

Date: 29.06.2022

The Secretary,
Bombay Stock Exchange Limited,
New Trading Wing,
Rotunda Building,
P J Tower, Dalal Street,
Mumbai-400 001
Scrip Code: 533152

The Manager,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block "G",
5th floor, BandraKurla Complex,
Bandra East,
Mumbai-400 051
Scrip Code: MBLINFRA

Sir,
**Annual Report for the F.Y. 2021-22 &
Notice of the 27th Annual General Meeting ("AGM")**

In continuation to our letter dated 28.05.2022, please find enclosed Annual Report of the Company for F.Y. 2021-22 along with the Notice for 27th Annual General Meeting, scheduled on Saturday, 30th July 2022 at 2.30 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") facility. These documents are also being sent through electronic mode to those members who e-mail addresses are registered with the Registrar & Transfer Agent/ Depositories.

The Annual Report for F Y 2021-22 and AGM Notice are available on website of the Company www.mblinfra.com.

Please treat this as compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully,
For MBL Infrastructures Ltd

(Anubhav Maheshwari)
Company Secretary



Encl: As above

MBL Infrastructures Ltd.

Registered & Corporate Office : Baani Corporate One, Suite no. 303 & 308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi-110 025
Tel. : +91-11-48593300 - 10, Fax : +91-11-48593320 Email : delhi@mblinfra.com Website : www.mblinfra.com, CIN-L27109DL1995PLC338407

MBL INFRASTRUCTURES LTD.

CIN L27109DL1995PLC338407

Regd. & Corp Off.: Baani Corporate One Tower, Suite No. 308, 3rd Floor,
Plot No. 5, District Commercial Centre, Jasola, New Delhi - 110 025
Tel: +91- 011 48593300, Fax: +011-48593320, email:cs@mblinfra.com,
Website: www.mblinfra.com

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Members of the Company will be held on Saturday, 30th July, 2022 at 2:30 pm through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt-
 - a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon.
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Anjanee Kumar Lakhotia (DIN: 00357695), who retires by rotation and being eligible, offers himself for re appointment.
3. To re-appoint M/s SARC & Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s SARC & Associates, Chartered Accountants (Firm Registration No. 006085N), be and are hereby re-appointed as the Statutory Auditors of the Company for another term of five consecutive years, who shall hold office from the conclusion of this 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held in the year 2027, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and to take all such steps, as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

4. To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder (including any amendments, modification or variation thereof) payment of remuneration of 35,000/- (Rupees Thirty Five Thousand only) plus applicable taxes, reimbursement of out of pocket expenses and other incidental expenses, for conducting the audit of the Cost records of the Company for the financial year 2022-23 by M/s Dipak Lal & Associates, Cost Accountants (Firm Registration No. 101491) as Cost Auditors of the Company appointed by the Board of Directors be and is hereby ratified and confirmed.

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."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Rules made thereunder, and subject to any other approvals, if any, consent of the Company be and is hereby accorded for re-appointment of Mr. Surender Aggarwal (DIN: 07272927) as an Executive Director/Whole Time Director of the Company w.e.f. 01.10.2022 upto 30.09.2023, liable to retire by rotation, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with the liberty to the Board of Directors (hereinafter referred to as Board which terms shall be deemed to including the Nomination & Remuneration Committee of the Board) to alter and vary terms and conditions of said appointment and/or remuneration as may be agreed between the Board and Mr. Surender Aggarwal, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to the said resolution."

6. To consider, and if thought fit, to pass, the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13 and 14 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, of the said Act read with the Companies (Incorporation) Rules, 2014 or any other Rules and Regulations framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), (including any statutory modification or reenactment thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities, consent of the Members be and is hereby accorded for changing the name of the Company from **"MBL Infrastructures Limited"** to **"MBL Infrastructure Limited"**.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause I thereof by the following new Clause I as under:

The name of the Company is **"MBL infrastructure Limited"**

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "MBL Infrastructures Limited" be substituted with the new name, i.e. "MBL Infrastructure Limited" in the Memorandum and Articles of Association of the Company and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company and at all other places wherever appearing.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient."

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

Date: 28.05.2022
Place: New Delhi

Anubhav Maheshwari
Company Secretary

NOTES:

1. Considering the present COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide its circulars dated April 08, 2020, dated April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as MCA Circulars) read with relevant circulars of Securities Exchange Board of India (SEBI), from time to time, has permitted convening of the Annual General Meeting (AGM) through VC or OAVM upto December 31, 2022 without physical presence of the members at the common venue. In accordance with MCA circulars, provisions of the Companies Act 2013 and SEBI (LODR) Regulations, 2015, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since this General Meeting is through VC/OAVM, the physical attendance of members is dispensed with. Accordingly, the facility of appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC/OAVM, attendance slip/the route map of the venue of the meeting is not annexed hereto.
4. The Register of Members and Share Transfer Books would remain closed from 23rd July 2022 to 30th July 2022, both days inclusive.
5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of the quorum under Section 103 of the Companies Act, 2013.
6. 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 re-appointed and the relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 3 to 6 set out above are annexed hereto.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and the relevant documents referred to the Notice will be available electronically for inspection by the members during AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of the Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@mblinfra.com.

