



Creating Highways to Success

Dated: 12<sup>th</sup> November, 2017

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

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-400 051

Sir

### Summary of Proceedings of 22<sup>nd</sup> Annual General Meeting & Voting Results

Please note that the shareholders of the Company in the 22<sup>nd</sup> Annual General Meeting (AGM) held on 11<sup>th</sup> November, 2017 at Bhasha Bhawan, National Library Auditorium at Belvedere Road, Kolkata -700 027 had approved the following resolutions with requisite majority, as detailed in the AGM Notice dated 29<sup>th</sup> May, 2017:

- 1 a) Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the Reports of Members of the Board of Directors and Auditors thereon.
- b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2017 and Report of Auditors thereon.
2. Re-appointment of Mr. Anjaneer Kumar Lakhota (DIN: 00357695), who retires by rotation.
3. Appointment of M/s. SARC & Associates, Chartered Accountants as statutory auditors of the Company.
4. Ratification of remuneration payable to M/s Dipak Lal & Associates, Cost Accountants as Cost Auditors for the financial year 2017-18.

The Company had availed remote e-voting facility of National Securities Depository Limited (NSDL). The remote e-voting period commenced on Wednesday, 8<sup>th</sup> November, 2017 (9:00 a.m) and ended on Friday, 10<sup>th</sup> November, 2017 (5:00 pm) and was forthwith blocked by NSDL. At the meeting 459 number of members were present in person and 23 members in Proxy. The Chairman after discussing the aforesaid resolutions allowed voting by Ballot papers to all those members who were present at the meeting and whose names appeared in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date i.e 3<sup>rd</sup> November, 2017 but had not casted their votes by availing remote e-voting facility. The same was conducted as per the prescribed procedure in presence of the Scrutinizer, Ms. Alpana Sethia, Practicing Company Secretary. The Scrutinizer immediately after the conclusion of the voting through Ballot Papers, first counted the votes casted at the

**MBL Infrastructures Ltd.**

CIN-L27109WB1995PLC073700

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meeting, thereafter unblock the votes casted through remote e-voting in presence of two witnesses not in employment of the Company. The Consolidated Scrutinizer Report dated 11<sup>th</sup> November, 2017 ("Scrutinizer Report") of the total votes casted in favour or against, if any, through remote e-voting and ballot process, was submitted to Mr. Anjaneer Kumar Lakhota, who had counter signed the Scrutinizer Report, providing particulars of votes casted in respect of each resolution is enclosed.

In terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of the voting results of the meeting is also enclosed.

Thanking you,  
Yours faithfully,

For MBL Infrastructures Ltd.

  
Anubhav Maheshwari  
Company Secretary



Encl: a/a

Item No.1- Ordinary Resolution

The Annual Audited Standalone Financial Statements for the financial year ended 31<sup>st</sup> March 2017 and the Reports of the Members of the Board of Directors and Auditors Report thereon and Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 and the Report of the Auditors thereon

Whether promoter/ promoter group are interested in No  
the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour – [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		4965593	55.86	4965593	-	100.00	-
	Poll/Ballot		4046128	44.14	4046128	-	100.00	-
	Postal Ballot	9011721	-	-	-	-	-	-
	<b>Total</b>		<b>9011721</b>	<b>100.00</b>	<b>9011721</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting		300000	91.24	300000	-	100.00	-
	Poll	328812	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>300000</b>	<b>91.24</b>	<b>300000</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Non Institutions	E-Voting		679024	2.03	677868	1156	99.83	0.17
	Poll		257862	2.68	257860	2	100.00	0.00
	Postal Ballot	32114091	-	-	-	-	-	-
	<b>Total</b>		<b>936886</b>	<b>4.71</b>	<b>935728</b>	<b>1158</b>	<b>99.88</b>	<b>0.12</b>
<b>Total</b>		<b>41454624</b>	<b>10248607</b>	<b>23.15</b>	<b>10247449</b>	<b>1158</b>	<b>99.99</b>	<b>0.01</b>



**Item No.2- Ordinary Resolution**

**Re-appointment of a Director in place of Mr. Anjaneer Kumar Lakhota (DIN 00357695) who retires by rotation and being eligible offers himself for re-appointment.**

Whether promoter/ promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting #		3704877	55.86	3704877	-	100.00	-
	Poll/Ballot #	9011721	3998316	44.14	3998316	-	100.00	-
	Postal Ballot		-	0.00	-	-	-	-
	<b>Total</b>		<b>7703193</b>	<b>100.00</b>	<b>7703193</b>	-	<b>100.00</b>	-
Public Institutions	E-Voting		300000	91.24	300000	-	100.00	-
	Poll	328812	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>300000</b>	<b>91.24</b>	<b>300000</b>	-	<b>100.00</b>	-
Public Non Institutions	E-Voting		679024	2.03	669616	9408	98.61	1.39
	Poll		257860	2.68	257858	2	100.00	-
	Postal Ballot	32114091	-	-	-	-	-	-
	<b>Total</b>		<b>936884</b>	<b>4.71</b>	<b>927474</b>	<b>9410</b>	<b>99.00</b>	<b>1.00</b>
<b>Total</b>		<b>41454624</b>	<b>8940077</b>	<b>23.15</b>	<b>8930667</b>	<b>9410</b>	<b>99.89</b>	<b>0.11</b>

# Excludes votes of Related Party pursuant to Companies Act 2013 and SEBI Listing Obligations & Disclosure Regulations, 2015



Item No.3- Ordinary Resolution

Appointment of M/s SARC & Associates, Chartered Accountants (Firm Registration No. 006085N), as the Statutory Auditors of the Company for a period of 5 years from the conclusion of the Annual General meeting.

