

LA/JUN/2015/001

22.06.2015

<b>BSE Limited</b> Department of Corporate Services 25 <sup>th</sup> Floor P J Towers, Dalal Street Mumbai – 400001 Fax no. 022-2272-2037/41/61 SCRIP CODE – 533152	<b>National Stock Exchange of India Limited</b> Exchange Plaza BKC, Bandra (East) Mumbai – 400051 Fax no. 022-2659-8237 / 38 SYMBOL – MBLINFRA SERIES – EQ
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Dear Madam/ Sir,

**Re: Notice of 20<sup>th</sup> Annual General Meeting and Book Closure**

We wish to notify that the 20<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled on Friday the 17<sup>th</sup> day of July 2015 at 3.30 P.M. at "Kalakunj", 48, Shakespeare Sarani, Kolkata 700 017.

**Pursuant to Clause 16** of the Listing Agreement, we wish to notify that that the Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 10<sup>th</sup> July, 2015 to Friday, 17<sup>th</sup> July, 2015, (both days inclusive), for the purpose of AGM and payment of dividend, if declared at the AGM.

**Pursuant to Clause 35B** of the Listing Agreement the Company is providing e-voting facility to shareholders for all the resolutions to be approved at the AGM. The Cut-off date for such e-voting platform is 10<sup>th</sup> July 2015. The other information are as follows:

Agency	Central Depository Services (India) Limited (CDSL)
Internet Link	<a href="http://www.evotingindia.com">www.evotingindia.com</a>
Electronic Voting Sequence Number	150618006
Voting Period	From 9.00 A.M. on 14.07.2015 to 5.00 P.M. on 16.07.2015

**Pursuant to Clause 31** find enclosed six copies each of Notice calling the 20<sup>th</sup> Annual General Meeting and Annual Report 2014-2015 of the Company. Also find enclosed a CD containing the soft copy of the Annual Report 2014-2015 and Form A on the Audit Observations.

Copies of newspaper publication of Book Closure Notice will be sent to you in due course.

This is for your information and record.

Thanking you.

Yours faithfully,  
For **MBL Infrastructures Limited**



Vivek Jain

**Company Secretary & Compliance Officer**  
Encl.: as above

**MBL Infrastructures Ltd.**

CIN : L27109WB1995PLC073700

Corporate Office : Baani Corporate One, 303 & 308, 3rd Floor, Plot No. 5, Commercial Centre Jasola, New Delhi - 110 025, Tel. : +91-11-49593300-10, Fax : +91-11-49593320 Email : [delhi@mdinfra.com](mailto:delhi@mdinfra.com)  
Regd. Office : "Divine Bliss", 2/3 Judges Court Road, 1st Floor, Kolkata - 700 027, Tel. : +91-33-33411800, Fax : +91-33-33411801, Website : [www.mblinfra.com](http://www.mblinfra.com)

**FORM A**


**(PURSUANT TO CLAUSE 31(A) OF THE LISTING AGREEMENT)**

1	Name of the Company	MBL Infrastructures Limited Scrip ID : MBLINFRA Scrip Code : 533152
2	Annual financial statements for the year ended 31st March 2015	31 <sup>st</sup> March, 2015
3	Type of Audit observation Un-qualified / Matter of Emphasis	Un-qualified
4	Frequency of observation	Not Applicable


For MBL Infrastructures Limited

  
Anjanee Kumar Lakhota  
Chairman & Managing Director  
Place: New Delhi  
Date: 22.05.2015

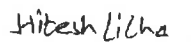
For MBL Infrastructures Limited

  
Kumar Singh Baghel  
Audit Committee Chairman  
Place: New Delhi  
Date: 22.05.2015

