

Date: 27.05.2024

The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
New Trading Wing,  
Dalal Street, Mumbai- 400001.  
Scrip Code: 533152

The Manager  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block "G"  
5<sup>th</sup> floor, Bandra Kurla Complex,  
Bandra East, Mumbai- 400051.  
Symbol: MBLINFRA

Sir,  
Intimation of Postal Ballot Notice

Please find enclosed copy of Postal Ballot Notice dated 27.05.2024 for seeking approval of members of the Company for (1) Appointment of Mr Dinesh Kumar Saini (DIN: 06425474) as an Independent Director of the Company for consecutive period of 5 years w.e.f 24.05.2024 and (2) Appointment of Ms. Megha Singh (DIN: 10565795) as an Independent Director of the Company for consecutive period of 5 years w.e.f 30.03.2024.

In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories as on the cut -off date i.e. 24<sup>th</sup> May 2024 and whose e-mail IDs are registered with the Company / Depositories. Accordingly, physical copy of the Notice is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-Voting facility to its Members. Please note that communication of assent or dissent of the Members would only take place through the remote e-Voting system. The remote e-voting period commences from 09:00 am (IST) on 30<sup>th</sup> May, 2024 and ends at 05:00 pm (IST) on 28<sup>th</sup> June, 2024.

Please treat this as compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,  
Yours faithfully,  
For MBL Infrastructure Ltd.

  
(Anubhav Maheshwari)  
Company Secretary

Encl: a/a

**MBL Infrastructure Ltd.**  
(Formerly MBL Infrastructures Ltd.)

Registered & Corporate Office : Baani Corporate One, Suite no. 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi-110 025  
Tel. : +91-11-48593300 - 10, Email : delhi@mblinfra.com Website : www.mblinfra.com, CIN-L27109DL1995PLC338407



## MBL INFRASTRUCTURE LTD.

(Formerly known as MBL Infrastructures Ltd.)

CIN L27109DL1995PLC338407

Regd. & Corp Off.: Bani Corporate One Tower, Suite No. 308, 3rd Floor,

Plot No. 5, District Commercial Centre, Jasola, New Delhi - 110 025

Tel: +91- 011 44792982, Fax: +011-48593320, email: cs@mblinfra.com,

Website: www.mblinfra.com

## NOTICE OF POSTAL BALLOT

### Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, each as amended, General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 issued by the Ministry of Corporate Affairs for holding general meetings/conducting the postal ballot process through e-voting (the 'MCA Circular'), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Special Resolutions as set out in the Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting only through electronic means ('remote e-voting').

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts and reasons thereof is appended to this Postal Ballot Notice.

The remote e-voting period commences from 09:00 am (IST) on 30<sup>th</sup> May, 2024 and ends at 05:00 pm (IST) on 28<sup>th</sup> June, 2024.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on 24<sup>th</sup> May 2024 ('cut-off date') and whose e-mail addresses are registered with the Company / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In conformity with the regulatory requirements, Members are advised to cast their votes on the Resolutions only through remote e-voting, for which purpose they are requested to read carefully the instructions annexed to the Notice.

The Board of Directors of the Company on 27<sup>th</sup> May, 2024 appointed Ms Anjali Yadav, Practicing Company Secretary, (Membership No. FCS 6628) as the Scrutinizer to scrutinize the Remote e-Voting process and casting

vote through the e-Voting system in a fair and transparent manner. Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on 28<sup>th</sup> June 2024.

### RESOLUTION:

#### 1. Appointment of Mr Dinesh Kumar Saini (DIN: 06425474) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s). or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr Dinesh Kumar Saini (DIN: 06425474) who was appointed as an additional and Independent Director of the Company w.e.f. 24.05.2024 and in respect of whom a notice has been received in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years, from the date of appointment i.e. 24.05.2024 to 23.05.2029.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

#### 2. Appointment of Ms Megha Singh (DIN: 10565795) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Ms Megha Singh (DIN: 10565795) who was appointed as an additional and Independent Director of the Company w.e.f. 30.03.2024 and in respect of whom a notice has been received in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 consecutive years, from the date of appointment i.e. 30.03.2024 to 29.03.2029.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

