

EXTRACTS FROM THE MINUTES OF THE MEETING OF THE QIP COMMITTEE OF MBL INFRASTRUCTURES HELD ON WEDNESDAY, THE 03RD DECEMBER, 2014, AT BAANI CORPORATE ONE TOWER, SUITE NO 303, 3RD FLOOR, PLOT NO 5, DISTRICT COMMERCIAL CENTRE, JASOLA, NEW DELH – 110025 AUTHORISING THE OPENING OF THE QUALIFIED INSTITUTIONS PLACEMENT AND APPROVING THE PRELIMINARY PLACEMENT DOCUMENT.

"RESOLVED THAT the proposed issue of equity shares of face value of Rs.10 each 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 be and is hereby opened."

"RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI Regulations, shall be the date of this resolution i.e. 03RD December, 2014"

"RESOLVED FURTHER THAT the floor price of Rs. 384.40 for the issue of Equity Shares pursuant to the Issue, based on the provisions of the Regulation 85 or any other applicable provisions of the SEBI Regulations, be and is hereby taken on record"

"RESOLVED FURTHER THAT the Issue be and is hereby opened today, pursuant to Chapter VIII of the SEBI Regulations."

"RESOLVED FURTHER THAT the Preliminary Placement Document, the Placement Agreement, dated 02 December, 2014 between the Company and the Book Running Lead Managers and the Escrow Agreement dated 02 December, 2014 between the Company, the Book Running Lead Managers and Escrow Agent, appointed in related to the Issue, a copy of each of which was placed before the Committee duly initialled by the Chairman for the purpose of identification, be and are hereby approved for filing with the stock exchanges where the equity shares of the Company are listed."

"RESOLVED FURTHER THAT a copy of the foregoing resolution and the Preliminary Placement Document be forwarded to, or filed with the concerned authorities, as may be required."

"RESOLVED FURTHER THAT any member of the QIP Committee be and are hereby severally authorized to make any changes to the Preliminary Placement Document and the Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document and Placement Document as may be necessary or desirable."

"RESOLVED FURTHER that any member of the QIP Committee are hereby severally authorized to sign the Preliminary Placement Document and the Placement Document on behalf of the Company, and all other documents that they deem fit in connection with the Issue, including but not limited to Placement Agreement with the book-running lead managers engaged for the Issue and the escrow agreement with the escrow agent appointed for the purposes of the Issue."

For MBL Infrastructures Ltd.


Vivek Jain
Company Secretary

MBL Infrastructures Ltd.

CIN-L27109WB1995PLC073700

Corporate Office : Baani Corporate One, 303&308, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi-110025 Tel. : +91-11-49593300 - 10, Fax : +91-11-49593320 Email : delhi@mblinfra.com
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"RESOVED FURTHER that Mr. Anjaneer Kumar Lakhotia, Chairman & Managing Director and Mr. Vivek Jain, Company Secretary, be and are hereby severally authorized either on their own or through the agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable."

"RESOLVED FURTHER THAT Mr. Anjaneer Kumar Lakhotia, Chairman & Managing Director and Mr. Vivek Jain, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE Limited and the National Stock Exchange of India Limited, the SEBI or any other governmental or regulatory authority in connection with the Issue."

**CERTIFIED COPY
FOR MBL INFRASTRUCTURES LIMITED**



VIVEK JAIN
COMPANY SECRETARY

MBL Infrastructures Ltd.

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