8. The notice contains a set of instructions for remote e-voting as per applicable provisions of law.
9. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the AGM.
10. In compliance with MCA circulars, AGM Notice along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Depositories / Link In time India Private Limited, RTA. AGM Notice along with Annual Report 2021-22 will also be available on the website of the Company at www.mblinfra.com, website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.
11. (a) 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.
- (b) 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 or at delhi@linkintime.co.in.

INSTRUCTIONS

VOTING THROUGH REMOTE EVOTING

- 1 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

2. The facility for e-Voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be eligible to exercise their right to vote at the meeting.
3. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting	End of remote e-Voting
9.00 a.m. Wednesday, 27 th July 2022	5.00 p.m., Friday, 29 th July 2022

5. A person whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the Depositories as on the cut-off date i.e. 23rd July, 2022 only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM. 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 23rd July 2022.
6. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
7. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

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

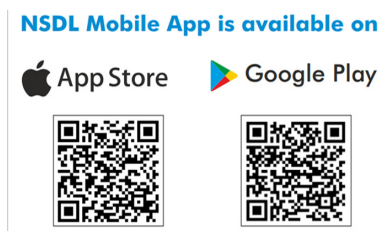
- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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"> (a) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" 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 e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting (b) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp (c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 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 or joining virtual meeting & voting during the meeting

- (d) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN N^o from a link in www.cdslindia.com 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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 or joining virtual meeting & voting during the meeting

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 evoting@nsdl.co.in or call at Toll Free No.: 1800 1020 990 and 1800 22 44 30.
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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

- B) Login Method for e-Voting and joining virtual meeting 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.
 - II. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 and join AGM on NSDL e-Voting system..**
- How to cast your vote electronically and join AGM on NSDL e-Voting system?
- (a) 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 and General Meeting is in active status.
 - (b) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
 - (c) Now you are ready for e-Voting as the Voting page opens.
 - (d) 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.
 - (e) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - (g) 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 with a copy marked to 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. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 23rd July 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on Toll Free No. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23rd July 2022 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system".
 3. 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 to reset the password.

4. 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.com or call on Toll Free No.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Asst. Vice President and /or Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.
5. Ms. Anjali Yadav, Practicing Company Secretary, (Membership No. FCS 6628) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall within 48 hours of the conclusion of AGM submit consolidated Scrutinizer's Report to the Chairman or an authorized person who shall countersign the same and declare the results of voting forthwith.
7. The resolutions shall be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the Resolutions. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company 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. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:
 - (a) 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 / delhi@linkintime.co.in.
 - (b) 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 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
 - (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - (d) In terms of SEBI circular 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.
9. The instructions for Members for e-voting on the day of the AGM are as under:
 - (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - (b) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - (c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - (d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
10. Instructions for Members for attending the AGM through VC/OAVM are as under:
 - (a) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - (b) The attendance through VC/OAVM is restricted and hence members will be allowed on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on 23rd July 2022 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, the Stakeholders Relationship Committee and Auditors will not be restricted on first come first serve basis. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 - (c) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting i.e. from 2.30 p.m. by following the procedure mentioned in the

Notice and the facility may be closed 30 minutes after commencement of meeting.

- (d) Members are encouraged to join the Meeting through Laptops for better experience.
- (e) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (g) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker and may send their request/questions mentioning their name, demat account number/folio number, email id, mobile number at cs@mblinfra.com

latest by 5:00 p.m. (IST) on Saturday, 23rd July 2022, to enable the company to reply suitably at the Meeting.

- (h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (i) When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- (j) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
- (k) Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Asst. Vice President, NSDL and / or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

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

ITEM NO. 3

M/s SARC & Associates, Chartered Accountants, (Firm Registration No. 006085N) were appointed as Statutory Auditors of the Company by the shareholders for a period of 5 (Five) consecutive years in the AGM held on 11th November, 2017 until the conclusion of the ensuing Annual General Meeting.

After evaluating and considering various factors such as competency of the audit team, efficiency in conducting audit, independence etc, the Board of Directors of the Company on recommendation of the Audit Committee, at its meeting held on 28.05.2022, proposed re-appointment of M/s SARC & Associates, Chartered Accountants as Statutory Auditors of the Company, for a second term of five consecutive years, from the conclusion of the ensuing Annual General Meeting, till the Annual General Meeting to be held in the calendar year 2027, at such remuneration mutually agreed and approved by the Board.