For MBL Infrastructures Limited

  
Girdhar Gopal Kandoi  
CFO  
Place: New Delhi  
Date: 22.05.2015

For Agrawal S. Kumar & Associates  
Chartered Accountants  
Firm Reg. No 3223241

  
Hitesh Lilha  
Partner, Mem. No. 069536  
Place: New Delhi  
Date: 22.05.2015



**MBL Infrastructures Ltd.**

CIN : L27109WB1995PLC073700

Corporate Office : Baani Corporate One, 303 & 308, 3rd Floor, Plot No. 5, Commercial Centre Jasola, New Delhi - 110 025, Tel. : +91-11-49593300-10, Fax : +91-11-49593320 Email : delhi@mdlinfra.com  
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## MBL INFRASTRUCTURES LIMITED

CIN L27109WB1995PLC073700

Reg. Off.: "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

### NOTICE

Notice is hereby given that the **Twentieth Annual General Meeting** of the members of the Company will be held at "Kalakunj", 48, Shakespeare Sarani, Kolkata - 700017 on Friday, the 17th day of July 2015 at 3.30 P.M. to transact the following business:-

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 of the Company and the Statement of Profit and Loss as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and declare Dividend for the Financial Year ended 31st March 2015.
3. To appoint a Director in place of Mr. Anjanee Kumar Lakhota (DIN 00357695) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **an Ordinary Resolution** :

"RESOLVED THAT pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 3(7) and other applicable rule, if any, of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, and recommendation from the Audit Committee and Board of Directors of the Company, the appointment of Statutory Auditors, M/s. Agrawal S. Kumar & Associates, Chartered Accountants (ICAI Registration No. 322324E), to hold Office as Statutory Auditors until the conclusion of the 21st Annual General Meeting of the Company, be and is hereby ratified, and that they satisfy the criteria to continue their Term as Statutory Auditors of the Company and that the Board of Directors, on recommendation of the Audit Committee, alter/fix their remuneration as may be mutually agreed upon with the Statutory Auditors."

#### SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass with or without modification(s), 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 Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), the remuneration of the Cost Auditors, M/s. Dipak Lal & Associates, Cost Accountants, who were appointed by the Board of Directors of the Company, to conduct the audit of Cost Records of the Company for the financial year ending 31st March 2015 and 31st March 2016, as recommended by the Audit Committee and approved by the Board of Directors of the Company be and is hereby ratified.

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

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013, the existing Authorised Share Capital of Rs. 25,25,00,000/- (Rupees Twenty Five Crores Twenty Five Lakhs Only) divided into 2,52,50,000 (Two Crores Fifty Two Lakhs Fifty Thousand)

Equity Shares of Rs. 10/- (Rupees Ten Only) each be and is hereby increased to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of 2,47,50,000 (Two Crores Forty Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT Clause 5 of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in place of the existing Clause 5:

- V. The present Authorized Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby, authorized to do or cause to be done all such acts, matters, deeds and things, as may be necessary or desirable for the purpose of giving effect to this resolution."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, or any amendment or re-enactment thereof and Article 178 and 179 of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding Rs. 20,72,73,120/- (Rupees Twenty Crores Seventy Two Lakhs Seventy Three Thousand One Hundred and Twenty Only) from the Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the 9th of July 2015 (Record Date), in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- for every 1 (One) fully paid-up Equity Shares of Rs. 10/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid up Equity Shares of the Company as existing on the Record Date, save and except that they shall be entitled to dividend, if any, declared, after the date of 20th Annual General Meeting;

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in the case of Members who hold Equity Shares in physical form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares to Non-Resident Members, Foreign Institutional Investors (FIIs) & other foreign investors, be subject to the approval of the Reserve Bank of India, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or a Committee of the Board thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") and rules made thereunder, to the extent notified and in effect, and applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act), 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 listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the "Listing Agreements"), the Memorandum of Association and Articles of Association of MBL Infrastructures Limited (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), is hereby authorised on behalf of the Company, to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), 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/partly convertible debentures, 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 and/or stabilizing agent 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 such price or prices, at market price(s) or at a discount or premium to market price(s) in terms of applicable regulations, aggregating up to Rs. 300 Crores (Rupees Three Hundred Crores Only) or equivalent thereof, in one or more tranche or tranches, and