Whether promoter/ promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		4965593	55.8617	4965593	-	100.00	-
	Poll/Ballot		4046128	44.1383	4046128	-	100.00	-
	Postal Ballot	9011721	-	-	-	-	-	-
	<b>Total</b>		<b>9011721</b>	<b>100.0000</b>	<b>9011721</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutions	E-Voting		300000	91.2375	300000	-	100.00	-
	Poll	328812	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>300000</b>	<b>91.2375</b>	<b>300000</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public Non Institutions	E-Voting		679024	2.0328	677811	1213	99.82	0.18
	Poll		257862	2.6813	257860	2	100.00	-
	Postal Ballot	32114091	-	-	-	-	-	-
	<b>Total</b>		<b>936886</b>	<b>4.7141</b>	<b>935671</b>	<b>1215</b>	<b>99.87</b>	<b>0.13</b>
<b>Total</b>		<b>41454624</b>	<b>10248607</b>	<b>23.1497</b>	<b>10247392</b>	<b>1215</b>	<b>99.99</b>	<b>0.01</b>



Item No.4-Ordinary Resolution

Payment of remuneration to M/s Dipak Lal & Associates, Cost Accountants (Firm Registration No. 101491) as Cost Auditors of the Company for the financial year 2017-18.

Whether promoter/ promoter group are interested in No the agenda/resolution?

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	4965593	4965593	55.86	4965593	-	100.00	-
	Poll/Ballot	9011721	4046128	44.14	4046128	-	100.00	-
	Postal Ballot		-	0.00	-	-	-	-
	<b>Total</b>		<b>9011721</b>	<b>100.00</b>	<b>9011721</b>	-	<b>100.00</b>	-
Public Institutions	E-Voting		300000	91.24	300000	-	100.00	-
	Poll	328812	-	0.00	-	-	-	-
	Postal Ballot		-	0.00	-	-	-	-
	<b>Total</b>		<b>300000</b>	<b>91.24</b>	<b>300000</b>	-	<b>100.00000</b>	-
Public Non Institutions	E-Voting		679024	2.03	677193	1831	99.73	0.27
	Poll	32114091	257862	2.68	257860	2	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>936886</b>	<b>4.71</b>	<b>935053</b>	<b>1833</b>	<b>99.80</b>	<b>0.20</b>
<b>Total</b>		<b>41454624</b>	<b>10248607</b>	<b>23.15</b>	<b>10246774</b>	<b>1833</b>	<b>99.98</b>	<b>0.02</b>



ALPANA SETHIA  
PRACTICING COMPANY SECRETARY  
COP No- 5098

11<sup>th</sup> November, 2017

Mr. Anjaneer Kumar lakhotia  
Managing Director  
MBL Infrastructures Ltd.  
"Divine Bliss"  
2/3, Judges Court Road  
1st Floor, Kolkata 700 027

Dear Sir

**Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting and Ballot Process conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.**

I, Alpansethia, proprietor of M/s Alpansethia, Practicing Company Secretaries, appointed by the members of the Board of Directors of MBL Infrastructures Ltd (the Company) to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and Ballot Papers conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Resolutions mentioned in the Annual General Meeting ("AGM") Notice dated 29<sup>th</sup> May, 2017.

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. Our responsibility as a Scrutinizer is only to the extent of making Scrutinizer Report for ascertaining the votes cast in "favour" or "against" for respective resolutions of the AGM Notice.

A person whose name was 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. 03<sup>rd</sup> November, 2017 was entitled to vote on the resolutions of the AGM Notice.

The Company had engaged the services of National Securities and Depository Limited, (Service Provider) for providing remote e-voting facility and the Service Provider had set up the remote e-voting facility on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Service Provider had provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the AGM. The shareholders who were not able to cast their vote through remote E-voting could cast their vote at the AGM venue through ballot papers.

I hereby submit my Report as under:



Alpansethia

**ALPANA SETHIA**  
**PRACTICING COMPANY SECRETARY**  
**COP No- 5098**

- 1 The period for remote e-voting had commenced at 9.00 a.m. on Wednesday, 08<sup>th</sup> November, 2017 and closed at 5.00 p.m. on Friday, 10<sup>th</sup> November, 2017. At the end of the remote e-voting period the facility was blocked by the Service Provider.
  
