

Date: 30.08.2019

The Secretary,  
BSE Limited,  
New Trading Wing,  
Rotunda Building,  
PJ Tower, Dalal Street,  
Mumbai- 400001

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

Sir,

Sub: Annual Report alongwith AGM Notice:

Please find enclosed Annual Report for the financial year 2018-2019, alongwith AGM Notice, Proxy form and Attendance slip for the Twenty Fourth (24<sup>th</sup>) AGM of the Company scheduled to be held on Saturday, September 28, 2019 at 2:30 PM (IST) at Asia-Pacific Institute of Management, 3&4 Instructional Area, Jasola, Opposite Sarita Vihar, New Delhi- 110025. These documents are also uploaded on the website of the Company [www.mblinfra.com](http://www.mblinfra.com).

Please treat this as compliance of Regulation 34 of 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.

CIN L27109DL1995PLC338407

Corp. & Reg Off.: Baani Corporate One Tower, Suite No. 308, 3rd Floor,  
Plot No. 5, District Commercial Centre, Jasola, New Delhi - 110025  
Tel : +91- 011 48593300, Fax : +011-48593320, email :cs@mblinfra.com,  
Website: www.mblinfra.com

### ANNUAL GENERAL MEETING NOTICE

To  
The Members,

Notice is hereby given that the **Twenty Fourth Annual General Meeting** of the Members of the Company will be held on Saturday, 28th September, 2019 at 2:30 P.M. at Asia-Pacific Institute of Management, 3 & 4 Institutional Area, Jasola, Opposite Sarita Vihar, New Delhi - 110025 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, 2019 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, 2019 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Anjaneer Kumar Lakhota (DIN: 00357695), who retires by rotation and being eligible, offers himself for appointment.

#### SPECIAL BUSINESS:

3. 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 2019-2020 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."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and rules made thereunder, the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") or any other competent authority, whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the "Listing Regulations"), the Memorandum of Association and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent be and is hereby authorized on behalf of the Company, to create, offer, issue and allot, with or without a green shoe option, in one or more tranches, in the course of domestic and/ or international offering(s) in one or more foreign markets and/ or domestic market, by way of a public issue, preferential issue, qualified institutions placement, private placement or a combination thereof, such number of equity shares of the Company (the "Equity Shares") or the Global Depository Receipts ("GDRs"), the American Depository Receipts ("ADRs"), the Foreign Currency Convertible

Bonds ("FCCBs"), fully convertible debentures (FCDs)/ partly convertible debentures (PCDs), optionally convertible debentures (OCDs), preference shares convertible into Equity Shares, non-convertible debentures with warrants and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as the "Securities") or any combination of Securities, to all eligible investors, including residents and/ or non-residents and/or institutions/ banks and/or incorporated bodies and/ or individuals and/or trustees or any other category of investors, and whether or not such investors are members of the Company (collectively the "Investors"), through one or more prospectus or letter of offer or placement document or offering circular or offer document, at such time or times, at face value or such price or at market price(s) or premium to market price(s) in terms of applicable regulations, aggregating up to ₹300 Crores (Rupees Three Hundred Crores Only) or equivalent thereof, subject to the borrowing limits of the Company as may be approved by Board, from time to time, on such terms and conditions and in such manner as the Board may in its sole discretion decide including the timing of the issue(s) / offering(s), the Investors to whom the Securities are to be issued, terms of issue, issue price, number of Securities to be issued, the Stock Exchanges on which such securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received including details on face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the ratio / number of Equity Shares to be allotted on redemption/ conversion, period of conversion, fixing of record date or book closure dates, etc., as the case may be applicable, prescribe any terms or a combination of terms in respect of the Securities in accordance with local and / or international practices including conditions in relation to offer, early redemption of Securities, debt service payments, voting rights, variation of price and all such terms as are provided in domestic and / or international offerings and any other matter in connection with, or incidental to the issue, in consultation with the merchant bankers or other advisors or otherwise, together with any amendments or modifications thereto.

