

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman of 21st Annual General Meeting ("AGM") of the Members of MBL Infrastructures Limited (the "Company")

held on Friday, the 12th day of August, 2016 at 3.00 p.m.

at Science City Mini Auditorium, JBS Haldane Avenue, Kolkata - 700046

I, Amber Ahmad, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company, for the purpose of scrutinizing remote e-voting and voting through physical ballot process, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, on the resolutions contained in the Notice for 21st Annual General Meeting of the members of the Company held on Friday, the 12th day of August, 2016 at Science City Mini Auditorium, JBS Haldane Avenue, Kolkata – 700046 at 3.00 p.m.

The Management of the Company is responsible to ensure the Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means (by remote e-voting) and voting by using physical ballot paper on the proposed resolution contained in the notice of 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including the remote e-voting and physical ballots is restricted to making a Consolidated Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency to provide e-voting facilities engaged by the Company and the votes cast through physical ballot papers at the venue of AGM.

The Notice dated 30th May, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.



The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-Voting by the Shareholders of the Company. The AGM had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The Shareholders of the company holding shares as on the "cut-off" date i.e. 5th August, 2016, were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Tuesday, 9th August, 2016 (09:00 a.m.) and ended on Thursday, 11th August, 2016 (5:00 p.m.)

On 11th August, 2016, after the end of the remote e-voting period, I was provided access to the details of the members who had opted for the remote e-voting. The details such as the name of the member, folio no., and no. of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However, the manner in which the votes were cast by the members was not available.

Further, the Chairman announced the Poll at the AGM for the shareholders who attended the meeting and had not cast their vote earlier through remote e-voting. Thereafter, two (2) empty ballot boxes kept for polling were locked in our presence with due identification marks placed by me.

The locked ballot boxes subsequently opened in the presence of two (2) witnesses who are not in employment of the Company. The Poll papers were diligently scrutinized and reconciled with the records maintained by Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA) of the Company and the authorization / proxies lodged with the Company. The Poll papers which were incomplete and/or which were otherwise found defective had been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the AGM in presence of two (2) witnesses, who were not in employment of the Company. I have scrutinized and review the remote e-voting and vote tendered therein based on the data downloaded from the e-voting website of the CDSL and also the ballot forms received during the Poll process at the AGM.

Witness No. 1 Pranit Das Gupta
Name: PRANIT DAS GUPTA
Address: 25/68 P.G.M.S. Road, Cal-95

Witness No.2 Neelam Singh
Name: NEELAM SINGH
Address: 99/16 UNIT-C S.E.R.I.V. BNR, KOL-43

I, now submit my consolidated report as under on the result of the remote e-voting and voting at the meeting through physical ballot/poll in respect of the said resolutions:



Resolution No. 1	Consider and adopt the Audited Balance Sheet as at 31st March 2016 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.			
Resolution Required : (Ordinary/Special)	Ordinary			
Category	Number of Votes Cast		Total No. of Votes Cast	% Based on Total Votes Cast
	E-Voting	Poll/ Physical Ballot		
Votes Cast In Favour	14455938	16285532	30741470	100.00
Votes Cast Against	22	2	24	0.00
Total	14455960	16285534	30741494	100.00
Invalid/Abstained Votes	0	6	6	N.A.

Resolution No. 2	Declaration of Dividend for the financial year ended 31st March 2016.			
Resolution Required : (Ordinary/Special)	Ordinary			
Category	Number of Votes Cast		Total No. of Votes Cast	% Based on Total Votes Cast
	E-Voting	Poll/ Physical Ballot		
Votes Cast In Favour	14455963	16285534	30741497	100.00
Votes Cast Against	0	0	0	0.00
Total	14455963	16285534	30741497	100.00
Invalid/Abstained Votes	0	6	6	N.A.



Resolution No. 3	Re-appointment of Mr. Anjaneer Kumar Lakhotia who retires by rotation.			
Resolution Required : (Ordinary/Special)	Ordinary			
Category	Number of Votes Cast		Total No. of Votes Cast	% Based on Total Votes Cast
	E-Voting	Poll/ Physical Ballot		
Votes Cast In Favour	14455943	16285532	30741475	100.00
Votes Cast Against	22	2	24	0.00
Total	14455965	16285534	30741499	100.00
Invalid/Abstained Votes	0	6	6	N.A.

Resolution No. 4	Appointment of Auditors and fixing their remuneration.			
Resolution Required : (Ordinary/Special)	Ordinary			
Category	Number of Votes Cast		Total No. of Votes Cast	% Based on Total Votes Cast
	E-Voting	Poll/ Physical Ballot		
Votes Cast In Favour	14455943	16285532	30741475	100.00
Votes Cast Against	22	2	4	0.00
Total	14455965	16285534	30741479	100.00
Invalid/Abstained Votes	0	6	6	N.A.



Resolution No. 5	Ratification of Remuneration of Cost Auditors.			
Resolution Required : (Ordinary/Special)	Ordinary			
Category	Number of Votes Cast		Total No. of Votes Cast	% Based on Total Votes Cast
	E-Voting	Poll/ Physical Ballot		
Votes Cast In Favour	14455943	16285532	30741475	100.00
Votes Cast Against	22	2	24	0.00
Total	14455965	16285534	30741499	100.00
Invalid/Abstained Votes	0	6	6	N.A.

Resolution No. 6	Increase in Borrowing Limit of under Section 180(1)(c) of Companies Act, 2013.			
Resolution Required : (Ordinary/Special)	Special			
Category	Number of Votes Cast		Total No. of Votes Cast	% Based on Total Votes Cast
	E-Voting	Poll/ Physical Ballot		
Votes Cast In Favour	14134183	16285532	30419715	98.95
Votes Cast Against	321782	2	321784	1.05
Total	14455965	16285534	30741499	100.00
Invalid/Abstained Votes	0	6	6	N.A.



Resolution No. 7	Power to create charges, etc under Section 180 (1)(a) of Companies Act, 2013.			
Resolution Required : (Ordinary/Special)	Special			
Category	Number of Votes Cast		Total No. of Votes Cast	% Based on Total Votes Cast
	E-Voting	Poll/ Physical Ballot		
Votes Cast In Favour	13834183	16285532	30119715	98.94
Votes Cast Against	321782	2	321784	1.06
Total	14155965	16285540	30441499	100.00
Invalid/Abstained Votes	300000	6	300006	N.A.

Resolution No. 8	Power to issue and allot securities.			
Resolution Required : (Ordinary/Special)	Special			
Category	Number of Votes Cast		Total No. of Votes Cast	% Based on Total Votes Cast
	E-Voting	Poll/ Physical Ballot		
Votes Cast In Favour	11184513	16285532	27470045	89.36
Votes Cast Against	3271452	2	3271454	10.64
Total	14455965	16285534	30741499	100.00
Invalid/Abstained Votes	0	6	6	N.A.



All the Resolutions stand passed under e-Voting and poll with requisite majority.

The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Thanking you,
Yours faithfully,

Amber Ahmad.

AMBER AHMAD

Practicing Company Secretary

(Amber Ahmad) P.-8581

Company Secretary

Membership No: A23152

C.P No: 8581

Date: 12th August, 2016

Place: Kolkata