For **MBL Infrastructure Ltd.**

Date: 27<sup>th</sup> May, 2024

Place: New Delhi

**Anubhav Maheshwari**

Company Secretary

#### NOTES:

1. The information required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement Regulations), 2015 and the Secretarial Standards on General Meetings, regarding the Directors who are proposed to be appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 1 & 2 set out above are annexed hereto.
2. Pursuant to the provisions of the Companies Act, 2013 read with Rule therein and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing e-voting facility to its members. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
3. In accordance with MCA circulars, physical copies of the notice are not being sent to members for this postal ballot. Members are requested to provide their assent or dissent through e-voting only.
4. (a) In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories as on 24<sup>th</sup> May 2024 and whose e-mail IDs are registered with the Company / Depositories.
  - (b) Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Link Intime India Pvt Ltd to enable servicing of notices / documents / Annual Reports electronically to their email address.
  - (c) Members holding shares in physical mode and who have not registered /updated their email address with the Company are requested to register /update the same by writing to the Company with the details of Folio number and attaching a self-attested copy of PAN card at [info@mblinfra.com](mailto:info@mblinfra.com) or at [delhi@linkintime.co.in](http://delhi@linkintime.co.in).
5. The voting rights of the members will be in proportion to their shares to the total paid up capital of the Company as on cut-off date i.e. 24<sup>th</sup> May 2024. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from 30<sup>th</sup> May, 2024 to 28<sup>th</sup> June, 2024. Members seeking to inspect such documents can send an email to [cs@mblinfra.com](mailto:cs@mblinfra.com).
7. The resolutions shall be deemed to be passed on 28<sup>th</sup> June, 2024 being the last date specified by the Company for e-voting. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.mblinfra.com](http://www.mblinfra.com) and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well as the Corporate Office of the Company and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.
8. Members may please note that the Postal Ballot Notice will also be available on the website of the Company at [www.mblinfra.com](http://www.mblinfra.com), website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL i.e. [www.evoting.nsdl.co.in](http://www.evoting.nsdl.co.in).

#### **INSTRUCTIONS FOR REMOTE E-VOTING**

##### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*




##### **Step 1: Access to NSDL e-Voting system**

##### **(A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option.
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000



Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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**(B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- I. Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- II. **Physical User Reset Password?"**(If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- III. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- IV. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [anjaliyadav.associates@gmail.com](mailto:anjaliyadav.associates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.co.in](http://www.evoting.nsdl.co.in) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)
4. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
  - (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@mblinfra.com](mailto:info@mblinfra.com)/ [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) .
  - (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@mblinfra.com](mailto:info@mblinfra.com)/ [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer

to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

- (iii) Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO.1:

The Board of Directors ("the Board") on 24.05.2024 on the recommendation of Nomination & Remuneration Committee, appointed Mr. Dinesh Kumar Saini (DIN: 06425474) as an Additional and Independent Director of the Company w.e.f. 24.05.2024, not liable to retire by rotation, for a term of 5 consecutive years, from the date of appointment i.e. 24.05.2024 to 23.05.2029, subject to approval of shareholders.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. Dinesh Kumar Saini will hold office until the date of next General Meeting or for the period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Dinesh Kumar Saini for the office of Director of the Company.

The Company has received requisite consent and declarations from Mr. Dinesh Kumar Saini including confirmation that he meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Dinesh Kumar Saini is not related to any existing Director of the Company and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

### Brief profile of Mr Dinesh Kumar Saini

Mr Dinesh Kumar Saini completed his Bachelor's Degree in Civil Engineering in 1981 from Indian Institute of Technology (IIT), Roorkee and also Masters Degree in Building Science and Technology in 1983 from IIT Roorkee.

1982 Batch IRSE Officer joined Railways in June, 1984. During his tenure with Railways, he has worked in construction as well as maintenance including tenure at RDSO. Some of the important assignment held by him is maintenance of Mumbai Sub-urban section of Western Railway and Construction of Chambal Bridge at Kota. He has worked in Mumbai Rail Vikas Corporation (MRVC) as Chief Engineer, Chief Project Manager and also Executive Director. Mr. Saini supervised various important

construction activities undertaken by MRVC in Mumbai Sub-urban area before finally leave the Corporation in October, 2012 to join Delhi Metro Rail Corporation, New Delhi as one of its Functional Directors.

Joining Delhi Metro, one of the prestigious construction organizations of the country, on 17<sup>th</sup> October, 2012, as Director (Project & Planning), Mr Saini, has become one of the most important key-person to carry out the committed construction and commissioning of MRTS Phase III in an environment friendly and most safe manner under highly challenging circumstances. He has also been instrumental in the planning of Delhi MRTS Phase IV, which is now going on a full swing. He has been superannuated from DMRC on the 31<sup>st</sup> May, 2023.

Apart from being a Fellow Member of The Institution of Engineers (India), he is also a member of Tunneling Association of India and Life Member of Indian Building Congress (IBC).

In the opinion of the Board, he fulfils the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the Management of the Company. He possesses appropriate skills, expertise and competencies in the contest of the Company's businesses, particularly in the areas of industry knowledge, strategic insight and business management, which are in alignment with the skills and competencies identified by Nomination & Remuneration Committee and the Board, for the Directors of the Company. Mr. Dinesh Kumar Saini expertise and diverse experience will be a valuable guidance for the benefit of the Company.

Additional information in respect of Mr. Dinesh Kumar Saini, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure to this Notice.

A Copy of draft letter of appointment of Mr. Dinesh Kumar Saini as an Independent Director setting out terms and conditions of appointment is available for electronic inspection for members through electronic mode from 30<sup>th</sup> May, 2024 to 28<sup>th</sup> June, 2024. A brief profile of Mr. Dinesh Kumar Saini is also available on the website of the Company [www.mblinfra.com](http://www.mblinfra.com).

