



## MBL INFRASTRUCTURE LTD.

CIN L27109DL1995PLC338407

Regd. & Corp Off.: Baani Corporate One Tower, Suite No. 308, 3rd Floor,

Plot No. 5, District Commercial Centre, Jasola, New Delhi - 110 025

Tel: +91- 011 44792982; +91-011 43401205, Email: [cs@mblinfra.com](mailto:cs@mblinfra.com),

Website: [www.mblinfra.com](http://www.mblinfra.com)

### NOTICE OF POSTAL BALLOT

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, each as amended, General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 issued by the Ministry of Corporate Affairs for holding general meetings/conducting the postal ballot process through e-voting (the 'MCA Circular'), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the Resolutions as set out in the Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting only through electronic means ('remote e-voting').

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the resolutions setting out the material facts and reasons thereof is appended to this Postal Ballot Notice.

The remote e-voting period commences from 09:00 am (IST) on 4<sup>th</sup> February, 2025 and ends at 05:00 pm (IST) on 5<sup>th</sup> March, 2025.

In terms of the requirements specified in the MCA Circular, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on 24<sup>th</sup> January, 2025 ('cut-off date') and whose e-mail addresses are registered with the Company / Depositories. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circular, the manner of voting on the proposed Resolutions is restricted to e-voting only i.e. by casting votes electronically instead of submitting postal ballot forms. The communication of assent / dissent of the Members will take place through the remote e-voting system only.

In conformity with the regulatory requirements, Members are advised to cast their votes on the Resolutions only through remote e-voting, for which purpose they are requested to read carefully the instructions annexed to the Notice.

The Board of Directors of the Company on 13<sup>th</sup> December, 2024 appointed Ms Anjali Yadav, Practicing Company Secretary, (Membership

No. FCS 6628) as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system in a fair and transparent manner. Based on the Scrutinizer's Report, the Results of remote e-voting will be declared on 5<sup>th</sup> March, 2025.

#### RESOLUTIONS:

#### 1. INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND THE CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to sections 13, 61 and all other applicable provision of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders be and is hereby accorded to increase the authorized share capital of the Company from Rs 140,00,00,000 (Rupees One Hundred Forty Crores Only) divided into 14,00,00,000 (Fourteen Crores only) equity shares of 10/- (Rupees Ten Only) each to Rs. 160,00,00,000/- (Rupees One Hundred Sixty Crores Only) divided into 16,00,00,000 (Sixteen Crores only) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional 2,00,00,000 (Two crores) equity shares of Rs 10 each.

**RESOLVED FURTHER THAT** the existing capital Clause V of the Memorandum of Association of the Company be substituted with the following clause:

*"The present Authorized Share Capital of the Company is Rs. 160,00,00,000/- (Rupees One Hundred Sixty Crores Only) divided into 16,00,00,000 (Sixteen Crores only) equity shares of 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.*

For MBL Infrastructure Limited

  
Company Secretary

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

## 2. **ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF UNSECURED CREDITORS TO THE NON- PROMOTER CATEGORY**

To consider, and if thought fit, to pass, the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and/or in accordance with the applicable rules, regulations, notifications, guidelines and circulars, if any, issued by Securities and Exchange Board of India ("SEBI"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), relevant provisions of Memorandum and Articles of Association of the Company, the equity listing agreements (the Listing Agreement) entered into by the Company with BSE Limited (BSE) and National Stock Exchange of India Limited (NSE, together with the BSE, the Stock Exchanges) where the Company's equity shares of face value of Rs. 10 each ("Equity Shares") are listed and other concerned and appropriate authorities, and other applicable laws, if any and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI, and any other appropriate authority(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company (the "Board" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot upto 27,74,632 (Twenty seven lakhs seventy four thousand six hundred and thirty two only) equity shares of the Company of Rs. 10 each fully paid-up at issue price of Rs 61.10 per share including premium of Rs 51.10 per share aggregating to Rs 16,95,30,035.36 (Rupees Sixteen crores ninety five lakhs thirty thousand thirty five and paise thirty six only) towards conversion of unsecured creditors into equity shares, to the following persons belonging to the Non-Promoter category ("Proposed Allottee"):

