

LA/SEP/2013/2

10.09.2013

BSE Limited Department of Corporate Services 25th Floor, P J Towers Dalal Street, Mumbai – 400001	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex, Bandra (East) Mumbai – 400051
Fax no. 022-2272-3121/2037/41/61	Fax no. 022-2659-8237 / 38
SCRIP CODE – 533152	SYMBOL – MBLINFRA, SERIES – EQ

Dear Sir,

Re: Clause 31(d) of Listing Agreement

In pursuance to Clause 31(d) of the Listing Agreement, we enclose herewith copy of the proceedings of Annual General Meeting of the Company held on 31st August 2013, at 3.30 P.M. at “Kalakunj” 48, Shakespeare Sarani, Kolkata 700 017.

The above is for your information and record.

Thanking you.

Yours faithfully,
For **MBL Infrastructures Limited**



Vivek Jain
Company Secretary & Compliance Officer

Encl: Copy of the proceedings of Annual General Meeting.

MBL Infrastructures Ltd.

Corporate Office : Baani Corporate One, 303, 3rd Floor, Plot No. 5, Commercial Centre, Jasola, New Delhi-110076 Tel. : +91-11-49593300 - 10, Fax : +91-11-49593320 Email : delhi@mblinfra.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

MINUTES OF THE PROCEEDINGS OF THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF MBL INFRASTRUCTURES LIMITED, HELD AT "KALAKUNJ" 48, SHAKESPEARE SARANI, KOLKATA 700017 ON SATURDAY, THE 31ST DAY OF AUGUST, 2013 AT 3.30 P.M.

DIRECTORS PRESENT

Mr. Anjanee Kumar Lakhota	-	Chairman
Mr. Maruti Maheshwari	-	Director
Mr. Ashwini Kumar Singh	-	Director
Mr. Kumar Singh Baghel	-	Director and Chairman of Audit Committee
Mr. Ram Dayal Modi	-	Director

IN ATTENDANCE

Mr. Vivek Jain	-	Company Secretary
----------------	---	-------------------

MEMBERS

370 Members/Proxies holding 1,39,42,861 shares attended the Meeting as per attendance slips.

BY INVITATION

Mr. Hitesh Lilha, representative from M/s. Agrawal S. Kumar & Associates.

CHAIR

Pursuant to Article 89 of the Article of Association, Mr. Anjanee Kumar Lakhota, Chairman of the Board, presided over the Chair.

QUORUM

After ascertaining that the quorum was present, the Chairman called the Annual General Meeting to order.

It was informed to the members that the Register of Directors' Shareholding is available at the Meeting for inspection and thereafter Mr. Anjanee Kumar Lakhota, Chairman delivered his speech.

NOTICE

Mr. Anjanee Kumar Lakhota asked the house whether the notice dated 13th day of July, 2013 convening the 18th Annual General Meeting of the Members of the Company, may be taken as read with the consent of all the members present. The Members unanimously consented to this.

AUDITORS' REPORT

Mr. Anjanee Kumar Lakhota asked Mr. Vivek Jain, Company Secretary, to read out the Auditors' Report and accordingly, the Auditors' Report was read out.

certified true copy
For MBL Infrastructures Ltd.

Vivek Jain
Vivek Jain
Company Secretary

MBL Infrastructures Ltd.

RESOLUTION NO. 1 - ADOPTION OF ANNUAL ACCOUNTS – 2012-2013

Proposed and Passed as: Ordinary Resolution
Proposed by : Mr. Satya Narayan Pal
Seconded by : Mr. B. K. Mehta

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, the Reports of Directors and Auditors thereon, as circulated to the Shareholders and submitted to this Meeting be and are hereby approved and adopted”

Mr. Anjanee Kumar Lakhota asked the Members, if they had any queries on the Annual Accounts for the year ended 31st March, 2013. Few shareholders raised queries and sought clarifications on certain aspects of annual accounts and company's performance, which were replied to by Mr. Anjanee Kumar Lakhota to their satisfaction. The suggestions of the esteemed shareholders were also noted.

On being put to vote, the resolution was passed by majority.

RESOLUTION NO. 2 - DECLARATION OF DIVIDEND

Proposed and Passed as: Ordinary Resolution
Proposed by : Mr. Shyam Sundar Bhattacharyya
Seconded by : Mr. Sanjoy Banerjee

“RESOLVED THAT the Dividend at the rate of Rs. 3.00 per Equity share of the Company for the year ended 31st March, 2013 as recommended by the Board of Directors be and is hereby approved.”

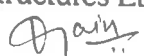
On being put to vote, the resolution was passed unanimously.

