered Office of the Company.

The Board recommends the Resolution as set out at Item Nos. 7 to 10 for approval by the Members to be passed as Special Resolutions.

Except every Independent Director for the resolution of their respective appointments, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolutions set out at Item No. 7 to 10.

By and on behalf of the Board of Directors

Place: Mumbai

Date: 28th June, 2016

Shridhar Phadke

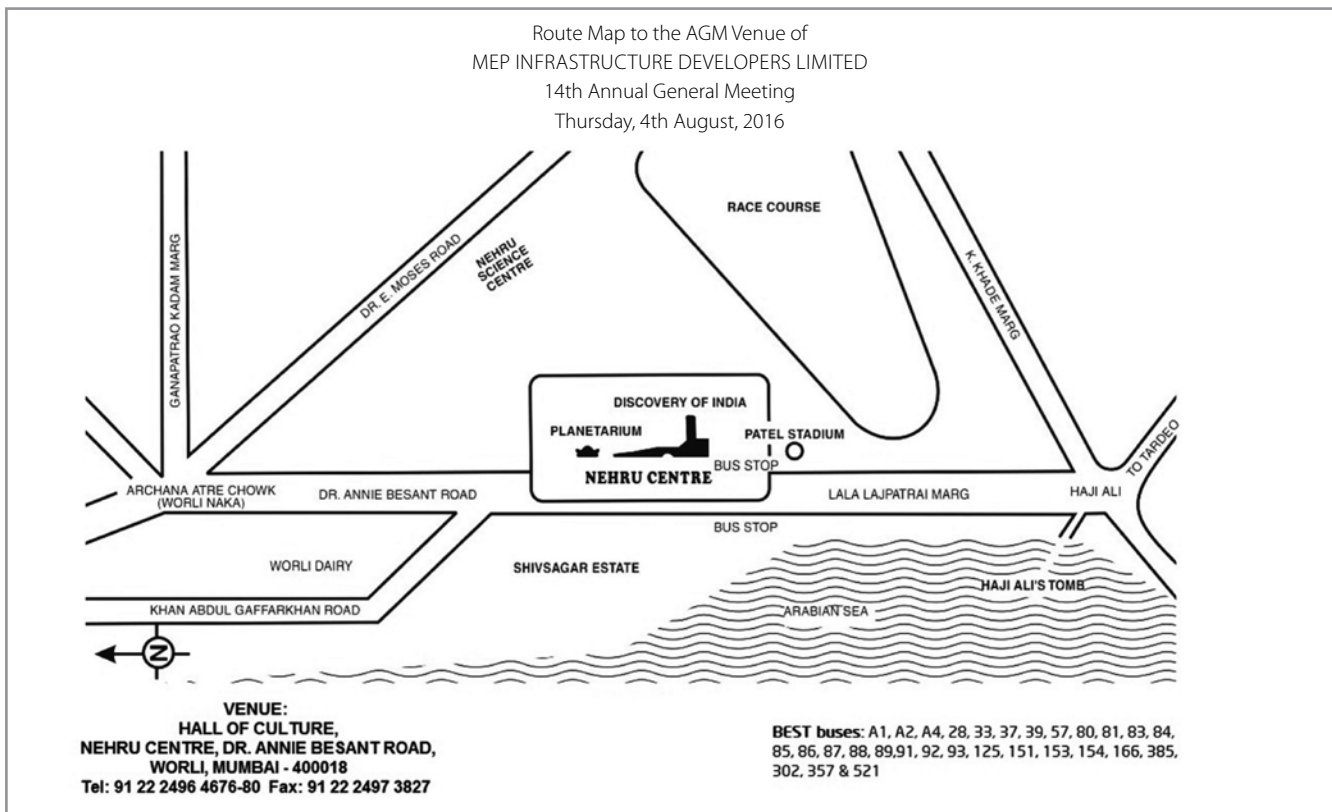
Company Secretary

### Information required as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of re-appointment of Directors at the Annual General Meeting