Sr. No.	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted	Percentage of Post issue share structure
1.	Patni Resources Pvt.Ltd.	Non-Promoter	69,801	0.06
2.	Deva Lease & Finance Private Limited	Non-Promoter	1,33,710	0.11
3.	Purushottam Exports Pvt.Ltd	Non-Promoter	1,00,282	0.08
4.	Oarsman Credit Private Limited	Non-Promoter	2,28,448	0.19
5.	Kunal Finance & Credit Pvt.Ltd.	Non-Promoter	1,30,541	0.11
6.	A.T.O.(I) Limited	Non-Promoter	65,270	0.05
7.	Sanmati Printers Pvt. Ltd.	Non-Promoter	27,920	0.02
8.	Kallinga Pellets Pvt Ltd	Non-Promoter	78,138	0.06
9.	Bamalwa Finance Private Limited	Non-Promoter	72,017	0.06
10.	Accordion Properties Pvt. Ltd.	Non-Promoter	70,153	0.06
11.	Kaveri Impex Pvt. Ltd	Non-Promoter	69,766	0.06
12.	Aakarshan Housing Private Limited	Non-Promoter	40,464	0.03
13.	Rotex Intertrade Pvt.Ltd.	Non-Promoter	2,99,244	0.24
14.	SK Dudhoria Holdings Pvt. Ltd	Non-Promoter	2,09,298	0.17
15.	Mayank Fincom Limited	Non-Promoter	1,49,768	0.12
16.	Dhanviridhi Consultants Pvt. Ltd	Non-Promoter	1,43,164	0.12
17.	Gunjan Vincom Pvt. Ltd	Non-Promoter	1,40,307	0.11
18.	Mayank Global Finance Limited	Non-Promoter	1,24,699	0.10
19.	Rajasthan Pipes Pvt. Ltd	Non-Promoter	73,712	0.06
20.	Deepmala Vyapaar Pvt. Ltd.	Non-Promoter	72,550	0.06
21.	Ebony Impex Pvt.Ltd.	Non-Promoter	70,686	0.06
22.	Jalan Projects & Merchants Pvt. Ltd	Non-Promoter	42,527	0.03
23.	JV & Sons Pvt. Ltd.	Non-Promoter	36,008	0.03
24.	Appear Commotrade Pvt. Ltd	Non-Promoter	35,875	0.03
25.	Nemsagar Resources Pvt. Ltd	Non-Promoter	35,415	0.03
26.	Nalikul Private Limited	Non-Promoter	34,900	0.03
27.	Saroj Agro Fibers Private Ltd (Earlier name Ajanta Vinimay Pvt. Ltd)	Non-Promoter	34,883	0.03
28.	CMS Finvest Ltd.	Non-Promoter	34,883	0.03
29.	Feedback Vyapaar Pvt. Ltd.	Non-Promoter	34,883	0.03
30.	Bhauwala Consultancy Pvt. Ltd	Non-Promoter	33,487	0.03
31.	Sarita Jain	Non-Promoter	81,833	0.07
<b>Total</b>			<b>27,74,632</b>	<b>2.26</b>

**RESOLVED FURTHER THAT** pursuant to the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining minimum issue price of the equity shares proposed to be allotted to the above mentioned allottees is 3<sup>rd</sup> February, 2025 (i.e. being the working day, 30 days prior to the date of passing of this Resolution being the last date of remote e-voting i.e 5<sup>th</sup> March, 2025) ("Relevant Date").