on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, at the Board's discretion including the discretion to determine the category of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilizing agent in terms of green shoe option, if any, exercised by the Company, and where necessary in consultation with the book running lead managers and/or underwriters and/or stabilizing agent and/or other advisors or otherwise on such terms and conditions, including issue of Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Securities, as the Board may in its absolute discretion decide at the time of issue of the Securities.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, 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 Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage, as permitted, on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the 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 Chapter VIII of 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 Chapter VIII of 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 Chapter VIII of the ICDR Regulations.

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.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as may be amended from time to time, the approval of the Company be and is hereby accorded, effective 01st April, 2015, for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures("NCD") (whether secured or unsecured) on a private placement basis to Nationalised Banks, Indian Private Banks, Foreign Banks/Other Banks/Financial Institutions/Trusts/Other eligible Investors, in one or more tranches during the current financial year ending 31st March, 2016 upto a limit of Rs. 150 Crores (Rupees One Hundred and Fifty Crores) subject to the overall borrowing limits of the Company, as approved by the Members, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.

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 in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

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 any one or more executives of the Company."

New Delhi

Dated: 22nd May 2015

Registered Office :

"DIVINE BLISS", 2/3, Judges Court Road

1st Floor, Kolkata – 700 027

By order of the Board

For MBL Infrastructures Limited



Vivek Jain

Company Secretary

(Mem. No. FCS 7204)



**NOTES:**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business Set out in the Notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST REACH/ BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**
3. A proxy form in Form MGT-11 for the AGM is enclosed herewith. A person can act as a proxy on behalf of members not exceeding 50 members and holding in the aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. Provided that a member holding more than 10% of the total paid up 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 shareholder.
4. All other documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 10th July 2015 to 17th July 2015 (both days inclusive).
6. The dividend, if declared at the Annual General Meeting, will be paid on or after 17th July 2015 to those persons or their mandates whose:
  - i. names appear as Beneficial Owners as at the end of the business hours on 9th July 2015 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form;
  - And
  - ii. Names appear as members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agent (RTA) on or before 9th July 2015.
7. Members / Proxy-holders are requested to produce at the entrance, the attached Attendance Slip duly filled in, for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID for identification.
8. Corporate Members are requested to send a duly certified copy of Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
9. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividend through Electronic Clearing Services (ECS) to investors where ECS and Bank details are available.
10. For effecting changes in address/bank details/ECS mandate etc., shareholders are requested to contact the RTA in case of shares held in physical form / their respective Depository Participant in case of shares held in dematerialised form.
11. The Securities and 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 submit their PAN to their Depository Participants with whom they are maintaining their accounts. Members holding shares in physical form can submit their PAN to Company/ RTA.
12. **Members are requested to bring along their copy of the Annual Report to the meeting.**
13. All the businesses mentioned in the Notice may also be transacted through electronic voting system arranged by Central Depository Services (India) Limited (CDSL). The process for e-voting has been annexed in the Notice.
14. Members holding shares either in physical form or in dematerialized form as on the end of business hours on 10th July 2015, being the cut-off date, are eligible to cast their vote through e-voting facility. Please note that once the vote on a resolution is cast, it cannot be changed subsequently. Once the Shareholders vote through e-voting they would not be entitled to vote at the meeting venue.
15. The Board of Directors has appointed Ms. Amber Ahmad, Company Secretary in Whole-time Practice (C.P. No. 8581) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
16. For any queries and grievance regarding e-voting process the members may contact Mr. Vivek Jain, Company Secretary & Compliance Officer of the Company.

17. Such e-voting facility shall remain open from 9.00 a.m. on 14th July 2015 upto 5.00 p.m. on 16th July 2015. At the end of the voting period the portal shall forthwith be blocked.
18. The Result of entire voting process of 20th Annual General Meeting shall be posted at the website of the Company: [www.mblinfra.com](http://www.mblinfra.com) post Annual General Meeting.

