

MBL/2017-18

Date:13.10.2017

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"
5th floor, Bandra Kurla Complex,
Bandra East,
Mumbai- 400051


Sir,

Sub: Notice of 22nd Annual General Meeting

Please find enclosed Notice dated 29th May, 2017 for convening the 22nd Annual General Meeting of the Company on Saturday, 11th November, 2017 at 2.00 p.m. at Bhasha Bhawan, National Library Auditorium at Belvedere Road, Kolkata- 700 027 for your reference and records.

This may be treated as compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
Yours faithfully
For MBL Infrastructures Ltd.


Anubhav Maheshwari
(Company Secretary)

Encl: a/a



MBL INFRASTRUCTURES LTD.
CIN L27109WB1995PLC073700

Registered Office.: "DIVINE BLISS", 2/3, Judges Court Road, 1st Floor, Kolkata-700 027,
Tel : +91-33-33411800, Fax : +91-33-33411801, email :cs@mblinfra.com, Website : www.mblinfra.com

ANNUAL GENERAL MEETING NOTICE

To
The Members,

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of the Company will be held at Bhasha Bhawan, National Library Auditorium, at Belvedere Road, Kolkata-700 027 on Saturday, the 11th day of November, 2017 at 2.00 P.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt-
 - a. The Annual Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Members of the Board of Directors and Auditors thereon.
 - b. The Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 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 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 amendment, modification or variation thereof M/s SARC & Associates, Chartered Accountants (Firm Registration No. 006085N), be and are hereby appointed as the Auditors of the Company, subject to the approval of the Committee of Creditors, in place of the retiring auditors, Agarwal S. Kumar & Associates, for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2022, subject to annual ratification by the members at the Annual General Meeting of the Company, on such remuneration as may be mutually agreed between the members of the Board of Directors and the Auditors."

RESOLVED FURTHER THAT the members of 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:

Item No. 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 other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder (including any amendment, modification or variation thereof) consent of the Company be and is hereby given for payment of remuneration of Rs. 30,000/- (Rupees Thirty 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 as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year 2017-2018, to M/s Dipak Lal & Associates, Cost Accountants (Firm Registration No. 101491) as Cost Auditors of the Company.

RESOLVED FURTHER THAT the members of 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."

By order of the Members of the Board

For MBL Infrastructures Ltd.

Date: 29th May 2017
New Delhi

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. **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.**
3. **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.**
4. The Register of Members and Share Transfer Books of the Company will remain closed from 4th November, 2017 to 11th November, 2017 (both days inclusive).
- 5 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 Members of the Board for re-appointment is enclosed as Annexure to the Notice.
- 6 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.
- 7 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.
- 8 Members are requested to bring their attendance slips together with their copies of the Annual Report to the meeting.
- 9 Members desiring any information on the Audited Accounts 2016-17 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.
- 10 Members may note that Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to furnish the copy of the PAN to their respective Depository Participant. Members holding shares in physical form can submit their PAN details to the Company or its Registrar & Share Transfer Agent. Further it is mandatory to furnish a copy of the PAN in the following cases:
 - i. Deletion of the name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.
 - ii. Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - iii. Transposition of shares - when there is change in the order of names in which physical shares are held jointly in the names of the two or more shareholders.
 - iv. Transfer of Shares.
- 11 Pursuant to LODR with Stock Exchanges and applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder, companies 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 ended 31st March, 2017 shall be sent by the permissible mode to the members entitled thereto. In case the members do not receive the same, upon receipt of a request it shall be provided by post/courier, free of cost.
- 12 The members of Board of Directors of the Company has appointed Ms. Alpana Sethia, Practicing Company Secretary, as Scrutinizer for conducting the voting and remote e-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.
- 13 **VOTING THROUGH ELECTRONIC MEANS:**
 - (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. 3rd November, 2017 shall be entitled to avail the facility of voting through e-voting/Venue of the meeting.

The shareholders shall have one vote per equity share held by them as on the cut-off date of 3rd November 2017. The facility of remote e-voting would be provided for every folio/client ID, irrespective of the number of joint holders.

(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 e-voting) 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 8th November, 2017 (9:00 A.M) and ends on 10th November, 2017 (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)]:
 - (i) Open email and open PDF file viz; "mblinfra e-voting.PDF" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "E Voting Event Number (EVEN)" of " MBL Infrastructures Ltd. " for casting your vote.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to alpanasethia@gmail.com with a copy marked to evoting@nsdl.co.in
- (d) 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 all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (e) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800 222 990.
- (f) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- (g) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (h) 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 3rd November 2017. In case of joint holders, only one of the joint holders may cast his vote.
- (i) 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. 3rd November 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kolkata@linkintime.co.in.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll no.: 1800 222 990.
- (j) Your Login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are a shareholder.

- (k) Login to e-voting website will be disabled upon 5 (Five) unsuccessful attempts to key in the correct password, in such an event, you will need to go through "Forgot User Details/Password" option available on the website to reset the same.
- (l) 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 3rd November 2017, 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 casted 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 authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and/or vote (poll) on their behalf at the Meeting.
16. Ms Alpana Sethia, Practising Company Secretary, 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 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.

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

ITEM NO. 4

The members of the Board of Directors on the recommendation of the members of the Audit Committee in its meeting held on 29th May, 2017 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 2018, at a remuneration of Rs. 30,000 (Rupees Thirty Thousand only) plus applicable taxes and 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 members of 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 for 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 members of the Board of Directors for conducting audit of the cost records of the Company for the financial year ending 31st March, 2018.

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

The members of the Board recommends the Resolution as set out in the Notice for approval by the members

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

Date: 29th May 2017
New Delhi

Anubhav Maheshwari
Company Secretary

Annexure to AGM Notice dated 29th May 2017

**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 Lakhota
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	Aged 54 years. He is the founder and Promoter Director of the Company and has over two decades of experience in the infrastructure industry. His knowledge, experience and vision has helped the Company.
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)	Suratgarh Bikaner Toll Road Company Pvt. Ltd. MBL Projects Ltd. AAP Infrastructure Ltd. MBL Highway Development Company Ltd. MBL (MP) Road Nirman Company Ltd.
Number of shares held in the Company	1308528

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