**RESOLVED FURTHER THAT** the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Equity Shares to be allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** if the issue or any part thereof is made for Securities, which are convertible into or exchangeable with the Equity Shares of the Company within the meaning of the SEBI Regulations or any combination of Securities as may be decided by the Board, issued for such purpose, the same shall be fully paid-up and the allotment of such Securities shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations, from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under the SEBI Regulations and the Securities shall not be eligible to be sold except as may be permitted, from time to time, under the SEBI Regulations.

**RESOLVED FURTHER THAT** in case of a qualified institutions placement pursuant to ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** the Company may, in accordance with applicable laws, also offer a discount of such percentage as permitted under applicable laws on the price calculated in accordance with the pricing formula provided under the SEBI Regulations.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to qualified institutional buyers under ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that convertible securities and/ or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event of issue of Securities, the number of Equity Shares and / or conversion price in relation to

Equity Shares that may be issued and allotted on conversion shall be appropriately adjusted for corporate actions including bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring exercise.

**RESOLVED FURTHER THAT** in the event the Securities proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue or such date as may be decided by the Board subject to relevant provisions of the applicable law, rules and regulations as may be amended from time to time, in relation to proposed issue of securities.

**RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/ or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re- classification of the Securities into other securities and/ or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority

or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolutions including any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/ conversion of the Securities, if any, rate of interest, creation of mortgage/ charge in accordance with provisions of the Companies Act, 2013 and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/ or letter of offer and/ or placement document and/ or offering circular and/ or offer document and/ or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or to one or more Directors to take such steps and to do all such acts, deeds, matters and things and accept

any alterations or modifications as it/they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.

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

Place: New Delhi  
Dated: 29.08.2019

**Anubhav Maheshwari**  
Company Secretary

#### NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out to the Notice is annexed herewith.
2. The Corporate Indentification Number of the Company is L27109DL1995PLC338407.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
4. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 28th September, 2019 (both days inclusive).
6. Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR) the brief resume/ profile of the Director recommended by the Board for re-appointment as on the date of notice is enclosed as Annexure.
7. Members are requested to notify immediately changes of address, nominations, etc., if required:
  - (i) to their Depository Participants (DPs) in respect of their shares held in demat form; and
  - (ii) to the Company or to its Registrar & Transfer Agent in respect of the shares held in physical form, if any.
8. All documents referred to in the notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days, upto the date of Annual General Meeting.
9. Members are requested to bring their attendance slips together with their copies of the Annual Report to the meeting.
10. Members desiring any information on the Audited Accounts 2018-19 and operations are requested to write to the Company Secretary at the Registered Office at least 10 days before the meeting so as to enable the Management to keep the information ready at the Meeting.
11. The Company to comply with SEBI Circular at 20th April, 2018 and further SEBI Circular at 16th July, 2018 well send seperately a format requesting shareholders holding shares in physical form to submit it with the Company/RTA along with the copy of PAN card and Bank details (original cancelled cheque leaf/attested passbook showing the same of the account holder).

In pursuance of SEBI notification dated June 8, 2018, with effect from December 5, 2018, requests for transfer of shares shall not be processed unless the shares are held in dematerialized form with a depository. However, transmission or transposition of shares in physical form shall continue to be allowed. Therefore, the Members holding equity shares of the Company in physical form are advised to dematerialize their shareholding.
12. Pursuant to LODR with Stock Exchanges and applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder, Company can serve Annual Reports and other communications to the members through post or by registered

post or by speed post or by courier or through electronic mode. Accordingly, Annual Report for the financial year sent by the permissible mode to the members entitled thereto. In case the members do not receive the same, upon receipt of request it shall be provided by post/courier, free of cost.

13. Board of Directors of the Company has appointed Ms. Anjali Yadav, Practicing Company Secretaries, as Scrutinizer for conducting the remote e-voting process and Postal Ballot voting process, in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the same purpose.

**14. VOTING THROUGH ELECTRONIC MEANS AND BALLOT:**

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of LODR the Company will provide facility for voting by electronic means for the business to be transacted at the AGM.
- (b) 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. 21st September, 2019 shall be entitled to avail the facility of voting through e-voting/ Proxy Form/Venue of the meeting.

