

EXTRACTS FROM THE MINUTES OF THE MEETING OF THE QIP COMMITTEE OF THE COMPANY HELD ON WEDNESDAY, THE 10TH DECEMBER, 2014, AT ITS CORPORATE OFFICE SITUATED AT BAANI CORPORATE ONE TOWER, SUITE NO. 308, 3RD FLOOR, PLOT NO 5, DISTRICT COMMERCIAL CENTRE, JASOLA, NEW DELHI – 110025.

ALLOTMENT OF EQUITY SHARES OF THE COMPANY

“RESOLVED THAT pursuant to issue of equity shares of the Company (the “Equity Shares”), through a Qualified Institutions Placement (the “issue”) in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI Regulations”) and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, which opened on 03rd December 2014 and closed on 08th December 2014, 32,13,585 equity shares of the face value of Rs 10 each of the Company (“Equity Shares”) at a price of Rs 365.18 each (which is at a floor price of Rs. 384.40 each at a discount of Rs. 19.22 each) be and are hereby allotted to the Qualified Institutional Buyers (QIBs) as detailed in the statement placed before the Committee and initialled by the Chairman for the purpose of identification where such allottees shall receive the Equity Shares directly into their Depository Account.”

“RESOLVED FURTHER THAT the Company do effect the delivery of the aforesaid 32,13,585 Equity Shares of Rs. 10 each to the respective beneficiary accounts of the successful QIBs.”

“RESOLVED FURTHER THAT the names of the allottees be entered into the Register of Members of the Company.”

“RESOLVED THAT the Equity Shares allotted as above shall, subject to Articles of Association and Memorandum of Association of the Company, rank *pari-passu* with the existing equity shares of the Company and shall be entitled to such dividends and corporate benefits, if any, declared by the Company after the allotment.”

“RESOLVED FURTHER THAT Registrars to the Issue, Link Intime India Private Limited, be directed to take steps to credit the Equity Shares allotted to the respective beneficiary accounts of the successful applicants after validating the details with the depositories concerned.”

“RESOLVED FURTHER THAT applications be made by the Company for final listing and trading approvals of the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited (together, the “Stock Exchanges”) for the issued, subscribed and paid-up 32,13,585 Equity Shares of Rs.10 each of the Company in terms of the Placement Document dated 08th December 2014.”

“RESOLVED FURTHER THAT Mr. Anjanee Kumar Lakhotia, Chairman & Managing Director and Mr. Vivek Jain, Company Secretary, be and are hereby severally authorized to file the return of allotment of the Equity Shares in the prescribed form with the Registrar of Companies (RoC), to apply for final listing and trading approvals of the Stock Exchanges, to file all relevant documents with the RoC, the Securities and Exchange Board of India, the Reserve Bank of India, the NSDL, the CDSL or any other governmental or regulatory authority and to do all such acts, deeds and things as may be

necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary in accordance with the Articles of Association of the Company."

"RESOLVED FURTHER THAT a copy of the above resolution certified, either by, Mr. Anjanee Kumar Lakhotia, Chairman & Managing Director or the Company Secretary be submitted to the concerned authorities and they be requested to act upon the same."

**CERTIFIED TRUE COPY
FOR MBL INFRASTRUCTURES LIMITED**


VIVEK JAIN
COMPANY SECRETARY