None of the Directors or Key Managerial Personnel including their relatives except Mr. Dinesh Kumar Saini is, in any way, concerned or interested, in the said resolution. The Board recommends the Special Resolution as set out in Item No. 1 of the Notice for approval by the Members.

#### **ITEM NO. 2:**

The Board of Directors ("the Board") on 30.03.2024 on the recommendation of Nomination & Remuneration Committee, appointed Ms. Megha Singh (DIN: 10565795) as an Additional and Independent Director of the Company w.e.f. 30.03.2024, not liable to retire by rotation, for a term of 5 consecutive years, from the date of appointment i.e. 30.03.2024 to 29.03.2029, subject to approval of shareholders.

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Ms. Megha Singh will hold office until the date of next General Meeting or for the period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Megha Singh for the office of Director of the Company.

The Company has received requisite consent and declarations from Ms. Megha Singh including confirmation that she meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Ms. Megha Singh is not related to any existing Director of the Company and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority.

#### **Brief Profile of Ms. Megha Singh**

Ms. Megha Singh is an Hons. Graduate in Journalism from Lady Shri Ram College for Women, Delhi, with a Post Graduate Diploma in Advertising & Marketing from Xavier Institute of Communication, Mumbai. She has about two decades of experience in the field of mass communication and has been associated as an independent consultant with reputed advertising agencies & media houses.

In the opinion of the Board, she fulfils the conditions specified in the Act and Rules made thereunder for her appointment as an Independent Director of the Company and she is independent of the Management of the Company. She possesses appropriate skills, expertise and competencies in the contest of the Company's businesses, particularly in the areas of industry knowledge and business management, which are in alignment with the skills and competencies identified by Nomination & Remuneration Committee and the Board, for the directors of the Company. Ms. Megha Singh expertise will be a valuable guidance for the benefit of the Company.

Additional information in respect of Ms. Megha Singh, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is appearing in the Annexure to this Notice.

A Copy of draft letter of appointment of Ms. Megha Singh as an Independent Director setting out terms and conditions of appointment is available for electronic inspection for members through electronic mode from 30<sup>th</sup> May, 2024 to 28<sup>th</sup> June, 2024. A brief profile of Ms. Megha Singh is also available on the website of the Company [www.mblinfra.com](http://www.mblinfra.com).

None of the Directors or Key Managerial Personnel including their relatives except Ms. Megha Singh is, in any way, concerned or interested, in the said resolution. The Board recommends the Special Resolution as set out in Item No.2 of the Notice for approval by the Members.

By order of the Board  
For **MBL Infrastructure Ltd.**

Date: 27<sup>th</sup> May, 2024  
Place: New Delhi

**Anubhav Maheshwari**  
Company Secretary

**Annexure to the Postal Ballot Notice dated 27<sup>th</sup> May, 2024**

**Details of Director seeking appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015) and Secretarial Standard-2**

<b>Name of the Director</b>	<b>Dinesh Kumar Saini</b>	<b>Megha Singh</b>
<b>Age in years</b>	65	42
<b>Category of Directorship</b>	Independent	Independent
<b>DIN</b>	06425474	10565795
<b>Qualification</b>	Bachelor's Degree in Civil Engineering in 1981 from Indian Institute of Technology (IIT), Roorkee and also Masters Degree in Building Science and Technology in 1983 from IIT Roorkee.	Hons. Graduate in Journalism from Lady Sriram College for Women, Delhi, with a Post Graduate Diploma in Advertising & Marketing from Xavier Institute of Communication, Mumbai.
<b>Experience (including Expertise in specific functional areas)/Brief Resume</b>	Please refer company's website www.mblinfra.com.	Please refer company's website www.mblinfra.com.
<b>Terms and conditions for appointment/ re-appointment</b>	He is being appointed as an Independent Director of the Company for a period of 5 years w.e.f. 24.05.2024, not liable to retire by rotation.	She is being appointed as an Independent Director of the Company for a period of 5 years w.e.f. 30.03.2024, not liable to retire by rotation.
<b>Details of remuneration and remuneration last drawn</b>	He will be entitled for sitting fees for attending the meetings of the Board, Independent Directors and various Committees of Directors.	She will be entitled for sitting fees for attending the meetings of the Board, Independent Directors and various Committees of Directors.
<b>Date on which first appointed on the Board</b>	24.05.2024	30.03.2024
<b>Details of shareholding in the Company</b>	Nil	Nil
<b>Relationship with other Directors/Key Managerial personnel (if any)</b>	None	None
<b>Number of Board Meetings attended during the year</b>	None	None
<b>Details of Directorships in other Companies</b>	Nil	Nil
<b>Details of Committee chairmanship and memberships in other Companies</b>	NIL	NIL