**RESOLVED FURTHER THAT** the Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of this shareholder's resolution, provided that where the allotment of the Equity Shares is pending on account of receipt of any approval or permission by any regulatory authority (including but not limited to National Stock Exchange, BSE Limited and/or SEBI), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permission or such other extended period as may be permitted in accordance with SEBI (ICDR) Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted in terms of this resolution shall be in dematerialized form and shall rank pari-passu with the existing equity shares of the Company in all respects from the date of allotment and will be listed and traded on BSE & NSE where the equity share of the Company are currently listed, subject to receipt of necessary regulatory permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed allottees shall be locked-in as provided in SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company, to decide the terms and conditions of the Equity Shares to be issued pursuant to the Preferential Allotment and take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Equity Shares and listing & trading thereof with the Stock Exchanges and to take all such steps and to do all such things as may be required to comply with the requirements of the SEBI ICDR Regulations, SEBI LODR Regulations, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, to prescribe the forms of application, private placement offer letters, allotment and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and to obtain approvals, permissions, sanctions, which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer, allotment and listing & trading of the said Equity Shares pursuant to the Preferential Allotment

and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required, without being required to seek any further consent or approval of the members of the Company and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution."

### 3. **RE-CLASSIFICATION OF MS. JYOTI MUNDRA FROM "PROMOTER & PROMOTER GROUP" CATEGORY TO "PUBLIC" CATEGORY**

To consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Regulation 31A (2) read with Regulation 31A (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR Regulations") and such other applicable rules, regulations, guidelines, notifications issued by any of the regulatory/statutory authorities, under any applicable laws, including any statutory modification(s) or re-enactment thereof, based on the recommendation by the Board of the Directors (which term shall deemed to mean and include any Committee, duly constituted/to be constituted by the Board, or its Directors(s)/KMP(s)/officer(s)/representative(s), as may be authorized by the Board/Committee, from time to time, to exercise its powers including powers conferred by this resolution) and subject to necessary approvals from the stock exchanges where the securities of the Company are listed i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively known as "Stock Exchanges") and such other approvals, as may be necessary, consent of the members be and is hereby accorded to re-classify Ms. Jyoti Mundra, entity forming part of promoter group from "Promoter & Promoter Group" Category to "Public" Category.

Sr. No.	Name of the Promoter	No. of Equity Shares Held	% of the total Equity Capital
1.	Ms. Jyoti Mundra	15,74,500	1.31

**RESOLVED FURTHER THAT** pursuant to Regulation 31A(3)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby confirmed that Ms Jyoti Mundra and persons related to her:

- do not hold more than ten percent of the total voting rights in the Company;
- do not exercise control over the affairs of the Company directly or indirectly;
- do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

- iv. shall not be represented on the Board of Directors (including not having a nominee director) of the Company;
- v. shall not act as key managerial personnel in the Company;
- vi. are not classified as “willful defaulter” as per the Reserve Bank of India guidelines; and
- vii. are not categorized as fugitive economic offender.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable to give effect to this resolution including but not limited to filing of necessary application(s)/intimation(s) etc. with the Stock exchange(s) or other appropriate statutory authorities

and to represent before such authorities, as may be required for seeking their approval, and to execute all documents, deeds, undertakings, agreements, certificates, declarations, applications, notices, papers and writings, as may be required in this regard, and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to take all such other steps and decisions in this regard to give full effect to the aforesaid resolution.”

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

Date: 3<sup>rd</sup> February, 2025  
Place: New Delhi

**Anubhav Maheshwari**  
Company Secretary

## Notes:

1. Explanatory Statement pursuant to Section 102 and 110 of the Act, and any other applicable provisions of the Act, the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.
2. Pursuant to the provisions of the Companies Act, 2013 read with Rules therein and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing e-voting facility to its members. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency.
3. In accordance with MCA circulars, physical copies of the notice are not being sent to members for this postal ballot. Members are requested to provide their assent or dissent through e-voting only.
4. (a) In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories as on 24<sup>th</sup> January, 2025 and whose e-mail IDs are registered with the Company / Depositories.
- (b) Members who have already registered their email addresses are requested to get their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd to enable servicing of notices / documents / Annual Reports electronically to their email address.
- (c) Members holding shares in physical mode and who have not registered /updated their email address with the Company are requested to register /update the same by writing to the Company with the details of Folio number and attaching a self-attested copy of PAN card at [delhi@mblinfra.com](mailto:delhi@mblinfra.com) or at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in).