The Auditors have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and hold a valid certificate issued by Peer Review Board of the ICAI. The Board is of the opinion that continuation of M/s. SARC & Associates, as Statutory Auditors will be in the best interests of the Company.

The Board of Directors has approved remuneration of Rs 25 lakhs plus applicable taxes and out of pocket expenses for a period of one year commencing 2022-23, subject to their re-appointment by the members. The remuneration to be paid to the Statutory Auditors for the remaining period during their second term would be decided in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of the Notice for approval by the Members.

ITEM NO. 4:

The Board of Directors on the recommendation of Audit Committee has appointed M/s Dipak Lal & Associates, Cost Accountants, as Cost Auditors for the audit of cost records of the Company for the Financial Year ending 31st March 2022, at a remuneration of 35,000 (Rupees Thirty-Five Thousand only) plus applicable taxes, reimbursement of out-of-pocket expenses and other incidental expenses incurred for conducting such audit.

In terms of the provisions of Section 148(3) of the Companies Act, 2013, Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified subsequently by the members of the Company.

Accordingly, consent of the members is sought by passing an ordinary resolution as set out in Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors as approved by the Board of Directors for conducting audit of the cost records of the Company for the financial year ending 31st March, 2023.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution. The Board recommends the resolution as set out in Item No. 4 of the Notice for approval by the Members.

ITEM NO. 5:

The Board of Directors ('the Board') at its meeting held on 28th May, 2022 on the recommendation of Nomination &

Remuneration Committee of the Board, approved the re-appointment of Mr. Surender Aggarwal (DIN: 07272927) as Executive Director/Whole Time Director of the Company w.e.f 01.10.2021 upto 30.09.2023, liable to retire by rotation.

Mr. Surender Aggarwal is also a Whole-time Director of Suratgarh Bikaner Toll Road Company Pvt. Ltd. (SBTRCPL), a 100% Subsidiary of the Company.

The Company has received requisite consent from Mr. Surender Aggarwal including confirmation under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that he is eligible to be appointment as Executive Director/Whole time Director of the Company. Mr. Surender Aggarwal is not debarred from appointment pursuant to any order of SEBI or any other authority. The Company has received a notice from a Member under section 160 of the Act proposing re-appointment of Mr. Surender Aggarwal as Executive Director/Whone-time Director of the Company.

The remuneration and the terms and conditions for appointment are as follows:

- (1) Rs. 0.50 lakhs per month (in the grade of Rs 0.50 lakhs to Rs 2.50 lakhs per month).The Board is authorized in its absolute discretion to increase the same from time to time within the aforesaid range provided it remains in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time.
- (2) Mr Surender Aggarwal shall be entitled to reimbursement of actual business and travelling expenses incurred by him with regard to business of the Company and reimbursement of such expenses will not be treated as an item of perquisites for him.
- (3) Mr Surender Aggarwal shall exercise such powers and functions, as may be delegated by the Board of Directors of the Company.
- (4) In the event of loss or inadequacy of profits in any financial year during the currency of the tenure of service of the said Whole-time Director, the payment of remuneration shall be governed by the limits prescribed under the Companies Act, 2013.
- (5) The above appointment can be terminated either by the Whole-time Director himself or the Board of the Company by serving three months' notice in writing to the other.

The terms of appointment and remuneration given herein above be altered, varied, increased and modified from time to time by the Board of Directors of the Company, as it may at its discretion deem fit so as not to exceed the aforesaid limits and those specified in Schedule V of the Companies Act, 2013 or any modification or reenactment thereof for the time being in force or any amendments made thereto as may be agreed by the Board and the concerned Director.

Mr Surender Aggarwal will also be the Key Managerial Personnel of the Company under section 203 of the Companies Act, 2013. Additional information in respect of Mr. Surender Aggarwal, 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 written memorandum pursuant to Section 190 of the Companies Act, 2013 entered with Mr. Surender Aggarwal as a Whole-time Director is open for inspection by the members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel including their relatives except Mr. Surender Aggarwal is, in any way, concerned or interested, in the said resolution.

The Board recommends the Special Resolution as set out in Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6:

The word 'Infrastructures' in the name of the Company 'MBL Infrastructures Limited' has letter 's' which is superfluous and is required to be deleted.

The Board of Directors of the Company in its meeting held on 28th May, 2022 approved the change of name of the Company from "MBL Infrastructures Limited" to "MBL Infrastructure Limited". Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon has given its no objection to the availability of the changed name.