Particulars	Mrs. Anuya J. Mhaiskar	Mr. Khimji Pandav	Mr. Deepak Chitnis	Mr. Vijay Agarwal	Mrs. Preeti Trivedi
Brief Resume	Mrs. Anuya J. Mhaiskar holds a Bachelor's degree in Arts with major in Philosophy from Ramnarain Ruia College, University of Mumbai. She has over 15 years of experience in the field of administration. She was appointed as a Director of our Company on 19th August, 2006.	Mr. Khimji Pandav holds a Bachelor's degree in Commerce from University of Mumbai and is a Fellow Chartered Accountant. Prior to joining our Company, he has served as the Deputy General Manager (Finance) at Maharashtra Electronic Corporation Limited, Director (Finance) at Rural Electrification Corporation Limited and as a General Manager with Videocon Leasing and Finance Limited. He has also held the position of Financial Adviser and Chief Accounts Officer at City & Industrial Development Corporation of Maharashtra Limited and Secretary and Financial Adviser to the Maharashtra State Road Development Corporation Limited. He was appointed as an Independent Director of our Company on 9th September, 2014.	Mr. Deepak Chitnis holds a Bachelor's degree in science and Master's degree in Law from Mumbai University. He has over 30 years of experience in the field of law. He was appointed as an Independent Director of our Company on 9th September, 2014.	Mr. Vijay Agarwal holds a Bachelor's degree in Commerce from Jodhpur University and is a Fellow Chartered Accountant. Prior to joining our Company, he was a Partner in R.R. Gupta & Co., Chartered Accountants, Mumbai. He is currently a Partner in Agarwal Vijay & Associates, Chartered Accountants in Mumbai. He has an experience of over 30 years in cross-border acquisitions and transactions, advising in foreign service collaboration arrangements, providing statutory, management and tax audit services and providing tax advisory service. He was appointed as an Independent Director of our Company on 9th September, 2014.	Mrs. Preeti Trivedi holds a Bachelor's degree in Commerce from Mumbai University. She is a Fellow Chartered Accountant. She has an experience of approximately 30 years in management consulting, corporate finance, corporate restructuring, mergers and amalgamation and advisory services. She was appointed as an Independent Director of our Company on 9th September, 2014.



Particulars	Mrs. Anuya J. Mhaiskar	Mr. Khimji Pandav	Mr. Deepak Chitnis	Mr. Vijay Agarwal	Mrs. Preeti Trivedi
Expertise in specific functional areas	Administration	Finance & Accounts	Legal	Finance & Accounts	Finance & Accounts
Relationship with any Director(s) of the Company	Spouse of Jayant D. Mhaiskar and Daughter-in-Law of Dattatray P. Mhaiskar	None	None	None	None
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL	NIL	Themis Medicare Limited Gujarat Themis Biosyn Ltd Compuage Infocom Limited	Compuage Infocom Limited
Number of Shares held in the Company	947300 Equity Shares	NIL	NIL	NIL	NIL



**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

**PROXY FORM**

14TH ANNUAL GENERAL MEETING – THURSDAY, 4TH AUGUST, 2016

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
Email ID	
Folio No/Client ID/DP ID	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named company, hereby appoint

Name & Address	Email	Signature

or failing him/her

Name & Address	Email	Signature

or failing him/her

Name & Address	Email	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company, to be held on the Thursday, the 4th August, 2016 at 11.30 a.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai 400 018 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of audited financial statements of the Company together with the reports of Board of Directors and Auditors thereon and audited consolidated financial statements of the Company for the year ended 31st March, 2016.
2. Dividend on Equity Shares for the Financial Year 2015-16.
3. Re-appointment of Mrs. Anuya J. Mhaskar (DIN 00707650) as a Director.
4. Appointment of M/s. B S R & Co. LLP, Chartered Accountants as Joint Statutory Auditors.
5. Appointment of M/s. Gokhale & Sathe, Chartered Accountants as Joint Statutory Auditors.
6. Ratification of payment of remuneration to M/s. A. B. Nawal & Associates, Cost Auditors for the Financial Years 2015-16 and 2016-17.
7. Re-appointment of Mr. Khimji Pandav (DIN 01070944) as an Independent Director.
8. Re-appointment of Mr. Deepak Chitnis (DIN 01077724) as an Independent Director.
9. Re-appointment of Mr. Vijay Agarwal (DIN 00058548) as an Independent Director.
10. Re-appointment of Mrs. Preeti Trivedi (DIN 00179479) as an Independent Director.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

Signature of the Shareholder



Signature of Proxy Holder(s)

**NOTE:** The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company, not less than forty eight hours before the commencement of the Meeting.



**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

**ATTENDANCE SLIP**

Regd. Folio/DP ID & Client ID\*:

No. of Shares held:

Name and Address of the Shareholder:

I hereby record my presence at the 14th Annual General Meeting of the Company to be held on Thursday, the 4th day of August, 2016 at 11.30 a.m. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400018.

Signature of the Shareholder/Proxy Present

\* Applicable for investors holding shares in electronic form.

**Note:** Shareholders/Proxy holder who wish to attend the Meeting must bring the Attendance Slip to the Meeting and handover at the entrance of the Meeting Hall duly signed.