5. The voting rights of the members will be in proportion to their shares to the total paid up capital of the Company as on cut-off date i.e. 24<sup>th</sup> January, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from 4<sup>th</sup> February, 2025 to 5<sup>th</sup> March, 2025. Members seeking to inspect such documents can send an email to [cs@mblinfra.com](mailto:cs@mblinfra.com).
7. The resolutions shall be deemed to be passed on 5<sup>th</sup> March, 2025 being the last date specified by the Company for e-voting. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company [www.mblinfra.com](http://www.mblinfra.com) and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well as the Corporate Office of the Company and shall be forwarded to the National Stock Exchange of India Limited and BSE Limited.
8. Members may please note that the Postal Ballot Notice will also be available on the website of the Company at [www.mblinfra.com](http://www.mblinfra.com), website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL i.e. [www.evoting.nsdl.co.in](http://www.evoting.nsdl.co.in).

## THE INSTRUCTIONS FOR REMOTE E-VOTING

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

**(A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the</li> </ol>

Type of shareholders	Login Method
	<p>screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>  <b>Google Play</b></p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.

**(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and

open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [anjaliyadav.associates@gmail.com](mailto:anjaliyadav.associates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.co.in](http://www.evoting.nsdl.co.in) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:
  - (a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@mblinfra.com](mailto:info@mblinfra.com)/ [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) .
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@mblinfra.com](mailto:info@mblinfra.com)/ [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

- (c) Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

### ITEM NO. 1:

The present Authorized Share Capital of the Company is Rs. 140,00,00,000 (Rupees One Hundred Forty Crores Only) divided into 14,00,00,000 (Fourteen Crores) Equity Shares of Rs. 10/- (Rupees Ten Only).

With the proposed preferential allotment of equity shares as detailed in Item No. 2, the paid up capital of the Company will increase. In the overall interest of all stakeholders of the Company and in order to facilitate further issuance of equity shares, it is proposed to increase authorized share capital of the Company. The increase in authorized capital would require consequential alteration in existing clause V of the Memorandum of Association of the Company.

The Board of Directors of the Company in its meeting held on 13.12.2024 had approved increase in Authorised Share Capital from Rs. 140,00,00,000 (Rupees One Hundred Forty Crores Only) to Rs. 160,00,00,000 (Rupees One Hundred Sixty Crores Only) divided into 16,00,00,000 (Sixteen Crores) equity shares of Rs.10/- each ranking pari passu with the existing Equity Shares in all respects, subject to shareholders approval of the Company. A copy of draft Memorandum and Association of the company shall be available for electronic inspection for members through electronic mode from 04.02.2025 to 05.03.2025.

Pursuant to the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 1 of the Notice.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution. The Board of Directors recommends the resolution as set out in Item No. 1 of the Notice for approval by the Members.

### ITEM NO. 2:

The details as required in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI ICDR Regulations") SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 as amended ("SEBI LODR Regulations") and the Companies Act, 2013 ("Companies Act") read with rules made thereunder are as follows:

### (a) Particulars of the offer including kind of securities offered and the amount which the Company intends to raise by way of such securities:

The Board of Directors in its meeting held on 13.12.2024 approved issuance of Equity Shares of face value of Rs 10 each of the Company on preferential basis to unsecured creditors aggregating to Rs. 16,95,30,805/- (exact number of equity shares to be rounded off to the lower whole number calculated as per the issue price) at a price to be determined in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to requisite approvals/permissions. 'Preferential Issue Committee' of the Board of Directors in its meeting held on 03.02.2025 on the basis of minimum issue price/floor price of Rs 61.10 per equity share arrived at under SEBI ICDR Regulations, approved preferential allotment of equity shares aggregating to Rs 16,95,30,035.36, subject to approval of the shareholders, stock exchanges and other requisite approvals/permissions as may be required in connection thereof. The aforesaid equity shares shall rank pari-passu with existing equity shares of the Company in all respect including dividend. Since the present proposed preferential allotment of equity shares is to unsecured creditors, there is no amount which the Company would raise from the proposed preferential allotment.