A certificate dated 28th May, 2022 obtained from M/s. A.S Khanna & Co., Chartered Accountant (Firm registration number 542990) in terms of Regulation 45(3) of SEBI LODR Regulations stating compliance of conditions stipulated in Regulation 45(1) SEBI LODR Regulation is annexed hereto and forms part of this Notice and explanatory statement.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs and approvals/permission of such other statutory/competent authorities as may be required.

Accordingly, approval of the Members by a Special Resolution is being sought to change the name of the Company from "MBL Infrastructures Limited" to "MBL Infrastructure Limited" and consequently to alter the Memorandum and Articles of Association of the Company. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

A copy of the proposed draft of Memorandum and Articles with changed name as well as the existing Memorandum and Articles of Association are available for inspection by the members at the registered office of the Company during normal business hours on all working days and is also available on the website of the Company at www.mblinfra.com.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval by the Members.

For MBL Infrastructures Ltd.

Place: New Delhi
Date: 28 May, 2022

Anubhav Maheshwari
Company Secretary

Annexure to the AGM Notice dated 28th May, 2022

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

Name of the Director	Anjaneer Kumar Lakhotia	Surender Aggarwal
Age in years	59	49
Category of Directorship	Executive	Executive
DIN	00357695	07272927
Qualification	Chartered Accountant	a) Post Graduate with M. Tech (Structures) from IIT (Delhi) b) MBA (Finance) with Specialisation in Construction Management
Experience (including Expertise in specific functional areas)/Brief Resume	More than three decades of experience in the infrastructure industry. Please refer company's website www.mblinfra.com .	More than two decades of versatile experience in the field of civil engineering. Please refer company's website www.mblinfra.com .
Terms and conditions for appointment/re-appointment	At the AGM held on 29th September, 2018, he was re-appointed as Managing Director of the Company for a period of 5 years w.e.f. 26 th May, 2019, liable to retire by rotation. Being eligible he has now offered himself for re-appointment.	He has been re-appointed as Whole Time Director/ Executive Director of the Company w.e.f. 1 st October, 2022 upto 30 th September, 2023 liable to retire by rotation.
Details of remuneration and remuneration last drawn	Details mentioned in the Corporate Governance Report.	Details mentioned in the Corporate Governance Report.
Date on which first appointed on the Board	25.08.1995	13.08.2020 23.06.2021 (Appointed/Redesignated as Whole time Director/Executive Director)
Details of shareholding in the Company	1,33,58,716	Nil
Relationship with other Directors/Key Managerial personnel (if any)	None	None
Number of Board Meetings attended during the year	Details mentioned in the Corporate Governance Report.	Details mentioned in the Corporate Governance Report.
Details of Directorships in other Companies	1. Suratgarh Bikaner Toll Road Company Private Ltd. 2. MBL (MP) Toll Road Company Limited 3. MBL Projects Limited 4. MBL Highway Development Company Limited 5. MBL (MP) Road Nirman Company Limited	1. Suratgarh Bikaner Toll Road Company Private Ltd 2. MBL (Udaipur Bypass) Road Limited 3. Highway Consulting Engineers Private Limited
Details of Committee chairmanship and memberships in other Companies	NIL	NIL

Annexure to the AGM Notice dated 28th May, 2022

Certificate of compliance in terms of Regulation 45 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 for change in name of MBL Infrastructures Ltd.

TO WHOM IT MAY CONCERN

I, Angadpreet Singh Khanna, Practicing Chartered Accountant has verified the relevant records and documents of MBL Infrastructures Ltd ("the Company") for the purpose of ascertaining its compliance with regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to its change in name from "MBL Infrastructures Limited " to "MBL Infrastructure Limited"

In accordance with the information and explanations given to me and based on my examination of the records and documents of the Company, I hereby confirm and certify that the Company is in compliance with the following conditions as specified in Regulation 45(1) of Listing Regulations:

- (a) A time period of at least one year has elapsed from the last change

There has been no change in the name of the Company since 05.07.2006. Therefore, to comply with the condition that time period of at least one year has elapsed from the last change does not arise.

- (b) At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name.

There is no change in activity of the Company. The name change is due to letter 's' in the word 'infrastructures' as appearing in name of the Company "MBL Infrastructures Ltd" being superfluous and is required to be deleted. Therefore, the said condition relating to fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name does not arise.

- (c) The amount invested in the new activity /project is at least fifty percent of the assets of the listed entity

The Company proposes to change the name for the reasons stated in (b) above and not due to any new activity. Therefore, the said condition relating to the amount invested in the new activity/project being at least fifty percent of the assets of the listed entity does not arise.

For A S KHANNA & CO
Chartered Accountants
FRN: 036185N

Angadpreet Singh Khanna
(Proprietor)
Membership No. 542990
UDIN: 22542990AJWNWG1780

Place: Delhi
Date:28/05/2022