**(c) VOTING THROUGH REMOTE E-VOTING**

- (i) The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities to the members. The facility of casting votes by a member using an electronic voting system (remote evoting) will be provided by NSDL and the items of business as detailed in the Notice may be transacted through remote e-voting.
- (ii) The remote e-voting period commences on 25th September, 2019 (9:00 A.M) and ends on 27th September, 2019 (5:00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (iii) In case a Member receiving an email of the AGM Notice from NSDL [for Members whose email IDs are registered with the Company/Depository Participant(s)]:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>**

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

**Details on Step 1 is mentioned below:**

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.nsd.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 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password 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.nsd.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**
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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) 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).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) 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.
  - d) 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.

#### **Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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).
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 <https://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.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222- 990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
  - (i) Initial password is provided at the bottom of the Attendance Slip for the AGM.
  - (ii) Please follow above steps to cast vote.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2019. In case of joint holders, only one of the joint holders may cast his vote.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).
7. 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 of 21st September, 2019, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Paper.

#### 15. VOTING AT AGM VENUE:

- (i) The facility for voting through Ballot Paper shall be made available at the meeting and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
  - (ii) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - (iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and/or vote (poll) on their behalf at the Meeting.
16. Ms. Anjali Yadav, Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting and polling process in a fair and transparent manner.
17. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
18. The Scrutinizer shall after the conclusion of voting by poll at the general meeting, will first count the votes cast at the meeting and

thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, not later 48 (Forty Eight) hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mblinfra.com](http://www.mblinfra.com) and on the notice board of the Company at its registered office and on the website of NSDL within 48 (Forty Eight) hours of passing of the resolutions at the AGM of the Company and shall be communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
20. In keeping with the Ministry of Corporate Affairs "Green Initiative" measures and applicable provisions of Companies Act, 2013 read with the allied rules made thereunder, the Company hereby requests Members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices etc. from the Company electronically.

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

#### ITEM No. 3:

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 2020, at a remuneration of ₹35,000 (Rupees Thirty Five Thousand only) plus applicable taxes, reimbursement of out-of-pocket expenses and other incidental expenses to be 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.3 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, 2020.

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. 3 of the Notice for approval by the Members.

#### ITEM NO. 4 :

The Company requires enabling resolution to raise further capital to meet long term working capital and capital expenditure requirements of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries, joint ventures and affiliates besides strengthening the Balance Sheet of the Company including repayment of debt, tap acquisition opportunities, usage for business ventures / projects and other general corporate purposes. Accordingly, the Company proposes to raise additional capital aggregating up to 300 Crores (Rupees Three Hundred Crores Only) or its equivalent thereof by way of placement of Equity Shares to qualified institutional buyers through Qualified Institutions Placement ("QIP")/ Private Placement in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") and/ or private placement in international



markets through ADRs/GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures/optionally convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods.

The QIP/private placement may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the ICDR Regulations and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable guidelines, notifications, rules and regulations.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations.

The Special Resolution enables the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible Debentures and such other Securities as stated in the resolution (the 'Securities') at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with Merchant Bankers, Advisors, Underwriters, etc, inclusive of such premium, as may be determined by the Board in one or more tranche(s), subject to SEBI (ICDR) Regulations and other applicable laws, rules and regulations.

The Equity Shares allotted would be listed on one or more stock exchanges in India. The offer/ issue / allotment would be subject to obtaining necessary regulatory approvals, if applicable. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Merchant Bankers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevalent market conditions from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue / allotment / conversion of Securities would be subject to the receipt of regulatory approvals, if any. Further the conversion of Securities held by foreign investors, into Equity Shares would be subject to the permissible foreign shareholding limits / cap specified by Reserve Bank of India, from time to time.