(b) **Objects/purpose of the Issue:** The proposed allotment would not entail cash outflow and would strengthen the financial position of the Company. It will increase networth of the Company, reduce future interest liabilities besides being in the interest of all stakeholders of the Company. The proposed allottees have given their consent for conversion of their unsecured credits into equity shares.

### (c) Relevant Date and basis on which the price (including premium) has been arrived:

The 'Relevant Date' for determining minimum issue price of the equity shares proposed to be allotted is 3<sup>rd</sup> February, 2025 (i.e. being the working day, 30 days prior to the date of passing of this Resolution being the last date of remote e-voting i.e. 5<sup>th</sup> March, 2025).

The equity shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited ('NSE') (collectively: Stock Exchanges). The equity shares are frequently traded within the meaning of Chapter V of SEBI ICDR Regulations.

NSE, being the stock exchange with higher trading volumes for the preceding 90 days/10 days prior to the Relevant Date, has been consider for determining the price in accordance with the SEBI ICDR Regulations.

Accordingly, in terms of Chapter V of SEBI ICDR Regulations, the minimum price at which equity shares will be issued shall not be less than higher of the following:

- (a) Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date is Rs. 61.10 per equity share; or
- (b) Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date is Rs. 56.14 per equity share



Articles of Association of the Company do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of floor price/minimum price of the shares issued on preferential basis.

In view of the above, the minimum issue price/floor price of the equity shares to be issued to the Proposed Allottees is Rs. 61.10 (Rupees sixty one and paise ten only) per equity share i.e., the higher of the price determined in accordance with the provisions of SEBI ICDR Regulations.

It is proposed to issue equity shares at issue price of Rs. 61.10 per equity share (face value of Rs. 10 and premium of Rs. 51.10, per equity share).

- (d) **Maximum number of specified securities to be issued:** It is proposed to issue aggregate upto 27,74,632 Equity shares at issue price of Rs. 61.10 per Equity Shares (face value of Rs. 10 each and premium of Rs. 51.10 per equity share) to the proposed allottees by way of preferential allotment.
- (e) **Utilization of issue proceeds:** The proposed preferential allotment is pursuant to conversion of unsecured creditors into equity shares of the Company, which shall be considered converted immediately on the date of approval of the Board of Directors of the Company, subject to shareholder's approval along with regulatory approvals.
- (f) **Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the offer:** None of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under this Preferential Issue.
- (g) **Shareholding Pattern of the issuer before and after the issue:** The pre issue and post issue shareholding pattern of the Company (considering full allotment of Equity shares on preferential basis) is given below:

Sr. No.	Category	Pre issue Shareholding Structure		No. of equity Shares proposed to be allotted	Post issue Shareholding Structure	
		No. of Shares held	% of shares		No. of Shares held	% of shares
A	Promoters Holding:					
1.	Indian:					
	Individual	13383216	11.18	-	13383216	10.92
	Bodies Corporate	72181090	60.27	-	72181090	58.91
	<b>Sub Total</b>	<b>85564306</b>	<b>71.45</b>	<b>-</b>	<b>85564306</b>	<b>69.83</b>

Sr. No.	Category	Pre issue Shareholding Structure		No. of equity Shares proposed to be allotted	Post issue Shareholding Structure	
		No. of Shares held	% of shares		No. of Shares held	% of shares
2	Foreign Promoters	-			-	-
	<b>Sub Total (A)</b>	<b>85564306</b>	<b>71.45</b>	<b>-</b>	<b>85564306</b>	<b>69.83</b>
B	Non Promoters Holding				-	-
1.	Institutional Investors	101134	0.08	-	101134	0.08
2.	Non Institution	34089184	28.47	-	36863816	30.09
	Private Corporate Bodies	6173854	5.16	2692799	8866653	7.24
	Directors and Relatives	-	-	-	-	-
	Indian Public	24524920	20.48	81833	24606753	20.08
	Others (including NRIs)	3390410	2.83	-	3390410	2.77
	<b>Sub Total (B)</b>	<b>34190318</b>	<b>28.55</b>	<b>2774632</b>	<b>36964950</b>	<b>30.17</b>
	<b>Grand Total</b>	<b>119754624</b>	<b>100.00</b>	<b>2774632</b>	<b>122529256</b>	<b>100.00</b>