- 2 At the venue of the AGM, the empty Ballot Box kept for voting through Ballot Process was locked in my presence and members who were present at the meeting. The locked Ballot Box upon completion of the voting was unlocked in my presence.  
  
After the conclusion of the counting of votes through Ballot Papers, the votes cast through remote e-voting were unblocked in presence of 2 witnesses Mr. Manoj Kumar Sethia and Mr. Hershvardhan Sethia who are not in the employment of the Company. The results of remote e-voting are based on the reports generated from Service Provider website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  
- 3 We have collated the votes downloaded from the remote-e-voting and ballot papers to declare the final results for each of the resolution forming part of the AGM Notice and to ascertain the number of shares voted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the consolidated report
  
- 4 The Registers and all other records/ papers relating to Remote e-voting and Ballot process shall remain in our custody till the Chairman considers, approves and signs the AGM Minutes and thereafter the same shall be returned.
  
- 5 You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as detailed in the attachment and marked as Annexure-A.

Thanking you,

Place: Kolkata  
Dated: 11.11.2017

For Alpana Sethia  
Company Secretaries  
**ALPANA SETHIA**  
Company Secretary  
*Alpana Sethia*  
(Alpana Sethia)  
C.P. No.-5098  
C.P. No. 5098

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of MBL Infrastructures Ltd. were unblocked from e-voting website of National Securities Depository Limited in our presence at 4:30 p.m. on 11<sup>th</sup> November, 2017.



Manoj Kumar Sethia  
10 B, Heysham Row  
KOL-20

(Witness Name and Address)

Hersh Vardhan Sethia  
10 B Heysham Row  
Kol-20

(Witness Name and Address)

Countersigned by  
For MBL Infrastructures Ltd

*Anjanee Kumar*

Anjanee Kumar Lakhota  
Managing Director

Anexure-A

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Ballot Papers	Number of votes casted by Ballot Papers	Total No. of votes cast through Remote-voting and Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2)+(4)	6
<b>Item No. 1 : Ordinary Resolution for 1. The Annual Audited Standalone Financial Statements for the financial year ended 31st March 2017 and the Reports of the Members of the Board of Directors and Auditors Report thereon and Annual Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Report of the Auditors thereon.</b>						
Voted in favour of the resolution	56	5943461	95	4303988	10247449	99.99
Voted against the resolution	5	1156	1	2	1158	0.01
<b>Total</b>	<b>61</b>	<b>5944617</b>	<b>96</b>	<b>4303990</b>	<b>10248607</b>	<b>100.00</b>

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Ballot Papers	Number of votes casted by Ballot Papers	Total No. of votes cast through Remote-voting and Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2)+(4)	6
<b>Item No. 2 : Ordinary Resolution for Mr. Anjaneer Kumar Lakhotia (DIN 00357695) who retires by rotation .</b>						
Voted in favour of the resolution	48	4674493	95	4256174	8930667	99.89
Voted against the resolution	12	9408	1	2	9410	0.11
<b>Total</b>	<b>60</b>	<b>4683901</b>	<b>96</b>	<b>4256176</b>	<b>8940077</b>	<b>100</b>
<b>Abstained/Invalid Votes #</b>	<b>1</b>	<b>1260716</b>	<b>1</b>	<b>47812</b>		

# Votes of Related Party as defined under the Companies Act 2013 and SEBI ( Listing Obligations and Disclosure Requirements) Regulations 2015



Alpina Soling

Particulars	Number of Members voted through Remote E-voting		Number of Remote E-votes casted		Number of Members voted through Ballot Papers		Number of votes casted by Ballot Papers		Total No. of votes cast through Remote voting and Ballot Papers		% of total number of valid votes cast	
	1	2	3	4	5=(2)+(4)	6						
<b>Item No. 3 : Ordinary Resolution for appointment of M/s SARC &amp; Associates, Chartered Accountants (Firm Registration No. 006085N), as the Statutory Auditors of the Company</b>												
Voted in favour of the resolution	55	5943404	95	4303988	10247392	99.99						
Voted against the resolution	6	1213	1	2	1215	0.01						
<b>Total</b>	<b>61</b>	<b>5944617</b>	<b>4303990</b>	<b>4303990</b>	<b>10248607</b>	<b>100</b>						

Particulars	Number of Members voted through Remote E-voting		Number of Remote E-votes casted		Number of Members voted through Ballot Papers		Number of votes casted by Ballot Papers		Total No. of votes cast through Remote voting and Ballot Papers		% of total number of valid votes cast	
	1	2	3	4	5=(2)+(4)	6						
<b>Item No. 4 : Ordinary Resolution for payment of remuneration to M/s Dipak Lal &amp; Associates, Cost Accountants (Firm Registration No. 101491) as Cost Auditors of the Company for the financial year 2017-18.</b>												
Voted in favour of the resolution	55	5942786	95	4303988	10246774	99.98						
Voted against the resolution	6	1831	1	2	1833	0.02						
<b>Total</b>	<b>61</b>	<b>5944617</b>	<b>4303990</b>	<b>4303990</b>	<b>10248607</b>	<b>100</b>						



Alpina Sethia