Pursuant to the provisions of Section 42, 62 and 71 of the Companies Act, 2013 ('the Act') including any rules made thereunder and any other provision of the said Act, as may be applicable and the relevant provisions of the listing obligations with the stock exchanges and any other applicable laws, the issue of securities comprising equity shares, foreign currency convertible bonds, ADR's, GDR's, non-convertible debentures and / or issue of debentures on private placement, convertible debentures, etc, will require the prior approval of the Members by way of a Special Resolution.

This Special Resolution at item No. 4, if passed, will have the effect of permitting the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing shareholders of the Company.

The Directors and Key Managerial Personnel of the Company and their relatives thereof may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued / allotted to them or to the companies in which they are director or member. Save as aforesaid, none of the Directors, Key Managerial Personnel, or their relatives thereof is/are in any way concerned or interested in this resolution.

The Board recommends the resolution as set out in Item no. 4 of the Notice for approval by the Members.

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

**Anubhav Maheshwari**  
Company Secretary

Place: New Delhi  
Dated: 29.08.2019

**Details of Director seeking re-appointment at the forthcoming Annual General Meeting  
(Pursuant to Regulation 36(3) of SEBI (Listing Obligation and  
Disclosure Requirement) Regulations, 2015)**

**Item No. 2**

Name of the Director	Mr. Anjaneer Kumar Lakhotia (00357695)
Date of Appointment on the Board	25th August, 1995
Brief Resume	Commerce graduate from St. Xavier's College, Kolkata and is a fellow member of the Institute of Chartered Accountants of India (ICAI).
Expertise	He is Promoter of the Company and has over two decades of experience in the infrastructure industry.
Relationship between Directors inter-se	None
Directorship held in other public listed company	None
Member in the Committees of the Boards of the Companies in which he is Director (other than MBL Infrastructures Ltd) (includes only Audit Committee & Stakeholder Relationship Committee)	1. Suratgarh Bikaner Toll Road Company Pvt. Ltd. 2. MBL Projects Ltd. 3. MBL Highway Development Company Ltd. 4. MBL (MP) Road Nirman Company Ltd. 5. MBL (MP) Toll Road Company Ltd. 6. MBL ( Udaipur Bypass) Road Ltd.
Number of shares held in the Company	1,33,58,716

Place: New Delhi  
Date: 29.08.2019

For **MBL Infrastructures Ltd.**  
**Anubhav Maheshwari**  
Company Secretary



**MBL INFRASTRUCTURES LTD.**

24th Annual General Meeting-28th September, 2019

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

CIN: L27109DL1995PLC338407

Name of the Company: **MBL Infrastructures Ltd.**

Registered Office: Baani Corporate One Tower, Suite # 308, 3rd Floor, Plot No. 5, District Commercial Centre, Jasola, New Delhi - 110 025

Name of the Member(s) .....

Registered Address : .....

Email Id: .....

Folio No/Client ID : .....

DPID : .....

I/We, being the member(s) of \_\_\_\_\_ Shares of MBL Infrastructures Ltd., hereby appoint

1. Name : ..... Address:.....

.....

Email Id: .....Signature:....., or failing him/her
2. Name : ..... Address:.....

.....

Email Id: .....Signature:....., or failing him/her
3. Name : ..... Address:.....

.....

Email Id: .....Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on 28th September, 2019 and at Asia-Pacific Institute of Management 3 Et 4 Institutional Area, Jasola, Opp. Sarita Vihar, New Delhi - 110025 any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Particulars	Optional	
		For	Against
<b>Ordinary Business</b>			
1 (a)	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and Auditors thereon.		
1(b)	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and Report of the Auditors thereon.		
2	For appointment of a Director in place of Mr. Anjanee Kumar Lakhotia (DIN: 00357695), who retires by rotation and being eligible offers himself for re-appointment.		
<b>Special Business</b>			
3	To ratify the remuneration of Cost Auditors of the Company;		
4	To issue and allot securities;		

Signed this.....day of.....2019



Signature of Shareholder:.....Signature of Proxy holder(s):.....

**Note:**

- 1 This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2 For the resolutions, explanatory statement and notes, please refer to the Notice dated 29th August, 2019 for the 24th Annual General Meeting.