**Note:**

- (i) the above pre shareholding pattern is on the BENPOS dated 24<sup>th</sup> January, 2025.
- (ii) The post issue shareholding structure is without taking into consideration interim corporate actions for allotment of equity shares and consequently the post issue share capital percentage of the proposed allottees mentioned above may also stand altered.
- (h) **Proposed time within which allotment shall be completed :** Equity Shares shall be allotted to the proposed allottees within a period of 15 (fifteen) days from the date of passing of this shareholder's resolution, provided that where the allotment of the Equity Shares is pending on account of receipt of any approval or permission by any regulatory authority (including but not limited to National Stock Exchange, BSE Limited and/or SEBI), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval or permission.
- (i) **Percentage of Pre issue & Post issue Preferential Issue Capital that may be held the Proposed Allottees, Current and Proposed status of proposed allottees and Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:**

Sr. No.	Name of the Allottees	Current status of the proposed Allottees	Pre- issue Shareholding Structure		Post status of the proposed Allottees	Post- issue Shareholding Structure		Ultimate Beneficial Owner
			No. of Shares	%		No. of Shares	%	
1.	Patni Resources Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	69,801	0.06	1. Dilip Kumar Patni 2. Mahendra Kumar Patni 3. Vandana Patni 4. Preeti Patni
2.	Deva Lease & Finance Private Limited	Non-Promoter	-	-	Non-Promoter	133,710	0.11	Aditya Bagree
3.	Purushottam Exports Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	100,282	0.08	Rajeev Daaga
4.	Oarsman Credit Private Limited	Non-Promoter	-	-	Non-Promoter	228,448	0.19	Ajit Kumar Poddar
5.	Kunal Finance & Credit Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	130,541	0.11	Parmeshwari Devi Poddar
6.	A.T.O.(I) Limited	Non-Promoter	-	-	Non-Promoter	65,270	0.05	Ajit Kumar Poddar
7.	Sanmati Printers Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	27,920	0.02	Ajit Kumar Jain
8.	Kallinga Pellets Pvt Ltd	Non-Promoter	-	-	Non-Promoter	78,138	0.06	Pushapalata Saraogi
9.	Bamalwa Finance Private Limited	Non-Promoter	-	-	Non-Promoter	72,017	0.06	1. Bachh Raj Bamalwa 2. Rahul Bamalwa
10.	Accordion Properties Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	70,153	0.06	Sanjay Bhuwalka
11.	Kaveri Impex Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	69,766	0.06	Mahendra Kumar Saraogi
12.	Aakarshan Housing Private Limited	Non-Promoter	-	-	Non-Promoter	40,464	0.03	Surendra Kumar Saraogi
13.	Rotex Intertrade Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	299,244	0.24	1. Ashok Kumar Todi 2. Pradip Kumar Todi
14.	SK Dudhoria Holdings Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	209,298	0.17	Dilip Kumar Modi
15.	Mayank Fincom Limited	Non-Promoter	-	-	Non-Promoter	149,768	0.12	Subash Chand Barjatya
16.	Dhanvirdhi Consultants Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	143,164	0.12	1. Narayan Kumar Modi- 2. Kiran Lata Modi 3. Ankit Kumar Modi 4. Pooja Modi
17.	Gunjan Vincom Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	140,307	0.11	Rohit Kumar Gangwal
18.	Mayank Global Finance Limited	Non-Promoter	-	-	Non-Promoter	124,699	0.10	Subash Chand Barjatya
19.	Rajasthan Pipes Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	73,712	0.06	Shri Anurag Jain
20.	Deepmala Vyapaar Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	72,550	0.06	Ashok Kakra
21.	Ebony Impex Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	70,686	0.06	Chhotu Lal Sethia
22.	Jalan Projects & Merchants Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	42,527	0.03	Chetan Jalan
23.	J V & Sons Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	36,008	0.03	Vimala Devi Singhi
24.	Appear Commotrade Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	35,875	0.03	Mahendra Kumar Choukhany
25.	Nemsagar Resources Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	35,415	0.03	Sunil Kumar Jain

