

MEP IDL/OUT/2019-20/297
June 6, 2019

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: **Minutes of the Postal Ballot.**

In furtherance to our letter dated 17th May, 2019 w.r.t. Voting Results and Scrutinizer's Report on Postal Ballot, we hereby enclose herewith the Minutes of the announcement of results of Postal Ballot (including E-Voting) conducted by the Company.

You are requested to take the above information on your records and disseminate the same on your website.

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

H. Pusalkar

HARSHAD PUSALKAR
COMPANY SECRETARY



Encl: As Above

HELD AT _____

ON _____

TIME _____

MINUTES OF THE PROCEEDINGS FOR DECLARATION OF RESULTS OF THE POSTAL BALLOT OF THE MEP INFRASTRUCTURE DEVELOPERS LIMITED DECLARED ON FRIDAY, 17TH MAY, 2019 AT REGD. OFFICE: A-412, BOOMERANG, CHANDIVALI FARM ROAD, NEAR CHANDIVALI STUDIO, ANDHERI (E), MUMBAI 400 072

BACKGROUND:

At its meeting held on 12th April 2019, the Board of Directors of the Company, accorded approval to the proposal to conduct Postal Ballot under Section 110 of the Companies Act, 2013 (the Act) read with the applicable Rules to seek consent of the Members by way of Special Resolutions for following business:

APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

The brief details related to Postal Ballot were as under:

Sr. No.	Particular's	Details
1	Date of approval of Notice of Postal Ballot	12 th April, 2019
2	Record Date/Cut-off Date	12 th April, 2019
3	Total Number of Shareholders as on cut-off Date	18158
4	Agency/Service provider for Voting	National Securities Depository Limited
5	Name of Scrutinizer	CS Dinesh Joshi, a Practicing Company Secretary, (Membership No. FCS 3752 CP No.2246), Designated Partner of KANJ & CO. LLP, Company Secretaries
6	Mode of Voting	Through Physical Postal Ballot and E-voting process
7	Name of the Company Secretary	Mr. Harshad Pusalkar (M. No A24443)
8	Declaration/Announcement of Results by Chairman	Mr. Jayant D. Mhaiskar Chairman & Managing Director DIN: 00716351
9	Date of Declaration/Announcement of Results	17 th May, 2019

POSTAL BALLOT NOTICE:

The Postal Ballot notice dated 12th April 2019 was sent to Members of the Company, whose names appeared on the Register of Members/ List of Beneficiaries as on record date/Cut-off Date i.e. 12th April, 2019. The Company/ Service Provider had sent the Notice of Postal Ballot along with Postal Ballot Form and e-voting details by e-mail to those shareholders who's e-mail IDs were registered with the Company/Registrar & Transfer Agents. For those Members whose email addresses were not registered, dispatch of notice of postal ballot along with the Postal Ballot Forms and business reply envelopes (self-addressed postage prepaid) in physical form were sent separately by permitted mode.

DISPATCH OF NOTICE OF POSTAL BALLOT:

The Company had completed dispatch of the Notice of Postal Ballot through (i) e-mail to the Members whose email IDs are registered with the Company / Depositories; (ii) physical copies of Postal Ballot Forms and self-addressed postage prepaid business reply envelopes through permitted modes by Tuesday, the 16th April, 2019.

PUBLISHING OF NEWSPAPER ADVERTISEMENT:

The Company had published an advertisement in the newspapers viz. Free Press Journal and Loksatta on 17th April 2019, informing about the dispatch of the Notice and remote e-Voting.


CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

VOTING PERIOD:

The voting period (through Postal Ballot Forms / remote e-voting) commenced on Wednesday, the 17th day of April, 2019 (9.00 a.m. 1ST) and ended on Thursday, the 16th day of May, 2019 (5.00 p.m. 1ST). The Members were requested to return the physical postal ballot forms duly completed along with Assent (for) or Dissent (against), so as to reach the Scrutinizer, viz., CS Dinesh Joshi, Practicing Company Secretary, C/o Link Intime India Private Limited, Unit: MEP Infrastructure Developers Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 not later than 5:00 p.m. IST on Thursday, 16th May, 2019. In case of electronic voting, Members were requested to cast their votes electronically upto 5:00 p.m. IST on Thursday, 16th May, 2019. The e-voting module was disabled by NSDL for voting beyond the said date and time. The Scrutinizer carried out the scrutiny of postal ballot forms received physically and the votes polled electronically upto 5:00 p.m. IST on 16th May, 2019 and thereafter on 17th May, 2019 had submitted his report to Mr. Jayant D. Mhaiskar, Chairman & Managing Director of the Company, who was duly authorised by the Company at the Board Meeting 12th April, 2019 for announcement/ declaration of results. On the basis of Reports of the Scrutinizer, the following Special Resolutions were passed by the shareholders of the Company with requisite majority.

RESOLUTION NO. 1 - APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

"**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.1000 Crores [Rupees One Thousand Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

"**RESOLVED FURTHER THAT** the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/documents/undertakings/agreements/papers/ writings for giving effect to this Resolution."

Place: Mumbai

Date of Entry: 6th June 2019Date of Signing: 6th June, 2019


CHAIRMAN

 CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

Summary of Voting Result and Scrutinizer's Report**Result of e-voting, voting through Postal Ballot Forms of the Postal Ballot on the item of Special Business declared on Friday, 17th May, 2019.**

Based on the analysis of the valid votes, the Scrutinizer submitted his report dated 17th May 2019 to Mr. Jayant D. Mhaiskar, Chairman & Managing Director, who announced the result of the Postal Ballot as per the Scrutinizer's Report, summarized as under:

The result of e-voting, voting through Ballot Forms and Ballot Papers are as under:

Resolutions as given in the notice of the Postal Ballot 17 th May, 2019	Particulars of Votes cast						Results Declared
	Electronic Voting + Ballot Form + Ballot Papers						
	% Votes cast in favour of the resolutions		% Votes cast against the resolutions		% Invalid/abstained Votes		
	No.	%	No.	%	No.	%	
Special Business							
Approval for giving Loan or Guarantee or Providing security in connection with loan availed by any of the company's subsidiary(ies) or any other person specified under Section 185 of the Companies Act, 2013.	13,65,63,051	99.9849	20,626	0.0151	0.00	0.00	Approved by requisite Majority

Accordingly, Special Resolutions, as set out in the Postal Ballot Notice dated 12th April, 2019, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on 17th May 2019. The voting result along with the Scrutinizer's Report were displayed on the website of the Company and NSDL. The result were also communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Place: Mumbai

Date: 6th June, 2019


CHAIRMAN

CHAIRMAN'S INITIALS