**ELECTRONIC VOTING PARTICULARS\***

EVEN (E-Voting Event Number)	User ID	Password / PIN

\* Applicable only in case a Member receives physical copy of the Notice of AGM.

Note: Please read the instructions printed under the Note No. 14 to the Notice dated 28th June, 2016 of the 14th Annual General Meeting. The voting period starts from Monday, 1st August, 2016 at 9.00 a.m. and ends on Wednesday, 3rd August, 2016 at 5.00 p.m. The voting module shall be disabled by NSDL for voting thereafter.



## 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

### BALLOT FORM (IN LIEU OF E-VOTING)

Name of the Member	
Registered Address	
Name(s) of Joint Holder(s) and	
Registered Folio No/ Client ID and DP ID	

I/we hereby exercise my/our vote(s) in respect of the resolutions set out in the notice dated 28th June, 2016 of the 14th Annual General Meeting of the Company to be held on Thursday the 4th day of August, 2016, by sending my/our assent or dissent to the said resolutions by placing tick mark (✓) at the appropriate box below:

Sr. No.	Resolution	No. of Shares	For I/we assent to the resolution	Against I/we dissent to the resolution
<b>Ordinary Business:</b>				
1	Adoption of audited financial statements of the Company together with the reports of Board of Directors and Auditors thereon and audited consolidated financial statements of the Company for the year ended 31st March, 2016.			
2	Dividend on Equity Shares for the Financial Year 2015-16.			
3	Re-appointment of Mrs. Anuya J. Mhaikar (DIN 00707650) as a Director.			
4	Appointment of M/s. B S R & Co. LLP, Chartered Accountants as Joint Statutory Auditors.			
5	Appointment of M/s. Gokhale & Sathe, Chartered Accountants as Joint Statutory Auditors.			
<b>Special Business:</b>				
6	Ratification of payment of remuneration to M/s. A. B. Nawal & Associates, Cost Auditors for the Financial Years 2015-16 and 2016-17.			
7	Re-appointment of Mr. Khimji Pandav (DIN 01070944) as an Independent Director.			
8	Re-appointment of Mr. Deepak Chitnis (DIN 01077724) as an Independent Director.			
9	Re-appointment of Mr. Vijay Agarwal (DIN 00058548) as an Independent Director.			
10	Re-appointment of Mrs. Preeti Trivedi (DIN 00179479) as an Independent Director.			

Place :

Date :

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

**Note:** Kindly read the instructions printed overleaf before filling the form. Valid Ballot Forms received by the scrutinizer by 5.00 p.m. on Wednesday, the 3rd day of August, 2016 shall only be considered.

## INSTRUCTIONS FOR BALLOT FORM

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

### **Process and manner for Members opting to vote by using the Ballot Form.**

1. CS Dinesh Joshi, Practising Company Secretary (Membership No. 3752), of M/s. KANJ & Associates, has been appointed as the scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
2. The Form should be signed by the Members as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.
3. In case the shares are held by corporate and institutional members (companies, trusts, societies etc.), the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorisation with the specimen signature(s) of the authorised signatory(ies).
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot Form.
5. The voting rights of members shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on Thursday, 28th July, 2016 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Wednesday, the 3<sup>rd</sup> day of August, 2016 (5.00 p.m. IST). Ballot Form received after that will be strictly treated as if the reply from the Members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified under instruction No. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form shall be final.
10. The results declared alongwith Scrutinizer's report, shall be placed on the Company's website [www.mepinfra.com](http://www.mepinfra.com) and on the website of the National Securities Depository Limited (NSDL) within three days of the passing of the Resolutions at the AGM of the Company on Thursday, the 4th day of August, 2016 and communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

To,  
Link Intime India Private Limited,  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup (West),  
Mumbai - 400078, Maharashtra, India.

Updation of Shareholder Information

I/We request you to record the following information against my / our Folio No.:

**General Information:**

<b>Name of the Company</b>	<b>MEP Infrastructure Developers Limited</b>
Folio No.	
Name of the first named Shareholder	
Moblie No.	
E-mail ID	

- A. Shareholders holding shares in dematerialized form may update their Bank details with their depository participant.
- B. Shareholders holding physical Share Certificates, may provide the bank details mentioned below for availing electronic credit of the dividend and updation of the records with the Company/ Registrar and Share Transfer Agent.

Bank Details:

IFSC Code (11 digit):	
MICR (9 digit):	
Bank A/c Type:	
Bank A/c No.: *	
Name of the Bank:	
Bank Branch Address:	

\*A blank cancelled cheque is enclosed to enable verification of bank details

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/we would not hold the Company/ RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place.

Place:

Date:

Signature of Sole / First holder