Sr. No.	Name of the Allottees	Current status of the proposed Allottees	Pre- issue Shareholding Structure		Post status of the proposed Allottees	Post- issue Shareholding Structure		Ultimate Beneficial Owner
			No. of Shares	%		No. of Shares	%	
26.	Nalikul Private Limited	Non-Promoter	-	-	Non-Promoter	34,900	0.03	Babu Lal Patni
27.	Saroj Agro Fibres Private Ltd. (Earlier name Ajanta Vinimay Pvt. Ltd)	Non-Promoter	-	-	Non-Promoter	34,883	0.03	Divij Thard
28.	CMS Finvest Ltd.	Non-Promoter	-	-	Non-Promoter	34,883	0.03	Tanmoy Ghosh
29.	Feedback Vyapaar Pvt. Ltd.	Non-Promoter	-	-	Non-Promoter	34,883	0.03	Shivam Khaitan
30.	Bhauwala Consultancy Pvt. Ltd	Non-Promoter	-	-	Non-Promoter	33,487	0.03	Suresh Kumar Bhauwala
31.	Sarita Jain	Non-Promoter	-	-	Non-Promoter	81,833	0.07	Not Applicable, as the allottee is a natural person

**Note:**

- (i) The above pre shareholding pattern is on the BENPOS dated 24th January, 2025.
- (ii) The post issue shareholding structure is without taking into consideration interim corporate actions for allotment of equity shares, if any, and consequently the post issue share capital percentage of the proposed allottees mentioned above may also stand altered.
- (j) **The class or classes of persons to whom the allotment is proposed to be made:** The Preferential Issue, if approved, is proposed to be made to above mentioned allottees. The Proposed Allottees are neither promoters of the Company as on the date of this notice nor their status will change post Preferential Issue. The Proposed Allottees will be classified /continue to be classified as public shareholders/non-promoter. The status will continue to remain under the non-promoter category.
- (k) **Changes in control, if any, in the Company consequent to the preferential issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares. However, the voting rights will change in tandem with the shareholding pattern.
- (l) **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:** During FY 2024-25 the Company pursuant to the Resolution Plan approved under IBC, 2016 had made preferential allotment of equity shares of Rs. 10 each fully paid up at issue price of Rs. 10 each to SMH Infrastructure Private Limited, entity forming part of Promoter Group on 27.06.2024 for 50,00,000 Equity Shares and on 14.09.2024 for 1,00,00,000 equity shares of the Company. The Company had received Trading approval for 50,00,000 equity shares from NSE & BSE on 04.09.2024. The Company had received Trading approval for 1,00,00,000 equity shares from NSE & BSE on 13.11.2024. These equity shares rank pari-passu with the existing Equity Shares in all respects.
- (m) **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** Not Applicable
- (n) **Report of Registered Valuer:** Not Applicable
- (o) **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary of the Company, certifying that the proposed preferential issue of equity shares is being made in accordance with the extant regulations of the SEBI (ICDR) Regulations, 2018 has been obtained. The copy of said certificate shall be available for electronic inspection for members through electronic mode from 04.02.2025 to 05.03.2025 and can be access on the website of the Company at weblink: [https://www.mblinfra.com/uploadimages/pdf/pdf\\_1738558811.pdf](https://www.mblinfra.com/uploadimages/pdf/pdf_1738558811.pdf).
- (p) **Lock in Period:** The equity shares to be issued and allotted to the proposed allottee, shall be subject to lock-in as per the requirement of the provisions of Regulation 167 of SEBI (ICDR) Regulations, 2018. The pre preferential shareholding, if any, of the proposed allottees shall be locked in as per applicable SEBI (ICDR) Regulations.
- (q) **Principle terms of Assets, charged as securities:** Not Applicable
- (r) **Undertaking:**
- (i) The Company undertakes that they shall re-compute the price of the Equity Shares issued in terms of SEBI ICDR Regulations, where it is required to do so.
- (ii) As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