New Delhi  
Dated: 22nd May 2015  
Registered Office :  
"DIVINE BLISS", 2/3, Judges Court Road  
1st Floor, Kolkata – 700 027

By order of the Board  
For MBL Infrastructures Limited

  
Vivek Jain  
Company Secretary  
(Mem. No. FCS 7204)

#### Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

##### ITEM NO. 5

##### Fixing of Remuneration of Cost Auditors for FY 2014-2015 & 2015-2016

Pursuant to Notification dated 31st December 2014 the Companies (Cost Records and Audit) Rules, 2014 issued by the Ministry of Corporate Affairs, which amended the said rules, the Company has to get its cost records audited by a Cost Accountant in practice.

The Members are requested to note that prior to coming in force of such amendment the rules of maintaining cost records and to file a Compliance Report with the Central Government in accordance with the provisions of the Companies (Cost Accounting Records) Rules, 2011 was applicable to the Company.

Subsequent to such amendment the Board at its Board Meeting held on 11.02.2015 appointed M/s. Dipak Lal & Associates, Cost Accountant in practice to audit cost records of the Company for the financial year 2014-2015. Further, at Board Meeting held on 22.05.2015 the Board re-appointed M/s. Dipak Lal & Associates, Cost Accountant in practice as Cost Auditors of the Company for the financial year 2015-2016. The remuneration for the said audits were approved as follows at the respective meetings:

Financial Year	Remuneration per Annum
2014-2015	Rs. 30,000/- per annum
2015-2016	Rs. 35,000/- per annum

The said appointment and remuneration was also recommended by the Audit Committee.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to Cost Auditor has to be ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial years 2014-2015 and 2015-2016.

None of the Directors, or Key Managerial Personnel of the Company or their relatives, is concerned or interested in the Resolution at Item No. 5.

The Resolution mentioned in Item No. 5 of the notice is recommended for your approval.

##### ITEM NO. 6, 7 & 8

##### Bonus Issue of Equity Shares of the Company

Within the guidelines prescribed by Securities and Exchange Board of India (SEBI), for Capitalisation of Reserves the Board of Directors at its meeting held on 22nd May 2015 recommended an issue of Bonus Shares in the proportion of 1 (One) new Equity Share of the Company of Rs. 10/- each for every 1 (One) existing Equity Share of the Company of Rs. 10/- each held by the Members on 9th July 2015, being the record date, by capitalizing a part of the Securities Premium Account, General Reserves or any other permitted reserves/ surplus of the Company.

As per Article 178 and 179 of the Articles of Association of the Company, it is necessary for the members to approve the issue of Bonus Shares.

It is also necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed and / or any other regulatory authority.

The Special Resolution at item No. 7, if passed, will have the effect of allowing the Board or a Committee thereof, to offer, issue and allot Bonus Equity Shares to those who on the Record Date are 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 issue of the Bonus Shares to the extent of their shareholdings in the Company, or to the extent of the shareholdings of the companies/ institutions/ trusts of which they are directors or members or trustees without any beneficial interest. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives thereof are, in any way, concerned or interested in Resolution at Item No. 7.

### **Raising of Further Capital**

The Company is proposing to raise further capital to meet its business expenditure in connection with the Company's business ventures/projects, general corporate purposes and for such other purposes as may be permitted by applicable laws.

Accordingly, the Company proposes to raise additional capital aggregating up to Rs. 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") in accordance with Chapter VIII of 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, 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 Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined in accordance with Chapter VIII of the ICDR Regulations. The "Relevant Date" for this purpose will be the date on which the Board or the Committee of the Board thereof decides to open the QIP for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

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 the Listing Agreements.

Section 62(1)(a) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and the provisions of the Listing Agreements executed by the Company with the stock exchanges where the Equity Shares of the

Company are listed.