RESOLUTION NO. 3 - REAPPOINTMENT OF MR. ASHWINI KUMAR SINGH AS A DIRECTOR OF THE COMPANY

Proposed and Passed as: Ordinary Resolution
Proposed by : Mr. Anindya Sunder Roy
Seconded by : Mr. Ashit Kumar Pathak

“RESOLVED THAT Mr. Ashwini Kumar Singh, who retires by rotation and being eligible for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

On being put to vote, the resolution was passed by majority.

Certified true copy
For MBL Infrastructures Ltd.

Vivek Jain
Company Secretary

RESOLUTION NO. 4 - APPOINTMENT OF AUDITORS' AND FIXATION OF THEIR REMUNERATION

Proposed and Passed as: Ordinary Resolution
Proposed by : Mr. Sarbananda Gattani
Seconded by : Mr. Mahesh Kumar Bubna

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, as amended or re-enacted from time to time (the 'Act'), M/s Agrawal S. Kumar & Associates (ICAI Registration No. 322324E), the retiring Auditors of the Company, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

On being put to vote, the resolution was passed by majority.

RESOLUTION NO. 5 - RESOLUTION U/S 293(1)(d) OF THE COMPANIES ACT.

Proposed and Passed as: Ordinary Resolution
Proposed by : Mr. Shyam Lal Rathi
Seconded by : Mr. Satya Narayan Pal

"RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and in supersession of all earlier resolutions passed in terms of Section 293(1)(d) of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to borrow any sum or sum of monies from time to time, in any form including but not limited to by way of loans, including inter corporate deposits(s), credit facilities, by issue of debentures (redeemable or otherwise) or bonds or in form of guarantee, or in any other form, on such terms and conditions as the Board may deem fit, in both domestic and foreign currency, from banks, financial institutions, and other sources for the purpose of financing working capital requirements as also for acquisition of capital assets and / or for the purpose of any other requirements of the Company both for capital and revenue in nature, notwithstanding that the money or monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point of time a sum aggregating to Rs. 1500 Crores (Rupees Fifteen Hundred Crores Only), excluding any interest on such borrowings, and such borrowings will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to approve, finalise, modify, settle and execute such documents / deeds / writings / papers / agreements as may be considered necessary or desirable by the Board and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary or desirable."

On being put to vote, the resolution was passed by majority.

Certified true copy
For MBL Infrastructures Ltd.
Chair
Vivek Jain
Company Secretary

RESOLUTION NO. 6 - RESOLUTION U/S 293(1)(a) OF THE COMPANIES ACT.

Proposed and Passed as: Ordinary Resolution
Proposed by : Mr. Tapas Kumar Dutta
Seconded by : Mr. Madhu Sudan Dey

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof) to create such charges and/or mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company on such terms and conditions and at such times and in such form and manner and with such ranking as to priority as the Board may think fit, on any of the Company's moveable / immoveable properties and/or assets, wheresoever situated, both present and future comprised in any undertaking or undertakings of the Company, as the case may be, in favour of the Lenders viz. Financial/Investment Institutions, Banks and Trustees for the holders of debentures/bonds/other debt instruments to secure the repayment of loans/borrowings sanctioned and/or to be sanctioned by them from time to time, in foreign currency and / or rupee currency and / or by way of debt instruments issued / to be issued by the Company, for a sum not exceeding Rs. 1500 Crores (Rupees Fifteen hundred Crores Only) in aggregate at any time as per the approval of the shareholders under Section 293(1)(d) of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with the Lenders, agreements and other documents, if any, necessary for creating the mortgage(s) and/or charge(s), hypothecation(s) as aforesaid, and do all such acts, deeds and things and to execute all such documents, deeds and instruments in writing as may be required, incidental and/or expedient for giving effect to this resolution and to resolve any question relating thereto, or otherwise considered by the Board to be in the best interest of the Company."

On being put to vote, the resolution was passed by majority.

RESOLUTION NO. 7 - APPOINTMENT OF MR. BHAGWAN SINGH DUGGAL AS A DIRECTOR OF THE COMPANY

Proposed and Passed as: Ordinary Resolution
Proposed by : Mr. Srikanta Sen
Seconded by : Mr. Goutam Nandy

"RESOLVED THAT Mr. Bhagwan Singh Duggal who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13th July, 2013 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Companies Act, 1956, proposing his candidature for the Office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

On being put to vote, the resolution was passed by majority.

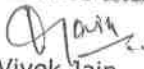
certified true copy
For MBL Infrastructures Ltd.
[Signature]
Vivek Jain
Company Secretary

VOTE OF THANKS

There being no other business, the meeting concluded with a vote of thanks to the Chair, proposed by Mr. Vivek Jain, Company Secretary.

Place : New Delhi
Date : 10.09.2013

SD/-
Chairman

Certified true copy
For MBL Infrastructures Ltd.

Vivek Jain
Company Secretary