**(s) Other Disclosures:**

- i. The pre-preferential shareholding of the proposed allottees, if any, are in dematerialized form.
- ii. The Company is and post preferential issue, would be in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- iii. The Company has obtained the Permanent Account Number of the Proposed Allottees.
- iv. The Company shall make an application to the Stock Exchange(s) seeking in-principle approval for the Proposed Allottees.
- v. Neither the Company nor any of its Promoters or Directors are categorized as wilful defaulter or fraudulent borrower as defined under SEBI (ICDR) Regulations.
- vi. Neither the Company nor any of its directors and/or Promoters is a fugitive economic offender as defined under SEBI (ICDR) Regulations.
- vii. No offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, as amended.

As per Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, read with rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and/or in accordance with the applicable rules, regulations, notifications, guidelines and circulars, if any, issued by Securities and Exchange Board of India ("SEBI"), as amended including the SEBI ICDR Regulations, the SEBI LODR Regulations, approval of shareholders by way of Special Resolution is required for allotment of Equity Shares on preferential basis to unsecured creditors. Accordingly, consent of the members is sought by passing a Special resolution as set out in Item No. 2 of the Notice.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution. The Board recommends the resolution as set out in Item No. 2 of the Notice for approval by the Members.

**ITEM NO. 3:**

Ms. Jyoti Mundra is presently holding 15,74,500 (Fifteen Lakhs Seventy Four Thousand Five Hundred) Equity Shares, representing 1.31 % of the paid up equity share Capital of the Company .

The Company had received request letter dated 09.12.2024 from Ms. Jyoti Mundra, 'Entity forming part of Promoter Group/'Promoter & Promoter Group' of the Company under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), seeking re-classification of her shareholding from "Promoter & Promoter Group"

Category to "Public" Category. The said request was intimated by the Company to both NSE & BSE on 10.12.2024 and shall be available for electronic inspection for members through electronic mode from 04.02.2025 to 05.03.2025.

Ms. Jyoti Mundra vide her letter dated 09.12.2024 had confirmed that neither she nor any person related to her:

- (a) hold more than ten percent of the total voting rights in the Company;
- (b) exercise control over the affairs of the Company whether directly or indirectly.
- (c) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (d) represent on the Board of Directors of the Company (including through nominee director);
- (e) act as a key managerial person in the Company.
- (f) are classified as 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
- (g) are categorized as fugitive economic offender.

Ms. Jyoti Mundra has also confirmed to abide by the conditions listed in Regulation 31A (4) of SEBI LODR Regulations, post such reclassification of her name from "Promoter & Promoter Group" Category to "Public" Category and failing which she shall automatically be classified as 'Promoter & Promoter Group'.

The Board of Directors in its meeting held on 13.12.2024 had considered her aforesaid request letter for re-classification and after being satisfied with the rationale and fulfilment/compliance of the conditions by her as specified in Regulations 31A (3)(b) of SEBI (LODR) Regulations, 2015, approved the same subject to approval of the Shareholders and Stock Exchanges and/or such other approvals as may be required in connection thereof. The Company is compliant with the requirements for Minimum Public Shareholding as required under Regulation 38 of Listing Regulations and the proposed re-classification is not being initiated for achieving the Minimum Public Shareholding. The trading in the shares of the Company has not been suspended by the Stock Exchanges

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out in Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, in the said resolution. The Board recommends the resolution as set out in Item No. 3 of the Notice for approval by the Members

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

Date: 3<sup>rd</sup> February, 2025  
Place: New Delhi

**Anubhav Maheshwari**  
Company Secretary