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 are, in any way, concerned or interested in Resolution at Item No. 8.

#### **Increasing the Authorised Share Capital of the Company**

In order to facilitate the capitalization of reserves and issue of Bonus Equity Shares as set out in the Resolution at Item No. 7 and raising of further capital at Item No. 8 of the Notice, the existing Authorised Share Capital of Rs. 25,25,00,000/- (Rupees Twenty Five Crores Twenty Five Lakhs Only) divided into 2,52,50,000 (Two Crores Fifty Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each needs to be increased to Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of 2,47,50,000 (Two Crores Forty Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each as indicated in the Resolution at Item No. 6 of the Notice. Consequently, Clause 5 of the Memorandum of Association of the Company is proposed to be altered.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company upto the date of 20th Annual General Meeting.

The Resolutions at Item No. 6 seek the approval of the members to increase the Authorized Share Capital and alter the Memorandum of Association of the Company.

None of the Directors, or Key Managerial Personnel of the Company or their relatives, is concerned or interested in the Resolution at Item No. 6.

The Resolution mentioned in Item Nos. 6, 7 and 8 of the notice is recommended for your approval.

New Delhi

Dated: 22nd May 2015

Registered Office :

"DIVINE BLISS", 2/3, Judges Court Road  
1st Floor, Kolkata – 700 027

By order of the Board  
For MBL Infrastructures Limited



Vivek Jain  
Company Secretary  
(Mem. No. FCS 7204)

#### **Information pursuant to Clause 49 of the Listing Agreement on Directors recommended for appointment/reappointment at the 20th Annual General Meeting**

##### **Item No 3**

Mr. Anjanee Kumar Lakhota is the Promoter, Chairman & Managing Director of the Company. He is one of the founding Promoters of the Company and has over two decades of experience in the infrastructure industry. His keen knowledge and foresight has helped the Company to grow to a level in which it is today.

He is a commerce graduate from St. Xavier's College, Kolkata and is a fellow member of the Institute of Chartered Accountants of India (ICAI).

He was appointed by the Board of Directors as Chairman & Managing Director w.e.f. 26th May 2014. He holds 26,10,472 shares in the Company. He is not a relative of any Director, Key Managerial Personnel of the Company or their relatives. His details of other directorship and committee membership are as follows:

##### **Directorship:**

1. MBL A Capital Limited
2. AAP Infrastructure Limited
3. Suratgarh Bikaner Toll Road Company Pvt. Ltd.
4. Moonstone Vinimay Private Limited
5. Narayan Infracon Private Limited
6. MBL Highway Development Company Limited
7. MBL (MP) Toll Road Company Limited

8. MBL Projects Limited
9. MBL (MP) Road Nirman Company Limited
10. MBL (Haldia) Toll Road Company Limited
11. Orissa Steel Expressway Private Limited
12. Aaniya Commercial Limited

**Committee Membership:**

**Audit Committee of:**

- |  |        |
|--|--------|
| 1. AAP Infrastructure Limited                    | Member |
| 2. MBL Highway Development Company Limited       | Member |
| 3. MBL (MP) Toll Road Company Limited            | Member |
| 4. Suratgarh Bikaner Toll Road Company Pvt. Ltd. | Member |
| 5. MBL (MP) Road Nirman Company Limited          | Member |

**New Delhi**

**Dated: 22nd May 2015**

**Registered Office :**

**"DIVINE BLISS", 2/3, Judges Court Road**

**1st Floor, Kolkata – 700 027**

**By order of the Board  
For MBL Infrastructures Limited**

  
**Vivek Jain**  
**Company Secretary**  
**(Mem. No. FCS 7204)**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 14th July 2015 at 9.00 a.m. and ends on 16th July 2015 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th July 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN 150618006** for the relevant **MBL Infrastructures Limited** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 10th July 2015 may follow the same instructions as mentioned above for e-Voting or contact Link Intime India Pvt. Ltd. (RTA).
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)